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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
NICHOLAS FAMILY FOUNDATION TRUST
C/O LYNN S NICHOLAS

A Employer identification number
39-6589261

Number and street (or P O box number if mail is not delivered to street address)
10309 N RIVER ROAD

Room/suite

B Telephone number (see page 10 of the instructions)
(262) 242-3040

City or town, state, and ZIP code
MEQUON, WI 530924561

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)
\$ 38,827,802

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)	2,093,700			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	235,444	140		
	4 Dividends and interest from securities.	602,638	602,638		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	965,971			
	b Gross sales price for all assets on line 6a _____ 1,826,357				
	7 Capital gain net income (from Part IV, line 2)		965,971		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-70,462	-3,897	0	
	12 Total. Add lines 1 through 11	3,827,291	1,564,852	0	
	13 Compensation of officers, directors, trustees, etc	60,000	40,000	0	20,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	4,590	3,060	0	1,530
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	4,925	4,433	0	492
	c Other professional fees (attach schedule)	23,884	23,884	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	38,275	0	0	0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	1,816	0	0	1,816
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	133,490	71,377	0	23,838
	25 Contributions, gifts, grants paid	1,546,050			1,546,050
	26 Total expenses and disbursements. Add lines 24 and 25	1,679,540	71,377	0	1,569,888
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,147,751			
	b Net investment income (if negative, enter -0-)		1,493,475		
	c Adjusted net income (if negative, enter -0-)			0	

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	174,024	24,988	24,988
	2	Savings and temporary cash investments	2,382,930	2,396,852	2,396,852
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	5,735,185	6,033,006	6,247,667
	b	Investments—corporate stock (attach schedule)	26,839,198	28,752,973	30,080,126
	c	Investments—corporate bonds (attach schedule)			
	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 ▶ _____)	7,200	78,169	78,169	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	35,138,537	37,285,988	38,827,802	
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 ▶ _____)	7,523	7,223	
	23	Total liabilities (add lines 17 through 22)	7,523	7,223	
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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	35,131,014	37,278,765	
	30	Total net assets or fund balances (see page 17 of the instructions)	35,131,014	37,278,765	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	35,138,537	37,285,988	

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	35,131,014
2	Enter amount from Part I, line 27a	2	2,147,751
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	37,278,765
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	37,278,765

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)
1 a	PLAINS ALL AMERICAN PIPELINE LP - PASSTHROUGH ENTITY	P		
b	ENTERPRISE PRODUCTS PARTNERS LP - PASSTHROUGH ENTITY	P		
c	G/L ON MUNICIPLE BONDS	P		
d	CAPITAL GAINS DIVIDENDS	P		
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			56
b			-1,123
c	817,044	859,319	-42,275
d	1,009,313		1,009,313
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			56
b			-1,123
c			-42,275
d			1,009,313
e			

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	965,971
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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	1,345,701	32,675,095	0 041184
2009	1,520,568	27,179,487	0 055945
2008	1,673,962	31,152,772	0 053734
2007	1,680,805	35,350,294	0 047547
2006	1,600,571	33,606,425	0 047627

2	Total of line 1, column (d).	2	0 246037
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 049207
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	37,296,123
5	Multiply line 4 by line 3.	5	1,835,230
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	14,935
7	Add lines 5 and 6.	7	1,850,165
8	Enter qualifying distributions from Part XII, line 4.	8	1,569,888

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 ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	29,870
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	29,870
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	29,870
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	32,000	
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	32,000
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	2,130
11		Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 2,130	Refunded ☐	11	0

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 ☐ \$ 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		No
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? If "Yes," attach the statement required by General Instruction T.	5		No
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) ☐ WI			
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  N/A	13	Yes	
14	The books are in care of  LYNN NICHOLAS Telephone no  (414) 272-4650 Located at  700 N WATER STREET MILWAUKEE WI ZIP +4  53202			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here  and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 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?  Yes  No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?.  Yes  No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?.  Yes  No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).  Yes  No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here. 	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		No
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?.  Yes  No If "Yes," list the years  20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 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?.  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? (<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))?	☐ Yes	☒ No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	☐ Yes	☒ No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	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>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
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?			
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.				0

Part VIII

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

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

Total number of others receiving over \$50,000 for professional services.	0
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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.

