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

2012

Open to public inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
JOHN D & ALEXANDRA NICHOLS FAMILY FOUNDATION

A Employer identification number
36-3858388

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
900 MOUNT PLEASANT ROAD

B Telephone number
(847)441-6592

City or town, state, and ZIP code
WINNETKA, IL 60093

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 52,671,405.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	19,900.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,261.	5,261.		STATEMENT 2
	4 Dividends and interest from securities	1,394,687.	1,289,844.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,756,017.			STATEMENT 1
	b Gross sales price for all assets on line 6a 10,621,416.				
	7 Capital gain net income (from Part IV, line 2)		2,408,874.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	292,214.	381,070.		STATEMENT 4
	12 **Total.** Add lines 1 through 11	3,468,079.	4,085,049.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 5	413.	0.		413.
	b Accounting fees STMT 6	19,900.	9,950.		9,950.
	c Other professional fees STMT 7	67,748.	67,748.		0.
	17 Interest	11,885.	11,885.		0.
	18 Taxes STMT 8	50,562.	30,537.		25.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 9	221,559.	79,707.		39,590.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	372,067.	199,827.		49,978.
	25 Contributions, gifts, grants paid	3,289,153.			3,289,153.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,661,220.	199,827.		3,339,131.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-193,141.			
	b **Net investment income** (if negative, enter -0-)		3,885,222.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
NOV 21 2013
OGDEN, UT
743 IRS-OSC

SCANNED NOV 22 2013

90-18 14

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	214,074.	41,384.	41,384.
	2	Savings and temporary cash investments	5,660,461.	1,484,228.	1,484,228.
	3	Accounts receivable ▶ 181,918.			
		Less: allowance for doubtful accounts ▶		181,918.	181,918.
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S. and state government obligations			
	b	Investments - corporate stock STMT 10	24,164,403.	24,866,773.	32,415,584.
	c	Investments - corporate bonds STMT 11	1,100,178.	1,100,178.	1,173,030.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 12	8,248,003.	11,470,076.	17,334,805.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ ACCRUED DIVIDENDS)	1,229.	40,456.	40,456.
	16	**Total assets** (to be completed by all filers)	39,388,348.	39,185,013.	52,671,405.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	39,388,348.	39,185,013.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	39,388,348.	39,185,013.	
	31	**Total liabilities and net assets/fund balances**	39,388,348.	39,185,013.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	39,388,348.
2	Enter amount from Part I, line 27a	2	-193,141.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	39,195,207.
5	Decreases not included in line 2 (itemize) ▶ K-1 BOOK - TAX DIFFERENCES	5	10,194.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	39,185,013.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	10,621,416.		8,212,542.	2,408,874.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				2,408,874.

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 — 2,408,874.

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

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2011	2,942,101.	55,625,206.	.052892
2010	1,422,192.	55,351,509.	.025694
2009	1,721,851.	40,497,707.	.042517
2008	1,563,192.	49,376,562.	.031659
2007	2,137,074.	49,639,822.	.043052

2	**Total** of line 1, column (d)	2	.195814
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	.039163
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	53,425,561.
5	Multiply line 4 by line 3	5	2,092,305.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	38,852.
7	Add lines 5 and 6	7	2,131,157.
8	Enter qualifying distributions from Part XII, line 4	8	3,339,131.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	38,852.
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	38,852.
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	38,852.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 31,800.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 45,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	76,800.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	87.
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	37,861.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	37,861. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JOHN D. NICHOLS Telephone no. ▶ 847-441-6592
Located at ▶ 900 MT. PLEASANT ROAD, WINNETKA, IL ZIP+4 ▶ 60093

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
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 2012 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 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

223541
12-05-12

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A — 5b
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 — No: 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.

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

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

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

Total number of other employees paid over $50,000 ▶ 0

223551
12-05-12

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

223561 12-05-12

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	42,516,290.
b	Average of monthly cash balances		1b	8,211,692.
c	Fair market value of all other assets		1c	3,511,166.
d	**Total** (add lines 1a, b, and c)		1d	54,239,148.
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	54,239,148.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	813,587.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	53,425,561.
6	**Minimum investment return.** Enter 5% of line 5		6	2,671,278.

