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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation NICHOLAS FAMILY FOUNDATION TRUST C/O LYNN S NICHOLAS		A Employer identification number 39-6589261	
Number and street (or P O box number if mail is not delivered to street address) 10309 N RIVER ROAD		B Telephone number (see instructions) (262) 242-3040	
City or town, state, and ZIP code MEQUON, WI 530924561		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 42,315,215		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	617,564			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	207,880	662		
	4 Dividends and interest from securities.	565,756	565,756		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,407,029			
	b Gross sales price for all assets on line 6a _____ 2,289,149				
	7 Capital gain net income (from Part IV , line 2)		1,407,029		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-96,275	-32,552	0	
	12 Total. Add lines 1 through 11	2,701,954	1,940,895	0	
	13 Compensation of officers, directors, trustees, etc	60,000	40,000	0	20,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	4,590	3,060	0	1,530
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	5,395	4,943	0	452
	c Other professional fees (attach schedule)	24,765	24,765	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	40,168	0	0	0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	460	0	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	135,378	72,768	0	21,982
	25 Contributions, gifts, grants paid	1,892,500			1,892,500
	26 Total expenses and disbursements. Add lines 24 and 25	2,027,878	72,768	0	1,914,482
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	674,076			
	b Net investment income (if negative, enter -0-)		1,868,127		
	c Adjusted net income (if negative, enter -0-)			0	

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	24,988		
	2	Savings and temporary cash investments	2,396,852	2,671,311	2,671,311
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	6,033,006	 6,198,821	6,366,072
	b	Investments—corporate stock (attach schedule)	28,752,973	 29,089,932	33,277,832
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	 78,169	 0	 0	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	37,285,988	37,960,064	42,315,215	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	 7,223	 7,223	
	23	Total liabilities (add lines 17 through 22)	7,223	7,223	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	37,278,765	37,952,841	
	30	Total net assets or fund balances (see page 17 of the instructions)	37,278,765	37,952,841	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	37,285,988	37,960,064	

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 37,278,765
2	Enter amount from Part I, line 27a	2 674,076
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 37,952,841
5	Decreases not included in line 2 (itemize) ▶ _____	5 0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 37,952,841

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	G/L ON MUNICIPAL BONDS	P		
b	ENTERPRISE PRODUCTS PARTNERS - PASSTHROUGH ENTITY	P		
c	PLAINS ALL AMERICAN - PASSTHROUGH ENTITY	P		
d	CEDAR FAIR - PASSTHROUGH ENTITY	P		
e	CAPITAL GAINS DIVIDENDS	P		

(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 880,665		882,253	-1,588
b			-422
c			26
d			529
e 1,408,484			1,408,484

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			-1,588
b			-422
c			26
d			529
e			1,408,484

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	1,407,029
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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,569,888	37,296,123	0 042093
2010	1,345,701	32,675,095	0 041184
2009	1,520,568	27,179,487	0 055945
2008	1,673,962	31,152,772	0 053734
2007	1,680,805	35,350,294	0 047547

2 Total of line 1, column (d).	2	0 240503
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 048101
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	41,144,076
5 Multiply line 4 by line 3.	5	1,979,071
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	18,681
7 Add lines 5 and 6.	7	1,997,752
8 Enter qualifying distributions from Part XII, line 4.	8	1,914,482

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	37,363
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	37,363
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	37,363
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	30,000	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	30,000
8		Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached 		8	161
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	7,524
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 2013 estimated tax 	Refunded 	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation  \$ _____ 0 (2) On foundation managers  \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers  \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)  WI _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶LYNN NICHOLAS Telephone no ▶(414) 272-4650 Located at ▶700 N WATER STREET MILWAUKEE WI ZIP +4 ▶53202			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 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		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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		
	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?	☐ 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
	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?	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
See Additional Data Table				
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

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

Part IX-A Summary of Direct Charitable Activities

1 N/A	0
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3	

4	

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	

Form **990-PF** (2012)

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	39,646,399
b	Average of monthly cash balances.	1b	2,124,237
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	41,770,636
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	41,770,636
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	626,560
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	41,144,076
6	Minimum investment return. Enter 5% of line 5.	6	2,057,204

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	2,057,204
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	37,363
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	37,363
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,019,841
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,019,841
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	2,019,841

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	1,914,482
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,914,482
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,914,482
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				2,019,841
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			1,807,931	
b Total for prior years 20__, 20__, 20__		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 ▶ \$ 1,914,482				
a Applied to 2011, but not more than line 2a			1,807,931	
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.				106,551
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 instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				1,913,290
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 2007 not applied on line 5 or line 7 (see instructions). . . .	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)

