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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

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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
NICKLESS FAMILY CHARITABLE
FOUNDATION

A Employer identification number
38-3501091

Number and street (or P O box number if mail is not delivered to street address)
2121 UNIVERSITY PARK DRIVE
ROOM/SUITE 150

Room/suite

B Telephone number (see page 10 of the instructions)

City or town, state, and ZIP code
OKEMOS, MI 48864

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 ☐

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 ☐

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 2,164,265

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	11,104	11,104	11,104	
	4 Dividends and interest from securities.	39,093	39,093	39,093	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-119,910			
	b Gross sales price for all assets on line 6a _____ 427,178				
	7 Capital gain net income (from Part IV , line 2)		4,305		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	-69,713	54,502	50,197	
	13 Compensation of officers, directors, trustees, etc	6,000			3,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	5,860			2,930
	c Other professional fees (attach schedule)	15,613			7,806
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	1,772			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	665			330
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	29,910	0		14,066
	25 Contributions, gifts, grants paid	142,500			142,500
	26 Total expenses and disbursements. Add lines 24 and 25	172,410	0		156,566
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-242,123			
	b Net investment income (if negative, enter -0-)		54,502		
	c Adjusted net income (if negative, enter -0-)			50,197	

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

Cat No 11289X

Form **990-PF** (2011)

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	33,979	35,043	35,043
	2	Savings and temporary cash investments	150,000	102,068	102,068
	3	Accounts receivable ▶ <u>97</u> Less allowance for doubtful accounts ▶ _____	2,722	97	97
	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 (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	470	205	205
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,063,188	1,870,823	1,845,723
	c	Investments—corporate bonds (attach schedule).	175,000	175,000	181,129
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,425,359	2,183,236	2,164,265	
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	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	2,425,359	2,183,236	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	2,425,359	2,183,236	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,425,359	2,183,236	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	2,425,359
2	Enter amount from Part I, line 27a	2	-242,123
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	2,183,236
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	2,183,236

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				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) 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		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) <div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div>		2	4,305
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>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</div>		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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))
2010	43,570	2,170,409	0 020075
2009	90,600	1,833,265	0 049420
2008	121,476	2,336,456	0 051992
2007	73,823	2,888,711	0 025556
2006	65,352	1,414,683	0 046196
2 Total of line 1, column (d). 0 193239			
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 0 038648			
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5. 2,345,594			
5 Multiply line 4 by line 3. 90,653			
6 Enter 1% of net investment income (1% of Part I, line 27b). 545			
7 Add lines 5 and 6. 91,198			
8 Enter qualifying distributions from Part XII, line 4. 156,566			

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

Part VIExcise 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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	545
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	
3		Add lines 1 and 2.		3	545
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	545
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	750	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	750
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	205
11		Enter the amount of line 10 to be Credited to 2012 estimated tax 205	Refunded	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
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)?			No
	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		No
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?	2		No
	If "Yes," attach a detailed description of the activities.			
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) MI			
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	Yes	
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 on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ NONE	13	Yes	
14	The books are in care of ▶ TRI-STAR TRUST BANK Telephone no ▶ (989) 921-0010 Located at ▶ 1004 N MICHIGAN AVENUE SAGINAW MI ZIP +4 ▶ 48608			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
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?	16	Yes	No
See 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	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		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the 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 ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>	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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		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
See Additional Data Table				
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.				

Part VIII

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

Part IX-A Summary of Direct Charitable Activities

1	
2	
3	
4	

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	

Form **990-PF** (2011)

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	2,344,696
b	Average of monthly cash balances.	1b	36,618
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,381,314
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	2,381,314
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	35,720
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,345,594
6	Minimum investment return. Enter 5% of line 5.	6	117,280

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	117,280
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	545
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	545
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	116,735
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	116,735
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	116,735

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	156,566
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	156,566
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	545
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	156,021
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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				116,735
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008. 5,734				
d From 2009.				
e From 2010.				
f Total of lines 3a through e.	5,734			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 156,566				
a Applied to 2010, but not more than line 2a				
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 2011 distributable amount.				116,735
e Remaining amount distributed out of corpus	39,831			
5 Excess distributions carryover applied to 2011 (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	45,565			
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 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
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 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	45,565			
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . . 5,734				
c Excess from 2009. . . .				
d Excess from 2010. . . .				
e Excess from 2011. . . . 39,831				