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the 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 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	35,368,347
b	Average of monthly cash balances.	1b	2,495,737
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	37,864,084
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	37,864,084
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	567,961
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	37,296,123
6	Minimum investment return. Enter 5% of line 5.	6	1,864,806

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	1,864,806
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	29,870
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	29,870
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,834,936
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,834,936
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,834,936

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	1,569,888
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	1,569,888
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,569,888
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				1,834,936
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			1,542,883	
b Total for prior years 20__, 20__, 20__		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 ▶ \$ 1,569,888				
a Applied to 2010, but not more than line 2a			1,542,883	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				27,005
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:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				1,807,931
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).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	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 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

LYNN NICHOLAS NICHOLAS FAMILY FOUND
10309 NORTH RIVER ROAD
MEQUON, WI 53092
(262) 242-3040

b

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

TYPE WRITTEN LETTER WITH HISTORY AND PURPOSE OF ORGANIZATION

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

TO 501 (C)(3) EXEMPT ORGANIZATIONS

Form 990-PF (2011)

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	1,546,050
b Approved for future payment				
Total			3b	0

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	235,444	
4	Dividends and interest from securities. . . .			14	602,638	
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			01	965,971	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a <u>LOSS FROM PARTNERSHIPS</u>		-66,565	01		
b	<u>LOSS FROM PARTNERSHIPS</u>			01	-3,897	
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		-66,565		1,800,156	0
13	Total. Add line 12, columns (b), (d), and (e).			13		1,733,591

[illegible]

Part XVII

1

(a)

2.

■

1

4.

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of organization NICHOLAS FAMILY FOUNDATION TRUST C/O LYNN S NICHOLAS	Employer identification number 39-6589261
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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 33¹/₃% 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, aggregate 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 aggregate 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 in the heading of its Form 990-EZ, or on 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).

Name of organization NICHOLAS FAMILY FOUNDATION TRUST C/O LYNN S NICHOLAS	Employer identification number 39-6589261
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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) Aggregate contributions	(d) Type of contribution
1	ALBERT NICHOLAS 6002 N HIGHWAY 83 CHENEQUA, WI 53029	\$ 2,093,700	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)
—		\$	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 NICHOLAS FAMILY FOUNDATION TRUST C/O LYNN S NICHOLAS	Employer identification number 39-6589261
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating 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 See instructions) ➤ \$

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

Additional Data

Software ID:
Software Version:
EIN: 39-6589261
Name: NICHOLAS FAMILY FOUNDATION TRUST
C/O LYNN S NICHOLAS

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
ALBERT O NICHOLAS	TRUSTEE 0 00	0	0	0
6002 N HIGHWAY 83 CHENEQUA,WI 53029				
NANCY J NICHOLAS	TRUSTEE 0 00	0	0	0
6002 N HIGHWAY 83 CHENEQUA,WI 53029				
LYNN S NICHOLAS	TRUSTEE 25 00	60,000	0	0
10309 N RIVER ROAD MEQUON,WI 53092				
SUSAN N FASCIANO	TRUSTEE 0 00	0	0	0
2533 INDIAN RIDGE DRIVE GLENVIEW,IL 60025				
DAVID O NICHOLAS	TRUSTEE 0 00	0	0	0
2401 W RANGE LINE TERRACE MEQUON,WI 53092				

