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Form **990-PF**Department of the Treasury Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.
 ▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

2016

JUN 15. 2016 For calendar year 2016 or tax year beginning and ending DEC 31, 2016 Name of foundation A Employer identification number SANDCASTLE FOUNDATION 81-2450108 Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number 1010 DALE ST N 612-333-4315 City or town, state or province, country, and ZIP or foreign postal code C If exemption application is pending, check here SAINT PAUL, MN 55117-5603 G Check all that apply: X Initial return Initial return of a former public charity D 1. Foreign organizations, check here Final return Amended return 2 Foreign organizations meeting the 85% test, check here and attach computation Address change Name change X Section 501(c)(3) exempt private foundation H Check type of organization: E if private foundation status was terminated under section 507(b)(1)(A), check here X Cash I Fair market value of all assets at end of year J Accounting method: Accrual F If the foundation is in a 60-month termination Other (specify) under section 507(b)(1)(B), check here (from Part II, col (c), line 16) 5,141,278. (Part I, column (d) must be on cash basis) ▶\$ Part I Analysis of Revenue and Expenses (c) Adjusted net (d) Disbursements (a) Revenue and (b) Net investment (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) charitable purposes expenses per books іпсоте ıncome (cash basis only) 982,558. N/A Contributions, gifts, grants, etc., received 2 Check I if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments 705 51,705 STATEMENT . 4 Dividends and interest from securities 5a Gross rents b Net rental income or (loss) 8 . 756. 6a Net gain or (loss) from sale of assets not on line 10 221,997. SCAMINED MAY 2.8 528 7 Capital gain net income (from Part IV, line 2) Net short-term capital gain Income modifications Gross sales less return and allowances b Less Cost of goods sold c Gross profit or (loss) 11 Other income 5.043.019. 124,233 Total Add-lines Ō. Ō. Other employee salaries and wages Pension Phans, letanto byed benefit 17 7,133. 7,133. 0. 16a Legal fees b Accounting fee: c Other professional GEDEN 7,118. 7,118. 0. 17 Interest 18 Taxes 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 2,597 Ō. STMT 5 0. 23 Other expenses 24 Total operating and administrative <u>16,84</u>8. 14,251. expenses Add lines 13 through 23 240,000. 240,000. 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. 256,848 14,251 240,000 Add lines 24 and 25 27 Subtract line 26 from line 12. 4,786,171. 2 Excess of revenue over expenses and disbursements 109,982. b Net investment income (if negative, enter -0-) N/A c Adjusted net income (if negative enter -0-)

623501 11-23-16 LHA For Paperwork Reduction Act Notice, see instructions

Form 990-PF (2016)

623511 11-23-16

Form 990-PF (2016)

Form 990-PF (2016)

Add lines 5 and 6

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.

Enter qualifying distributions from Part XII, line 4

	990-PF (2016) SANDCASTLE FOUNDATION 81- rt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 -	2450108 Page 4
1a b c 2 3 4 5 6 a b c d 7 8	Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1. Date of ruling or determination letter. (attach copy of letter if necessary-see instructions) Domestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1% of Part I, line 27b All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) Add lines 1 and 2 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	2,200. 0. 2,200. 0. 2,200.
-	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	
	Enter the amount of line 10 to be. Credited to 2017 estimated tax ► Refunded ► 11 rt VII-A: Statements Regarding Activities	
1a b c d e 2 3 4a b 5	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? Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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 Did the foundation file Form 1120-POL for this year? Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$\int 0 \cdot (2) \text{ On foundation managers.} \int \int 0 \cdot \text{ Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$\int 0 \cdot \text{ If "Yes," attach a detailed description of the activities} 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 Did the foundation have unrelated business gross income of \$1,000 or more during the year?	1a X 1b X 1c X 2 X 3 X 4a X 4b 5 X
7 8a b	● 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? 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 Enter the states to which the foundation reports or with which it is registered (see instructions) MN 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 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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV	6 X 7 X 8b X
	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10 X Form 990-PF (2016)

