Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

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

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

Name of foundation
THE STILES-NICHOLSON FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
4600 MILITARY TRAIL, SUITE 222

City or town, state, and ZIP code
JUPITER FL 33458

A Employer identification number
65-6103072

B Telephone number (see page 10 of the instructions)
561-296-7000

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 ▶ ☐

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 10,213,175

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 page 11 of the instructions))

	Line	Description	(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 ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	123	123		
	4	Dividends and interest from securities	194,434	194,434		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,088,197			
	b	Gross sales price for all assets on line 6a 3,861,986				
	7	Capital gain net income (from Part IV, line 2)		1,088,197		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	1,282,754	1,282,754	0	
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) STMT 1	1,000	1,000		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 2	9,813	5,313		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 3	996	996		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	11,809	7,309	0	0
	25	Contributions, gifts, grants paid	634,400			634,400
	26	**Total expenses and disbursements.** Add lines 24 and 25	646,209	7,309	0	634,400
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	636,545			
	b	**Net investment income** (if negative, enter -0-)		1,275,445		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see page 30 of the instructions.

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,132,689	484,231	484,231
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (att. schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) SEE STATEMENT 4	6,130,195	7,415,198	9,728,944
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	7,262,884	7,899,429	10,213,175
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ 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	7,262,884	7,899,429	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	7,262,884	7,899,429	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	7,262,884	7,899,429	

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	7,262,884
2	Enter amount from Part I, line 27a	2	636,545
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,899,429
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,899,429

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE WORKSHEET			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	1,088,197
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	-27,015

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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))
2009	281,100	7,397,904	0.037997
2008	67,995	7,418,554	0.009166
2007	209,235	8,567,078	0.024423
2006	751,246	6,347,000	0.118362
2005	249,502	4,161,970	0.059948

2 Total of line 1, column (d)	2	0.249896
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049979
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	9,379,091
5 Multiply line 4 by line 3	5	468,758
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,754
7 Add lines 5 and 6	7	481,512
8 Enter qualifying distributions from Part XII, line 4	8	634,400

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 on page 18

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	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)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	12,754
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	12,754
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	12,754
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	3,316		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	17,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	20,316
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	7,562
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 7,562 **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ DAVID J.S. NICHOLSON 4600 MILITARY TRAIL, SUITE 222 Telephone no ▶ 561-296-7000

Located at ▶ JUPITER FL ZIP+4 ▶ 33458

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	N/A	1b		
	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 2010?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ 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 page 22 of the instructions)	N/A	2b		
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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	N/A	3b		
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 2010?		4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	N/A	**5b**	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870		**6b**	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	**7b**	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
DAVID J.S. NICHOLSON JUPITER 3400 BARROW ISLAND ROAD FL 33477	TRUSTEE 0.25	0	0	0
C. LYNN NICHOLSON JUPITER 3400 BARROW ISLAND ROAD FL 33477	TRUSTEE 0.00	0	0	0
LEEANNE S. LABANZ JUPITER 119 SARDINIA CIRCLE FL 33458	TRUSTEE 0.25	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 — see page 23 of the 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 page 23 of the 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

Part X . Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	9,195,404
b	Average of monthly cash balances			1b	326,516
c	Fair market value of all other assets (see page 25 of the instructions)			1c	0
d	**Total** (add lines 1a, b, and c)			1d	9,521,920
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0		
2	Acquisition indebtedness applicable to line 1 assets			2	0
3	Subtract line 2 from line 1d			3	9,521,920
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)			4	142,829
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	9,379,091
6	**Minimum investment return.** Enter 5% of line 5			6	468,955

Part XI Distributable Amount (see page 25 of the 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	468,955
2a	Tax on investment income for 2010 from Part VI, line 5	2a	12,754		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	12,754
3	Distributable amount before adjustments Subtract line 2c from line 1			3	456,201
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	456,201
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	456,201

Part XII Qualifying Distributions (see page 25 of the 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	634,400
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	634,400
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 page 26 of the instructions)	5	12,754
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	621,646

