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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2011Department of the Treasury
Internal Revenue Service

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

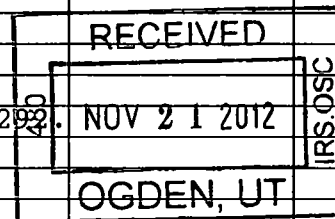
For calendar year 2011 or tax year beginning

, and ending

Name of foundation JOHN D & ALEXANDRA NICHOLS FAMILY FOUNDATION		A Employer identification number 36-3858388
Number and street (or P O box number if mail is not delivered to street address) 900 MOUNT PLEASANT ROAD	Room/suite	B Telephone number (847) 441-6592
City or town, state, and ZIP code WINNETKA, IL 60093		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 50,376,623.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		1,498,500.		N/A	
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		14,718.	14,718.		STATEMENT 1
4 Dividends and interest from securities		1,361,456.	1,190,808.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		833,086.			
b Gross sales price for all assets on line 6a 564,460.					
7 Capital gain net income (from Part IV, line 2)			833,086.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		-305,647.	7,825.		STATEMENT 3
12 Total. Add lines 1 through 11		3,402,113.	2,046,437.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes STMT 4		50,317.	35,292.		25.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		146,400.	130,434.		15,966.
24 Total operating and administrative expenses. Add lines 13 through 23		196,717.	165,726.		15,991.
25 Contributions, gifts, grants paid		2,944,917.			2,944,917.
26 Total expenses and disbursements. Add lines 24 and 25		3,141,634.	165,726.		2,960,908.
27 Subtract line 26 from line 12		260,479.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			1,880,711.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		112,306.	214,074.	214,074.
	2	Savings and temporary cash investments		4,365,514.	5,660,461.	5,660,461.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶		150,000.	0.	0.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 7		19,737,921.	21,835,562.	27,982,962.
	c	Investments - corporate bonds STMT 8		1,279,117.	1,100,178.	1,137,693.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 9		13,693,603.	10,576,844.	15,380,204.	
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ <u>ACCRUED DIVIDENDS</u>)		0.	1,229.	1,229.	
16	Total assets (to be completed by all filers)		39,338,461.	39,388,348.	50,376,623.	
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				
	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		39,338,461.	39,388,348.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.	
30	Total net assets or fund balances		39,338,461.	39,388,348.		
31	Total liabilities and net assets/fund balances		39,338,461.	39,388,348.		

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	39,338,461.
2	Enter amount from Part I, line 27a	2	260,479.
3	Other increases not included in line 2 (itemize) ▶ <u>PRIOR PERIOD ADJUSTMENT</u>	3	9,614.
4	Add lines 1, 2, and 3	4	39,608,554.
5	Decreases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 6</u>	5	220,206.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	39,388,348.

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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			
b SEE ATTACHED STATEMENT			
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 564,460.		659,667.	833,086.

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

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			833,086.

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	833,086.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part 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 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))
2010	1,422,192.	55,351,509.	.025694
2009	1,721,851.	40,497,707.	.042517
2008	1,563,192.	49,376,562.	.031659
2007	2,137,074.	49,639,822.	.043052
2006	2,373,128.	42,062,711.	.056419

2 Total of line 1, column (d)	2	.199341
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	.039868
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	55,625,206.
5 Multiply line 4 by line 3	5	2,217,666.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	18,807.
7 Add lines 5 and 6	7	2,236,473.
8 Enter qualifying distributions from Part XII, line 4	8	2,960,908.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	18,807.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	18,807.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	18,807.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments.			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 30,607.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 20,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	50,607.
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	31,800.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	31,800. Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	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?	4b X	
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 instructions) ☐ IL		
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? 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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JOHN D. NICHOLS Telephone no. ► 847-441-6592 Located at ► 900 MT. PLEASANT ROAD, WINNETKA, IL ZIP+4 ► 60093			
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 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►		
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
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 2011 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 2011)	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 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

- | | |
|---|---|
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | ☐ Yes ☒ No |
| (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? | ☐ Yes ☒ No |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | ☐ Yes ☒ No |
| (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? | ☐ Yes ☒ No |
| (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? | ☐ Yes ☒ No |

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A
▶ ☐

5b

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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN D. NICHOLS	TRUSTEE			
900 MT. PLEASANT ROAD				
WINNETKA, IL 60093	12.00	0.	0.	0.
ALEXANDRA C. NICHOLS	TRUSTEE			
900 MT. PLEASANT ROAD				
WINNETKA, IL 60093	16.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1) If none, enter "NONE."