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) ☐ 4942(j)(5)

2a

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

Tax year	Prior 3 years				(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009		
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					

3

Complete 3a, b, or c for the alternative test relied upon

a

"Assets" alternative test—enter

(1)

Value of all assets

(2)

Value of assets qualifying under section 4942(j)(3)(B)(i)

b

"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

c

"Support" alternative test—enter

(1)

Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2)

Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3)

Largest amount of support from an exempt organization

(4)

Gross investment income

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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

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

b

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

TYPE WRITTEN LETTER WITH HISTORY AND PURPOSE OF ORGANIZATION

c

Any submission deadlines

NONE

d

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

TO 501 (C)(3) EXEMPT ORGANIZATIONS

Form 990-PF (2012)

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,892,500
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	207,880	
4	Dividends and interest from securities. . . .			14	565,756	
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.			15	50,522	
8	Gain or (loss) from sales of assets other than inventory			01	1,407,029	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a <u>LOSS FROM PARTNERSHIPS</u>		-63,723	01		
b	<u>LOSS FROM PARTNERSHIPS</u>			01	-83,074	
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		-63,723		2,148,113	0
13	Total. Add line 12, columns (b), (d), and (e).			13		2,084,390

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

*****	2013-05-07	*****	
Signature of officer or trustee	Date	Title	May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

May the IRS discuss this return with the preparer shown below (see instr)? ☒ **Yes** ☐ **No**

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00706566
	JEFFREY KNORRCPA	JEFFREY KNORRCPA	2013-05-07		
	Firm's name ☐	ANDERSON TACKMAN & CO PLC		Firm's EIN ☐ 38-1977929	
		1249 W LIEBAU RD STE 200			
	Firm's address ☐	MEQUON, WI 53092		Phone no (262) 243-9610	

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization NICHOLAS FAMILY FOUNDATION TRUST C/O LYNN S NICHOLAS	Employer identification number 39-6589261
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Organization type (check one)

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, 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 NICHOLAS FAMILY FOUNDATION TRUST C/O LYNN S NICHOLAS	Employer identification number 39-6589261
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WISCONSIN SPORTS DEVELOPMENT CORPORATION 313 W BELTLINE HIGHWAY SUITE 161 MADISON, WI 53713	\$ 617,564	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization NICHOLAS FAMILY FOUNDATION TRUST C/O LYNN S NICHOLAS	Employer identification number 39-6589261
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Part III

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

Use duplicate copies of Part III if additional space is needed

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

TY 2012 Accounting Fees Schedule

Name: NICHOLAS FAMILY FOUNDATION TRUST

C/O LYNN S NICHOLAS

EIN: 39-6589261

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ANDERSON TACKMAN & CO, PLC - FOR TAX PREPARATION	5,395	4,943	0	452

**TY 2012 Investments Corporate
Stock Schedule**

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

EIN: 39-6589261

Name of Stock	End of Year Book Value	End of Year Fair Market Value
	29,089,932	33,277,832

TY 2012 Investments Government Obligations Schedule

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

EIN: 39-6589261

US Government Securities - End of Year Book Value:	0
US Government Securities - End of Year Fair Market Value:	0
State & Local Government Securities - End of Year Book Value:	6,198,821
State & Local Government Securities - End of Year Fair Market Value:	6,366,072

TY 2012 Other Assets Schedule**Name:** NICHOLAS FAMILY FOUNDATION TRUST

C/O LYNN S NICHOLAS

EIN: 39-6589261

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

TY 2012 Other Expenses Schedule**Name:** NICHOLAS FAMILY FOUNDATION TRUST

C/O LYNN S NICHOLAS

EIN: 39-6589261

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	164	0	0	0
OFFICE EXPENSE	286	0	0	0
FILING FEES	10	0	0	0

TY 2012 Other Income Schedule**Name:** NICHOLAS FAMILY FOUNDATION TRUST

C/O LYNN S NICHOLAS

EIN: 39-6589261

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
DORCHESTER MINERALS - PASSTHROUGH ENTITY	50,522	50,522	
LOSS FROM PARTNERSHIPS	-63,723		0
LOSS FROM PARTNERSHIPS	-83,074	-83,074	0

TY 2012 Other Liabilities Schedule**Name:** NICHOLAS FAMILY FOUNDATION TRUST

C/O LYNN S NICHOLAS

EIN: 39-6589261

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

TY 2012 Other Professional Fees Schedule**Name:** NICHOLAS FAMILY FOUNDATION TRUST