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

1	Minimum investment return from Part X, line 6		1	2,671,278.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 38,852.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	38,852.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	2,632,426.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	2,632,426.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	2,632,426.

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	3,339,131.
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	3,339,131.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	38,852.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,300,279.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,632,426.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			2,206,228.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 3,339,131.				
a Applied to 2011, but not more than line 2a			2,206,228.	
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 2012 distributable amount				1,132,903.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				1,499,523.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

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

JOHN D. NICHOLS

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED STATEMENT	NONE	501(C)(3)	UNRESTRICTED ;LISTTOTAL 2944917	3,289,153.
Total			▶ 3a	3,289,153.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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	5,261.	
4 Dividends and interest from securities			14	1,394,687.	
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	531390	19,868.	18	1,736,149.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEE STATEMENT 13		-88,856.		381,070.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-68,988.		3,517,167.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 3,448,179.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 11-12-13 Title: Principal

May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes [ ] No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
JOEL MEYER	[signature]	11/9/13		P00733563
Firm's name ▶ MCGLADREY LLP			Firm's EIN ▶ 42-0714325	
Firm's address ▶ 1 S. WACKER DRIVE, STE 800 CHICAGO, IL 60606			Phone no. 312-634-3400	

223622 12-05-12

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	Employer identification number
JOHN D & ALEXANDRA NICHOLS FAMILY FOUNDATION	36-3858388

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year ▶ $ ____________

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

Name of organization	Employer identification number
JOHN D & ALEXANDRA NICHOLS FAMILY FOUNDATION	36-3858388

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	NICHOLS FAMILY INVESTMENT LP 900 MOUNT PLEASANT ROAD WINNETKA, IL 60093	$ 19,900.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
JOHN D & ALEXANDRA NICHOLS FAMILY FOUNDATION	36-3858388

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: JOHN D & ALEXANDRA NICHOLS FAMILY FOUNDATION

Employer identification number: 36-3858388

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

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(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

(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

(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

John D & Alexandra Nichols Family Foundation
EIN: 36-3858388
FYE 12/31/12
Charitable Contributions

