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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2011**

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

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

WILLIAM A. AND ELEANOR R. NICHOLS
FOUNDATION
C/O 6101 CARNEGIE BOULEVARD #150
CHARLOTTE, NC 28209**A** Employer identification number
57-1066131**B** Telephone number (see the instructions)
(704) 643-8900**C** If exemption application is pending, check here ☐**D** 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**G** Check all that apply ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change**H** Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
\$ 17,338. (Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc, received (att sch)				
2 Cl <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	11.	11.	11.	
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	11.	11.	11.	
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) See St 1	1,293.			1,293.
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs)				
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 2	183.	150.		33.
24 Total operating and administrative expenses. Add lines 13 through 23	1,476.	150.		1,326.
25 Contributions, gifts, grants paid Stmt 3	8,680.			8,680.
26 Total expenses and disbursements. Add lines 24 and 25	10,156.	150.	0.	10,006.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-10,145.			
b Net investment income (if negative, enter -0-)		0.		
c Adjusted net income (if negative, enter -0-)			11.	

REVENUE

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OPERATING AND ADMINISTRATIVE EXPENSES

SCANNED MAY 2 4 2012

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	27,483.	17,338.	17,338.
	2	Savings and temporary cash investments			
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		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)			
	b	Investments – corporate stock (attach schedule)			
	c	Investments – corporate bonds (attach schedule)			
	LIABILITIES	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)	27,483.	17,338.	17,338.
17		Accounts payable and accrued expenses			
18		Grants payable			
19	Deferred revenue				
20	Loans from officers, directors, trustees, & other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)	0.	0.		
FUND ASSETS OR BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted	27,483.	17,338.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	27,483.	17,338.	
	31	Total liabilities and net assets/fund balances (see instructions)	27,483.	17,338.	

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	27,483.
2	Enter amount from Part I, line 27a	2	-10,145.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	17,338.
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	17,338.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	N/A			
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(j) Fair Market Value as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss).

If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-
in Part I, line 8

3

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 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 (column (b) divided by column (c))
2010	9,361.	11,166.	0.838349
2009	11,595.	13,579.	0.853892
2008	13,818.	26,352.	0.524362
2007	13,159.	20,171.	0.652372
2006	9,697.	9,254.	1.047871

2 Total of line 1, column (d)

2

3.916846

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

0.783369

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4

21,753.

5 Multiply line 4 by line 3

5

17,041.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

7 Add lines 5 and 6

7

17,041.

8 Enter qualifying distributions from Part XII, line 4

8

10,006.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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Form 990-PF (2011)

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

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	0.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	0.
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	0.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a		
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		0.
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		0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax.	11		
	Refunded		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NC		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Form 990-PF (2011)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>WILLIAM A. NICHOLS, JR.</u> Telephone no <u>(704) 643-8900</u> Located at <u>6101 CARNEGIE BLVD, SUITE 150 CHARLOTTE NC</u> ZIP + 4 <u>28209</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
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			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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Form 990-PF (2011)

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 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 instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b X

If 'Yes' to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
WILLIAM A NICHOLS JR 6101 CARNEGIE BLVD, STE 150 CHARLOTTE, NC 28209	President 0	0.	0.	0.
MONROE JACKSON NICHOLS 2501 KENMORE DRIVE RALEIGH, NC 27608	Director 0	0.	0.	0.
HENRY RATHBONE NICHOLS 8456 HOLLY LEAF DRIVE MCLEAN, VA 22102	Director 0	0.	0.	0.
MARK ADAMS NICHOLS 1852 MAPLE LEAF DRIVE WINDEMERE, FL 34786	Director 0	0.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 DONATIONS TO VARIOUS CHARITABLE ORGANIZATIONS TO ASSIST IN ACHIEVING THE TAX-EXEMPT GOALS OF THEIR RESPECTIVE EXEMPT ACTIVITIES.	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes	
a Average monthly fair market value of securities	1a
b Average of monthly cash balances	1b 22,084.
c Fair market value of all other assets (see instructions)	1c
d Total (add lines 1a, b, and c)	1d 22,084.
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 22,084.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 331.
5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5 21,753.
6 Minimum investment return Enter 5% of line 5	6 1,088.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6	1 1,088.
2a Tax on investment income for 2011 from Part VI, line 5	2a
b Income tax for 2011 (This does not include the tax from Part VI.)	2b
c Add lines 2a and 2b	2c
3 Distributable amount before adjustments Subtract line 2c from line 1	3 1,088.
4 Recoveries of amounts treated as qualifying distributions	4
5 Add lines 3 and 4	5 1,088.
6 Deduction from distributable amount (see instructions)	6
7 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 1,088.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.	
a Expenses, contributions, gifts, etc.— total from Part I, column (d), line 26	1a 10,006.
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 10,006.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5
6 Adjusted qualifying distributions Subtract line 5 from line 4	6 10,006.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,088.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006 9,234.				
b From 2007 12,152.				
c From 2008 12,500.				
d From 2009 10,916.				
e From 2010 8,803.				
f Total of lines 3a through e	53,605.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 10,006.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2011 distributable amount				1,088.
e Remaining amount distributed out of corpus	8,918.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	62,523.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	9,234.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	53,289.			
10 Analysis of line 9:				
a Excess from 2007 12,152.				
b Excess from 2008 12,500.				
c Excess from 2009 10,916.				
d Excess from 2010 8,803.				
e Excess from 2011 8,918.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