C/O LYNN S NICHOLAS

EIN: 39-6589261

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	24,765	24,765	0	0

TY 2012 Taxes Schedule**Name:** NICHOLAS FAMILY FOUNDATION TRUST

C/O LYNN S NICHOLAS

EIN: 39-6589261

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX (FORM 990-PF)	30,000	0	0	0
FOREIGN TAXES PAID	10,168	0	0	0

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ALBERT O NICHOLAS	TRUSTEE 0 00	0	0	0
6002 N HIGHWAY 83 CHENEQUA,WI 53029				
NANCY J NICHOLAS	TRUSTEE 0 00	0	0	0
6002 N HIGHWAY 83 CHENEQUA,WI 53029				
LYNN S NICHOLAS	TRUSTEE 25 00	60,000	0	0
10309 N RIVER ROAD MEQUON,WI 53092				
SUSAN N FASCIANO	TRUSTEE 0 00	0	0	0
2533 INDIAN RIDGE DRIVE GLENVIEW,IL 60025				
DAVID O NICHOLAS	TRUSTEE 0 00	0	0	0
2401 W RANGE LINE TERRACE MEQUON,WI 53092				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALS ASSOCIATION SE WI CHAPTER 2421 N MAYFAIR ROAD STE 212 WAUWATOSA,WI 53226	NONE	501(C)(3)	BOUGHT TABLE AT BALL DEDICATED TO FIGHT AGAINST ALS THROUGH RESEARCH, PATIENT SUPPORT AND INFORMATION AWARENESS	10,000
AMERICAN CANCER SOCIETY 660 E MASON STREET STE 200 MILWAUKEE,WI 53202	NONE	501(C)(3)	TO FIGHT HEART DISEASE & STROKE THROUGH EDUCATION	15,000
AMERICAN HEART ASSOCIATION PO BOX 4002902 DES MOINES,IA 503402902	NONE	501(C)(3)	WEST BEND HEART WALK - DEDICATED TO FIGHTING HEART DISEASE AND STROKE THROUGH EDUCATION	25,000
AMERICAN HEART SOCIETY PO BOX 4002902 DES MOINES,IA 503402902	NONE	501(C)(3)	TEACHING GARDEN - DEDICATED TO FIGHTING HEART DISEASE AND STROKE THROUGH EDUCATION	10,000
AMERICAN RED CROSS - GREATER MILWAUKEE CHAPTER PO BOX 88711 MILWAUKEE,WI 53288	NONE	501(C)(3)	TO PROVIDE RELIEF TO VICTIMS OF DISASTERS & HELP PEOPLE PREVENT, PREPARE FOR AND RESPOND TO EMERGENCIES	50,000
ANXIETY DISORDERS FOUNDATION PO BOX 560 OCONOMOWOC,WI 53066	NONE	501(C)(3)	DEDICATED TO IMPROVING THE LIVES AFFECTED BY ANXIETY DISORDER WITH TREATMENT, TRAINING AND AWARENESS	10,500
BALANCE INC 134 FOSTER DRIVE SAUKVILLE,WI 53080	NONE	501(C)(3)	ANNUAL CAMPAIGN BALANCING SUPPORT AND INDEPENDENCE FOR QUALITY LIVING	10,000
BEL CANTO CHORUS 158 NORTH BROADWAY MILWAUKEE,WI 53202	NONE	501(C)(3)	ANNUAL CAMPAIGN, PRESENTS MUSIC THAT CAN'T BE HEARD IN ANY OTHER VENUE IN THE MILW AREA	5,000
BETTY BRINN CHILDREN'S MUSEUM 929 EAST WISCONSIN AVENUE MILWAUKEE,WI 53202	NONE	501(C)(3)	ANNUAL CAMPAIGN SUPPORT HANDS-ON EXHIBITS AND PROGRAMS FOR CHILDREN ESPECIALLY TEN YEARS AND UNDER TO PROMOTE LEARNING IN A FUN WAY	15,000
BIG BROTHERS BIG SISTERS OF METRO MILWAUKEE INC 8415 W GREENFIELD AVENUE MILWAUKEE,WI 53214	NONE	501(C)(3)	ANNUAL CAMPAIGN PROVIDE A MENTOR TO THOUSANDS OF CHILDREN	10,000
BIRCH CREEK MUSIC PERFORMANCE CENTER INC PO BOX 230 EGG HARBOR,WI 54209	NONE	501(C)(3)	SUMMER MUSIC ACADAMY IN DOOR CTY WI FOR ADVANCED YOUNG MUSICANS	10,000
BOERNER BOTANICAL GARDENS 9400 BOERNER DRIVE HALES CORNERS,WI 53130	NONE	501(C)(3)	TO PRESERVE AND PROMOTE THE GARDENS & ARBORETUM AS AN OUTSTANDING REGIONAL RESOURCE AND REGIONAL ASSET PROVIDES EXPANDED HORTICULTURAL EDUCATION FOR CHILDREN AND ADULTS OF WISCONSIN	10,000