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

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

▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

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 NONE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

1	N/A	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0.

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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	45,299,365.
b	Average of monthly cash balances	1b	5,793,678.
c	Fair market value of all other assets	1c	5,379,247.
d	Total (add lines 1a, b, and c)	1d	56,472,290.
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	56,472,290.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	847,084.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	55,625,206.
6	Minimum investment return. Enter 5% of line 5	6	2,781,260.

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	2,781,260.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	18,807.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	18,807.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,762,453.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,762,453.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,762,453.

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	2,960,908.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
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	2,960,908.
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	5	18,807.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,942,101.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				2,762,453.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			2,404,683.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 2,960,908.				
a Applied to 2010, but not more than line 2a			2,404,683.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				556,225.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				2,206,228.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	1,498,500.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see instructions and Part VII A, question 9) **N/A**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year (a) 2011	Prior 3 years			(e) Total
	(b) 2010	(c) 2009	(d) 2008	
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 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).)

JOHN D. NICHOLS

- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number 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

JOHN D & ALEXANDRA NICHOLS FAMILY
FOUNDATION

Form 990-PF (2011)

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Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED STATEMENT	NONE	501(C)(3)	UNRESTRICTED	2,944,917.
Total			3a	2,944,917.
b Approved for future payment				
NONE				
Total			3b	0.

Enter gross amounts unless otherwise indicated.

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. | | |

[illegible]

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

- b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
	NOT	
	APPLICABLE	

**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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instr. 1)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN

JOEL MEYER

Firm's name ► MCGLADREY LLP

Firm's address ▶ 1 S. WACKER DRIVE, STE 800
CHICAGO, IL 60606

P00733563

Firm's EIN ▶ 42-0714325

Phone no. 312-634-3400

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization

JOHN D & ALEXANDRA NICHOLS FAMILY
FOUNDATION

Employer identification number

36-3858388

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization JOHN D & ALEXANDRA NICHOLS FAMILY FOUNDATION	Employer identification number 36-3858388
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	NICHOLS FAMILY INVESTMENT LP 900 MOUNT PLEASANT ROAD WINNETKA, IL 60093	\$ 1,498,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

JOHN D & ALEXANDRA NICHOLS FAMILY
FOUNDATION

Employer identification number

36-3858388

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed

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

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICALLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	ENBRIDGE ENERGY PARTNERS K-1	P	VARIOUS	VARIOUS
c	HIGH RISE INSTITUTIONAL PARTNERS, LP K-1	P	VARIOUS	VARIOUS
d	HIGH RISE INSTITUTIONAL PARTNERS, LP K-1	P	VARIOUS	VARIOUS
e	BAIRD CAPITAL PARTNERS IV K-1	P	VARIOUS	VARIOUS
f	WLR RECOVERY FUND LP K-1	P	VARIOUS	VARIOUS
g	HIGH RISE INSTITUTIONAL PARTNERS, LP K-1 - DISPOS	P	VARIOUS	VARIOUS
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 564,460.		659,667.	-95,207.
b			-3.
c			81,169.
d			113,257.
e			556,957.
f			176,913.
g			0.
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-95,207.
b			-3.
c			81,169.
d			113,257.
e			556,957.
f			176,913.
g			0.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	833,086.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
NORTHERN TRUST CHECKING	14,718.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	14,718.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB 2247	38,118.	0.	38,118.
MERRILL LYNCH #4234	37,271.	0.	37,271.
MERRILL LYNCH #4234	46.	0.	46.
MERRILL LYNCH #4234 - NONDIVIDEND DISTRIBUTION	1,370.	0.	1,370.
MERRILL LYNCH #4235	20,653.	0.	20,653.
MERRILL LYNCH #4235	432,305.	0.	432,305.
MERRILL LYNCH #4235 - ACCRUED INTEREST	-331.	0.	-331.
MERRILL LYNCH - NONDIVIDEND DISTRIBUTION	100,478.	0.	100,478.
NATIONAL FINANCIAL SERVICES	541,965.	0.	541,965.
NATIONAL FINANCIAL SERVICES - NONDIVIDEND DISTRIBUTION	68,800.	0.	68,800.
NORTHERN TRUST INVESTMENT ACCOUNTS	120,781.	0.	120,781.
TOTAL TO FM 990-PF, PART I, LN 4	1,361,456.	0.	1,361,456.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INERGY LP	12,609.	0.	
MAGELLAN MIDSTREAM PARTNERS	5,537.	0.	
ENBRIDGE ENERGY K1	-17,522.	0.	
COPANO ENERGY K1	-413,947.	-1,717.	
WEBER-STEPHEN PRODUCTS LLC	68,034.	9,542.	
BAIRD CAPITAL PARTNERS	11,166.	0.	
HIGH RISE INSTITUTIONAL PARTNERS LP	28,471.	0.	
RESOURCE CAPITAL FUND II, LP	1.	0.	