- 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 foundation is a private operating foundation described in section ☐ 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

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

[illegible]

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 instructions.)**

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

See Statement 4

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

See Statement for Line 2a

c Any submission deadlines?

See Statement for Line 2a

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

See Statement for Line 2a

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Client 637

WILLIAM A. AND ELEANOR R. NICHOLS
FOUNDATION

57-1066131

5/03/12

05.08PM

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	\$ 1,293.			\$ 1,293.
Total	\$ 1,293.	\$ 0.	\$ 0.	\$ 1,293.

Statement 2
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
CHECK ORDER FEE	\$ 8.			\$ 8.
EMA ANNUAL FEE	150.	\$ 150.		
PUBLIC INSPECTION NOTICE	25.			25.
Total	\$ 183.	\$ 150.	\$ 0.	\$ 33.

Statement 3
Form 990-PF, Part I, Line 25
Contributions, Gifts, and GrantsCash Grants and Allocations

Class of Activity: EXEMPT PURPOSE
 Donee's Name: ARTS & SCIENCE COUNCIL
 Donee's Address: 227 WEST TRADE STREET
 CHARLOTTE, NC 28202
 Relationship of Donee: NONE
 Organizational Status of Donee: EXEMPT
 Amount Given: \$ 100.

Class of Activity: EXEMPT PURPOSE
 Donee's Name: AMERICAN CANCER SOCIETY
 Donee's Address: 600 FAIRVIEW ROAD
 CHARLOTTE, NC 28210
 Relationship of Donee: NONE
 Organizational Status of Donee: EXEMPT
 Amount Given: 25.

Class of Activity: EXEMPT PURPOSE
 Donee's Name: US OLYMPIC COMMITTEE
 Donee's Address: 1 OLYMPIC PLAZA
 COLORADO SPRINGS, CO 80909
 Relationship of Donee: NONE
 Organizational Status of Donee: EXEMPT
 Amount Given: 50.

Class of Activity: EXEMPT PURPOSE
 Donee's Name: BOYS TOWN
 Donee's Address: PO BOX 6000
 BOYS TOWN, NE 68010

Client 637

WILLIAM A. AND ELEANOR R. NICHOLS
FOUNDATION

57-1066131

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Statement 3 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Relationship of Donee:	NONE		
Organizational Status of Donee:	EXEMPT		
Amount Given:		\$	25.

Class of Activity:	EXEMPT PURPOSE
Donee's Name:	NORTH CAROLINA MUSEUM OF ART
Donee's Address:	2110 BLUE RIDGE ROAD RALEIGH, NC 27669

Relationship of Donee:	NONE		
Organizational Status of Donee:	EXEMPT		
Amount Given:			50.

Class of Activity:	EXEMPT PURPOSE
Donee's Name:	ALZHEIMER'S ASSOCIATION
Donee's Address:	3800 SHAMROCK DRIVE CHARLOTTE, NC 28215

Relationship of Donee:	NONE		
Organizational Status of Donee:	EXEMPT		
Amount Given:			50.

Class of Activity:	EXEMPT PURPOSE
Donee's Name:	GEORGE W. BUSH PRESIDENTIAL CENTER
Donee's Address:	P. O. BOX 600610 DALLAS, TX 75360

Relationship of Donee:	NONE		
Organizational Status of Donee:	EXEMPT		
Amount Given:			25.

Class of Activity:	EXEMPT PURPOSE
Donee's Name:	PARALYZED VETERANS OF AMERICA
Donee's Address:	801 EIGHTEENTH STREET, NW WASHINGTON, DC 20006

Relationship of Donee:	NONE		
Organizational Status of Donee:	EXEMPT		
Amount Given:			50.