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 <i>Paid during the year</i>				
ALS ASSOCIATION SE WI CHAPTER2421 N MAYFAIR ROAD STE 212 WAUWATOSA,WI 53226	NONE	501(C)(3)	BOUGHT TABLE AT BALL DEDICATED TO FIGHT AGAINST ALS THROUGH RESEARCH, PATIENT SUPPORT AND INFORMATION AWARENESS	10,000
AMERICAN CANCER SOCIETY660 E MASON STREET STE 200 MILWAUKEE,WI 53202	NONE	501(C)(3)	TO FIGHT HEART DISEASE & STROKE THROUGH EDUCATION	7,500
AMERICAN RED CROSS - GREATER MILWAUKEE CHAPTER PO BOX 88711 MILWAUKEE,WI 53288	NONE	501(C)(3)	TO PROVIDE RELIEF TO VICTIMS OF DISASTERS & HELP PEOPLE PREVENT, PREPARE FOR AND RESPOND TO EMERGENCIES	50,000
ANXIETY DISORDERS FOUNDATIONPO BOX 560 OCONOMOWOC,WI 53066	NONE	501(C)(3)	DEDICATED TO IMPROVING THE LIVES AFFECTED BY ANXIETY DISORDER WITH TREATMENT, TRAINING AND AWARENESS	10,000
BALANCE INC134 FOSTER DRIVE SAUKVILLE,WI 53080	NONE	501(C)(3)	ANNUAL CAMPAIGN BALANCING SUPPORT AND INDEPENDENCE FOR QUALITY LIVING	10,000
BEL CANTO CHORUS158 NORTH BROADWAY MILWAUKEE,WI 53202	NONE	501(C)(3)	ANNUAL CAMPAIGN, PRESENTS MUSIC THAT CAN'T BE HEARD IN ANY OTHER VENUE IN THE MILW AREA	5,000
BETTY BRINN CHILDREN'S MUSEUM929 EAST WISCONSIN AVENUE MILWAUKEE,WI 53202	NONE	501(C)(3)	ANNUAL CAMPAIGN SUPPORT HANDS-ON EXHIBITS AND PROGRAMS FOR CHILDREN ESPECIALLY TEN YEARS AND UNDER TO PROMOTE LEARNING IN A FUN WAY	15,000
BIG BROTHERS BIG SISTERS OF METRO MILWAUKEE INC8415 W GREENFIELD AVENUE MILWAUKEE,WI 53214	NONE	501(C)(3)	ANNUAL CAMPAIGN PROVIDE A MENTOR TO THOUSANDS OF CHILDREN	10,000
BIRCH CREEK MUSIC PERFORMANCE CENTER INCPO BOX 230 EGG HARBOR,WI 54209	NONE	501(C)(3)	SUMMER MUSIC ACADAMY IN DOOR CTY WI FOR ADVANCED YOUNG MUSICANS	10,000
BOYS & GIRLS CLUBS OF GREATER MILWAUKEE1437 NORTH PROSPECT AVENUE MILWAUKEE,WI 53210	NONE	501(C)(3)	FUND THE LITTLE DRIBBLERS PROGRAM PROMOTE HEALTH, SOCIAL, EDUCATIONAL, VOCATIONAL AND CHARACTER DEVELOPEMENT BY BUILDING SELF ESTEEM, VALUES AND SKILLS	75,000
CENTER FOR BLIND & VISUALLY IMPAIRED CHILDREN5600 W BROWN DEER ROAD STE 4 MILWAUKEE,WI 53223	NONE	501(C)(3)	PROVIDE SERVICES TO CHILDREN WHO ARE BLIND AND VISUALLY IMPAIRED	120,000
CHILDREN'S HOSPITAL & HEALTH SYSTEM FOUNDATIONMS 3050 PO BOX 1997 MILWAUKEE,WI 53201	NONE	501(C)(3)	ANNUAL CAMPAIGN ADVANCE THE WORK OF PEDIATRIC PATIENT CARE, REASEARCH AND TEACHING	125,000
COA YOUTH & FAMILY CENTERS 909 EAST NORTH AVENUE MILWAUKEE,WI 53212	NONE	501(C)(3)	THE HELP MILWAUKEE CHILDREN, TEENS & FAMILIES REACH THEIR GREATEST POTENTIAL THROUGH RECREATIONAL, SOCIAL WORK AND EDUCATIONAL PROGRAMS	10,000
COPE SERVICES885 BADGER CIRCLE GRAFTON,WI 53024	NONE	501(C)(3)	ANNUAL CAMPAIGN PROVIDE EMOTIONAL SUPPORT,CRISIS INTERVENTION AND REFERRAL SERVICES	2,900