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 2011, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	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	Prior 3 years			(e) Total
		(a) 2011	(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 organization had \$5,000 or more in assets at any time during the year—see page 27 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))

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

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

JAMES E MCCARTNEY
2121 UNIVERSITY PARK DRIVE
SUITE 150
OKEMOS, MI 48864
(517) 347-5000

b

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

NO FORMAT, BUT APPLICATION SHOULD SHOW 501(C)(3) STATUS

c

Any submission deadlines

NONE

d

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

BAY CITY, MI & SUN CITY- WEST, AZ AREA ORGANIZATIONS ARE GIVEN PREFERENCE

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 Additional Data Table				
Total			3a	142,500
b Approved for future payment				
Total			3b	

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			14	11,104	
4	Dividends and interest from securities. . . .			14	39,093	
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			25	4,305	-124,215
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). .				54,502	-124,215
13	Total. Add line 12, columns (b), (d), and (e).			13		-69,713

[illegible]

Part XVII

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

[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	
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 of officer or trustee		2012-04-05 Date	***** Title	
Paid Preparer's Use Only	Preparer's Signature L SUSAN HAFNER		Date 2012-04-10	PTIN Check if self-employed <input checked="" type="checkbox"/>
	Firm's name MCCARTNEY & COMPANY PC 2121 UNIVERSITY PARK DRIVE SUITE 1		Firm's EIN	
	Firm's address OKEMOS, MI 48864		Phone no (517) 347-5000	

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☒ No






Additional Data

Software ID:
Software Version:
EIN: 38-3501091
Name: NICKLESS FAMILY CHARITABLE
FOUNDATION


Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part VIII Line 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
ARTHUR H NICKLESS DECEASED 	PRESIDENT 1 00	1,500	0	0
222 JENISON PLACE BAY CITY, MI 48708				
JOAN N TANKERSLEY 	VICE PRES 1 00	1,500	0	0
708 WINDSOR WAY REDWOOD CITY, CA 94361				
JAMES E MCCARTNEY 	SECRETARY 2 00	0	0	0
2121 UNIVERSITY PARK DRIVE OKEMOS, MI 48864				
JANET N ROYCE 	TREASURER 1 00	1,500	0	0
9981 84TH AVENUE ZEELAND, MI 49464				
JUDITH N GRAHAM 	VICE PRES 1 00	1,500	0	0
64 HALLS LANE RYE, NY 10580				

Form 990PF Part XV Line 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				
FOODBANK OF EASTERN MICHIGAN2310 LAPEER RD FLINT, MI 48503		501 (C) (3)	BACKPACK PROGRAM, 328 STUDENTS/ELEM	36,000
ACT OF SIMPLE KINDNESSPO BOX 1614 SUN CITY WEST, AZ 85372		501 (C) (3)	OPER FOR KIDS OF WIDOWS/WIDOWERS	2,500
BENEVILLA16752 N GREASEWOOD ST SURPRISE, AZ 85378		501 (C) (3)	OPERATIONS	25,000
ARIZONA RECREATION CENTER 1550 WEST COLTER STREET PHOENIX, AZ 85015		501 (C) (3)	STEPS TO HEALTH & WELLNESS	2,500
BAY AREA WOMEN'S CENTER3411 E MIDLAND RD BAY CITY, MI 48706		501 (C) (3)	EMERG HELP/ELIM DOMESTIC VIOLENCE	7,000
BOYS & GIRLS CLUBS OF BAY COUNTY300 W LAFAYETTE BAY CITY, MI 48706		501 (C) (3)	HOLIDAY AND AFTER SCHOOL PROGRAMS	2,500
DISABILITY SERVICES RESOURCE CENTER1820 N TRUMBULL DR BAY CITY, MI 487085444		501 (C) (3)	HELP FOR THOSE IN NEED	5,000
HELEN NICKLESS VOLUNTEER CLINIC BAY MEDICAL FOUNDATION1454 W CENTER AVE ESSEXVILLE, MI 48732		501 (C) (3)	OPERATIONS	4,000
LAKE HAVEN RESCUE551 PICKEREL LAKE DR NEWAYGO, MI 49337		501 (C) (3)	ANIMAL RESCUE SHELTER	1,000
SANTA'S CUPBOARD1005 WOODSIDE AVE SUITE ESSEXVILLE, MI 48732		501 (C) (3)	CHILDRENS' PRESENTS	5,000
SEASON FOR SHARING ARIZONA REPUBLIC350 W THOMAS RD PHOENIX, AZ 85001		501 (C) (3)	OPERATIONS-ARIZONA COMMUNITY	2,000
BAY AREA FAMILY YMCA225 WASHINGTON AVE BAY CITY, MI 48708		501 (C) (3)	CAPITAL CAMPAIGN	25,000
BAY CITY PUBLIC SCHOOLS910 N WALNUT ST BAY CITY, MI 48706		501 (C) (3)	WIRELESS PROJECT/SCHOOLS	25,000
Total  3a				142,500