BOYS & GIRLS CLUBS OF GREATER MILWAUKEE 1437 NORTH PROSPECT AVENUE MILWAUKEE,WI 53210	NONE	501(C)(3)	FUND THE LITTLE DRIBBLERS PROGRAM PROMOTE HEALTH, SOCIAL, EDUCATIONAL, VOCATIONAL AND CHARACTER DEVELOPEMENT BY BUILDING SELF ESTEEM, VALUES AND SKILLS	75,000
CHILDREN'S HOSPITAL & HEALTH SYSTEM FOUNDATION MS 3050 PO BOX 1997 MILWAUKEE,WI 53201	NONE	501(C)(3)	ANNUAL CAMPAIGN ADVANCE THE WORK OF PEDIATRIC PATIENT CARE, REASEARCH AND TEACHING	100,000
COA YOUTH & FAMILY CENTERS 909 EAST NORTH AVENUE MILWAUKEE,WI 53212	NONE	501(C)(3)	THE HELP MILWAUKEE CHILDREN, TEENS & FAMILIES REACH THEIR GREATEST POTENTIAL THROUGH RECREATIONAL, SOCIAL WORK AND EDUCATIONAL PROGRAMS	15,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COLLEGE POSSIBLE MILWAUKEE 450 N SYNDICATE ST STE 325 SAINT PAUL,MN 55104	NONE	501(C)(3)	ANNUAL CAMPAIGN WORKS TO ENSURE THAT EVERY STUDENT IN MILWAUKEE GETS THE COLLEGE EDUCATION HE OR SHE DESERVES	7,500
COLUMBIA ST MARY'S FOUNDATION 13111 N PORT WASHINGTON ROAD MEQUON,WI 53097	NONE	501(C)(3)	CAPITAL CAMPAIGN SUPPORT A NEW ADDITION, WHICH WILL ALLOW EXPANSION OF CURRENT PROGRAMS AND SERVICES WILL ALSO ENHANCE THE HEALTH AND WELL BEING OF OUR COMMUNITY	75,000
COPE SERVICES 885 BADGER CIRCLE GRAFTON,WI 53024	NONE	501(C)(3)	ANNUAL CAMPAIGN PROVIDE EMOTIONAL SUPPORT,CRISIS INTERVENTION AND REFERRAL SERVICES	7,500
DISCOVERY WORLD 500 NORTH HARBOR DRIVE MILWAUKEE,WI 53202	NONE	501(C)(3)	ANNUAL CAMPAIGN TO CONNECT INNOVATION, SCIENCE AND TECHNOLOGY WITH EXPLORATION, ENVIRONMENT AND OUR GREAT LAKES FRESH WATER RESOURCES THROUGH INTERACTIVE EXHIBITS AND EXPERIENTIAL LEARNING PROGRAMS	15,000
DOOR COUNTY YMCA 3866 GIBRALTOR ROAD FISH CREEK,WI 54212	NONE	501(C)(3)	ANNUAL CAMPAIGN DEDICATED TO BUILDING STRONG KIDS, FAMILIES AND COMMUNITIES THROUGH CHRISTIAN PRINCIPLES	10,000
EASTBROOK ACADEMY 5375 NORTH GREEN BAY AVENUE MILWAUKEE,WI 53209	NONE	501(C)(3)	TO SUPPORT FAMILIES FROM DIVERSE BACKGROUNDS	10,000
EXCEPTIONAL CHILDREN'S FOUNDATION 8740 WASHINGTON BLVD CULVER CITY,CA 90232	NONE	501(C)(3)	ANNUAL CAMPAIGN OFFERS SPECIALIZED EDUCATIONAL AND THERAPEUTIC PROGRAMS AND SERVICES TO CHILDREN, YOUTH AND YOUNG ADULTS CHALLENGED BY LEARNING, DEVELOPMENTAL, EMOTIONAL OR MEDICAL DISABILITIES	15,000
FEEDING AMERICA EASTERN WISCONSIN 1700 W FOND DU LAC AVENUE MILWAUKEE,WI 53205	NONE	501(C)(3)	ANNUAL CAMPAIGN TO FEED THE HUNGRY IN WISCONSIN BY OBTAINING FOOD AND RELATED PRODUCTS, DISTRIBUTING THEM TO QUALIFIED NON-PROFIT PROGRAMS AND PROVIDING THOSE PROGRAMS WITH APPROPRIATE ASSISTANCE	10,000
FIRST STAGE CHILDREN'S THEATER 929 NORTH WATER STREET MEQUON,WI 53202	NONE	501(C)(3)	ANNUAL CAMPAIGN PROVIDE THEATER EXPERIENCES FOR CHILDREN	25,000
FOUNDATION FIGHTING BLINDNESS 1580 S MILWAUKEE AVE STE 606 LIBERTYVILLE,IL 60048	NONE	501(C)(3)	DINING IN THE DARK EVENT DEDICATED TO RESEARCH THAT WILL HELP SAVE AND RESTORE SIGHT	10,000
FROEDERT HOSPITAL 9200 W WISCONSIN AVE MILWAUKEE,WI 53213	NONE	501(C)(3)	DEDICATED TO IMPROVING THE HEALTH AND WELL BEING OF THE COMMUNITY WE SERVE	200,000
HOPE HOUSE OF MILWAUKEE INC 209 WORCHARD MILWAUKEE,WI 53204	NONE	501(C)(3)	END HOMELESSNESS AND CREATE HEALTHY COMMUNITIES	5,000
JEWISH FAMILY SERVICES 1300 N JACKSON STREET MILS,WI 53202	NONE	501(C)(3)	SERVICES FOR INDIVIDUALS WHO HAVE SEVERE AND PERSISTENT MENTAL ILLINESS	10,000