DISCOVERY WORLD500 NORTH HARBOR DRIVE MILWAUKEE,WI 53202	NONE	501(C)(3)	ANNUAL CAMPAIGN TO CONNECT INNOVATION, SCIENCE AND TECHNOLOGY WITH EXPLORATION, ENVIRONMENT AND OUR GREAT LAKES FRESH WATER RESOURCES THROUGH INTERACTIVE EXHIBITS AND EXPERIENTIAL LEARNING PROGRAMS	15,000
DOOR COUNTY YMCA3866 GIBRALTOR ROAD FISH CREEK,WI 54212	NONE	501(C)(3)	ANNUAL CAMPAIGN DEDICATED TO BUILDING STRONG KIDS, FAMILIES AND COMMUNITIES THROUGH CHRISTIAN PRINCIPLES	10,000
EASTBROOK ACADEMY5375 NORTH GREEN BAY AVENUE MILWAUKEE,WI 53209	NONE	501(C)(3)	TO SUPPORT FAMILIES FROM DIVERSE BACKGROUNDS	10,000
ECONOMICS WISCONSIN161 WEST WISCONSIN AVENUE MILWAUKEE,WI 53213	NONE	501(C)(3)	SUPPORTS PORGRAMS THAT DEVELOP THE ECONOMIC LITERACY OF TODAY'S STUDENTS	10,000
FIRST STAGE CHILDREN'S THEATER929 NORTH WATER STREET MEQUON,WI 53202	NONE	501(C)(3)	ANNUAL CAMPAIGN PROVIDE THEATER EXPERIENCES FOR CHILDREN	20,000
HOPE HOUSE OF MILWAUKEE INC 209 W ORCHARD MILWAUKEE,WI 53204	NONE	501(C)(3)	END HOMELESSNESS AND CREATE HEALTHY COMMUNITIES	2,500
JEWISH FAMILY SERVICES1300 N JACKSON STREET MILS,WI 53202	NONE	501(C)(3)	SERVICES FOR INDIVIDUALS WHO HAVE SEVERE AND PERSISTENT MENTAL ILLINNESS	10,000
JUDITH ANN GRIESE FOUNDATION1741 GRAYLORD STREET DENVER,CO 80206	NONE	501(C)(3)	TO HELP CHILDREN AND FAMILIES WHO ARE GRIEVING THE DEATH OF A LOVED ONE	10,000
JUNIOR ACHIEVEMENT OF WISCONSIN INC6924 N PORT WASHINGTON ROAD MILWAUKEE,WI 53217	NONE	501(C)(3)	PROVIDE ECONOMIC EDUCATION TO K-12 STUDENTS	15,000
KRADWELL SCHOOL1220 DEWEY AVENUE WAUWATOSA,WI 53213	NONE	501(C)(3)	HELP STUDENTS IN NON-TRAD ENVIRONMENT FOR GROWTH	15,000
LEUKEMIA & LYMPHOMA SOCIETY WISCONSIN CHAPTER200 S EXECUTIVE DRIVE SUITE 203 BROOKFIELD,WI 53005	NONE	501(C)(3)	ANNUAL CAMPAIGN SEEK CURE FOR LEUKEMIA, LYMPHOMA, HODGKIN'S DISEASE AND MYELOMA	10,000
LITERACY SERVICES OF WISCONSIN INC2724 WEST WELLS STREET MILWAUKEE,WI 53208	NONE	501(C)(3)	ANNUAL CAMPAIGN PROVIDE LITERACY EDUCATION TO MOTIVATED ADULTS	10,000
MACC FUND1200 N MAYFAIR ROAD SUITE 265 MILWAUKEE,WI 53226	NONE	501(C)(3)	ANNUAL CAMPAIGN AND HOPE TEAM SUPPORTS RESEARCH, EFFECIVE TREATMENT AND CURE FOR CHILDHOOD CANCER	60,000
MAKE-A-WISH FOUNDATION OF WISCONSIN13195 WEST HAMPTON AVENUE BUTLER,WI 53007	NONE	501(C)(3)	ANNUAL CAMPAIGN GRANT CHILDRENS' WISHES	5,000
MEQUON COMMUNITY FOUNDATIONPO BOX 52 THIENSVILLE,WI 53092	NONE	501(C)(3)	CAPITAL CAMPAIGN ENHANCING THE QUALITY OF LIFE IN THE COMMUNITY OF MEQUON	5,000
MEQUON-THIENSVILLE EDUCATION FOUNDATION - TARTAN BALLPO BOX 514 MEQUON,WI 53092	NONE	501(C)(3)	UNDERWRITE BALL MUSIC ENRICHING THE EDUCATION OF MEQUON THIENSVILLE SCHOOL DISTRICT	10,000