Date	Name	Amount
01/18/2012	Alliance Francaise de Chicago	1,000 00
01/30/2012	Landmarks Illinois	2,000.00
01/30/2012	Girl Scouts GCNWI	1,000 00
02/03/2012	Art Institute of Chicago	25,000 00
02/08/2012	Salvation Army	250.00
02/09/2012	Chicago Humanities Festival	2,500.00
02/09/2012	Boys and Girls Club of Chicago	25,000 00
02/09/2012	Children's Memorial Hospital	1,000.00
02/09/2012	Music Institute of Chicago	1,000 00
02/13/2012	Art Institute of Chicago	10,000 00
02/16/2012	Hubbard Street Dance Chicago	6,000 00
02/21/2012	Writer's Theatre	18,750 00
03/02/2012	Music Institute of Chicago	100,000 00
03/07/2012	American Express	1,370 00
03/15/2012	Clearbrook Shining Star Ball	10,000 00
03/19/2012	Art Institute of Chicago	24,480 00
03/29/2012	Chicago Botanic Garden	1,000 00
04/03/2012	Merit School of Music	5,000 00
04/16/2012	Chicago History Museum	8,700 00
04/16/2012	WYCC-20	1,000 00
04/17/2012	Santa Barbara Museum of Art	1,000 00
04/20/2012	North Shore Senior Center	1,000 00
04/24/2012	American Red Cross of Greater Chicago	3,500.00
04/24/2012	Chicago Public Library Foundation	1,500.00
05/04/2012	Museum of Science and Industry	5,000 00
05/07/2012	Music Institute of Chicago	30,000 00
05/07/2012	Chicago Botanic Garden	10,000 00
05/07/2012	Catholic Theological Union	9,820 00
05/08/2012	Ars Viva Symphony Orchestra	1,000.00
05/21/2012	WTTW	6,000.00
05/25/2012	American Express	550 00
06/05/2012	WWCI (WTTW/WFMT)	9,700 00
06/05/2012	WBEZ	1,000 00
06/05/2012	Harvard Art Museum	1,000 00
06/07/2012	American Express	25,000 00
06/30/2012	Winnetka Community House	1,000.00
07/23/2012	Urban Gateways	7,500 00
07/30/2012	Goodman Theatre	10,000 00
07/31/2012	Chicago Philharmonic Society	5,000 00
08/03/2012	Marine Corps Scholarship Fund	5,000 00
08/09/2012	Columbia College	25,000.00
08/15/2012	WITS	10,000.00
08/27/2012	After School Matters	25,000.00
09/06/2012	Chicago Classical Recording Foundation	1,000 00
09/11/2012	The Field Museum	1,000 00
09/12/2012	Facets Multi-Media	1,000 00
09/18/2012	Pathways Foundation	10,000 00
09/18/2012	Rush Neuro Behavioral Center	5,000.00
10/01/2012	Harris Theater for Music and Dance	5,000 00
10/03/2012	Chicago Botanic Garden	10,000 00
10/03/2012	PWDF, Inc (Portuguese Water Dog Fdn)	1,000 00
10/09/2012	Writers' Theatre	5,000 00
11/01/2012	Harris Theater for Music and Dance	45,000 00
11/01/2012	Music Institute of Chicago	250 00
11/01/2012	Writer's Theatre	10,000.00

11/06/2012	American Express	65 00
11/07/2012	Chicago Zoological Soc (Brookfield Zoo)	10,000 00
11/07/2012	Salvation Army	250 00
11/07/2012	Chicago Public Library Foundation	100.00
11/07/2012	Chicago Public Library Foundation	100 00
11/07/2012	Northwestern Settlement	250 00
11/12/2012	The Humane Society of the U S	1,000 00
11/12/2012	Howard Area Community Center	500 00
11/12/2012	Art Institute of Chicago	1,000 00
11/12/2012	Friends of the Library (Winn /Northfield)	100 00
11/12/2012	PAWS Chicago	150 00
11/12/2012	Doctors without Borders	1,000 00
11/15/2012	The Women's Board of the Univ of Chicago	1,000 00
11/15/2012	Millennium Park, Inc	10,000 00
11/19/2012	Winnetka Historical Society	1,000.00
11/21/2012	The Field Museum	500.00
11/21/2012	Teach for America	25,000 00
11/21/2012	Homan Square Community Center Fdn	10,000 00
11/21/2012	Loomis Chaffee	20,000 00
11/21/2012	Harvard Business School	10,000 00
11/21/2012	Harvard College Fund	25,000 00
11/21/2012	Harvard Divinity School	5,000 00
11/21/2012	Harvard Graduate School of Education	10,000 00
11/21/2012	Friends of Harvard Football	10,000 00
11/26/2012	Music Institute of Chicago	25,000 00
11/28/2012	UCAN	10,000 00
11/28/2012	Rehabilitation Institute of Chicago	2,000 00
11/28/2012	Lincoln Park Zoo	500 00
11/28/2012	PAWS Chicago	250.00
12/04/2012	Greater Chicago Food Depository	1,500 00
12/06/2012	Ounce of Prvention Fund	1,000 00
12/06/2012	WWCI (WTTW/WFMT)	25,000 00
12/06/2012	International House	1,500 00
12/06/2012	WBEZ	500 00
12/07/2012	Chicago Philharmonic Society	20,000 00
12/10/2012	Phillips Brooks House Assoc	1,500 00
12/10/2012	Conservation International	5,000.00
12/10/2012	March of Dimes	1,500.00
12/14/2012	Chicago Humanities Festival	2,500 00
12/19/2012	School of the Art Institute	5,000 00
12/19/2012	Hubbard Street Dance Chicago	500 00
12/19/2012	Rachel Elizabeth Barton Foundation	1,000 00
12/21/2012	American Express	150 00
12/21/2012	Chicago Community Trust	2,500,000.00
12/26/2012	Springboard Foundation	1,000.00
12/26/2012	Office for the Arts at Harvard	1,000.00
12/31/2012	Glenwood School for Boys and Girls	1,500.00
01/19/2012	Chicago Symphony Orchestra	392 00
03/10/2012	Chicago Symphony Orchestra	392 00
03/10/2012	Chicago Symphony Orchestra	392 00
03/10/2012	Chicago Symphony Orchestra	392 00
03/10/2012	Chicago Symphony Orchestra	402.00
03/10/2012	Chicago Symphony Orchestra	402 00
01/09/2012	Lyric Opera	324 00
03/12/2012	Lyric Opera	324 00
12/10/2012	Lyric Opera	348 00
12/31/2012	Lyric Opera	2,000 00
		3,289,153.00