JUDITH ANN GRIESE FOUNDATION 1741 GRAYLORD STREET DENVER,CO 80206	NONE	501(C)(3)	TO HELP CHILDREN AND FAMILIES WHO ARE GRIEVING THE DEATH OF A LOVED ONE	15,000
JUNIOR ACHIEVEMENT OF WISCONSIN INC 6924 N PORT WASHINGTON ROAD MILWAUKEE,WI 53217	NONE	501(C)(3)	PROVIDE ECONOMIC EDUCATION TO K-12 STUDENTS	15,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
KRADWELL SCHOOL 1220 DEWEY AVENUE WAUWATOSA,WI 53213	NONE	501(C)(3)	HELP STUDENTS IN NON-TRAD ENVIRONMENT FOR GROWTH	15,000
LAD LAKEST ROSE CENTER 3801 NORTH 88TH STREET MILWAUKEE,WI 53222	NONE	501(C)(3)	CHANGING HEARTACHE TO HOPE FOR WOMEN, GIRLS AND FAMILIES IN NEED BY PROVIDING RESIDENTIAL CARE, STABILIZATION PLACEMENT AND RESPITE CARE	25,000
LEUKEMIA & LYMPHOMA SOCIETY WISCONSIN CHAPTER 200 S EXECUTIVE DRIVE SUITE 203 BROOKFIELD,WI 53005	NONE	501(C)(3)	ANNUAL CAMPAIGN SEEK CURE FOR LEUKEMIA, LYMPHOMA, HODGKIN'S DISEASE AND MYELOMA	10,000
LITERACY SERVICES OF WISCONSIN INC 2724 WEST WELLS STREET MILWAUKEE,WI 53208	NONE	501(C)(3)	ANNUAL CAMPAIGN PROVIDE LITERACY EDUCATION TO MOTIVATED ADULTS	10,000
MACC FUND 1200 N MAYFAIR ROAD SUITE 265 MILWAUKEE,WI 53226	NONE	501(C)(3)	ANNUAL CAMPAIGN AND HOPE TEAM SUPPORTS RESEARCH, EFFECIVE TREATMENT AND CURE FOR CHILDHOOD CANCER	100,000
MAKE-A-WISH FOUNDATION OF WISCONSIN 13195 WEST HAMPTON AVENUE BUTLER,WI 53007	NONE	501(C)(3)	ANNUAL CAMPAIGN GRANT CHILDRENS' WISHES	7,500
MEQUON-THIENSVILLE EDUCATION FOUNDATION - TARTAN BALL PO BOX 514 MEQUON,WI 53092	NONE	501(C)(3)	UNDERWRITE BALL MUSIC ENRICHING THE EDUCATION OF MEQUON THIENSVILLE SCHOOL DISTRICT	10,000
MIAD 273 E ERIE STEEET MILWAUKEE,WI 53202	NONE	501(C)(3)	BREAKING NEW GROUND SCHOLARSHIP SUPPORTS SCHOLARSHIPS TO DESERVING STUDENTS IN ART AND DESIGN ALSO SUPPORT MANY COMMUNITY PROGRAMS	10,000
MILWAUKEE ART MUSEUM 700 N ART MUSEUM DRIVE MILWAUKEE,WI 53202	NONE	501(C)(3)	COLLECT & PRESERVE ART AND PRESENT TO THE COMMUNITY AS A VITAL SOURCE OF INSPIRATION AND EDUCATION	15,000
MILWAUKEE CENTER FOR INDEPENDENCE 2020 W WELLS STREET MILWAUKEE,WI 53233	NONE	501(C)(3)	ANNUAL CAMPAIGN TO PROVIDE EXPERT RESOURCES TO ASSIST FAMILIES AND INDIVIDUALS WITH SPECIAL NEEDS TO BETTER LIVE AND WORK IN THE COMMUNITY	5,000
MILWAUKEE COLLEGE PREP SCHOOL 2449 NORTH 36TH STREET MILWAUKEE,WI 53210	NONE	501(C)(3)	PROVIDES KNOWLEDGE AND CHARACTER TO PAVE THE WAY TO ROAD TO COLLAGE AND BEYOND	10,000
MILWAUKEE FILM 2290 E WISCONSIN AVE STE200 MILWAUKEE,WI 53202	NONE	501(C)(3)	ANNUAL CAMPAIGN A WORLD OF MOVING IDEAS SUPPORTING CINEMATIC PROGRAMMING AND EDUCATIONAL OPPORTUNITIES TO THE MILWAUKEE COMMUNITY	15,000
MILWAUKEE PUBLIC MUSEUM 800 WEST WELLS STREET MILWAUKEE,WI 53233	NONE	501(C)(3)	ANNUAL CAMPAIGN SUPPORT EXHIBITS AND EDUCATION PROGRAMS	25,000
NATIVITY JESUIT MIDDLE SCHOOL 1115 SOUTH SEVENTH STREET MILWAUKEE,WI 53204	NONE	501(C)(3)	ANNUAL CAMPAIGN EDUCATING HISPANIC YOUTH FOR CHRISTIAN LEADERSHIP AND SERVICE	10,000
NEIGHBORHOOD HOUSE OF MILWAUKEE INC 2819 WEST RICHARDSON PLACE MILWAUKEE,WI 53208	NONE	501(C)(3)	SERVING CHILDREN & FAMILIES ON THE NEAR WEST SIDE OF MILW THROUGH PROGRAMS	15,000