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				
MILWAUKEE ART MUSEUM700 N ART MUSEUM DRIVE MILWAUKEE,WI 53202	NONE	501(C)(3)	COLLECT & PRESERVE ART AND PRESENT TO THE COMMUNITY AS A VITAL SOURCE OF INSPIRATION AND EDUCATION	15,000
MILWAUKEE COLLEGE PREP SCHOOL2449 NORTH 36TH STREET MILWAUKEE,WI 53210	NONE	501(C)(3)	PROVIDES KNOWLEDGE AND CHARACTER TO PAVE THE WAY TO ROAD TO COLLAGE AND BEYOND	7,500
MILWAUKEE FILM2290 E WISCONSIN AVE STE200 MILWAUKEE,WI 53202	NONE	501(C)(3)	ANNUAL CAMPAIGN A WORLD OF MOVING IDEAS SUPPORTING CINEMATIC PROGRAMMING AND EDUCATIONAL OPPORTUNITIES TO THE MILWAUKEE COMMUNITY	15,000
MILWAUKEE PUBLIC MUSEUM800 WEST WELLS STREET MILWAUKEE,WI 53233	NONE	501(C)(3)	ANNUAL CAMPAIGN SUPPORT EXHIBITS AND EDUCATION PROGRAMS	25,000
NATIVITY JESUIT MIDDLE SCHOOL1115 SOUTH SEVENTH STREET MILWAUKEE,WI 53204	NONE	501(C)(3)	ANNUAL CAMPAIGN EDUCATING HISPANIC YOUTH FOR CHRISTIAN LEADERSHIP AND SERVICE	10,000
NEIGHBORHOOD HOUSE OF MILWAUKEE INC2819 WEST RICHARDSON PLACE MILWAUKEE,WI 53208	NONE	501(C)(3)	SERVING CHILDREN & FAMILIES ON THE NEAR WEST SIDE OF MILW THROUGH PROGRAMS	10,000
NEXT DOOR FOUNDATION2545 NORTH 29TH STREET MILWAUKEE,WI 53210	NONE	501(C)(3)	ANNUAL CAMPAIGN TO PROMOTE LITERACY AND LEADERSHIP	15,000
OUR NEXT GENERATION INC804 E JUNEAU AVENUE MILWAUKEE,WI 53202	NONE	501(C)(3)	ANNUAL CAMPAIGN ENHANCING EDUCATION & LIFE SKILLS OF CHILDREN THROUGH PROGRAMS	10,000
OZAUKEE HUMANE SOCIETY2073 COUNTY ROAD WEST GRAFTON,WI 53024	NONE	501(C)(3)	SUPPORT ABUSED & NEGLECTED ANIMALS	20,000
OZAUKEE YOUTH HOCKEY ASSOCIATION5505 PIONEER ROAD MEQUON,WI 53097	NONE	501(C)(3)	TO PROVIDE ADDITIONAL ICE SPACE TO HELP SUPPORT LOCAL HOCKEY TEAMS	100,000
PAVE1841 N MARTIN LUTHER KING DRIVE MILWAUKEE,WI 53212	NONE	501(C)(3)	ANNUAL CAMPAIGN EXPANDING EDUCATION OPPORTUNITIES FOR LOW INCOME FAMILIES THROUGH SCHOLARSHIPS	20,000
PEARLS FOR TEEN GIRLS2100 N PALMER STREET MILWAUKEE,WI 53212	NONE	501(C)(3)	ANNUAL CAMPAIGN PROGRAMS FOR MAXIMIZING GIRLS' SELF-DEVELOPMENT	10,000
PENFIELD CHILDREN'S CENTER 833 NORTH 26TH STREET MILWAUKEE,WI 53233	NONE	501(C)(3)	TO HELP INFANTS & YOUNG CHILDREN WITH AND WITHOUT DISABILITIES REACH THEIR FULL POTENTIAL	10,000
PENINSULA GOLF ASSOCIATES INCPO BOX 275 FISH CREEK,WI 54212	NONE	501(C)(3)	ANNUAL CAMPAIGN SUPPORT & PRESERVE THE GOLF COURSE	20,000
PREVENT BLINDNESS WISCONSIN 759 NORTH MILWAUKEE STREET MILWAUKEE,WI 53202	NONE	501(C)(3)	ANNUAL CAMPAIGN PROMOTE HEALTH VISION AND EYE SAFETY	20,000