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					456,201
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				627,792	
b Total for prior years 20____ , 20____ , 20____					
3 Excess distributions carryover, if any, to 2010					
a From 2005					
b From 2006					
c From 2007					
d From 2008					
e From 2009					
f **Total** of lines 3a through e					
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 634,400					
a Applied to 2009, but not more than line 2a				627,792	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)					
d Applied to 2010 distributable amount					6,608
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5					
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions					
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					449,593
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)					
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a					
10 Analysis of line 9					
a Excess from 2006					
b Excess from 2007					
c Excess from 2008					
d Excess from 2009					
e Excess from 2010					

DAA

Part XIV Private Operating Foundations (see page 27 of the 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 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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 page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

DAVID J.S. NICHOLSON

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

N/A

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

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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 SCHEDULE 1				634,400
Total			▶ **3a**	634,400
b Approved for future payment				
N/A				
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 page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					123
4 Dividends and interest from securities					194,434
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					1,088,197
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	1,282,754

13 Total. Add line 12, columns (b), (d), and (e) 13 1,282,754

(See worksheet in line 13 instructions on page 29 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 page 29 of the instructions)
N/A	

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) of the Code (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	**1a(1)**		X
	(2) Other assets	**1a(2)**		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		X
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		X
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		X
	(4) Reimbursement arrangements	**1b(4)**		X
	(5) Loans or loan guarantees	**1b(5)**		X
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		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
N/A			

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

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
N/A		

Sign Here

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 or fiduciary) is based on all information of which preparer has any knowledge

▶ [signature] Signature of officer or trustee | 7/13/11 Date | ▶ Trustee Title

Paid Preparer Use Only				
Print/Type preparer's name	KENNETH F. OLSSON, CPA	Preparer's signature: K. F. Olsson, CPA	Date 6/29/11	Check ☒ if self-employed
Firm's name ▶	OLSSON & COMPANY CPAS, LLC		PTIN	P00403208
Firm's address ▶	230 DAVIDSON AVENUE SOMERSET, NJ 08873		Firm's EIN ▶	22-3342786
			Phone no	732-469-5555

Capital Gains and Losses for Tax on Investment Income

Form **990-PF** **2010**

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

Name: THE STILES-NICHOLSON FOUNDATION

Employer Identification Number: 65-6103072

	(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)	CNOOC, LTD. ADR	P	11/05/08	02/18/10
(2)	CNOOC, LTD. ADR	P	10/30/08	02/18/10
(3)	KEY ENERGY SERVICES, INC.	P	11/24/08	02/18/10
(4)	KEY ENERGY SERVICES, INC.	P	11/20/08	02/18/10
(5)	POTASH CORPORATION OF SASKATCHEWAN,	P	12/23/08	02/18/10
(6)	ULTRASHORT 20+ YR TREASURY PROSHARES	P	05/11/09	05/06/10
(7)	ULTRASHORT 20+ YR TREASURY PROSHARES	P	04/27/09	05/06/10
(8)	ULTRASHORT 20+ YR TREASURY PROSHARES	P	04/27/09	06/28/10
(9)	ULTRASHORT 20+ YR TREASURY PROSHARES	P	04/27/09	06/28/10
(10)	ULTRASHORT 20+ YR TREASURY PROSHARES	P	01/26/09	06/28/10
(11)	ITT EDUCATION SVCS, INC.	P	02/18/10	06/28/10
(12)	ITT EDUCATION SVCS, INC.	P	02/05/10	06/28/10
(13)	KEY ENERGY SERVICES, INC.	P	11/20/08	06/28/10
(14)	KEY ENERGY SERVICES, INC.	P	02/26/09	06/28/10
(15)	MACQUARIE INFRASTRUCTURE FD	P	01/04/10	06/28/10

	(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)	126,933		64,617	62,316
(2)	111,066		52,767	58,299
(3)	104,501		43,942	60,559
(4)	9,405		3,499	5,906
(5)	115,160		69,489	45,671
(6)	49,918		61,301	-11,383
(7)	33,279		37,506	-4,227
(8)	77,619		98,266	-20,647
(9)	3,851		4,876	-1,025
(10)	53,289		65,657	-12,368
(11)	43,265		51,579	-8,314
(12)	43,265		47,152	-3,887
(13)	65,810		25,660	40,150
(14)	83,758		22,813	60,945
(15)	10,227		11,655	-1,428