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NEXT DOOR FOUNDATION 2545 NORTH 29TH STREET MILWAUKEE,WI 53210	NONE	501(C)(3)	ANNUAL CAMPAIGN TO PROMOTE LITERACY AND LEADERSHIP	20,000
NOTRE DAME MIDDLE SCHOOL 1420 W SCOTT STREET MILWAUKEE,WI 53204	NONE	501(C)(3)	NOTRE DAME FOSTERS RESPECT, RESPONSIBILITY AND SHARING OF PERSONAL TALENTS WHILE PREPARING STUDENTS FOR ADMITTANCE TO A COLLEGE PREPARATORY HIGH SCHOOL	10,000
OUR NEXT GENERATION INC 804 E JUNEAU AVENUE MILWAUKEE,WI 53202	NONE	501(C)(3)	ANNUAL CAMPAIGN ENHANCING EDUCATION & LIFE SKILLS OF CHILDREN THROUGH PROGRAMS	15,000
OZAUKEE HUMANE SOCIETY 2073 COUNTY ROAD WEST GRAFTON,WI 53024	NONE	501(C)(3)	SUPPORT ABUSED & NEGLECTED ANIMALS	25,000
OZAUKEE YOUTH HOCKEY ASSOCIATION 5505 PIONEER ROAD MEQUON,WI 53097	NONE	501(C)(3)	TO PROVIDE ADDITIONAL ICE SPACE TO HELP SUPPORT LOCAL HOCKEY TEAMS	100,000
PAVE 1841 N MARTIN LUTHER KING DRIVE MILWAUKEE,WI 53212	NONE	501(C)(3)	ANNUAL CAMPAIGN EXPANDING EDUCATION OPPORTUNITIES FOR LOW INCOME FAMILIES THROUGH SCHOLARSHIPS	20,000
PEARLS FOR TEEN GIRLS 2100 N PALMER STREET MILWAUKEE,WI 53212	NONE	501(C)(3)	ANNUAL CAMPAIGN PROGRAMS FOR MAXIMIZING GIRLS' SELF-DEVELOPMENT	15,000
PENFIELD CHILDREN'S CENTER 833 NORTH 26TH STREET MILWAUKEE,WI 53233	NONE	501(C)(3)	TO HELP INFANTS & YOUNG CHILDREN WITH AND WITHOUT DISABILITIES REACH THEIR FULL POTENTIAL	15,000
PENINSULA GOLF ASSOCIATES INC PO BOX 275 FISH CREEK,WI 54212	NONE	501(C)(3)	ANNUAL CAMPAIGN SUPPORT & PRESERVE THE GOLF COURSE	20,000
PREVENT BLINDNESS WISCONSIN 759 NORTH MILWAUKEE STREET MILWAUKEE,WI 53202	NONE	501(C)(3)	ANNUAL CAMPAIGN PROMOTE HEALTH VISION AND EYE SAFETY	20,000
RAWHIDE BOYS RANCH RAWHIDE ROAD NEW LONDON,WI 54961	NONE	501(C)(3)	SUPPORT NEW OUT PATIENT FACILITY FOR AT RISK BOYS	50,000
ROGERS MEMORIAL HOSPITAL FOUNDATION 34700 VALLEY ROAD OCONOMOWOC,WI 53066	NONE	501(C)(3)	CAPITAL CAMPAIGN NATIONALLY RESPECTED AND LOCALLY APPRECIATED MENTAL HEALTH PROVIDER	30,000
RONALD MCDONALD HOUSE CHARITIES OF EASTERN WISCONSIN INC 8948 WATERTOWN PLANK ROAD WAUWATOSA,WI 53226	NONE	501(C)(3)	CAPITAL CAMPAIGN SUPPORT FAMILIES DIPLACED BY CHILD ILLNESS	15,000
SD FOUNDATION 4041 N RICHARDS STREET MILWAUKEE,WI 53212	NONE	501(C)(3)	PROGRAM TO HELP RESIDENTS GAIN THE RESOURCES TO MOVE BEYOND POVERTY	5,000
SHARP LITERACY INC 750 N LINCOLN MEMORIAL DRIVE 311 MILWAUKEE,WI 53202	NONE	501(C)(3)	ANNUAL CAMPAIGN INCREASE LITERACY THROUGH THE POWER OF ART FOR THOUSANDS OF CHILDREN IN GREATER MILWAUKEE AREA	10,000