RAWHIDE BOYS RANCHRAWHIDE ROAD NEW LONDON,WI 54961	NONE	501(C)(3)	SUPPORT NEW OUT PATIENT FACILITY FOR AT RISK BOYS	55,000
ROGERS MEMORIAL HOSPITAL FOUNDATION34700 VALLEY ROAD OCONOMOWOC,WI 53066	NONE	501(C)(3)	CAPITAL CAMPAIGN NATIONALLY RESPECTED AND LOCALLY APPRECIATED MENTAL HEALTH PROVIDER	30,000
RONALD MCDONALD HOUSE CHARITIES OF EASTERN WISCONSIN INC8948 WATERTOWN PLANK ROAD WAUWATOSA,WI 53226	NONE	501(C)(3)	CAPITAL CAMPAIGN SUPPORT FAMILIES DIPLACED BY CHILD ILLNESS	10,000
SD FOUNDATION4041 N RICHARDS STREET MILWAUKEE,WI 53212	NONE	501(C)(3)	PROGRAM TO HELP RESIDENTS GAIN THE RESOURCES TO MOVE BEYOND POVERTY	3,000
SHARP LITERACY INC750 N LINCOLN MEMORIAL DRIVE 311 MILWAUKEE,WI 53202	NONE	501(C)(3)	ANNUAL CAMPAIGN INCREASE LITERACY THROUGH THE POWER OF ART FOR THOUSANDS OF CHILDREN IN GREATER MILWAUKEE AREA	10,000
SIXTEENTH STREET COMMUNITY HEALTH CENTER INC1337 S CESAR CHAVEZ DRIVE MILWAUKEE,WI 53204	NONE	501(C)(3)	PROVIDES QUALITY, ACCESSIBLE & AFFORDABLE HEALTH CARE SERVICES TO FAMILIES AND INDIVIDUALS IN OUR COMMUNITY	10,000
SLT MEMORIAL FUND10936 NORTH PORT WASHINGTON ROAD MEQUON,WI 53092	NONE	501(C)(3)	SUPPORT OF GOLF OUTING SUPPORTS ISSUES IN MEMORY OF SYDNEY TABAKIN UNDERWRITING THE WRITING LAB AT HOMESTEAD HIGH SCHOOL	7,500
SOJOURNER FAMILY PEACE CENTERPO BOX 080319 MILWAUKEE,WI 53208	NONE	501(C)(3)	ANNUAL CAMPAIGN PROVIDE SHELTER FOR BATTERED AND WOMEN AND CHILDREN	10,000
SPECIAL OLYMPICS WISCONSIN 10224 N PORT WASHINGTON ROAD MEQUON,WI 53092	NONE	501(C)(3)	BENEFIT CITIZENS WITH DISABILITIES	150
ST ANN CENTER FOR INTERGENERATIONAL CARE2801 EAST MORGAN AVENUE MILWAUKEE,WI 53207	NONE	501(C)(3)	ANNUAL CAMPAIGN ASSIST FRAIL OLDER ADULTS AND PERSONS WITH DISABILITIES TO REMAIN IN THEIR HOMES DAY CARE SERVICES TO ADULTS AND CHILDREN	10,000
ST COLETTA DAY SCHOOL OF MILWAUKEE1740 NORTH 55TH STREET MILWAUKEE,WI 53208	NONE	501(C)(3)	ANNUAL CAMPAIGN PROVIDE ACADEMIC CURRICULUM FOR SPEIAL NEEDS	15,000
ST MARY'S FOUNDATION OZAUKEE13111 N PORT WASHINGTON ROAD MEQUON,WI 53092	NONE	501(C)(3)	CAPITAL CAMPAIGN SUPPORT NEW ADDITION TO EXPAND PROGRAM SERVICES	75,000
ST ROSE YOUTH & FAMILY CENTER 3801 NORTH 88TH STREET MILWAUKEE,WI 53222	NONE	501(C)(3)	PROVIDING RESIDENTIAL CARE, STABILIZATION PLACEMENT AND RESPITE CARE	20,000
TEN CHIMNEYS FOUNDATIONPO BOX 225 GENESSEE DEPOT,WI 53127	NONE	501(C)(3)	ANNUAL CAMPAIGN SAVE AND OPEN TO THE PUBLIC THE HOME OF BROADWAY LEGENDS ALFRED LUNT AND LYNN FONTAINE	10,000
THE GATHERING OF SOUTHEASTERN WISCONSIN804 EAST JUNEAU AVENUE MILWAUKEE,WI 53202	NONE	501(C)(3)	ANNUAL CAMPAIGN PROVIDE FOOD FOR THE HUNGRY	20,000