Na any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(17)? If Year, attach schedule (see instructions) 11	P	rt.VII-A Statements Regarding Activities (continued)	
Section 512(b)(13)* If Yes, a latich schedule (see instructions) 11			Yes No
12 Dut the foundation make a distribution to a donor advised fund over which the foundation or a disqualited person had advisory privileges? 17 Pers, 14 Inch statement (see instructions) 18 Dut the foundation comply with the pebbic inspection requirements for its annual returns and exemption application? 19 Website address ► N/A 10 Do DALE ST N, SAINT PAUL, MN 10 Section 44 ► 10 10 DALE ST N, SAINT PAUL, MN 10 Section 44 ► 10 10 DALE ST N, SAINT PAUL, MN 11 Section 44 ► 10 11 DALE ST N, SAINT PAUL, MN 12 Section 45 Person (1) inspection of tax-exempt interest received or accurated during the year 10 All any time during celebraty year 2706, 60 of the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 18 All any time diagnosis and fining requirements for FinGN Form 14.1 If Yes, "eiter the name of the formation of the country of the person of the	11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of	
BY Yes, "altack statement (see instructions)" Did the foundation condy with the public inspection requirements for its annual elerns and exemption application? Website address ► N/A 14 The books are in care of ► CT CORPORATION Located at ► 1010 DALE ST N, SAINT PAUL, MN 279-41 ► 55117 15 Section 4947(a)(1) nonexempt charable trusts fring form 990-9F in lea of Form 1041 - Chieck here and where the annual of tax-except interest recover or accessed arrange they are and enter the annual of tax-except interest recover or accessed arrange they are and enter the annual of tax-except interest recover or accessed arrange they are and exemption of the fringed accessed and except the retrieval one to the fringed accessed and except the parameters in or a signature or other authority over a bank, securities, or other financed account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, II "Yes," enter the name of the foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, II "Yes," enter the name of the foreign country. Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. 1a During the year of the foundation (letter directly or indirectly): (1) Engage in the sale or exchange, or itissang of property with a disqualited person? (2) Borrow money front, lend more; to, or otherwise extend credit to (or accept them fron) a disqualited person? (3) Furnels poods, services, or flacidities to (or accept them fron) a disqualited person? (4) Pey componisation to, or pay or remitures the expenses of, a disqualited person? (5) Transfer any income or assets to a disqualitied person or interest in a proper year or property to a povernment official? (Exception, Check "No" if the foundation or exception or accept them fron) a disqualitied person? (6) Agree to pay money for property to a povernment official? (Exception,		section 512(b)(13)? If "Yes," attach schedule (see instructions)	_11 X
13 Dut the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X	12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?	
Wester address ► N/A 14 The books are in care of ► CT_CORPORATION 15 Section 4947(a)(1) nonexempt charatable trusts filing Form 990-Filing like of Form 1041 - Check here and either the amount of tax-exempt interest received or accrued furmit they are 16 Alary time during celebraty 2016, 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 FinCEN Form 114, if Yes, enter the name of the foundation of the financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, if Yes, enter the name of the foundation of the financial accountry? See the instructions for exceptions and filing requirements for FinCEN Form 114, if Yes, enter the name of the foundation of the filing of		If "Yes," attach statement (see instructions)	_12 X
14 The books are in care of ▶ CT CORPORATION Located at № 10.10 DAJE ST N, SAINT PAUL, MN 15 Section 4947(a)(1) none-empt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accused during the year All any firm during clearing year 2016, did the foundation have an inferest in or a significant or other authority over a bank, securities, or other financial account in a foreign country? Sone the instructions for exceptions and filing requirements for FinCEN Form 114, If Yes, enter the name of the foundation foreign country? Part VII-B Istatements 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. 1a Dump the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or feasing of property with a signalised person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept the from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay componisation to, or pay or remitures the expenses of, a disqualified person? (5) Agrice to pay money or property to a government officia? (Exception, Check 'No' if the foundation agreed to make a great to or to employ the official for a period after termination of povernment service, it termination agreed to make a great to or to employ the official for a period after termination of povernment service, it termination greating of the acts fell to qualify under the exceptions described in Regulations section 53.4911(d)-3 or in a current notice regarding disaster assistance (set instructions)? 10 If any answer is "Yes" to did the foundation have any undistributed income? (lines 6d and 6e, Part XIII) for tax year(s) beginning of the povernment of the acts feel to qualify under the exceptions describ	13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13 X
Located at P_1010_DALE_ST_N_SATNT_PAUL, MN Section 4947(a)(1) nonexempt charable 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 16. All any time during calendar year 2016, did the foundation have an inferest 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 FinCRN Form 114, If Yes,* enter the name of the foreign country. P 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. 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? (2) Borrow money from, lend movel, for or otherwise extend oredit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person or or make any of either available for the benefit or use of a disqualified person for make any of either available for the period of the period of the disqualified person for make any of either available for the period of t		Website address > N/A	
Located at P_1010_DALE_ST_N_SATNT_PAUL, MN Section 4947(a)(1) nonexempt charable 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 16. All any time during calendar year 2016, did the foundation have an inferest 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 FinCRN Form 114, If Yes,* enter the name of the foreign country. P 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. 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? (2) Borrow money from, lend movel, for or otherwise extend oredit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person or or make any of either available for the benefit or use of a disqualified person for make any of either available for the period of the period of the disqualified person for make any of either available for the period of t	14	The books are in care of ► CT CORPORATION Telephone no. ► 612~	333-4315_
And refler the amount of tax-escent interest received or accrued during the year At any time during calendar year 29 16, 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 filting requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country.' ▶ Part VIII-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. 1a During the year did the foundation (either directly or indirectly)? (1) Engage in the sale or acchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation in, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a dequalified person (or make any of either available for the benefit or use of a disqualified person)? (or make any of either available for the benefit or use of a disqualified person)? (or make any of either available of the the entit or use of a disqualified person)? (6) Agreet to pay money or property to a government official? (Exception, Chock 'No' if the foundation appage in a make a grant to ro a employ the official for a period after termination of government service, if terminating within 90 days.) b) If any answer is 'Yes' to fa(1)-(6), did any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year described in 1a, other than excepted acts, that were not corrected before the first day of the tax year colored, or 4424(1)(5): or any or year in any or		Located at ► 1010 DALE ST N, SAINT PAUL, MN ZIP+4 ►	55117
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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required		securities, or other financial account in a foreign country?	16 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. 1a During the year did the foundation (either drevelty or indirectly)* 1b Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No 1c Borrow money from, lend money to, or otherwise extend credit to (or accept it from) Yes X No 1d Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No 1d Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No 1d Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No 1d Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No 1d Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No 1d Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No 1d Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No 1d Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No 1d Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No 1d Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No 1d Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No 1d Pay compensation to, or a current notice regarding disaster assistance (see instructions)? Yes X No 1d Pay compensation reliquing on a current notice regarding disaster assistance (see instructions)? N/A 2d Pay compensation reliquing on a current notice regarding disaster assistance (see instructions)? N/A 2d Pay compensation reliquing to a prior year in year of the exceptions described in Regulations N/A 2d Pay compens		See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the	
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. 1a During the year did the foundation (either directly or indirectly) 1(1) Engage in the sale or exchange, or lessing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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) (or the benefit or use of a disqualified person) (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.) b) If any answer is "Yes" to Ta(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations sections 34,941(4)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here c) Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? 1a At the end of tax year 2016, did the foundation have any undistributed income (times 6d and 6e, Part XIII) for tax year(s) beginning before 2016? 1b "Yes," Kit the years Is b) Are there any years listed in 2a for which the foundation have any undistributed income (times 6d and 6e, Part XIII) for tax year(s) beginning before 2016; 1b "Yes," Kit the years is the year's birth the foundation have any undistributed income (times 6d and 6e, Part XIII) for tax year(s) beginning before 2016; 1c X 2b 1r Yes (X) No 1r Ye	<u> </u>		
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b If "Yes," did it have excess business holdings in 2016 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 2016.) 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4b 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 2016? 4b X	Jä		
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 2016.) 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 2016? 4b X			1 11.00 % 1 .0.1
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 2016.) 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 2016? 4b X	U		
Form 4720, to determine if the foundation had excess business holdings in 2016.) 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 2016? 4b X			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?4aXb 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 2016?4bX		37/3	3h ***
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 2016? 4b X	4a		
had not been removed from jeopardy before the first day of the tax year beginning in 2016?			