Class of Activity:	EXEMPT PURPOSE
Donee's Name:	HOSPICE & PALLIATIVE CARE (CHARLOTTE)
Donee's Address:	1420 EAST SEVENTH STREET CHARLOTTE, NC 28204

Relationship of Donee:	NONE		
Organizational Status of Donee:	EXEMPT		
Amount Given:			50.

Class of Activity:	EXEMPT PURPOSE
Donee's Name:	NATIONAL LAW ENFORCEMENT MEMORIAL FUND
Donee's Address:	400 7TH STREET, NW, STE 300 WASHINGTON, DC 20004

Relationship of Donee:	NONE		
Organizational Status of Donee:	EXEMPT		
Amount Given:			15.

Class of Activity:	EXEMPT PURPOSE
Donee's Name:	AMERICAN INSTITUTE FOR CANCER RESEARCH
Donee's Address:	1759 R STREET NW WASHINGTON, DC 20009

Relationship of Donee:	NONE		
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Client 637

WILLIAM A. AND ELEANOR R. NICHOLS
FOUNDATION

57-1066131

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Statement 3 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Organizational Status of Donee:	EXEMPT		
Amount Given:		\$	25.

Class of Activity:	EXEMPT PURPOSE		
Donee's Name:	NSCDA IN LA		
Donee's Address:	1413 LOUISIANA AVENUE NEW ORLEANS, LA 70115		
Relationship of Donee:	NONE		
Organizational Status of Donee:	EXEMPT		
Amount Given:			110.

Class of Activity:	EXEMPT PURPOSE		
Donee's Name:	AMERICAN HEART ASSOCIATION		
Donee's Address:	222 SOUTH CHURCH STREET CHARLOTTE, NC 28202		
Relationship of Donee:	NONE		
Organizational Status of Donee:	EXEMPT		
Amount Given:			25.

Class of Activity:	EXEMPT PURPOSE		
Donee's Name:	NC SHERIFF'S ASSOCIATION		
Donee's Address:	323 WEST JONES STREET, STE 300 RALEIGH, NC 27603		
Relationship of Donee:	NONE		
Organizational Status of Donee:	EXEMPT		
Amount Given:			25.

Class of Activity:	EXEMPT PURPOSE		
Donee's Name:	THE NATIONAL WORLD WAR II MUSEUM		
Donee's Address:	945 MAGAZINE STREET NEW ORLEANS, LA 70130		
Relationship of Donee:	NONE		
Organizational Status of Donee:	EXEMPT		
Amount Given:			50.

Class of Activity:	EXEMPT PURPOSE		
Donee's Name:	CYSTIC FIBROSIS FOUNDATION		
Donee's Address:	7506 E. INDEPENDENCE BLVD, STE 120 CHARLOTTE, NC 28227		
Relationship of Donee:	NONE		
Organizational Status of Donee:	EXEMPT		
Amount Given:			25.

Class of Activity:	EXEMPT PURPOSE		
Donee's Name:	CHRIST EPISCOPAL CHURCH		
Donee's Address:	1412 PROVIDENCE ROAD CHARLOTTE, NC 28207		
Relationship of Donee:	NONE		
Organizational Status of Donee:	EXEMPT		
Amount Given:			3,600.

Class of Activity:	EXEMPT PURPOSE		
Donee's Name:	THE SALVATION ARMY		
Donee's Address:	515 CLANTON ROAD CHARLOTTE, NC 28217		
Relationship of Donee:	NONE		
Organizational Status of Donee:	EXEMPT		

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WILLIAM A. AND ELEANOR R. NICHOLS
FOUNDATION

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Statement 3 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Amount Given: \$ 25.

Class of Activity: EXEMPT PURPOSE
Donee's Name: MARCH OF DIMES
Donee's Address: 7506 INDEPENDENCE BOULEVARD
CHARLOTTE, NC 28227Relationship of Donee: NONE
Organizational Status of Donee: EXEMPT
Amount Given: 20.Class of Activity: EXEMPT PURPOSE
Donee's Name: WTVI CHARLOTTE
Donee's Address: 3242 COMMONWEALTH AVENUE
CHARLOTTE, NC 28205Relationship of Donee: NONE
Organizational Status of Donee: EXEMPT
Amount Given: 25.Class of Activity: EXEMPT PURPOSE
Donee's Name: NATIONAL PARKS CONSERVATION ASSOC
Donee's Address: 1300 19TH STREET, NW, STE 300
WASHINGTON, DC 20036Relationship of Donee: NONE
Organizational Status of Donee: EXEMPT
Amount Given: 25.Class of Activity: EXEMPT PURPOSE
Donee's Name: MARINE TOYS FOR TOTS
Donee's Address: 18251 QUANTICO GATEWAY DRIVE
TRIANGLE, VA 22172Relationship of Donee: NONE
Organizational Status of Donee: EXEMPT
Amount Given: 60.Class of Activity: EXEMPT PURPOSE
Donee's Name: AMERICAN RED CROSS
Donee's Address: 2425 PARK ROAD
CHARLOTTE, NC 28203Relationship of Donee: NONE
Organizational Status of Donee: EXEMPT
Amount Given: 25.Class of Activity: EXEMPT PURPOSE
Donee's Name: MARINE CORPS ASSOCIATION
Donee's Address: 715 BROADWAY STREET
QUANTICO, VA 22134Relationship of Donee: NONE
Organizational Status of Donee: EXEMPT
Amount Given: 65.Class of Activity: EXEMPT PURPOSE
Donee's Name: METROPOLITAN MUSEUM OF ART
Donee's Address: 1000 FIFTH AVENUE
NEW YORK, NY 10028Relationship of Donee: NONE
Organizational Status of Donee: EXEMPT