TY 2011 Accounting Fees Schedule

Name: NICKLESS FAMILY CHARITABLE
FOUNDATION
EIN: 38-3501091

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MC CARTNEY & COMPANY P C	5,860			2,930

TY 2011 Compensation Explanation

Name: NICKLESS FAMILY CHARITABLE
FOUNDATION

EIN: 38-3501091

Person Name	Explanation
ARTHUR H NICKLESS DECEASED	
JOAN N TANKERSLEY	
JAMES E MCCARTNEY	
JANET N ROYCE	
JUDITH N GRAHAM	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Gain/Loss from Sale of Other Assets Schedule

Name: NICKLESS FAMILY CHARITABLE
FOUNDATION
EIN: 38-3501091

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
53 945 DFA 1 YR FIXED INCOME I	2011-08	PURCHASE	2011-12		556	559			-3	
54 929 DFA 1 YR FIXED INCOME I	2011-08	PURCHASE	2011-12		567	569			-2	
403 185 DFA 1 YR FIXED INCOME I	2011-08	PURCHASE	2011-12		4,153	4,177			-24	
1162 805 DFA 1 YR FIXED INCOME I	2011-08	PURCHASE	2011-12		11,977	12,047			-70	
9 398 DFA 1 YR FIXED INCOME I	2011-08	PURCHASE	2011-12		97	97				
13 950 DFA 1 YR FIXED INCOME I	2011-08	PURCHASE	2011-12		144	145			-1	
31 737 DFA 1 YR FIXED INCOME I	2011-08	PURCHASE	2011-12		327	329			-2	
231 683 DFA 1 YR FIXED INCOME I	2011-08	PURCHASE	2011-12		2,386	2,400			-14	
399 230 DFA 1 YR FIXED INCOME I	2011-08	PURCHASE	2011-12		4,112	4,136			-24	
481 499 DFA 1 YR FIXED INCOME I	2011-08	PURCHASE	2011-12		4,959	4,988			-29	
786 333 DFA 1 YR FIXED INCOME I	2011-08	PURCHASE	2011-12		8,099	8,146			-47	
829 041 DFA 1 YR FIXED INCOME I	2011-08	PURCHASE	2011-12		8,539	8,589			-50	
1076 246 DFA 1 YR FIXED INCOME I	2011-08	PURCHASE	2011-12		11,085	11,150			-65	
107 413 VANGUARD EXPLORER	2011-08	PURCHASE	2011-08		6,704	6,169			535	
769 231 BLACKROCK INTL	2006-07	PURCHASE	2011-12		21,946	31,000			-9,054	
2 078 COLUMBIA ACORN INTL	2008-02	PURCHASE	2011-08		74	82			-8	
23 030 COLUMBIA SELECT Z	2008-02	PURCHASE	2011-08		569	610			-41	
23 509 COLUMBIA SELECT Z	2008-02	PURCHASE	2011-08		534	623			-89	
145 461 COLUMBIA SELECT Z	2008-02	PURCHASE	2011-12		3,293	3,853			-560	
263 065 COLUMBIA SELECT Z	2008-05	PURCHASE	2011-12		5,956	7,497			-1,541	
100 141 COLUMBIA MID CAP INDEX Z	2007-10	PURCHASE	2011-08		967	1,307			-340	
1738 940 COLUMBIA MID CAP INDEX Z	2007-10	PURCHASE	2011-12		18,033	22,693			-4,660	
45 253 COLUMIBA MID CAP VALUE Z	2008-02	PURCHASE	2011-08		559	613			-54	
64 995 COLUMBIA MID CAP VALUE Z	2008-02	PURCHASE	2011-08		734	881			-147	
262 752 COLUMBIA MID CAP VALUE Z	2008-02	PURCHASE	2011-12		3,248	3,560			-312	
520 471 COLUMBIA MID CAP VALUE Z	2008-05	PURCHASE	2011-12		6,433	7,510			-1,077	
127 808 DFA EMERGING MARKETS	2006-07	PURCHASE	2011-08		2,400	1,614			786	