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SIXTEENTH STREET COMMUNITY HEALTH CENTER INC 1337 S CESAR CHAVEZ DRIVE MILWAUKEE,WI 53204	NONE	501(C)(3)	PROVIDES QUALITY, ACCESSIBLE & AFFORDABLE HEALTH CARE SERVICES TO FAMILIES AND INDIVIDUALS IN OUR COMMUNITY	15,000
SOJOURNER FAMILY PEACE CENTER PO BOX 080319 MILWAUKEE,WI 53208	NONE	501(C)(3)	ANNUAL CAMPAIGN PROVIDE SHELTER FOR BATTERED AND WOMEN AND CHILDREN	15,000
SPECIAL OLYMPICS WISCONSIN 10224 N PORT WASHINGTON ROAD MEQUON,WI 53092	NONE	501(C)(3)	SUPPORT OF SPRING GOLF OUTING BENEFIT CITIZENS WITH MENTAL RETARDATION	500
ST ANN CENTER FOR INTERGENERATIONAL CARE 2801 EAST MORGAN AVENUE MILWAUKEE,WI 53207	NONE	501(C)(3)	ANNUAL CAMPAIGN ASSIST FRAIL OLDER ADULTS AND PERSONS WITH DISABILITIES TO REMAIN IN THEIR HOMES DAY CARE SERVICES TO ADULTS AND CHILDREN	15,000
ST COLETTA DAY SCHOOL OF MILWAUKEE 1740 NORTH 55TH STREET MILWAUKEE,WI 53208	NONE	501(C)(3)	ANNUAL CAMPAIGN PROVIDE ACADEMIC CURRICULUM FOR SPEIAL NEEDS	15,000
TEN CHIMNEYS FOUNDATION PO BOX 225 GENESSEE DEPOT,WI 53127	NONE	501(C)(3)	ANNUAL CAMPAIGN SAVE AND OPEN TO THE PUBLIC THE HOME OF BROADWAY LEGENDS ALFRED LUNT AND LYNN FONTAINE	15,000
THE GATHERING OF SOUTHEASTERN WISCONSIN 804 EAST JUNEAU AVENUE MILWAUKEE,WI 53202	NONE	501(C)(3)	ANNUAL CAMPAIGN PROVIDE FOOD FOR THE HUNGRY	20,000
THE SALVATION ARMY 4757 NORTH 76TH STREET PO BOX 18996 MILWAUKEE,WI 53218	NONE	501(C)(3)	ANNUAL CAMPAIGN PREACHING THE GOSPEL OF JESUS AND MEET THE HUMAN NEEDS IN HIS NAME WITHOUT DISCRIMINATION	25,000
THE WOMEN'S CENTER 505 NORTH EAST AVENUE WAUKESHA,WI 53186	NONE	501(C)(3)	ANNUAL CAMPAIGN TO PROVIDE SAFETY AND SUPPORT TO WOMEN AND THEIR FAMILIES AND TO FACILITATE THEIR DEVELOPMENT, TO EDUCATE PUBLIC ABOUT DOMESTIC VIOLENCE AND SEXUAL ASSAULT	10,000
UNITED COMMUNITY CENTER 1028 SOUTH 9TH STREET MILWAUKEE,WI 53204	NONE	501(C)(3)	ANNUAL CAMPAIGN PROVIDE PROGRAMS TO HISPANICS AND NEAR SOUTH SIDE RESIDENTS OF ALL AGES IN THE AREAS OF EDUCATION, CULTURAL ARTS, RECREATION, COMMUNITY DEVELOPMENT AND HEALTH AND HUMAN SERVICES	10,000
UNITED WAY COMMUNITY IMPACT FUND 1028 SOUTH 9TH STREET MILWAUKEE,WI 53204	NONE	501(C)(3)	SERVES THE COMMUNITY BY MAXIMIZING RESOURCES TO ENABLE POSITIVE CHANGE IN THE LIVES OF PEOPLE IN MILWAUKEE	50,000
UPAF 929 NORTH WATER STREET MILWAUKEE,WI 53202	NONE	501(C)(3)	ANNUAL CAMPAIGN SUPPORTS THE PERFORMING ARTS IN MILWAUKEE	16,000
URBAN DAY SCHOOL 12TH STREET CAMPUS 3782 N 12TH STREET MILWAUKEE,WI 53206	NONE	501(C)(3)	ANNUAL CAMPAIGN PROVIDE EDUCATIONAL PROGRAMS FOR CHILDREN	15,000
UWM ATHLETICS SUMMER CAMP PO BOX 413 MILWAUKEE,WI 53201	NONE	501(C)(3)	BASKETBALL SUMMER CAMPS FOR UNDERPRIVILEGED CHILDREN	20,000
VISION FORWARD ASSOCIATION 912 N HAWLEY ROAD MILWAUKEE,WI 53213	NONE	501(C)(3)	ANNUAL CAMPAIGN TO PROVIDE SERVICES TO CHILDREN WHO ARE BLIND AND VISUALLY IMPAIRED, AND OTHER DISABILITIES, SO THAT THEY CAN DEVELOP THEIR GREATEST POTENTIAL	120,000