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				62,316
(2)				58,299
(3)				60,559
(4)				5,906
(5)				45,671
(6)				-11,383
(7)				-4,227
(8)				-20,647
(9)				-1,025
(10)				-12,368
(11)				-8,314
(12)				-3,887
(13)				40,150
(14)				60,945
(15)				-1,428

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2010

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

Name	Employer Identification Number
THE STILES-NICHOLSON FOUNDATION	65-6103072

	(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)	MACQUARIE INFRASTRUCTURE FD	P	01/04/10	06/28/10
(2)	ULTRASHORT 20+ YR TREASURY PROSHARES	P	01/26/09	06/30/10
(3)	ULTRASHORT 20+ YR TREASURY PROSHARES	P	01/16/09	06/30/10
(4)	NUVEEN MULTI-CURRENCY SHORT-TERM GOV	P	02/10/09	08/05/10
(5)	POTASH CORPORATION OF SASKATCHEWAN,	P	11/24/08	09/02/10
(6)	POTASH CORPORATION OF SASKATCHEWAN,	P	12/02/08	09/02/10
(7)	FIRST EAGLE GLOBAL FD CL I	P	12/27/05	09/02/10
(8)	FIRST EAGLE GLOBAL FD CL I	P	11/07/03	09/02/10
(9)	FIRST EAGLE GLOBAL FD CL I	P	07/23/02	09/02/10
(10)	AMER FUNDS GROWTH FUND OF AMER F-2	P	12/27/05	11/01/10
(11)	AMER FUNDS GROWTH FUND OF AMER F-2	P	02/11/05	11/01/10
(12)	AMER FUNDS GROWTH FUND OF AMER F-2	P	12/01/04	11/01/10
(13)	AMER FUNDS GROWTH FUND OF AMER F-2	P	11/16/04	11/01/10
(14)	MFS MULTIMARKET INCOME	P	02/05/09	11/11/10
(15)	AMER FUNDS CAPITAL WORLD G/I F-2	P	02/11/05	11/17/10

	(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)	14,373		16,376	-2,003
(2)	52,300		66,479	-14,179
(3)	71,791		78,587	-6,796
(4)	26,425		23,292	3,133
(5)	117,529		48,409	69,120
(6)	279,131		103,888	175,243
(7)	30,932		31,583	-651
(8)	126,355		100,000	26,355
(9)	151,984		90,000	61,984
(10)	94,116		100,000	-5,884
(11)	160,269		150,000	10,269
(12)	75,490		70,000	5,490
(13)	164,679		150,000	14,679
(14)	24,447		18,487	5,960
(15)	46,228		45,309	919

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(1)				-2,003
(2)				-14,179
(3)				-6,796
(4)				3,133
(5)				69,120
(6)				175,243
(7)				-651
(8)				26,355
(9)				61,984
(10)				-5,884
(11)				10,269
(12)				5,490
(13)				14,679
(14)				5,960
(15)				919

Capital Gains and Losses for Tax on Investment Income

Form **990-PF** | **2010**

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

Name	Employer Identification Number
THE STILES-NICHOLSON FOUNDATION	65-6103072

	(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)	AMER FUNDS CAPITAL WORLD G/I F-2	P	11/16/04	11/17/10
(2)	ISHARES MSCI TAIWAN INDEX (ETF)	P	11/05/08	11/18/10
(3)	ISHARES MSCI TAIWAN INDEX (ETF)	P	10/23/08	11/18/10
(4)	WAL-MART STORES, INC.	P	02/05/09	12/16/10
(5)	ISHARES FTSE/XINHUA CHINA 25 INDEX	P	10/31/08	12/16/10
(6)	ISHARES FTSE/XINHUA CHINA 25 INDEX	P	10/22/08	12/16/10
(7)	CNOOC, LTD. ADR	P	10/30/08	12/16/10
(8)	CNOOC, LTD. ADR	P	10/30/08	12/16/10
(9)	NUVEEN MULTI-CURRENCY SHORT-TERM GOV	P	02/10/09	12/23/10
(10)	NUVEEN MULTI-CURRENCY SHORT-TERM GOV	P	02/11/09	12/23/10
(11)	NUVEEN MULTI-CURRENCY SHORT-TERM GOV	P	02/24/09	12/23/10
(12)	KEY ENERGY SERVICES, INC.	P	02/26/09	12/23/10
(13)	MFS MULTIMARKET INCOME	P	02/05/09	12/23/10
(14)	VANGUARD GNMA ADM	P	12/31/08	12/23/10
(15)	WAL-MART STORES, INC.	P	02/05/09	12/23/10