Form 990-PF (2016) SANDCASTLE FOUNDATION					81-24501	08 Page 6
Part VII-B	Statements Regarding Activiti	es for Which Fo	orm 4720 May Be R	equired (contin	ued)	
(1) Carry o	year did the foundation pay or incur any amou	ice legislation (section			es X No	
any vot	ce the outcome of any specific public election fer registration drive? e a grant to an individual for travel, study, or o			Ye	es X No	
	e a grant to an organization other than a charit)(4)(A)? (see instructions)	able, etc., organization	described in section	Ye	es X No	
the pre	e for any purpose other than religious, charital vention of cruelty to children or animals?			Ye		
section 53.4	er is "Yes" to 5a(1)-(5), did any of the transact 1945 or in a current notice regarding disaster i	assistance (see instruc	tions)?	in Regulations	<u> </u>	5b
c If the answe	ns relying on a current notice regarding disast or is "Yes" to question 5a(4), does the foundati responsibility for the grant?		om the tax because it mainta	- / -	es No	
6a Did the four	tach the statement required by Regulation idation, during the year, receive any funds, directly contract?		• •		es X No	
b Did the four	nenefit contract? Idation, during the year, pay premiums, direct 6b, file Form 8870	ly or indirectly, on a pe	rsonal benefit contract?	Y6	is red no h	6b X
7a At any time	during the tax year, was the foundation a part the foundation receive any proceeds or have a	•		Ye	· — . · · _	7b
Part VIII	Information About Officers, Di Paid Employees, and Contract	tors		nagers, Highly		
1 List all offic	ers, directors, trustees, foundation ma	nagers and their co		T		
	(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 Denefit plans and deferred compensation	(e) Expense account, other allowances
BRENDA K			PRESIDENT			
1010 DAL			16.00			
	UL, MN 55117-5603		16.00	0.	0.	0.
STEVEN P			DIRECTOR	1	'	
1010 DAL			0.00			
SAINT PA			0.00	0.	0.	0.
	G LUGER	₽	DIRECTOR			
1010 DAL					•	
SAINT PA			0.00	0.	0.	0.
NANCY J			DIRECTOR			•
	E STREET NORTH					_
SAINT PA			0.00	0.	0.	0.
	ion of five highest-paid employees (other and address of each employee paid more the		(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
NO	NE			 		
				1		
				}	ì	
				<u> </u>		
				1		
Fotal number of	other employees paid over \$50,000			 		0
C COLL MOTION OF	5 5p.07000 paro 0401 ф001000				Corm	990-PF (2016)