WLR RECOVERY FUND LP

4.

0.

TOTAL TO FORM 990-PF, PART I, LINE 11

-305,647.

7,825.

FORM 990-PF

TAXES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	35,292.	35,292.		0.
FEDERAL TAX	15,000.	0.		0.
ILLINOIS FILING FEE	25.	0.		25.
TO FORM 990-PF, PG 1, LN 18	50,317.	35,292.		25.

FORM 990-PF

OTHER EXPENSES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	765.	765.		0.
MEMBERSHIP FEES	305.	0.		305.
INVESTMENT FEES	67,495.	67,495.		0.
MISCELLANEOUS EXPENSE	8,458.	0.		8,458.
TRAVEL	6,737.	0.		6,737.
K-1 - BAIRD CAPITAL	199.	199.		0.
K-1 - BAIRD CAPITAL	46,400.	46,400.		0.
K-1 - WLR RECOVERY	1,063.	1,063.		0.
K-1 - RESOURCE CAPITAL FUND				
II	1,085.	1,085.		0.
K-1 - HIGH RISE INST. PTRS	4,217.	4,217.		0.
K-1 - HIGH RISE INST. PTRS	6,043.	6,043.		0.
K-1 - WEBER-STEPHENS				
PRODUCTS LLC	18.	18.		0.
K-1 - ENBRIDGE ENERGY LP	81.	81.		0.
K-1 FOREIGN TAX EXPENSE	3,068.	3,068.		0.
K-1 NONDEDUCTIBLES	466.	0.		466.
TO FORM 990-PF, PG 1, LN 23	146,400.	130,434.		15,966.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
K-1 BOOK - TAX DIFFERENCES	208,733.
NON DEDUCTIBLE CHARITABLE	11,473.
TOTAL TO FORM 990-PF, PART III, LINE 5	220,206.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
10,000 SHARES ABBOTT LABORATORIES	486,461.	562,300.
2,474 SHARES APERAM S.A.	0.	34,846.
35,100 SHARES APPLIED MATERIALS INC	198,425.	375,921.
19,600 SHARES APTARGROUP INC	254,842.	1,022,532.
30,000 SHARES BANK OF AMERICA	758,068.	663,000.
2,433 SHARES CITIGROUP INC	90,888.	6,393.
66,000 SHARES EATON VANCE TAX MG	1,092,457.	544,500.
2,300 SHARES EXXON MOBIL CORP	93,352.	194,948.
10,000 SHARES FOREST LABORATORIES INC	55,569.	302,600.
30,717 SHARES HOST HOTELS & RESORTS INC	299,628.	453,690.
25,960 SHARES HSBC HOLDINGS	1,568,004.	989,076.
182,422 SHARES ILLINOIS TOOL WORKS	1,820,747.	8,520,932.
7,800 SHARES ISHARES TR	193,725.	271,986.
1,400 SHARES JOHNSON & JOHNSON	57,056.	91,812.
1,650 SHARES JP MORGAN CHASE	50,073.	54,863.
186 SHARES MEDCO HEALTH SOLUTIONS	1,985.	10,397.
25,000 SHARES PENN WEST PETROLEUM	596,428.	495,000.
2,150 SHARES PEPSICO INC	79,268.	142,653.
10,000 SHARES PHILIP MORRIS INTL	507,500.	784,800.
7,400 SHARES VANGUARD INT'L EMERGING MKTS	247,598.	282,754.
2,300 SHARES VANGUARD INT'L PAC	149,178.	109,457.
2,450 SHARES WALGREENS COMPANY	67,452.	80,997.
ARCELORMITTAL	2,474,154.	900,169.
VITALIA NUTRITIONAL PRODUCTS	250,000.	250,000.
TASTE INC	100,000.	100,000.
GOLDMAN SACHS INVESTMENT ACCOUNT	2,500,626.	2,686,715.
ML CAPITAL TRUST III	600,000.	515,040.
4,500 SHARES CENOVUS ENERGY INC	116,388.	149,400.
7,800 SHARES CONOCOPHILLIPS	548,397.	568,386.
17,500 SHARES DOMINION RES INC NEW VA	643,659.	928,900.
4,500 SHARES ENCANA CORP	123,587.	83,385.
10,000 SHARES JP MORGAN CHASE & CO	399,299.	332,500.
13,000 SHARES KRAFT FOODS	392,343.	485,680.
32,000 SHARES PENN WEST ENERGY TR	529,600.	633,600.
20,000 SHARES TAYLOR CAP GROUP INC	0.	0.