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	108,538.35 SHS EATON VANCE FL RATE A	P	02/20/09	04/23/12
b	FROM K-1 BAIRD CAPITAL	P	VARIOUS	VARIOUS
c	FROM K-1 ENBRIDGE ENERGY PARTNERS LP	P	VARIOUS	VARIOUS
d	FROM K-1 KKR FINANCIAL HOLDINGS LLC	P	VARIOUS	VARIOUS
e	FROM K-1 KKR FINANCIAL HOLDINGS LLC	P	VARIOUS	VARIOUS
f	FROM K-1 RESOURCE CAPITAL PARTNERS II	P	VARIOUS	VARIOUS
g	FROM K-1 WLR RECOVERY	P	VARIOUS	VARIOUS
h	MERRILL LYNCH #4235 PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
i	NATIONAL FINANCIAL PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
j	WLR RECOVERY FUND	P	VARIOUS	VARIOUS
k	AOL TIME WARNER-COLBURN FAIR FUND	P	VARIOUS	VARIOUS
l	KKR FINANCIAL HOLDINGS	P	VARIOUS	VARIOUS
m	KKR FINANCIAL HOLDINGS (2)	P	VARIOUS	VARIOUS
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,011,577.		750,001.	261,576.
b	43,008.			43,008.
c			10.	-10.
d	3,702.			3,702.
e	3,979.			3,979.
f	47,348.			47,348.
g	10.			10.
h	3,845,123.		4,513,026.	-667,903.
i	5,646,751.		2,929,637.	2,717,114.
j				0.
k	50.			50.
l	9,624.		9,624.	0.
m	10,244.		10,244.	0.
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				261,576.
b				43,008.
c				-10.
d				3,702.
e				3,979.
f				47,348.
g				10.
h				-667,903.
i				2,717,114.
j				0.
k				50.
l				0.
m				0.
n				
o				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	2,408,874.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8		3	N/A

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
108,538.35 SHS EATON VANCE FL RATE A	PURCHASED	02/20/09	04/23/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,011,577.	750,001.	0.	0.	261,576.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM K-1 BAIRD CAPITAL	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
43,008.	0.	0.	0.	43,008.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM K-1 ENBRIDGE ENERGY PARTNERS LP	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	10.	0.	0.	-10.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM K-1 KKR FINANCIAL HOLDINGS LLC	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,702.	0.	0.	0.	3,702.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM K-1 KKR FINANCIAL HOLDINGS LLC	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,979.	0.	0.	0.	3,979.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM K-1 RESOURCE CAPITAL PARTNERS II	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
47,348.	0.	0.	0.	47,348.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM K-1 WLR RECOVERY	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10.	0.	0.	0.	10.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MERRILL LYNCH #4235 PUBLICLY TRADED SECURITIES	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,845,123.	4,885,078.	0.	0.	-1,039,955.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NATIONAL FINANCIAL PUBLICLY TRADED SECURITIES	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,646,751.	3,311,820.	0.	0.	2,334,931.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WLR RECOVERY FUND	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	-81,510.	0.	0.	81,510.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AOL TIME WARNER-COLBURN FAIR FUND	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50.	0.	0.	0.	50.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
KKR FINANCIAL HOLDINGS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,624.	0.	0.	0.	9,624.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
KKR FINANCIAL HOLDINGS (2)	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,244.	0.	0.	0.	10,244.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,756,017.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
NORTHERN TRUST CHECKING	5,261.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5,261.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB 2247	20,932.	0.	20,932.
MERRILL LYNCH #4234	115,784.	0.	115,784.
MERRILL LYNCH #4235	520,851.	0.	520,851.
MERRILL LYNCH #4235 - ACCRUED PURCHASE INTEREST	-5,753.	0.	-5,753.
NATIONAL FINANCIAL SERVICES	560,437.	0.	560,437.