Client 637

WILLIAM A. AND ELEANOR R. NICHOLS
FOUNDATION

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Statement 3 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Amount Given: \$ 60.

Class of Activity: EXEMPT PURPOSE
Donee's Name: HABITAT FOR HUMANITY INTERNATIONAL
Donee's Address: 121 HABITAT STREET
AMERICUS, GA 31709Relationship of Donee: NONE
Organizational Status of Donee: EXEMPT
Amount Given: 50.Class of Activity: EXEMPT PURPOSE
Donee's Name: NATIONAL SCOUTING MUSEUM
Donee's Address: 1329 WEST WALNUT HILL LANE
IRVING, TX 75038Relationship of Donee: NONE
Organizational Status of Donee: EXEMPT
Amount Given: 100.Class of Activity: EXEMPT PURPOSE
Donee's Name: PARRIS ISLAND HISTORICAL & MUSEUM
Donee's Address: 111 PANAMA STREET
BEAUFORT, SC 29902Relationship of Donee: NONE
Organizational Status of Donee: EXEMPT
Amount Given: 20.Class of Activity: EXEMPT PURPOSE
Donee's Name: THE RONALD REAGAN PRESIDENTIAL LIBRARY
Donee's Address: 40 PRESIDENTIAL DRIVE
SIMI VALLEY, CA 93065Relationship of Donee: NONE
Organizational Status of Donee: EXEMPT
Amount Given: 25.Class of Activity: EXEMPT PURPOSE
Donee's Name: GEORGE BUSH PRESIDENTIAL LIBRARY FNDTN
Donee's Address: 1145 TAMU
COLLEGE STATION, TX 77843Relationship of Donee: NONE
Organizational Status of Donee: EXEMPT
Amount Given: 25.Class of Activity: EXEMPT PURPOSE
Donee's Name: MECKLENBURG COUNTY COUNCIL BSA
Donee's Address: 1410 EAST SEVENTH STREET
CHARLOTTE, NC 28204Relationship of Donee: NONE
Organizational Status of Donee: EXEMPT
Amount Given: 2,750.Class of Activity: EXEMPT PURPOSE
Donee's Name: DEMOCRACY NORTH CAROLINA
Donee's Address: 1821 GREEN STREET
DURHAM, NC 27705Relationship of Donee: NONE
Organizational Status of Donee: EXEMPT

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WILLIAM A. AND ELEANOR R. NICHOLS
FOUNDATION

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Statement 3 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Amount Given: \$ 100.

Class of Activity: EXEMPT PURPOSE
Donee's Name: BILLY GRAHAM EVANGELISTIC ASSN
Donee's Address: 1 BILLY GRAHAM PARKWAY
CHARLOTTE, NC 28201Relationship of Donee: NONE
Organizational Status of Donee: EXEMPT
Amount Given: 50.Class of Activity: EXEMPT PURPOSE
Donee's Name: NATIONAL MS SOCIETY
Donee's Address: 2211 WEST MEADOWVIEW RD, STE 30
GREENSBORO, NC 27407Relationship of Donee: NONE
Organizational Status of Donee: EXEMPT
Amount Given: 25.Class of Activity: EXEMPT PURPOSE
Donee's Name: DISCOVERY PLACE
Donee's Address: 301 NORTH TRYON STREET
CHARLOTTE, NC 28202Relationship of Donee: NONE
Organizational Status of Donee: EXEMPT
Amount Given: 80.Class of Activity: EXEMPT PURPOSE
Donee's Name: UNITED WAY OF CENTRAL CAROLINA
Donee's Address: 301 SOUTH BREVARD STREET
CHARLOTTE, NC 28202Relationship of Donee: NONE
Organizational Status of Donee: EXEMPT
Amount Given: 50.Class of Activity: EXEMPT PURPOSE
Donee's Name: PROSTATE CANCER FOUNDATION
Donee's Address: 1250 FOURTH STREET
SANTA MONICA, CA 90401Relationship of Donee: NONE
Organizational Status of Donee: EXEMPT
Amount Given: 25.Class of Activity: EXEMPT PURPOSE
Donee's Name: NC KOREAN WAR MEMORIAL
Donee's Address: 70036 THORNCLIFF DRIVE
CHARLOTTE, NC 28210Relationship of Donee: NONE
Organizational Status of Donee: EXEMPT
Amount Given: 50.Class of Activity: EXEMPT PURPOSE
Donee's Name: DISABLED AMERICAN VETERANS
Donee's Address: PO BOX 14301
CINCINNATI, OH 45250Relationship of Donee: NONE
Organizational Status of Donee: EXEMPT