JOHN D & ALEXANDRA NICHOLS FAMILY FOUNDA

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40,000 SHARES TELEFONICA SA SPAIN ADR	918,472.	687,600.
39,000 SHARES US BANKCORP	930,067.	1,054,950.
28,000 SHARES WELLS FARGO	743,161.	771,680.
6,000 SHARES BAC CAPITAL TRUST I	130,198.	125,100.
17,000 SHARES BAC CAPITAL TRUST II	363,387.	355,130.
3,000 SHARES CITIGROUP CAPITAL	63,269.	64,770.
5,800 SHS BANK OF AMERICA	152,398.	128,180.
8,400 SHS PENNWEST ENERGY	187,853.	166,320.
PREFERRED STOCK - TAYC CAPITAL TR - 10,500	0.	0.
SANDBOX - MARBLES HOLDING	1,000,000.	1,000,000.
TOTAL TO FORM 990-PF, PART II, LINE 10B	21,835,562.	27,982,962.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
300,000 GENERAL ELECTRIC	288,428.	313,879.
187,000 GENERAL ELECTRIC	0.	0.
FORD MOTOR CREDIT - 600,000	615,000.	645,000.
ROYAL BANK SCOTLAND - 200,000	196,750.	178,814.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,100,178.	1,137,693.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WLR RECOVERY FUND LP	FMV	-76,701.	-76,701.
RESOURCE CAPITAL FUND II LP	COST	8,765.	8,765.
HIGH RISE INSTITUTIONAL PTS LP	FMV	0.	0.
INERGY LP	COST	149,001.	488,400.
BAIRD CAPITAL PARTNERS	COST	1,712,379.	1,712,379.
ROUND TABLE INVESTMENTS	COST	195,085.	195,085.
HAMILTON VANCE MTN GATE	COST	1,500,000.	1,500,000.
ENBRIDGE ENERGY PARTNERS L.P.	COST	346,912.	663,800.
MAGELLAN MIDSTREAM PARTNERS LP	COST	333,776.	688,800.
COPANO ENERGY LLC	COST	802,290.	5,301,000.
108,538 SHARE EATON VANCE FLOATING	COST	750,000.	987,696.
83,000 SHARES EATON VANCE LTD DUR INC		1,259,643.	1,264,090.
91,000 SHARES EATON VANCE TX-AD GL DIV	COST	1,503,204.	1,112,020.
92,000 SHARES EATON VANCE TAX-MANAGED	COST	1,316,620.	759,000.
WEBER-STEPHEN PRODUCTS LLC	FMV	775,870.	775,870.
TOTAL TO FORM 990-PF, PART II, LINE 13		10,576,844.	15,380,204.

FORM 990-PF

OTHER REVENUE

STATEMENT 10

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
INERGY LP	531390	12,180.		429.	
MAGELLAN MIDSTREAM PARTNERS	531390	5,531.		6.	
ENBRIDGE ENERGY K1	531390	-17,548.		26.	
COPANO ENERGY K1	531390	-412,230.		-1,717.	
WEBER-STEPHEN PRODUCTS LLC	531390	58,492.	14	9,542.	
BAIRD CAPITAL PARTNERS			14	11,166.	
HIGH RISE INSTITUTIONAL PARTNERS LP			14	28,471.	
RESOURCE CAPITAL FUND II, LP			14	1.	
WLR RECOVERY FUND LP			14	4.	
TOTAL TO FORM 990-PF, PG 12, LN 11		-353,575.		47,928.	