Form 990-PF (2016) SANDCASTLE FOUNDATION	81-	2450108 Page 7
Part VIIE: Information About Officers, Directors, Trustees, Foundat Paid Employees, and Contractors (continued)		
3 Five highest-paid independent contractors for professional services. If none, enter	"NONE."	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Part, IX-A Summary of Direct Charitable Activities		0
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistic number of organizations and other beneficiaries served, conferences convened, research papers produced.		Expenses
1 N/A		
2		
3		
4		
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year on li	ines 1 and 2.	Amount
1 N/A		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
2		
All other program-related investments See instructions. 3		
Total. Add lines 1 through 3		0.
		Form 990-PF (2016)

P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign four	ndations,	see instructions)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes	<u> </u>	
a	Average monthly fair market value of securities	1a	4,748,388.
b	Average of monthly cash balances	1b	4,748,388.
C	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,774,664.
e	Reduction claimed for blockage or other factors reported on lines 1a and	3 8.1 3e.2	
	1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,774,664.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	71,620.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,703,044.
6	Minimum investment return. Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD	6	128,849.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations ar	id certain	
	foreign organizations check here and do not complete this part.)		
1	Minimum investment return from Part X, line 6	1	128,849.
2a	Tax on investment income for 2016 from Part VI, line 5		
b	Income tax for 2016. (This does not include the tax from Part VI.)	. 3	
C	Add lines 2a and 2b	2c	2,200.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	126,649.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	126,649.
6	Deduction from distributable amount (see instructions)	6	<u> </u>
7_	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	126,649.
P	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	Ž.	0.40 0.00
a	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	240,000.
þ	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:	<u> </u>	
а	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	240 000
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	240,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment	_	0
	Income. Enter 1% of Part I, line 27b	5	240,000.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	
	Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of	jualities toi	r the section
	4940(e) reduction of tax in those years.		

Form **990-PF** (2016)

Part:XIIII Undistributed Income (see instructions)

SANDCASTLE FOUNDATION

	(a)	(b)	(c)	(d)
	Corpus	Years prior to 2015	2015	2016
 Distributable amount for 2016 from Part XI, line 7 	装			126,649.
2 Undistributed income if any last of the end of 2016	學論學			医二种 经工工
a Enter amount for 2015 only	建多便。 期 海	自己的基本	0.	数,才是整个有引
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2016		有一种对于		
a From 2011			家 。"大大"	唐 大春 聖 []
b From 2012				是是 建基二定性
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.	TERMEST		是一方面是一种说:
4 Qualifying distributions for 2016 from	五十二十二十二十二十二十二十二十二十二十二十二十二十二十二十二十二十二十二十二	到一个"是一个"		三千事 题为
Pari XII line 4 ► \$ 240,000.			是 建二二甲基二	
a Applied to 2015 but not more than line 2a		に関する。	0.	F TEE F111
b Applied to undistributed income of prior			b 電I ET.	
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus	_		是 管工 定量 1	
(Election required see instructions)	0.			
d Applied to 2016 distribulable amount	高,产业力量			126,649.
e Remaining amount distributed out of corpus	113,351.			
5 Excess distributions carryover applied to 2016 (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				建工建
6 Enter the net total of each column as indicated below	唐子里 第25章			P
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	113,351.		是产生。自然是可	是是理解人工
b Prior years, undistributed income. Subtract	嘴:"我为孙孙宝		图 35 三十二十二十二十二十二十二十二十二十二十二十二十二十二十二十二十二十二十二十二	图"温泉"和
line 4b from line 2b	量的形式。	0.	區。片空紀:海、電子	国 群 (1)
c Enter the amount of prior years'			原语"是"是一种"	
undistributed income for which a notice of deficiency has been issued, or on which	臺灣觀點分型			公子 雅書 活起
the section 4942(a) tax has been previously		_	建 业。建门》:霍门	
assessed		0.		
d Subtract line 6c from line 6b. Taxable	是 绝 纳 生 遇			
amount - see instructions		0.	国立の最上版。「護」	はずで、現場である。 はまずま、場合では、 はまずまでは、 はまずまでは、 はなまずる。 はなまななな。 はなまなな。 はなまななな。 はななななななななななななななななななななななななななななななななな
e Undistributed income for 2015. Subtract line	建一种 产品		0.	
4a from line 2a Taxable amount - see instr f Undistributed income for 2016 Subtract			thu re デリンれ 理論す	五字 一一一一一
lines 4d and 5 from line 1. This amount must			と の たった 日曜日	
be distributed in 2017	學習到			0.
7 Amounts treated as distributions out of			- CF - EE.	生 建基 学证
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3) (Election				医三烯基 煤 山
may be required see instructions)	0.			
8 Excess distributions carryover from 2011				主党 "三进" 一连
not applied on line 5 or line 7	0.			序。 译图= · 44 ·
9 Excess distributions carryover to 2017				香
Subtract lines 7 and 8 from line 6a	113,351.			
10 Analysis of line 9				
a Excess from 2012			L 2-1	y. GE.
b Excess from 2013				
c Excess from 2014				7
d Excess from 2015 e Excess from 2016 113, 351.		· · · · · · · · · · · · · · · · · · ·	医肾上腺部分	
623581 11 23 16	* ~ * ~ * ~ * & & & & & & & & & & & & &	ammara i Ania in Bunga	<u>- , , , , , , , , , , , , , , , , , , ,</u>	Form 990-PF (2016)