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 <i>Paid during the year</i>				
THE SALVATION ARMY4757 NORTH 76TH STREET PO BOX 18996 MILWAUKEE,WI 53218	NONE	501(C)(3)	ANNUAL CAMPAIGN PREACHING THE GOSPEL OF JESUS AND MEET THE HUMAN NEEDS IN HIS NAME WITHOUT DISCRIMINATION	20,000
THE WOMEN'S CENTER505 NORTH EAST AVENUE WAUKESHA,WI 53186	NONE	501(C)(3)	ANNUAL CAMPAIGN TO PROVIDE SAFETY AND SUPPORT TO WOMEN AND THEIR FAMILIES AND TO FACILITATE THEIR DEVELOPMENT, TO EDUCATE PUBLIC ABOUT DOMESTIC VIOLENCE AND SEXUAL ASSAULT	10,000
UNITED WAY COMMUNITY IMPACT FUND1028 SOUTH 9TH STREET MILWAUKEE,WI 53204	NONE	501(C)(3)	SERVES THE COMMUNITY BY MAXIMIZING RESOURCES TO ENABLE POSITIVE CHANGE IN THE LIVES OF PEOPLE IN MILWAUKEE	50,000
UPAF929 NORTH WATER STREET MILWAUKEE,WI 53202	NONE	501(C)(3)	ANNUAL CAMPAIGN SUPPORTS THE PERFORMING ARTS IN MILWAUKEE	16,000
URBAN DAY SCHOOL12TH STREET CAMPUS 3782 N 12TH STREET MILWAUKEE,WI 53206	NONE	501(C)(3)	ANNUAL CAMPAIGN PROVIDE EDUCATIONAL PROGRAMS FOR CHILDREN	15,000
UWM ATHLETICS SUMMER CAMP PO BOX 413 MILWAUKEE,WI 53201	NONE	501(C)(3)	BASKETBALL SUMMER CAMPS FOR UNDERPRIVILEGED CHILDREN	15,000
WALKER'S POINT YOUTH & FAMILY CENTER INC2030 W NATIONAL AVENUE MILWAUKEE,WI 53204	NONE	501(C)(3)	MEET THE NEEDS OF RUNAWAY, HOMELESS & OTHER TROUBLED YOUTH AND THEIR FAMILIES	10,000
WI ALLIANCE FOR FIRE SAFETY 17750 WEST LIBERTY LANE WEST BEND,WI 53146	NONE	501(C)(3)	GOLF OUTING - BENEFITS ST MARY'S BURN CENTER AND THE WI CAMP FOR BURNED AND INJURED YOUTH	3,000
WISCONSIN FOUNDATION FOR SCHOOL MUSIC1102 STEPHENSON LANE WAUNAKEE,WI 53597	NONE	501(C)(3)	SUPPORTS SCHOOL MUSIC PROGRAMS THAT ENCOURAGE LIFELONG INVOLVEMENT IN MUSIC	35,000
WISCONSIN HERITAGE ONLINE 728 STATE STREET ROOM 464 MADISON,WI 53706	NONE	501(C)(3)	TO PROVIDE A VIRTUAL PORTAL INTO ALL ASPECTS OF WI HISTORY, CULTURE, GOVERNMENT & INDUSTRY	78,000
WISCONSIN LIONS FOUNDATION INC3834 COUNTY ROAD ROSHOLT,WI 54473	NONE	501(C)(3)	SUPPORT SPECIAL NEEDS CHILDREN AT SUMMER CAMP	3,000
YMCA OF METROPOLITAN MILWAUKEE9250 N GREEN BAY ROAD BROWN DEER,WI 53209	NONE	501(C)(3)	ANNUAL CAMPAIGN DEDICATED TO BUILDING STRONG KIDS, FAMILIES AND COMMUNITIES THROUGH CHRISTAN PRINCIPLES	5,000
ZOOLOGICAL SOCIETY OF MILWAUKEE1421 NORTH WATER STREET MILWAUKEE,WI 53202	NONE	501(C)(3)	ANNUAL CAMPAIGN SUPPORT, EDUCATE & CONSERVE PROGRAMS FOR ANIMALS AT THE ZOO	15,000
Total  3a				1,546,050