STATEMENT

JOHN D. AND ALEXANDRA C. NICHOLS FAMILY FOUNDATION
FEIN 36-3858388
SCHEDULE OF CONTRIBUTION EXPENSE
12/31/2011

<u>Date</u>	<u>Name</u>	<u>Amount</u>
1/12/2011	Music Institute of Chicago	1,000 00
1/24/2011	Music Institute of Chicago	13,818 00
1/25/2011	Music Institute of Chicago	1,000 00
1/25/2011	WYCC-20	480 00
2/4/2011	Harris Theater for Music and Dance	23,500 00
2/8/2011	Girl Scouts GCNWI	5,000 00
2/16/2011	Lincoln Park Zoo	443 00
2/18/2011	Music Institute of Chicago	13,818 00
2/21/2011	Kawasaki Disease Fund	300 00
3/1/2011	The Art Institute of Chicago	25,000 00
3/3/2011	Women's Board of the Field Museum	1,000 00
3/3/2011	Clearbrook Shining Star Ball	10,000 00
3/4/2011	North Shore Senior Center	5,000 00
3/16/2011	Landmarks Illinois	9,800 00
3/23/2011	Music Institute of Chicago	13,818 00
3/23/2011	WWCI (WTTW/WFMT)	11,700 00
3/23/2011	Harris Theater for Music and Dance	35,000 00
3/23/2011	Ounce of Prevention Fund	500 00
3/29/2011	Chicago Humanities Festival	2,500 00
3/29/2011	Chicago History Museum	23,720 00
4/1/2011	Music Institute of Chicago	150,000 00
4/4/2011	Music Institute of Chicago	1,000 00
4/4/2011	Chicago Botanic Garden	1,200 00
4/8/2011	Conservation International	10,000 00
4/15/2011	Boys and Girls Club of Chicago	25,000 00
4/18/2011	Music Institute of Chicago	1,498,500 00
4/21/2011	American Jewish Committee	1,000 00
4/21/2011	Chicago Council on Global Affairs	2,500 00
4/25/2011	Music Institute of Chicago	13,818 00
4/27/2011	North Shore Senior Center	5,000 00
5/5/2011	Dogs for Cures	1,000 00
5/5/2011	North Shore Art League	250 00
5/5/2011	Hubbard Street Dance Chicago	6,000 00
5/9/2011	Goodman Theatre	25,000 00
5/11/2011	Winnelka Community House	1,000 00
5/16/2011	Music Institute of Chicago	13,818 00
5/16/2011	Winnelka Historical Society	1,000 00

5/16/2011	School of the Art Institute	1,000 00
5/24/2011	Museum of Science and Industry	300,000 00
5/27/2011	Am Friends - Paris Opera & Ballet	4,500 00
5/27/2011	Chicago Botanic Gardens	800 00
5/27/2011	The Field Museum	12,000 00
5/27/2011	Chicago Public Library Foundation	150 00
6/6/2011	Lyric Opera of Chicago	46,424 00
6/6/2011	Friends of Harvard Football	5,000 00
6/14/2011	Chicago Symphony Orchestra	100,000 00
6/17/2011	Music Institute of Chicago	13,818 00
6/20/2011	Irish Georgian Society	5,000 00
6/21/2011	Parkways Foundation	1,000 00
6/22/2011	Music Institute of Chicago	300 00
7/17/2011	Music Institute of Chicago	13,818 00
7/21/2011	Nordstrom Bank	500 00
7/25/2011	Children's Memorial Fdn	1,000 00
8/15/2011	Friends of Harvard Football	1,500 00
8/16/2011	Music Institute of Chicago	13,818 00
8/16/2011	Music Institute of Chicago	50,000 00
9/1/2011	Marine Corps Scholarship Fund	10,000 00
9/2/2011	Music Institute of Chicago	10,270 00
9/7/2011	WTTW	100,000 00
9/7/2011	After School Matters	2,500 00
9/7/2011	Pathways Foundation	9,740 00
9/7/2011	Chicago Public Library Foundation	5,000 00
9/9/2011	HSBC Card Services	500 00
9/12/2011	Columbia College	10,000 00
9/15/2011	Lifeline Chicago	2,500 00
9/15/2011	Golden Apple Awards	10,000 00
9/16/2011	Solti Foundation	2,950 00
9/16/2011	Chicago Theological Seminary	1,000 00
9/26/2011	Facets Multi-Media	1,000 00
9/29/2011	Music Institute of Chicago	10,270 00
10/4/2011	Rush Neuro Behavioral Center	5,000 00
10/5/2011	Chicago Botanic Garden	10,000 00
10/7/2011	Winters' Theatre	10,000 00
10/10/2011	Brain Research Foundation	1,000 00
10/14/2011	Harvard Business School	10,000 00
10/14/2011	American Ireland Fund	5,000 00
10/18/2011	Rehabilitation Institute of Chicago	2,000 00
10/27/2011	Music Institute of Chicago	10,270 00
11/1/2011	Salvation Army	100 00
11/1/2011	Chicago Foundation for Education	6,000 00
11/1/2011	International House	1,500 00
11/4/2011	Millennium Park, Inc	10,000 00
11/11/2011	Horizon Hospice and Palliative Care	1,000 00
11/11/2011	Family Service of Winnetka-Northfield	500 00