NATIONAL FINANCIAL SERVICES	112,600.	0.	112,600.
NATIONAL FINANCIAL SERVICES - NONDIVIDEND DISTRIBUTION	69,836.	0.	69,836.
TOTAL TO FM 990-PF, PART I, LN 4	1,394,687.	0.	1,394,687.

FORM 990-PF — OTHER INCOME — STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BAIRD CAPITAL PARTNERS	3,088.	3,088.	
COPANO ENERGY K1	-275,961.	10,416.	
ENBRIDGE ENERGY K1	-34,772.	2.	
INERGY LP	4,557.	56.	
INERGY LP - GAIN ON DISPOSITION	178,640.	178,640.	
KKR FINANCIAL HOLDINGS LLC	88,688.	26,046.	
KKR FINANCIAL HOLDINGS LLC (2)	94,621.	27,500.	
MAGELLAN MIDSTREAM PARTNERS	11,017.	9.	
WEBER-STEPHEN PRODUCTS LLC	222,336.	135,313.	
TOTAL TO FORM 990-PF, PART I, LINE 11	292,214.	381,070.	

FORM 990-PF — LEGAL FEES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JENNER & BLOCK	413.	0.		413.
TO FM 990-PF, PG 1, LN 16A	413.	0.		413.

FORM 990-PF — ACCOUNTING FEES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MCGLADREY LLP	19,900.	9,950.		9,950.
TO FORM 990-PF, PG 1, LN 16B	19,900.	9,950.		9,950.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MERRILL LYNCH INVESTMENT MGMT FEES	67,748.	67,748.		0.
TO FORM 990-PF, PG 1, LN 16C	67,748.	67,748.		0.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	30,537.	30,537.		0.
FEDERAL TAX	20,000.	0.		0.
ILLINOIS FILING FEE	25.	0.		25.
TO FORM 990-PF, PG 1, LN 18	50,562.	30,537.		25.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	493.	493.		0.
EVENT EXPENSE	6,238.	0.		6,238.
K-1 - BAIRD CAPITAL	29,921.	29,921.		0.
K-1 - ENBRIDGE ENERGY LP	80.	80.		0.
K-1 - FOREIGN TAXES	13,031.	13,031.		0.
K-1 - KKR FINANCIAL HOLDINGS, LLC	56,648.	16,730.		0.
K-1 - KKR FINANCIAL HOLDINGS, LLC	60,990.	17,984.		0.
K-1 - NONDEDUCTIBLES	1,191.	0.		0.
K-1 - RESOURCE CAPITAL FUND II	1,246.	1,246.		0.
K-1 - WEBER-STEPHENS PRODUCTS LLC	210.	210.		0.
K-1 - WLR RECOVERY	12.	12.		0.
MEMBERSHIP FEES	1,764.	0.		1,764.
MISCELLANEOUS EXPENSE	7,135.	0.		7,135.

