

**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.
 ▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2018 or tax year beginning , 2018, and ending , 20

Name of foundation SANDCASTLE FOUNDATION
 (C/O) JENNIFER GEENEN
 Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
1908 W LARCHMONT
 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 exemption application is pending, 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: Initial return Final return Address change Initial return of a former public charity Amended return 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 **04**

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 1,094,642**

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), and (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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temp. cash investments	77	77		
	4 Dividends and interest from securities	40,114	40,114		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-166			
	b Gross sales price for all assets on line 6a 351,666				
	7 Capital gain net income (from Part IV, line 2)		0		
	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	40,025	40,191			
Operating and Administrative Expenses	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	1,240	1,240		
	c Other professional fees (attach schedule) # 2	3,733	3,733		
	17 Interest				
	18 Taxes (attach schedule) (see instruction) # 3	420	420		
	19 Depreciation (attach sch.) 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	5,393	5,393	0	0
	25 Contributions, gifts, grants paid	61,020			61,020
26 Total exp. & disbursements. Add lines 24 and 25	66,413	5,393	0	61,020	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-26,388				
b Net investment income (if neg., enter -0-)		34,798			
c Adjusted net income (if neg., 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 inst.)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash -- non-interest-bearing . . .	177,738	109,216	109,216
	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 govt obligations (attach schedule)			
	b	Investments -- corporate stock (attach schedule)			
	c	Investments -- corporate bonds (attach schedule) #4	974,735	1,012,214	985,426
	11	Investments -- land, buildings, and equipment basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
	12	Investments -- mortgage loans			
	13	Investments -- other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ 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)	1,152,473	1,121,430	1,094,642	
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 checked="" type="checkbox"/>				
	and complete lines 24 through 26, and lines 30 and 31.				
	24	Unrestricted	1,152,473	1,121,430	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,152,473	1,121,340	
30	Total net assets or fund balances (see instructions)	1,152,473	1,121,430		
31	Total liabilities and net assets/fund balances (see instructions)	1,152,473	1,121,430		

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)	1,152,473
2	Enter amount from Part I, line 27a	-26,388
3	Other increases not included in line 2 (itemize) ▶ _____	
4	Add lines 1, 2, and 3	1,126,085
5	Decreases not included in line 2 (itemize) ▶ SEE ATTACHMENT #5	4,655
6	Total net assets or fund balances at end of year (line 4 minus line 5) -- Part II, column (b), line 30	1,121,430

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P -- Purchase D -- Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHMENT #6				
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.				(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 of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		<input type="checkbox"/> If gain, also enter in Part I, line 7 <input type="checkbox"/> If (loss), enter -0- in Part I, line 7		2 -166
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				3 0

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 doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	54,590	1,040,099	0.052485
2016	54,686	1,027,890	0.053202
2015	54,621	1,042,848	0.052377
2014	47,500	1,074,548	0.044205
2013	40,079	814,077	0.049232
2 Total of line 1, column (d)			2 0.251501
3 Average distribution ratio for the 5-year base period -- divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years			3 0.050300
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 1,141,150
5 Multiply line 4 by line 3			5 57,400
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 348
7 Add lines 5 and 6			7 57,748
8 Enter qualifying distributions from Part XII, line 4			8 61,020

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.

3

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 rows for exempt foundations (1), tax under section 511 (2), total credits (7), tax due (9), and overpayment (10). Total tax due is 348.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns (1a-1c), unrelated business income (4a-4b), and substantial contributors (10). Includes handwritten 'N/A' and '2'.

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	Yes	No
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	Yes	No
12			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	Yes	No
13			X
14	The books are in care of ▶ <u>SEE ATTACHMENT #7</u> 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 2018, 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 foreign country ▶ _____	Yes	No
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.