11/28/2011	Music Institute of Chicago	10,270 00
11/30/2011	Ars Viva Symphony Orchestra	1,000 00
11/30/2011	Friends of the Library (Winn /Northfield)	50 00
12/6/2011	The Humane Society of the U S	1,000 00
12/7/2011	Northwestern Settlement	250 00
12/7/2011	Openlands Project	1,000 00
12/7/2011	The Women's Board of the Univ of Chicago	1,000 00
12/8/2011	Midwest Palliative and Hospice	1,000 00
12/8/2011	PAWS Chicago	250 00
12/12/2011	Harris Theater for Music and Dance	35,000 00
12/12/2011	Naples Children and Education Foundation	10,000 00
12/12/2011	Rachel Elizabeth Barton Foundation	5,000 00
12/14/2011	Doctors without Borders	400 00
12/14/2011	Greater Chicago Food Depository	1,500 00
12/16/2011	The Alain Locke Initiative	1,000 00
12/21/2011	Reading Power, Inc	500 00
12/21/2011	Urban Initiatives	250 00
12/21/2011	Academy for Urban School Leadership	1,000 00
12/21/2011	Office for the Arts at Harvard	1,000 00
12/21/2011	The Wetlands Initiative	1,000 00
12/21/2011	Family Focus	500 00
12/22/2011	WBEZ	1,000 00
12/22/2011	U S Olympic Committee	200 00
12/23/2011	WYCC-20	500 00
12/23/2011	Homan Square Community Center Fdn	10,000 00
12/23/2011	WTTW	286 00
12/23/2011	Loomis Chaffee	20,000 00
12/26/2011	School of the Art Institute	5,000 00
12/26/2011	Phillips Brooks House Assoc	1,000 00
12/26/2011	Harvard College Fund	25,000 00
12/26/2011	Harvard Divinity School	2,500 00
12/26/2011	Harvard Graduate School of Education	10,000 00
12/26/2011	Whitney Museum of American Art	250 00
12/30/2011	Junior Achievement	25,000 00
	LESS LOST CHECK REPORTED IN 2010	-1,000 00
		<u>2,944,917 00</u>
		<u><u>2,944,917.00</u></u>

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 ☒
- 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 or other filer, see instructions JOHN D & ALEXANDRA NICHOLS FAMILY FOUNDATION	Employer identification number (EIN) or ☒ 36-3858388
	Number, street, and room or suite no. If a P.O. box, see instructions 900 MOUNT PLEASANT ROAD	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions WINNETKA, IL 60093	

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	01	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

JOHN D. NICHOLS

- The books are in the care of ► **900 MT. PLEASANT ROAD - WINNETKA, IL 60093**
Telephone No ► **847-441-6592** 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 **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2011** or
► ☐ tax year beginning _____, and ending _____

- 2 If the 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	\$	50,607.
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	\$	30,607.
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	\$	20,000.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II: Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions	
Type or print	Name of exempt organization or other filer, see instructions
File by the due date for filing your return See instructions	JOHN D & ALEXANDRA NICHOLS FAMILY FOUNDATION
Employer identification number (EIN) or	☒ 36-3858388
Number, street, and room or suite no. If a P.O. box, see instructions.	900 MOUNT PLEASANT ROAD
Social security number (SSN)	☐
City, town or post office, state, and ZIP code For a foreign address, see instructions	WINNETKA, IL 60093

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-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

JOHN D. NICHOLS

- The books are in the care of ☒ 900 MT. PLEASANT ROAD - WINNETKA, IL 60093

Telephone No ☒ 847-441-6592

FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2012

5 For calendar year 2011, or other tax year beginning , and ending

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return

☐ Change in accounting period

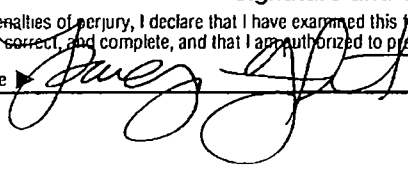
7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990 PF, 990 T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	50,607.
b If this application is for Form 990 PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	50,607.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature  Title ☒ CPA

Date ☒ 8/13/12