SUBSCRIPTIONS	4,371.	0.		4,371.
TRAVEL	20,082.	0.		20,082.
NONDEDUCTIBLE CHARITABLE CONTRIBUTIONS	18,147.	0.		0.
TO FORM 990-PF, PG 1, LN 23	221,559.	79,707.		39,590.

FORM 990-PF | CORPORATE STOCK | STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
10,000 SHARES ABBOTT LABORATORIES	486,461.	655,000.
2,474 SHARES APERAM S.A.	0.	37,184.
35,100 SHARES APPLIED MATERIALS INC	198,425.	401,544.
19,600 SHARES APTARGROUP INC	254,842.	935,312.
30,000 SHARES BANK OF AMERICA	758,068.	768,000.
2,433 SHARES CITIGROUP INC	0.	0.
150 SHARES EXPRESS SCRIPTS HLDG CO COM	1,989.	8,100.
66,000 SHARES EATON VANCE TAX MG	0.	0.
60,000 SHARES EATON VANCE TAX MG	530,546.	528,600.
2,300 SHARES EXXON MOBIL CORP	93,352.	199,065.
10,000 SHARES FOREST LABORATORIES INC	55,569.	353,200.
30,717 SHARES HOST HOTELS & RESORTS INC	299,628.	481,335.
25,960 SHARES HSBC HOLDINGS	1,568,004.	1,377,697.
100,000 SHARES ILLINOIS TOOL WORKS	437,871.	6,081,000.
7,800 SHARES ISHARES TR	193,725.	315,510.
1,400 SHARES JOHNSON & JOHNSON	57,056.	98,140.
1,650 SHARES JP MORGAN CHASE	50,073.	72,549.
186 SHARES MEDCO HEALTH SOLUTIONS	0.	0.
25,000 SHARES PENN WEST PETROLEUM	0.	0.
62,000 SHARES NFJ DIVID INT & PREM STRATEGY FD	987,978.	967,200.
2,150 SHARES PEPSICO INC	79,268.	147,125.
10,000 SHARES PHILIP MORRIS INTL	507,500.	836,400.
7,400 SHARES VANGUARD INTL EMERGING MKTS	247,598.	329,522.
2,300 SHARES VANGUARD INTL PAC	0.	0.
2,450 SHARES WALGREENS COMPANY	67,452.	90,675.
49,487 SHARES ARCELORMITTAL	2,474,154.	864,538.
VITALIA NUTRITIONAL PRODUCTS	250,000.	250,000.
TASTE INC	100,000.	100,000.
24,000 SHARES ML CAPITAL TRUST III	600,000.	603,120.
108,538 SHARES EATON VANCE FLOATING	0.	0.
411,532 SHARES EATON VANCE FLOATING	4,511,577.	4,568,009.
34,514 SHARES NFJ DIV INT PREM STRAT	549,065.	538,418.
83,000 SHARES EATON VANCE LTD DUR INC	1,259,643.	1,382,780.
91,000 SHARES EATON VANCE TX-AD GL DIV	0.	0.
38,000 SHARES EATON VANCE TX-AD GL DIV	499,590.	516,040.
92,000 SHARES EATON VANCE TAX-MANAGED	0.	0.
33,000 SHARES ARES CAPITAL CORP	573,992.	577,500.
4,500 SHARES CENOVUS ENERGY INC	116,388.	150,930.
7,800 SHARES CONOCOPHILLIPS	422,759.	452,322.