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Part XIV Private Operating Form	TLE FOUNDAT		U.A	81-24	50108 Page 10
L			II-A, question 9)	N/A	
1 a If the foundation has received a ruling o		, ,			
foundation, and the ruling is effective fo	·	_	▶ └		
b Check box to indicate whether the found		ng foundation described		4942(J)(3) or 49	42(j)(5)
2 a Enter the lesser of the adjusted net	Tax year	42.0045	Prior 3 years	T- (1) 0040	4 N.T. 4.1
income from Part I or the minimum	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
investment return from Part X for					
each year listed	<u> </u>	 		 	<u> </u>
b 85% of line 2a	 	 		<u> </u>	
 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				1	
for active conduct of exempt activities.					
Subtract line 2d from line 2c			 	 	
3 Complete 3a, b, or c for the alternative test relied upon:				1	
a "Assets" alternative test - enter:	1	1		1	
(1) Value of all assets			 		
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter				1	
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				1	
investment income (interest,	i		1	1	
dividends, rents, payments on securities loans (section				1	
512(a)(5)), or royalties)				}	
(2) Support from general public					
and 5 or more exempt organizations as provided in					
section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from					
an exempt organization			ļ.,		
(4) Gross investment income					
Part XV Supplementary Info			if the foundation	had \$5,000 or mor	e in assets
at any time during th	ne year-see instr	uctions.)			
1 Information Regarding Foundation	-				
a List any managers of the foundation who			ributions received by the	foundation before the close	e of any tax
year (but only if they have contributed m	iore man \$5,000). (See s	ection 507(a)(2).)			
NONE					
b List any managers of the foundation who other entity) of which the foundation has			(or an equally large portic	on of the ownership of a pa	rtnership or
• ,	ia iv /e vi gisalti ililtiti	J.			
NONE					
2 Information Regarding Contribution Check here ► X if the foundation of	nly makes contributions	to preselected charitable	organizations and does n		
the foundation makes gifts, grants, etc. (see instructions) to indiv	viduals or organizations u	inder other conditions, co	mplete items 2a, b, c, and	d
a The name, address, and telephone numb	er or e-mail address of t	he person to whom appli	cations should be addres	sed:	
b The form in which applications should be	e submitted and informa	tion and materials they s	hould include:		
c Any submission deadlines:					
d Any restrictions or limitations on awards	, such as by geographic	al areas, charitable fields,	kinds of institutions, or o	other factors:	
					200 05

Part XV Supplementary Informat 3 Grants and Contributions Paid During the		Payment		
Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of great or	
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
PROP	NONE	501(C)(3)	GENERAL SUPPORT GRANT	
14700 MARTIN DRIVE	ļ.	PUBLIC CHARITY		
EDEN PRAIRIE, MN 55344		 	 	5,000.
BLAKE SCHOOL PO BOX 86	NONE	501(C)(3)	GENERAL SUPPORT GRANT	
MINNEAPOLIS, MN 55486-2577		PUBLIC CHARITY		15,000.
UNIVERSITY OF ST THOMAS	NONE	501(C)(3)	CENERAL CURRORS CRANS	
PO BOX 64947	NONE	PUBLIC CHARITY	GENERAL SUPPORT GRANT	
SAINT PAUL, MN 55164-0947				10,000.
CORNERSTONE	NONE	501(C)(3)	GENERAL SUPPORT GRANT	
1000 E 80TH STREET		PUBLIC CHARITY		
BLOOMINGTON, MN 55420				5,000.
NURSES FOR NEWBORNS	NONE	501(C)(3)	GENERAL SUPPORT GRANT	
7259 LANSDOWNE SUITE 100		PUBLIC CHARITY		
SAINT LOUIS, MO 63119		<u> </u>	<u> </u>	5,000.
	CONTINUATION SHEE	T(S)	<u>▶ 3a</u>	240,000.
Approved for future payment			}	
NONE				
		-		
Total		<u> </u>	▶ 3b	0.
Total			<u></u>	000 DE

Part XVI-A	Analysis of Income-Producing Ac	tivities
1 G(C / C V/ C / C / C	Alianyolo of mooning it toudoning Ao	

	Handaia				
Enter gross amounts unless otherwise indicated.	(a) Business	d business income (b)	(C) Exclu- sion	(d)	(e) Related or exempt
1 Program service revenue:	code	Amount	code	Amount	function income
a					
b	L				
c	L i		_[
d					
e	Ţ				
g Fees and contracts from government agencies			 		
2 Membership dues and assessments			1 - 1		
3 Interest on savings and temporary cash			1 - 1		
investments	1 1		1 1		
4 Dividends and interest from securities			14	51,705.	
	*)				
5 Net rental income or (loss) from real estate			1 - 1		<u>, · _ % _ 3 _ 4 _ %\\\</u>
a Debt-financed property	 				
b Not debt-financed property	—				
6 Net rental income or (loss) from personal	1		1 1		
property			\bot		
7 Other investment income					<u> </u>
8 Gain or (loss) from sales of assets other	1 1		1 1		Н
than inventory	L		18	8,756.	Ti.
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.		60,461.	0.
			*3		60,461.
13 Total. Add line 12, columns (b), (d), and (e)				13	00,401.
(See worksheet in line 13 instructions to verify calculations.)					
Part XVI-B Relationship of Activities to	o the Accor	nplishment of Ex	empt F	Purposes	
Line No.				A	- b-b
Explain below how each activity for which inco the foundation's exempt purposes (other than			4 contribu	ted importantly to the accom	iplishment of
the foundation's exempt purposes (other than	by providing full	us for such purposes).			
					
					
				_ 	
					·
		 			
					
					
					

L3200512 144198 126400

Part X	Information Regardi Exempt Organization		and Transactions a	ind Relationsh	ips With Nonch	ıaritable		
1 Did th	ne organization directly or indirectly eng		no with any other organization	on described in secti	on 501(c) of		Yes	No
	ode (other than section 501(c)(3) orga				011 30 1(0) 01		. 00	
	fers from the reporting foundation to a			iizations.		ļ ³		,
(1)	, ,	monomarkable exempt of	gamzation of.			1a(1)		X
٠,	Other assets					1a(2)	-	X
	transactions:					18(2)	127	7 %
	Gales of assets to a noncharitable exem	nt organization				1b(1)	**	X
٠,	Purchases of assets from a noncharitab	•				1b(2)		X
	Rental of facilities, equipment, or other	, -				1b(3)		X
,	Reimbursement arrangements	433013				1b(4)		X
• •	oans or loan guarantees					1b(5)		X
	erformance of services or membership	o or fundraising solicitatio	nne			1b(6)		X
٠,	ng of facilities, equipment, mailing lists	-				1c		X
	answer to any of the above is "Yes," co		• -	ways show the fair n	narket value of the goo		ets	
	vices given by the reporting foundation						0.0,	
	nn (d) the value of the goods, other ass			, ,	J	,		
(a) Line no	(b) Amount involved	(c) Name of noncharitabl	e exempt organization	(d) Description	of transfers, transactions,	and sharing arra	angemen	ts
		N/A						
							_	
								
								
2a Is the	foundation directly or indirectly affiliate	ed with, or related to, one	e or more tax-exempt organi	zations described				
	tion 501(c) of the Code (other than sec	tion 501(c)(3)) or in sect	tion 527?			Yes	X	No
b If "Yes	s,° complete the following schedule.							
	(a) Name of organization		(b) Type of organization	((c) Description of relat	ionship		
	N/A							
								
								
		/						
		<u>/</u>	<u> </u>	<u> </u>				
1 -	nder penalties of perjury, i declare that i have and belief, it is tryle, correct, and complete. Decl					May the IRS d	iscuss th	nis
Sign a	I Grenda II		15/1/10			return with the shown below	(see insti	r ۲)۲ ا
	Japan	w	7/15/11	PRESID	ENT	X Yes		No
	Signature of officer or trustee	 	Date /	Title	A) F=7 (A)			
	Print/Type preparer's name	Preparer's s	ignature	Date	<u> </u>	ΓłΝ		
Doid	THERESE M. NEL	•	n		self- employed		~ ~ .	
Paid	CPA DAVER T			05/12/17		200035		
Prepare		TPTA ATECHO	w KRAUSE, LLI	٢	Firm's EIN ► 39	-08599	ΤO	
Use Or	·	Cmrr cm "000						
	Firm's address ► 225 S					076 :		
	MINNEA	POLIS, MN 5	5402		Phone no. 612			
						Form 990)-PF	(2016)

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

2016

Name of the organization

Employer identification number

SA	ANDCASTLE FOUNDATION	81-2450108				
Organization type (check of	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						
4947(a)(1) nonexempt charitable trust treated as a private foundation						
	501(c)(3) taxable private foundation					
• •	s covered by the General Rule or a Special Rule. (7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule	e See instructions				
General Mule						
	n filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling one contributor. Complete Parts I and II See instructions for determining a contributor's					
Special Rules						
sections 509(a)(1) any one contributo	n described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support to and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, cor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount, line 1. Complete Parts I and II	or 16b, and that received from				
year, total contribu	n described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from a strons of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educated to children or animals. Complete Parts I, II, and III					
For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled 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 Don't complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions totaling \$5,000 or more during the year.						
Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)						
LHA For Paperwork Redu	iction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule E	3 (Form 990, 990-EZ, or 990-PF) (2016)				

Name of organization

Employer identification number

SAND	CASTLE	FOUND	ATIC	N

81-2450108

Part l	Contributors (See instructions). Use duplicate copies of Part I if additional	I space is needed	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WILLIS HEIM REVOCABLE TRUST 104 MOORINGS PARK DRIVE, APT D202 NAPLES, FL 34105	\$ <u>2,491,279</u> .	Person Payroll Noncash X (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	JOYCE HEIM REVOCABLE TRUST 104 MOORINGS PARK DRIVE, APT D202 NAPLES, FL 34105	\$ 2,491,279.	Person Payroll Noncash X (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions)

Name of organization

Employer identification number

SANDCASTLE FOUNDATION

81-2450108

	Noncol Property (Communication)		-2450108
Part	Noncash Property (See Instructions) Use duplicate copies of F	art 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
	11,975 SHARES SPDR S&P 500 (SPY)		
1			
		\$ 2,491,279.	06/15/16
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
	11,975 SHARES SPDR S&P 500 (SPY)		
2			
		\$\\$\\$2,491,279.	06/15/16
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
Part I			
		\$	
(a)		(c)	
No. from	(b) Description of noncash property given	FMV (or estimate)	(d) Date received
Part I	Description of noneast property given	(See instructions)	Date received
			90, 990-EZ, or 990-PF) (2

Name of organization Employer identification number SANDCASTLE FOUNDATION 81-2450108 Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations Part III completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info 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 (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 (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from (c) Use of gift (d) Description of how gift is held (b) Purpose of gift Part I (e) Transfer of gift Relationship of transferor to transferee Transferee's name, address, and ZIP + 4

SANDCASTLE FOUNDATION

Part XV | Supplementary Information

Part XV Supplementary Information 3 Grant's and Contributions Paid During the				
. Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (nome of business)	or substantial contributor	recipient		
BATES COLLEGE	NONE	501(C)(3)	GENERAL SUPPORT GRANT	
2 ANDREWS ROAD LEWISTON, ME 04240		PUBLIC CHARITY		10,000
DEWISION, ME 04240	 			10,000
CAN DO CANINES	NONE	501(C)(3)	GENERAL SUPPORT GRANT	
9440 SCIENCE CENTER DRIVE	NONE	PUBLIC CHARITY	Shiring Portoki Gidaki	
NEW HOPE, MIN 55428				10,000
MINNESOTA ORCHESTRA	NONE	501(C)(3)	GENERAL SUPPORT GRANT	
1111 NICOLLET MALL		PUBLIC CHARITY		
MINNEAPOLIS, MN 55403	 			5,000
BEACON INTERFAITH OUTREACH	NONE	501(C)(3)	GENERAL SUPPORT GRANT	
2610 UNIVERSITY AVENUE WEST, STE 100		PUBLIC CHARITY		10 000
SAINT PAUL, MN 55114				10,000
Lawrence Williams Police	NO.	501/01/21	COMPANY CONTROL CONTROL	
ACHIEVE MINNEAPOLIS 111 3RD AVENUE SOUTH #5	NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT GRANT	
MINNEAPOLIS, MN 55401-2510				5,000
DOMESTIC ABUSE PROJECT	NONE	501(C)(3)	GENERAL SUPPORT GRANT	
204 WEST FRANKLIN AVENUE		PUBLIC CHARITY		
MINNEAPOLIS, MN 55404				5,000
GUSTAVUS ADOLPHUS COLLEGE	NONE	501(C)(3)	GENERAL SUPPORT GRANT	
300 WEST COLLEGE AVENUE SAINT PETER, MN 56082		PUBLIC CHARITY		20,000
SHIVI IBIBN, IM 30002				
11SSOURI BOTANICAL GARDENS	NONE	501(C)(3)	GENERAL SUPPORT GRANT	
1344 SHAW BLVD	100.02	PUBLIC CHARITY		
SAINT LOUIS, MO 63110				10,000
HARRIS HOUSE	NONE	501(C)(3)	GENERAL SUPPORT GRANT	
8315 SOUTH BROADWAY		PUBLIC CHARITY		- 000
SAINT LOUIS, MO 63111	 	 		5,000
PEOPLE SERVING PEOPLE 514 THIRD STREET SOUTH	NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT GRANT	
MINNEAPOLIS, MN 55415		JUDIC CHARIII		10,000
Total from continuation sheets			·	200,000

Part XV Supplementary Informatio				
3 Grants and Contributions Paid During the		 		
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Ivanie and address (notice of business)	or substantial contributor	recipient		
ASIAN WOMEN'S SHELTER	none	501(C)(3)	GENERAL SUPPORT GRANT	
3543 18TH STREET #19		PUBLIC CHARITY	1	
SAN FRANCISCO, CA 94110				5,00
RONALD MCDONALD HOUSE	NONE	501(C)(3)	GENERAL SUPPORT GRANT	
318 FULTON STREET SE		PUBLIC CHARITY		
MINNEAPOLIS, MN 55414		<u> </u>		20,00
FOREST PARK FOREVER	NONE	501(C)(3)	GENERAL SUPPORT GRANT	
5595 GRAND DRIVE IN FOREST PARK	1	PUBLIC CHARITY		
SAINT LOUIS, MO 63112	 			5,00
KNOX COLLEGE	NONE	501(C)(3)	GENERAL SUPPORT GRANT	
2 EAST SOUTH STREET		PUBLIC CHARITY		
GALESBURG, IL 61401-4999				5,00
CHILDREN'S HEALTH CARE	NONE	501(C)(3)	GENERAL SUPPORT GRANT	
2525 CHICAGO AVE	NONE	PUBLIC CHARITY	BENERAL SUFFORT GRANT	
MINNEAPOLIS, MN 55404		-		10,00
ANIMAL PROTECTION ASSOC OF MISSOURI	NONE	501(C)(3)	GENERAL SUPPORT GRANT	
1705 SOUTH HANLEY ROAD		PUBLIC CHARITY		
SAINT LOUIS, MO 63144				5,00
BILINGUAL INTL. ASSISTANT	NONE	501(C)(3)	GENERAL SUPPORT GRANT	
1329 MACKLIND AVE #200		PUBLIC CHARITY		
SAINT LOUIS, MO 63110				5,00
JJAMAA PLACE	NONE	501(C)(3)	GENERAL SUPPORT GRANT	
1821 UNIVERSITY AVENUE SUITE N257		PUBLIC CHARITY		
SAINT PAUL, MN 55104		 	-	10,00
INTERFAITH OUTREACH	NONE	501(C)(3)	GENERAL SUPPORT GRANT	
1605 COUNTY ROAD 101 N		PUBLIC CHARITY		
PLYMOUTH, MN 55447-2708	 			20,00
ST CLOUD STATE UNIVERSITY	NONE	501(C)(3)	GENERAL SUPPORT GRANT	
720 4TH AVENUE SOUTH		PUBLIC CHARITY		
SAINT CLOUD, MN 56301				10,00

13200512 144198 126400

SANDCASTLE FOUNDATION

Part XV Supplementary Information				
3 Grants and Contributions Paid During the Ye	ear (Continuation)			
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	CONTRIBUTION	Amount
WASHINGTON UNIVERSITY ONE BROOKINGS DRIVE, CAMPUS BOX 1082			GENERAL SUPPORT GRANT	
SAINT LOUIS, MO 63130				10,000.
PROMO FUND 3701 LINDELL BLVD #161 SAINT LOUIS, MO 63108	NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT GRANT	5,000.
•				
Total from continuation sheets	1	I	<u> </u>	

FORM 990-PF	GAIN OR (LOSS)	FROM SALE	OF P	ASSETS		STA	TEMEN	T 1
(A) DESCRIPTION OF PROPER	ТY			IANNER CQUIRED	DA ACQU	TE IRED	DATE	SOLI
SPDR S & P 500 EFT TR	UST		PUR	CHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPREC	.	GAIN	(F)	oss
5,159	5,201.		0.		0.			<42.
(A) DESCRIPTION OF PROPER	TY			IANNER CQUIRED	DA ACQU	TE IRED	DATE	SOLE
SPDR S & P 500 EFT TR	UST		PUR	CHASED				
(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)	
SALES PRICE	OTHER BASIS	SALE		DEPRE		GAIN	OR L	
5,396	5,201.		0.		0.			195.
(A) DESCRIPTION OF PROPER	TY			IANNER CQUIRED	DA ACQU	TE IRED	DATE	SOLI
SPDR S & P 500 EFT TR	UST		PUR	CHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPREC	c.	GAIN	(F) OR L	oss
5,431	. 5,201.		0.		0.			230.
(A) DESCRIPTION OF PROPER	TY			IANNER CQUIRED	DA ACQU	TE IRED	DATE	SOLI
SPDR S & P 500 EFT TR	UST		PUR	CHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPREC	c.	GAIN	(F)	oss
206,011	. 197,638.		0.		0.		8	,373.
CAPITAL GAINS DIVIDEN	DS FROM PART IV							0.
TOTAL TO FORM 990-PF,	DADE T TIME CA						ρ	,756.

FORM 990-PF	DIVIDEND	S AND INTER	EST FROM SECU	RITIES S'	TATEMENT 2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDEND	REVENUE	(B) NET INVEST- MENT INCOME	
WELLS FARGO AGENCY WELLS FARGO AGENCY	51,663 42		0. 51,663 0. 42		
TO PART I, LINE 4	51,705		0. 51,705	. 51,705.	
FORM 990-PF		LEGAL	FEES	S	TATEMENT 3
DESCRIPTION		(A) EXPENSES PER BOOKS			(D) CHARITABLE PURPOSES
LEGAL FEES		7,133.	7,133.		0.
TO FM 990-PF, PG 1,	LN 16A	7,133. 7,133.			
FORM 990-PF		THER PROFES	SIONAL FEES		TATEMENT 4
	_				
DESCRIPTION		(A) EXPENSES PER BOOKS		(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMEN	NT FEES	7,118.	7,118.		0.
TO FORM 990-PF, PG	1, LN 16C =	7,118.	7,118.		0.
FORM 990-PF		OTHER E	XPENSES		TATEMENT 5
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES		2,597.	0.		0.
TO FORM 990-PF, PG	1, LN 23	2,597.	0.		0.

FORM 990-PF OTHER	INVESTMENTS		STATEMENT 6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WF SPDR ETF FUND	COST	4,769,317.	5,124,424.
TOTAL TO FORM 990-PF, PART II, LINE 1	3	4,769,317.	5,124,424.