1982 652 DFA TAX MANAGED MARKET	2006-07	PURCHASE	2011-12		27,480	32,000			-4,520	
11 093 DFA EMERGING MARKETS	2008-02	PURCHASE	2011-08		329	448			-119	
51 907 DFA EMERGING MARKETS	2008-02	PURCHASE	2011-12		1,330	2,095			-765	
83 649 DFA EMERGING MARKETS	2008-05	PURCHASE	2011-12		2,144	3,760			-1,616	
338 491 DFA INTL SMALL CAP VALUE I	2007-04	PURCHASE	2011-08		4,898	7,985			-3,087	
3900 593 DFA INTL SMALL CAP VALUE I	2007-04	PURCHASE	2011-12		51,215	92,015			-40,800	
84 000 DFA INTL SMALL CAP VALUE I	2008-02	PURCHASE	2011-12		1,103	1,512			-409	
188 253 DFA INTL SMALL CAP VALUE I	2008-05	PURCHASE	2011-12		2,472	3,744			-1,272	
410 165 DFA SMALL CAP VALUE	2006-07	PURCHASE	2011-08		8,589	11,682			-3,093	
330 706 DFA SMALL CAP VALUE	2006-07	PURCHASE	2011-12		7,434	9,419			-1,985	
21 060 DFA SMALL CAP VALUE	2007-04	PURCHASE	2011-12		473	653			-180	
642 146 DFA US LARGE CAP VALUE I	2006-07	PURCHASE	2011-08		12,047	14,782			-2,735	
648 251 DFA US LARGE CAP VALUE I	2006-07	PURCHASE	2011-08		11,150	14,923			-3,773	
5 667 DFA INTL LARGE CAP	2008-02	PURCHASE	2011-08		97	134			-37	
100 333 DFA INTL LARGE CAP	2008-02	PURCHASE	2011-12		1,641	2,374			-733	
161 000 DAVIS NY VENTURE CLASS Y	2008-02	PURCHASE	2011-12		5,183	6,092			-909	
223 158 DAVIS NY VENTURE CLASS Y	2008-05	PURCHASE	2011-12		7,183	9,011			-1,828	
9 384 DFA INTL VALUE I	2008-05	PURCHASE	2011-08		145	224			-79	
115 511 DFA INTL VALUE I	2008-05	PURCHASE	2011-12		1,648	2,758			-1,110	
160 748 DODGE & COX INTL STOCK	2007-04	PURCHASE	2011-08		4,873	7,552			-2,679	
1967 817 DODGE & COX INTL STOCK	2007-04	PURCHASE	2011-12		57,185	92,448			-35,263	
451 469 MASTERS' INTL INSTL	2005-03	PURCHASE	2011-12		5,598	7,639			-2,041	
830 493 MASTER'S INTL INSTL	2005-11	PURCHASE	2011-12		10,298	13,803			-3,505	
92 836 MASTERS' INTL INSTL	2006-01	PURCHASE	2011-12		1,151	1,631			-480	
1000 000 MORGAN STANLEY CAP VII	2007-04	PURCHASE	2011-08		24,390	25,500			-1,110	
134 395 T ROWE PRICE GROWTH STOCK	2006-07	PURCHASE	2011-08		4,177	3,795			382	
172 308 T ROWE PRICE GROWTH STOCK	2006-07	PURCHASE	2011-08		4,988	4,866			122	
388 442 VANGUARD EXPLORER	2010-08	PURCHASE	2011-12		27,055	22,308			4,747	
152 726 HARBOR INTL FD	2011-01	PURCHASE	2011-08		8,146	6,591			1,555	

**TY 2011 Investments Corporate
Bonds Schedule**

Name: NICKLESS FAMILY CHARITABLE
FOUNDATION

EIN: 38-3501091

Name of Bond	End of Year Book Value	End of Year Fair Market Value
50000 UNIONBANCAL CORP 5.25%	50,486	51,443
35000 MERRILL LYNCH 5.45%	34,613	35,254
40000 WACHOVIA 5.25%	39,901	42,191
50 FSG BANK NA CHATTANOOGA TN 3.2%	50,000	52,241

TY 2011 Investments Corporate
Stock Schedule

Name:

NICKLESS FAMILY CHARITABLE
FOUNDATION

EIN:

38-3501091

Name of Stock	End of Year Book Value	End of Year Fair Market Value
765 AT&T INC.	20,017	23,134
800 BRISTOL MYERS SQUIBB	20,031	28,192
1000 SHS BERKSHIRE HATHAWAY INC CL B	57,640	76,300
33 SHS CITIGROUP INC.	14,890	868
1150 DUKE ENERGY CORP NEW	19,776	25,300
470 GENERAL ELECTRIC CORP	16,976	8,418
380 SHS JP MORGAN CHASE & CO.	13,330	12,635
310 KIMBERLY CLARK CORPORATION	20,094	22,804
3000 LOWES COS INC.	84,355	76,140
450 SHS MICROSOFT CORP	10,994	11,682
470 SHS NABOR INDS. LTD.	13,733	8,150
300 SHS NOVARTIS AG SPONSORED ADR	14,205	17,151
250 SHS PRAXAIR INC.	12,010	26,725
565 SOUTHERN CORPORATION	19,914	26,154
230 SHS STRYKER CORPORATION	9,966	11,433
460 TEVA PHARMECUTIAL LTD. ADR	14,209	18,566
565 GLAXO SMITHKLINE SPONSORED ADR	19,869	25,781
685 VERIZON COMMUNICATIONS	19,979	27,482
1400 BAC CAP XII PREFERRED	35,000	28,280
1400 CITIGROUP CAP XVI PREFERRED	35,518	30,072
1000 MORGAN STANLEY CAP TR VII		
3034.638 T. ROWE PRICE GROWTH	83,680	96,669
7839.321 DFA US LARGE CAP VALUE	201,237	150,045
1839.081 COLUMBIA MID CAP INDEX Z		
1982.652 DFA TAX MANAGED MARKETWIDE		
5673.759 FEDERATED STRATEGIC VALUE F	32,000	27,574
1320 ISHARES RUSSELL MID-CAP GROWTH	61,618	72,666
504 ISHARES RUSSELL MIDCAP VALUE	25,020	21,874
350 ISHARES RUSSELL 2000 GROWTH	24,920	29,481
1646.904 DFA US MICRO	25,000	21,772
2139.784 DFA US SMALL CAP	45,000	43,908
5307.011 DFA SMALL CAP VALUE		
1953.888 T. ROWE PRICE REAL ESTATE	50,000	35,873
769.231 BLACKROCK INTL		
2483.614 DFA EMERGING MARKETS CORE	31,886	42,300
4390.861 DFA INTL PACIFIC RIM	106,225	89,003
4545.080 DFA INTL SM CAP VALUE	138,167	105,264
1974.871 DFA INTL SMALL CO	36,100	27,332
2128.565 DODGE & COX INTL STOCK		
1877.583 HARBOR INTERNATIONAL FUND	83,117	98,479
1374.798 MASTERS SELECT INTL		
991.886T. ROWE PRICE EMERGING MARKET	20,201	28,279
3203.943 TEMPLETON WORLD FUND	54,275	44,022
893.471 COLUMBIA MID CAP VALUE Z		
455.065 COLUMBIA ACORN SELECT Z		
2478.721 COLUMBIA ACORN INT'L Z	82,890	85,045
146.649 DFA EMERGING MARKETS VALUE		
106 DFA INT'L LARGE CAP		
124.895 DFA INT'L VALUE		
1471.758 VANGUARD EXPLORER FUND	84,523	105,142
DAVIS NY VENTURE CLASS Y		
3185.536 JPMORGAN MID CAP VALUE	74,000	75,656
625.000 ISHARES US PREFERRED	23,811	22,263
1413.793DFA ONE YR FIXED INCOME	14,647	14,562
29573487 SCOUT INTERNATIONAL	80,000	82,721
388.257 T ROWE PRICE MID CAP GROWTH	20,000	20,526

TY 2011 Other Expenses Schedule

Name: NICKLESS FAMILY CHARITABLE
FOUNDATION

EIN: 38-3501091

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
DIRECTOR TRAVEL EXPENSES	665			330

TY 2011 Other Professional Fees Schedule

Name: NICKLESS FAMILY CHARITABLE
FOUNDATION

EIN: 38-3501091

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRI-STAR TRUST BANK TRUSTEE FEES	15,613			7,806

TY 2011 Taxes Schedule

Name: NICKLESS FAMILY CHARITABLE
FOUNDATION

EIN: 38-3501091

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES - TRI STAR	876			
NON-PROFIT FEE - STATE OF MI	20			
EXCISE TAX	876			