3,900 SHARES PHILLIPS 66	125,638.	207,090.
17,500 SHARES DOMINION RES INC NEW VA	643,659.	906,500.
4,500 SHARES ENCANA CORP	0.	0.
10,000 SHARES JP MORGAN CHASE & CO	399,299.	439,691.
4,333 SHARES KRAFT FOODS	137,663.	197,022.
13,000 SHARES MONDELEZ INTERNATIONAL INC	254,670.	330,892.
32,000 SHARES PENN WEST ENERGY TR	0.	0.
40,000 SHARES TELEFONICA SA SPAIN ADR	0.	0.
39,000 SHARES US BANKCORP	930,067.	1,245,660.
44,000 SHARES WELLS FARGO	1,244,601.	1,503,920.
6,000 SHARES BAC CAPITAL TRUST I	0.	0.
17,000 SHARES BAC CAPITAL TRUST II	0.	0.
31,000 SHARES BARCLAYS BANK PLC	740,544.	775,000.
3,000 SHARES CITIGROUP CAPITAL	63,269.	75,090.
30,000 SHARES DB CONT CAP TRUST III	754,539.	808,200.
5,800 SHS BANK OF AMERICA	152,398.	148,480.
8,400 SHS PENNWEST ENERGY	187,853.	91,224.
SANDBOX - MARBLES HOLDING	1,000,000.	1,000,000.
TOTAL TO FORM 990-PF, PART II, LINE 10B	24,866,773.	32,415,584.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
300,000 GENERAL ELECTRIC	288,428.	300,518.
FORD MOTOR CREDIT - 600,000	615,000.	669,023.
ROYAL BANK SCOTLAND - 200,000	196,750.	203,489.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,100,178.	1,173,030.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WLR RECOVERY FUND LP	COST	0.	0.
RESOURCE CAPITAL FUND II LP	COST	0.	0.
INERGY LP	COST	0.	0.
KKR FINANCIAL HOLDINGS LLC	COST	507,517.	570,240.
KKR FINANCIAL HOLDINGS LLC	COST	635,355.	710,160.
BAIRD CAPITAL PARTNERS IV	COST	1,773,854.	1,773,854.
ROUND TABLE INVESTMENTS	COST	195,085.	195,085.
GOLDMAN SACHS INVESTMENT PARTNERS	COST	2,500,626.	2,651,052.
HAMILTON VANCE MTN GATE	COST	1,500,000.	1,500,000.
ENBRIDGE ENERGY PARTNERS L.P.	COST	268,827.	558,000.
20,000 SHARES MAGELLAN MIDSTREAM PARTNERS LP	COST	309,019.	863,800.

COPANO ENERGY LLC	COST	169,829.	4,902,650.
WEBER-STEPHEN PRODUCTS LLC	FMV	609,964.	609,964.
MARMON STOCK	COST	3,000,000.	3,000,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,470,076.	17,334,805.

FORM 990-PF OTHER REVENUE STATEMENT 13

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
BAIRD CAPITAL PARTNERS	531390		14	3,088.	
COPANO ENERGY K1	531390	-286,377.	14	10,416.	
ENBRIDGE ENERGY K1	531390	-34,774.	14	2.	
INERGY LP	531390	4,501.	14	56.	
INERGY LP - GAIN ON DISPOSITION	531390		14	178,640.	
KKR FINANCIAL HOLDINGS LLC	531390	62,642.	14	26,046.	
KKR FINANCIAL HOLDINGS LLC (2)	531390	67,121.	14	27,500.	
MAGELLAN MIDSTREAM PARTNERS	531390	11,008.	14	9.	
WEBER-STEPHEN PRODUCTS LLC	531390	87,023.	14	135,313.	
TOTAL TO FORM 990-PF, PG 12, LN 11		-88,856.		381,070.	

Form **8868** (Rev. January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

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

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

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

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

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

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

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

Enter the Return code for the return that this application is for (file a separate application for each return) [0][4]

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

- The books are in the care of ▶ JOHN D. NICHOLS 900 MT. PLEASANT ROAD - WINNETKA, IL 60093
  Telephone No. ▶ 847-441-6592 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______ , and ending ______ .

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 76,800.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 31,800.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 45,000.

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

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

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

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

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

Enter filer's identifying number, see instructions

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

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

- The books are in the care of ▶ JOHN D. NICHOLS 900 MT. PLEASANT ROAD - WINNETKA, IL 60093

Telephone No. ▶ 847-441-6592 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012 , or other tax year beginning ______ , and ending ______ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension

THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 76,800.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 76,800.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ CPA Date ▶ 8/7/13

223842
01-21-13