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WILLIAM A. AND ELEANOR R. NICHOLS
FOUNDATION

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Statement 3 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Amount Given:	\$ 50.
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Class of Activity:	EXEMPT PURPOSE
Donee's Name:	DUKE UNIVERSITY
Donee's Address:	103 ALLEN BOULEVARD DURHAM, NC 27708

Relationship of Donee:	NONE	
Organizational Status of Donee:	EXEMPT	
Amount Given:		50.

Class of Activity:	EXEMPT PURPOSE
Donee's Name:	INJURED MARINE SEMPER FI FUND
Donee's Address:	825 COLLEGE BOULEVARD, STE 102 OCEANSIDE, CA 92057

Relationship of Donee:	NONE	
Organizational Status of Donee:	EXEMPT	
Amount Given:		200.

Class of Activity:	EXEMPT PURPOSE
Donee's Name:	MARINE CORPS SCHOLARSHIP FUNDS
Donee's Address:	121 SOUTH SAINT ASAPH STREET ALEXANDRIA, VA 22314

Relationship of Donee:	NONE	
Organizational Status of Donee:	EXEMPT	
Amount Given:		100.

Class of Activity:	EXEMPT PURPOSE
Donee's Name:	THE ARC OF THE ST. JOHN'S
Donee's Address:	2101 ARC DRIVE ST. AUGUSTINE, FL 32084

Relationship of Donee:	NONE	
Organizational Status of Donee:	EXEMPT	
Amount Given:		200.

Class of Activity:	EXEMPT PURPOSE
Donee's Name:	USO
Donee's Address:	P.O. BOX 96322 WASHINGTON, DC 20090

Relationship of Donee:	NONE	
Organizational Status of Donee:	EXEMPT	
Amount Given:		50.

Class of Activity:	EXEMPT PURPOSE
Donee's Name:	CHARLOTTE FIREFIGHTERS ASSOCIATION
Donee's Address:	4419 MONROE ROAD CHARLOTTE, NC 28208

Relationship of Donee:	NONE	
Organizational Status of Donee:	EXEMPT	
Amount Given:		25.

Class of Activity:	EXEMPT PURPOSE
Donee's Name:	WASHINGTON NATIONAL CATHEDRAL
Donee's Address:	MASSACHUSETTES & WISCONSIN AVE, NW WASHINGTON, DC 20016

Relationship of Donee:	NONE	
Organizational Status of Donee:	EXEMPT	

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WILLIAM A. AND ELEANOR R. NICHOLS
FOUNDATION

57-1066131

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Statement 3 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Amount Given: \$ 25.

Class of Activity:	EXEMPT PURPOSE
Donee's Name:	WESLEY UNITED METHODIST CHURCH
Donee's Address:	3715 REA ROAD
	CHARLOTTE , NC 28226
Relationship of Donee:	NONE
Organizational Status of Donee:	EXEMPT

Amount Given: 25.

Total \$ 8,680.**Statement 4**
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	
Name:	WILLIAM A & ELEANOR R NICHOLS FOUNDATION
Care Of:	BECK, LINDSEY & DYER LLP
Street Address:	6101 CARNEGIE BOULEVARD, STE 150
City, State, Zip Code:	CHARLOTTE, NC 28209
Telephone:	(704) 643-8900
Form and Content:	PLEASE SUBMIT WRITTEN APPLICATION WITH COPY OF ORGANIZATION'S EXEMPTION LETTER FROM IRS. ALL REQUESTS SHOULD DETAIL THE SPECIFIC CHARITABLE USE FOR THE CONTRIBUTION BEING SOLICITED.
Submission Deadlines:	NONE
Restrictions on Awards:	NONE