	(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)	157,257		150,000	7,257
(2)	19,288		11,684	7,604
(3)	98,481		55,746	42,735
(4)	162,228		142,860	19,368
(5)	42,457		25,436	17,021
(6)	110,389		65,173	45,216
(7)	68,510		22,614	45,896
(8)	143,871		47,487	96,384
(9)	56,712		52,033	4,679
(10)	33,360		30,351	3,009
(11)	14,678		11,737	2,941
(12)	168,750		35,034	133,716
(13)	8,779		6,866	1,913
(14)	206,376		200,000	6,376
(15)	160,548		142,860	17,688

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				7,257
(2)				7,604
(3)				42,735
(4)				19,368
(5)				17,021
(6)				45,216
(7)				45,896
(8)				96,384
(9)				4,679
(10)				3,009
(11)				2,941
(12)				133,716
(13)				1,913
(14)				6,376
(15)				17,688

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2010

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

Name: THE STILES-NICHOLSON FOUNDATION

Employer Identification Number: 65-6103072

	(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)	RETURN OF CAPITAL	P	VARIOUS	VARIOUS
(2)	CHARLES SCHWAB-CAP GAIN DIST.			
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

	(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)	20,719		20,719	
(2)	22,188			22,188
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(1)				
(2)				22,188
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	$ 1,000	$ 1,000	$	$
TOTAL	$ 1,000	$ 1,000	$ 0	$ 0

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES	$ 5,313	$ 5,313	$	$
FEDERAL INCOME TAX	4,500			
TOTAL	$ 9,813	$ 5,313	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
2010 LOSS ON INVEST IN L/P'S	649	649		
INTEREST	347	347		
TOTAL	$ 996	$ 996	$ 0	$ 0

Statement 4 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
FIRST EAGLE SOGEN GLOBAL FUND	$ 221,583	$	COST	$
VANGUARD WELLESLEY INCOME FUND	90,000	90,000	COST	102,893
EXCELSIOR VALUE & RESTRUCTURING FUND	74,627		COST	
AMERICAN FD. CAPITAL WORLD GWTH/INC	195,309		COST	
AMERICAN FD GWTH FD OF AMER. CLASS F	470,000		COST	
CGM REALTY FUND	49,795	49,795	COST	44,891
AMERICAN FDS EUROPACIFIC GROWTH	27,270	27,270	COST	223,288
AMERICAN FUNDS FUNDAMENTAL INV FD	150,000	150,000	COST	129,634
IVY PARTNERS OFFSHORE PARTNERSHIP	750,000	227,731	COST	143,463
KAYNE ANDERSON REAL ESTATE PARTNERS	145,162	483,575	COST	527,011
NUSTAR GP HOLDINGS LLC	72,219	62,827	COST	181,650
CNOOC LTD ADR	328,437	140,952	COST	445,752
FREEPORT MC MORAN COPPER & GOLD	63,067	139,685	COST	420,315
ISHARES CHINA 25 INDEX	256,093	165,484	COST	318,866
ISHARES TAIWAN INDEX	67,429		COST	
ISHARES S& P US PREFERRED STOCK	186,807	186,807	COST	257,360
KEY ENERGY SERVICES	166,798	35,849	COST	171,336
KINDER MORGAN MGMT INC.	215,262	215,262	COST	402,536
PERMANENT PORTFOLIO	179,000	179,000	COST	223,531
POTASH CORP OF SASKATCHEWAN INC.	221,786		COST	
TEMPLETON GLOBAL BOND ADV	200,000	200,000	COST	242,763
VANGUARD GNMA ADM	200,000		COST	
FRANKLIN INT'L SMALL CO. GROWTH FUND	200,000	200,000	COST	234,141
POWERSHARES QQQ	30,224	120,696	COST	163,379
WALMART STORES, INC.	285,720		COST	
CHESAPEAKE ENERGY CORP	79,388	79,388	COST	77,730