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WALKER'S POINT YOUTH & FAMILY CENTER INC 2030 W NATIONAL AVENUE MILWAUKEE, WI 53204	NONE	501(C)(3)	MEET THE NEEDS OF RUNAWAY, HOMELESS & OTHER TROUBLED YOUTH AND THEIR FAMILIES	15,000
WI ALLIANCE FOR FIRE SAFETY 17750 WEST LIBERTY LANE WEST BEND, WI 53146	NONE	501(C)(3)	GOLF OUTING - BENEFITS ST MARY'S BURN CENTER AND THE WI CAMP FOR BURNED AND INJURED YOUTH	3,000
WISCONSIN FOUNDATION FOR SCHOOL MUSIC 1102 STEPHENSON LANE WAUNAKEE, WI 53597	NONE	501(C)(3)	SUPPORTS SCHOOL MUSIC PROGRAMS THAT ENCOURAGE LIFELONG INVOLVEMENT IN MUSIC	40,000
WISCONSIN LIONS FOUNDATION INC 3834 COUNTY ROAD ROSHOLT, WI 54473	NONE	501(C)(3)	SUPPORT SPECIAL NEEDS CHILDREN AT SUMMER CAMP	5,000
ZOOLOGICAL SOCIETY OF MILWAUKEE 1421 NORTH WATER STREET MILWAUKEE, WI 53202	NONE	501(C)(3)	ANNUAL CAMPAIGN SUPPORT, EDUCATE & CONSERVE PROGRAMS FOR ANIMALS AT THE ZOO	15,000
Total				1,892,500