TY 2011 Accounting Fees Schedule

Name: NICHOLAS FAMILY FOUNDATION TRUST

C/O LYNN S NICHOLAS

EIN: 39-6589261

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ANDERSON TACKMAN & CO, PLC - FOR TAX PREPARATION	4,925	4,433	0	492

**TY 2011 Investments Corporate
Stock Schedule**

Name: NICHOLAS FAMILY FOUNDATION TRUST
C/O LYNN S NICHOLAS
EIN: 39-6589261

Name of Stock	End of Year Book Value	End of Year Fair Market Value
	28,752,973	30,080,126

TY 2011 Investments Government Obligations Schedule

Name: NICHOLAS FAMILY FOUNDATION TRUST
C/O LYNN S NICHOLAS

EIN: 39-6589261

US Government Securities - End of Year Book Value:	0
US Government Securities - End of Year Fair Market Value:	0
State & Local Government Securities - End of Year Book Value:	6,033,006
State & Local Government Securities - End of Year Fair Market Value:	6,247,667

TY 2011 Other Assets Schedule**Name:** NICHOLAS FAMILY FOUNDATION TRUST

C/O LYNN S NICHOLAS

EIN: 39-6589261

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID TAXES	7,200	2,130	2,130
DIVIDENDS RECEIVABLE	0	76,039	76,039

TY 2011 Other Expenses Schedule**Name:** NICHOLAS FAMILY FOUNDATION TRUST

C/O LYNN S NICHOLAS

EIN: 39-6589261

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	45	0	0	45
OFFICE EXPENSE	30	0	0	30
LATE FEES	1,741	0	0	1,741

TY 2011 Other Income Schedule**Name:** NICHOLAS FAMILY FOUNDATION TRUST

C/O LYNN S NICHOLAS

EIN: 39-6589261

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LOSS FROM PARTNERSHIPS	-66,565		0
LOSS FROM PARTNERSHIPS	-3,897	-3,897	0

TY 2011 Other Liabilities Schedule

Name: NICHOLAS FAMILY FOUNDATION TRUST

C/O LYNN S NICHOLAS

EIN: 39-6589261

Description	Beginning of Year - Book Value	End of Year - Book Value
ACCRUED PAYROLL TAXES	7,523	7,223

TY 2011 Other Professional Fees Schedule**Name:** NICHOLAS FAMILY FOUNDATION TRUST

C/O LYNN S NICHOLAS

EIN: 39-6589261

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	23,884	23,884	0	0

TY 2011 Taxes Schedule**Name:** NICHOLAS FAMILY FOUNDATION TRUST

C/O LYNN S NICHOLAS

EIN: 39-6589261

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX (FORM 990-PF)	38,275	0	0	0