Statement 4 - Form 990-PF, Part II, Line 13 - Other Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
COHEN & STEERS REIT & UTILITY INCOME	$ 117,565	$ 117,565	COST	$ 201,041
JOHN HANCOCK PAT PREMIUM II	15,644	15,644	COST	25,825
KAYNE ANDERSON ENERGY DEVELOPMENT	50,894	47,003	COST	100,856
MFS MULTIMARKET INCOME	25,353		COST	
COHEN & STEERS QUALITY INCOME REALTY	33,316	81,291	COST	223,200
COHEN & STEERS WORLDWIDE REALTY	49,396		COST	
JPM ALERIAN MLP	134,649	199,888	COST	254,450
NUVEEN MULTI-CURRENCY S/T GOV'T INC.	164,730	31,910	COST	44,064
TCW TOTAL RETURN BOND FUND	200,000	200,000	COST	196,996
ULTRA SHORT 20 YR TREASURY PROSHARES	412,672		COST	
A.O.SMITH CORP		106,113	COST	114,240
AMANA TRUST GROWTH		300,000	COST	331,303
COLUMBIA VALUE & RESTRUCTURING		74,627	COST	113,264
FAIRHOLME		200,000	COST	227,611
HARDING LOEVNER INT'L EQ		300,000	COST	313,582
MARSICO FLEXIBLE CAPITAL		100,000	COST	105,828
MATTHEWS ASIA DIVIDEND FUND		300,000	COST	322,506
MATTHEWS PACIFIC TIGER FUND		250,000	COST	272,431
OPPEHHEIMER DEVELOPING MARKETS		100,000	COST	104,313
RYDEX S&P MIDCAP 400 PURE GWTH		109,059	COST	117,525
SPDR'S S&P 500 ETF		163,491	COST	188,625
YACHTMAN FOCUSED FUND		300,000	COST	314,550
ISHARES MSCI CANADA ETF		99,867	COST	105,400
ABBOTT LABORATORIES		151,599	COST	143,730
CONOCO PHILLIPS		108,707	COST	136,200
NFJ DIV INT & PREM STRATEGY FUND		166,659	COST	194,624

Statement 4 - Form 990-PF, Part II, Line 13 - Other Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AG NET LEASE II	$	$ 137,454	COST	$ 132,248
MILLENNIUM INTERNATIONAL LLC		1,000,000	COST	1,133,993
TOTAL	$ 6,130,195	$ 7,415,198		$ 9,728,944

Federal Statements

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

Name of Manager
DAVID J.S. NICHOLSON

All Contributions were to Section 501(C) (3) organizations for the benefit of these qualified charities in accordance with Article I of the Trust Agreement of the Foundation There were no contributions paid to individuals during the year

Contributions Paid To		Amount
American Cancer Society		1,000
P O Box 22718		
Oklahoma City, OK 73123		
American Heart Association, National Center		1,000
7272 Greenville Ave		
Dallas, TX 75231		
American Red Cross		1,000
2025 E Street NW		
Washington, DC 20006		
American Spectator Fdn Inc		1,000
1611 North Kent St , Ste 901		
Arlington, VA 22209		
Bucknell University		5,000
701 Moore Avenue		
Lewisburg, PA 17837		
Busch Wildlife		500
2500 Jupiter Park Dr		
Jupiter, FL 33458		
CATO Institute		1,000
1000 Massachusetts Ave NW		
Washington, DC 20001-5403		
Citizens Against Government Waste		10,000
1301 Pennsylvania Ave NW, Ste 1075		
Washington, DC 20004		
Cleveland Clinic Fdn		10,000
P O Box 931517		
Cleveland, OH 44193-1655		
Council for Economic Education		25,000
122 East 42nd St , Suite 2600		
New York, NY 10168		
Foundation for Economic Education		2,500
30 S Broadway		
Irvington-on-Hudson, NY 10533		
Florida Sheriffs' Association		1,000
2617 Mahan Dr		
Tallahassee, FL 32308		
Forgotten Soldiers Outreach, Inc		10,000
3550 23rd Avenue S , Suite #7		
Lake Worth, FL 33461		
FreedomWorks		15,000
1775 Pennsylvania Avenue NW, 11th Floor		
Washington, DC 20006-5805		
Friends of McMaster Inc		5,000
1280 Main St W, DTC 125		
Hamilton, ON L8S 4L8, Canada		
Habitat for Humanity of Palm Beach		10,000
6758 N Military Trail, Ste 303		
West Palm Beach, FL 33407		
Heritage Foundation		50,000
214 Massachusetts Ave NE		
Washington DC 20002-4999		
Hillsdale College		1,000
33 E College St		
Hillsdale, MI 49242		