	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	1b	X
Organizations relying on a current notice regarding disaster assistance, check here ▶ <input type="checkbox"/>		
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 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <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 2018 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 2018.)	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 2018?	4b	X

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

		Yes	No
5a	<i>During the year, did the foundation pay or incur any amount to</i>		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(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
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	
	Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	N/A	
		<input type="checkbox"/> Yes	<input type="checkbox"/> No
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
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		X
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
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

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 average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHMENT #8				

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 average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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

3 Five highest-paid independent contractors for professional services. 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	
3 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	986,608
b	Average of monthly cash balances	1b	171,920
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,158,528
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	1,158,528
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	17,378
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,141,150
6	Minimum investment return. Enter 5% of line 5	6	57,058

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	57,058
2a	Tax on investment income for 2018 from Part VI, line 5	2a	348
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	348
3	Distributable amount before adjustments Subtract line 2c from line 1	3	56,710
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	56,710
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	56,710

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	61,020
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	61,020
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	348
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	60,672

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				56,710
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only				
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017	1,354			
f Total of lines 3a through e	1,354			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 61,020				
a Applied to 2017, 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 2018 distributable amount				55,356
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,354			1,354
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 2017. Subtract line 4a from line 2a. Taxable amount -- see instructions				
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required--see instructions)				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

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 2018, 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) 2018	(b) 2017	(c) 2016	(d) 2015	
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 of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or email address 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 #9				
Total				▶ 3a 61,020
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					77
4 Dividends and interest from securities					40,114
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					-166
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	40,025
13 Total. Add line 12, columns (b), (d), and (e)				13	40,025

(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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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

Signature of officer or trustee: *[Signature]* Date: 9/13/19 Title: TREASURER

May the IRS discuss this return with the preparer shown below? See instructions. Yes No

Paid Preparer Use Only

Print/Type preparer's name: *[Signature]* Preparer's signature: *[Signature]* Date: 9/23/19 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.: (312) 424-0268

Schedule of Contributors

2018

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

Name of the organization
SANDCASTLE FOUNDATION

Employer identification number
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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 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, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), 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).

2018 FORM 990 SCHEDULE OF ACCOUNTING FEES

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

OPEN TO PUBLIC INSPECTION For calendar year 2018, 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
ACCOUNTING FEES	1,240	1,240		
Total:	1,240	1,240		

2018 FORM 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 2018, 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
ACCOUNT MANAGEMENT FEES	3,508	3,508		
CUSTODY TAX LETTER FEE	225	225		
Total:	3,733	3,733		

2018 FORM 990 SCHEDULE OF TAXES PAID

ATTACHMENT 3: PAGE 1 - 990- PF PAGE 1, PART I, LINE 18

OPEN TO PUBLIC

INSPECTION

For calendar year 2018, 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
PF EXCISE TAXES	420	420		
Total:	420	420		

2018 FORM 990 SCHEDULE OF INVESTMENTS - CORPORATE BONDS

ATTACHMENT 4: PAGE 1 - 990-PF PAGE 2, PART II, LINE 10C

OPEN TO PUBLIC INSPECTION For calendar year 2018, 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	X	1,012,214	985,426
Total:			1,012,214	985,426

2018 FORM 990 SCHEDULE OF OTHER DECREASES

ATTACHMENT 5: PAGE 1 - 990- PF PAGE 2, PART III, LINE 5

OPEN TO PUBLIC INSPECTION For calendar year 2018, or tax period beginning , and ending

Name of Organization SANDCASTLE FOUNDATION Employer Identification Number 46-0911329

Description of Decrease	Total Amount
PRIORR PERIOD CORRECTION	4,655
Total:	4,655

2018 FORM 990 PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ATTACHMENT 6: PAGE 1 - 990-PF PAGE 3, PART IV, LINE 1

OPEN TO PUBLIC

INSPECTION

For calendar year 2018, 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 (mo., day, yr.)	(d) Date Sold (mo., day, yr.)
1	INVESTMENT SECURITIES - ST COVERED	P		12-31-2018
2	INVESTMENT SECURITIES - LT COVERED	P		12-31-2018

	(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	31,228		30,992	236
2	320,438		320,840	-402

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) F.M.V. as of 12/31/69	(j) Adjusted Basis as of 12/31/69	(k) Excess if Col. (i) Over Col. (j), if Any	
1				236
2				-402

2018 FORM 990 BOOKS ARE IN CARE OF

ATTACHMENT 7 - 990-PF PAGE 5, PART VII-A, LINE 14

OPEN TO PUBLIC

INSPECTION

For calendar year 2018, or tax period beginning

, and ending

Name of Organization

SANDCASTLE FOUNDATION

Employer Identification Number

46-0911329

Part VII-A - Line 14

Individual Name

or

Business Name.

JENNIFER LUNDGREN GEENEN

Street Address

1908 WEST LARCHMONT

U.S. Address

Zip code

60613-

City CHICAGO

State

IL

or

Foreign Address

City

Province or State

Country

Postal code

Phone Number

(773) 456-0571

Fax Number

2018 FORM 990 CURRENT OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

ATTACHMENT 8: PAGE 1 - 990-PF PAGE 6, PART VIII

OPEN TO PUBLIC INSPECTION For calendar year 2018, 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			

2018 FORM 990 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9: PAGE 1 990-PF PAGE 11, PART XV LINE 3A

OPEN TO PU

INSPECTION For calendar year 2018, or tax period beginning , and ending

Name of Organization

Employer Identification Number

SANDCASTLE FOUNDATION

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
ALL SAINTS EPISCOPAL CHURCH 2127 W 22ND PLACE CHICAGO IL 60608	NONE	PF	UNRESTRICTED	11,020
ARC OF HAYWOOD 407 WELCH AVENUE HAZELWOOD NC 28786	NONE	PF	UNRESTRICTED	5,000
DOWNTOWN HOME 407 WELCH AVENUE HAZELWOOD NC 28786	NONE	PF	UNRESTRICTED	2,000
LAKEVIEW PANTRY 3945 N SHERIDAN ROAD CHICAGO IL 60613	NONE	PF	UNRESTRICTED	2,500
LIFEWORCS SERVICES 2965 LONE PARK DRIVE EAGAN MN 55121	NONE	PF	UNRESTRICTED	3,000
LURIE CHILDREN'S HOSPITAL 225 E CHICAGO AVENUE CHICAGO IL 60611	NONE	PF	UNRESTRICTED	10,000
PAWS CHICAGO 1997 N CLYBOURN AVE CHICAGO IL 60611	NONE	PF	UNRESTRICTED	5,000
LIFE SPAN 70 LAKE STREET CHICAGO IL 60611	NONE	PF	UNRESTRICTED	5,000
PIGEON MULTICULTURAL CENTER 450 PIGEON STREET	NONE	PF	UNRESTRICTED	2,500
RAVENSWOOD COMMUNITY CENTER 4908 N DAMEN AVENUE CHICAGO IL 60625	NONE	PF	UNRESTRICTED	5,000
ST. JAMES SUMMER IN THE CITY 65 E HURON STREET CHICAGO IL 60611	NONE	PF	UNRESTRICTED	5,000
Total:				56,020

2018 FORM 990 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9: PAGE 2 990-PF PAGE 11, PART XV LINE 3A

OPEN TO PU
INSPECTION

For calendar year 2018, 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
CHICAGO DIOCESE CAMP 65 E HURON STREET CHICAGO IL 60611	NONE	PF	UNRESTRICTED	5,000

Total: 5,000

2018 DETAIL STATEMENTS

SANDCASTLE FOUNDATION
46-0911329

STATEMENT #1 - CASH-NON-INTEREST FMV (990-PF PG 2 LINE 1(C))

US BANK - CHECKING.....	95,960
US BANK - INVESTMENTS.....	13,256

TOTAL CARRIED TO 990-PF PG 2 LINE 1(C)..... 109,216

STATEMENT #2 - INTER INVESTMENT EXEMPT INC (990-PF PG 12 LINE 3(E))

CHECKING ACCOUNT.....	77
-----------------------	----

TOTAL CARRIED TO 990-PF PG 12 LINE 3(E)..... 77

STATEMENT #3 - DIVIDENDS & INTEREST EXEMP INC (990-PF PG 12 LINE 4(E))

BOND INCOME.....	45,937
BOND PREMIUMS.....	-6,097
ORDINARY DIVIDENDS.....	274

TOTAL CARRIED TO 990-PF PG 12 LINE 4(E)..... 40,114