THE STILES NICHOLSON FOUNDATION
GRANTS AND CONTRIBUTIONS PAID DURING 2010
PART XV, LINE 3a
ID #65-6103072

Intercollegiate Studies Institute		5,000
3901 Centerville Rd		
P O Box 4431		
Wilmington, DE 19807-0431		
JL Cares		5,100
16823 Captain Kirle Dr		
Jupiter, FL 33477		
Junior Achievement of the Palm Beaches		60,400
6903 Vista Pkwy N, Ste 1		
West Palm Beach, Florida 33411		
Junior Achievement Worldwide		20,000
One Education Way		
Colorado Springs, CO 80906		
Jupiter First Church		6,150
1475 Indian Creek Parkway		
Jupiter, FL 33458		
Jupiter Medical Center Fdn		300,000
1210 S Old Dixie Hwy		
Jupiter, FL 33458		
Kids of Tomorrow		1,000
455 Cheerful St, #105		
West Palm Beach, FL 33407		
Limelight Theatre		1,000
11 Old Mission Ave		
St Augustine, FL 32084-3279		
MD Anderson Cancer Ctr, U of Texas		1,000
1515 Holcombe Blvd		
Houston, TX 77030		
Memorial Sloan-Kettering Cancer Center		1,000
1275 York Avenue		
New York, NY 10021		
National Taxpayers Union Fdn		2,500
108 North Alfred St		
Alexandria, VA 22314		
S I F E (Students in Free Enterprise) - National		7,500
The Jack Shewmaker SIFE World Headquarters		
1959 East Kerr Street		
Springfield, MO USA 65803-4775		
Salvation Army		7,000
615 Slaters Lane		
P O Box 269		
Alexandria, VA 22313		
Southeast Florida Honor Flight		1,000
P O Box 1503		
Stuart, FL 34995		
St Mark's Episcopal School		18,500
3395 Burns Rd		
Palm Beach Gardens, FL 33410-4394		

THE STILES NICHOLSON FOUNDATION
GRANTS AND CONTRIBUTIONS PAID DURING 2010
PART XV, LINE 3a
ID #65-6103072

St Mark's Parents Association		2,500
3395 Burns Rd		
Palm Beach Gardens, FL 33410-4394		
StudentNewsDaily com		5,000
P O Box 30353		
Edmond, OK 73003		
Tax Foundation		10,000
1900 M Street, N W , Suite 550		
Washington, D C 20036		
The Independent Institute		5,000
1319 18th St NW		
Washington, DC 20036		
U S Foundation for Queen's University at Kingston		10,000
5505 Connecticut Ave, NW		
Box 130		
Washington, DC 20015-2601		
USO		1,000
P O Box 96860		
Washington, DC 20077-7677		
West Jupiter Community Group		2,000
7187 Church Street		
Jupiter, FL 33458		
Wounded Warriors Project		1,000
4899 Belfort Rd , Ste 300		
Jacksonville, FL 32256		
Young America's Fdn – Reagan Ranch		10,000
P O Box 2518		
Santa Barbara, CA 93120-2518		
Fraternal Order of Police		750
		$ 634,400

Form **8868** (Rev January 2011)
Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www irs gov/efile and click on e-file for Charities & Nonprofits

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension-check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return See instructions	Name of exempt organization	**Employer identification number**
	THE STILES-NICHOLSON FOUNDATION	65-6103072
	Number, street, and room or suite no If a P O box, see instructions 4600 MILITARY TRAIL, SUITE 222	
	City, town or post office, state, and ZIP code For a foreign address, see instructions JUPITER FL 33458	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ DAVID J.S. NICHOLSON
  3400 BARROW ISLAND ROAD
  JUPITER FL 33477
  Telephone No ▶ 561-743-4906 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15/11 , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [X] calendar year 2010 or
▶ [ ] tax year beginning , and ending

2 If this tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$	20,316
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$	3,316
c **Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$	17,000

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions