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: THE STILES-NICHOLSON FOUNDATION

A Employer identification number: 65-6103072

Number and street (or P O box number if mail is not delivered to street address): 4600 MILITARY TRAIL, SUITE 222

Room/suite:

B Telephone number (see instructions): 561-296-7000

City or town, state, and ZIP code: JUPITER FL 33458

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 ☒ 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) ▶ $ 15,758,645

J Accounting method. ☒ 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) (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)	6,267,405			
2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	229,319	229,319		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	4,064,749			
b	Gross sales price for all assets on line 6a 8,591,490				
7	Capital gain net income (from Part IV, line 2)		4,064,749		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) STMT 1	175,496	175,496		
12	**Total.** Add lines 1 through 11	10,736,969	4,469,564	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) STMT 2	1,000	1,000		
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 3	6,696	5,996		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch) STMT 4	3,348	3,348		
24	**Total operating and administrative expenses.** Add lines 13 through 23	11,044	10,344	0	0
25	Contributions, gifts, grants paid	685,350			685,350
26	**Total expenses and disbursements.** Add lines 24 and 25	696,394	10,344	0	685,350
27	Subtract line 26 from line 12.				
a	**Excess of revenue over expenses and disbursements**	10,040,575			
b	**Net investment income** (if negative, enter -0-)		4,459,220		
c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2012) **THE STILES-NICHOLSON FOUNDATION** 65-6103072 Page **2**

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing	326,045	639,217	639,217
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)			
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) **SEE STATEMENT 5**	7,759,228	13,590,889	15,119,428
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	8,085,273	14,230,106	15,758,645
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	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 ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	8,085,273	14,230,106	
	30	**Total net assets or fund balances** (see instructions)	8,085,273	14,230,106	
	31	**Total liabilities and net assets/fund balances** (see instructions)	8,085,273	14,230,106	

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	8,085,273
2	Enter amount from Part I, line 27a	2	10,040,575
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	18,125,848
5	Decreases not included in line 2 (itemize) ▶ **SEE STATEMENT 6**	5	3,895,742
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	14,230,106

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	SEE SCHEDULE ACCT # 8517-3724	P	VARIOUS	VARIOUS
b	SEE SCHEDULE ACCT # 8517-3724	P	VARIOUS	VARIOUS
c	SEE SCHEDULE ACCT 75223098	P	VARIOUS	VARIOUS
d	SALE OF IVY PARTNERS FUND 1 ,LTD	P	VARIOUS	VARIOUS
e	CHARLES SCHWAB-CAP GAIN DIST.			

	(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	194,952		235,255	-40,303
b	8,222,100		4,082,275	4,139,825
c	86,877		88,083	-1,206
d	30,154		121,128	-90,974
e	57,407			57,407

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				-40,303
b				4,139,825
c				-1,206
d				-90,974
e				57,407

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	4,064,749
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	552,823	10,136,447	0.054538
2010	621,646	9,379,091	0.066280
2009	281,100	7,397,904	0.037997
2008	67,995	7,418,554	0.009166
2007	209,235	8,567,078	0.024423

2 **Total** of line 1, column (d)	2	0.192404
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	0.038481
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	15,539,779
5 Multiply line 4 by line 3	5	597,986
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	44,592
7 Add lines 5 and 6	7	642,578
8 Enter qualifying distributions from Part XII, line 4	8	685,350

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

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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 ▶ ☒ and enter 1% of Part I, line 27b	1	44,592
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	44,592
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	44,592
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 5,875		
b	Exempt foreign organizations – tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 50,000		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	55,875
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	22
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	11,261
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 11,261 Refunded ▶	11	

Part VII-A Statements Regarding Activities

			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 the 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 ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? 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? N/A	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		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) ▶ FL			
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 ▶ DAVID J.S. NICHOLSON Telephone no ▶ 561-296-7000
4600 MILITARY TRAIL, SUITE 222
Located at ▶ JUPITER FL ZIP+4 ▶ 33458

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 |

			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?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 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.)	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. ▶ 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? (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

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)? 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 (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
DAVID J.S. NICHOLSON 3400 BARROW ISLAND ROAD	JUPITER FL 33477	TRUSTEE 0.25	0	0	0
C. LYNN NICHOLSON 3400 BARROW ISLAND ROAD	JUPITER FL 33477	TRUSTEE 0.00	0	0	0
LEEANNE S. LABANZ 119 SARDINIA CIRCLE	JUPITER FL 33458	TRUSTEE 0.25	0	0	0

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

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

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

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

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

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

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 N/A	
2	
3	
4	

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

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

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	11,500,738
b	Average of monthly cash balances	1b	4,275,687
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	15,776,425
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	15,776,425
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	236,646
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,539,779
6	**Minimum investment return.** Enter 5% of line 5	6	776,989

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	776,989
2a	Tax on investment income for 2012 from Part VI, line 5 2a 44,592		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	44,592
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	732,397
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	732,397
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	732,397

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	685,350
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	685,350
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	44,592
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	640,758

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				732,397
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			388,218	
b Total for prior years: 20____ , 20____ , 20____				
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				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 685,350				
a Applied to 2011, but not more than line 2a			388,218	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				297,132
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount – see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount – see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				435,265
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
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 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
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test – enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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).)

DAVID J.S. NICHOLSON

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.

N/A

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 SCHEDULE 2**				685,350
Total			▶ 3a	685,350
b Approved for future payment **N/A**				
Total			▶ 3b	

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) 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					
4 Dividends and interest from securities					229,319
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					4,064,749
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b NET INCOME VIA INVEST L/P'S					175,496
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		0	4,469,564

13 **Total.** Add line 12, columns (b), (d), and (e) 13 4,469,564

(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). (See instructions.)
N/A	

DAA

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? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

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

Signature of officer or trustee: [signature] Date: 11/4/13 Title: TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed
WILLIAM J. GATARZ, CPA	[signature], CPA	10/30/13	
Firm's name ▶ OLSSON & COMPANY CPAS, LLC		PTIN P00403444	
Firm's address ▶ 200 COTTONTAIL LANE, SUITE A105W SOMERSET, NJ 08873		Firm's EIN ▶ 22-3342786	
		Phone no 732-469-5555	

DAA

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**
THE STILES-NICHOLSON FOUNDATION	65-6103072

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: THE STILES-NICHOLSON FOUNDATION

Employer identification number: 65-6103072

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	DAVID J.S. NICHOLSON 3400 BARROW ISLAND ROAD JUPITER FL 33477	$ 6,267,405	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.)

DAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2012) Page 1 of 1 of Part II

Name of organization	Employer identification number
THE STILES-NICHOLSON FOUNDATION	65-6103072

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
1	SEE SCHEDULE 1	$ 6,267,405	02/22/12

(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
		$	

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
INCOME FROM K-1 INVESTMENTS	$ 175,496	$ 175,496	$
TOTAL	$ 175,496	$ 175,496	$ 0

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PROFESSIONAL FEES	$ 1,000	$ 1,000	$	$
TOTAL	$ 1,000	$ 1,000	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES	$ 5,996	$ 5,996	$	$
FEDERAL INCOME TAX (2012 EST)	700			
TOTAL	$ 6,696	$ 5,996	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
PORTFOLIO MANAGEMENT FEES	3,113	3,113		
BANK CHARGES	235	235		
TOTAL	$ 3,348	$ 3,348	$ 0	$ 0

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
VANGUARD WELLESLEY INCOME FUND	$ 90,000	$ 90,000	COST	$ 114,320
CGM REALTY FUND	49,795		COST	
AMERICAN FDS EUROPACIFIC GROWTH	27,270	27,270	COST	222,316
AMERICAN FUNDS FUNDAMENTAL INV FD	150,000	150,000	COST	144,010
IVY PARTNERS OFFSHORE PARTNERSHIP	121,128		COST	
KAYNE ANDERSON REAL ESTATE PARTNERS	413,969	318,230	COST	311,821
NUSTAR GP HOLDINGS LLC	40,903		COST	
CNOOC LTD ADR	73,114		COST	
FREEPORT MC MORAN COPPER & GOLD	139,685		COST	
ISHARES S& P US PREFERRED STOCK	186,807	186,807	COST	262,799
KEY ENERGY SERVICES	7,876	116,953	COST	202,231
KINDER MORGAN MGMT INC.	110,903		COST	
PERMANENT PORTFOLIO	179,000	179,000	COST	237,340
TEMPLETON GLOBAL BOND ADV	200,000	200,000	COST	238,824
FRANKLIN INT'L SMALL CO. GROWTH FUND	200,000	200,000	COST	234,420
POWERSHARES QQQ	120,695		COST	
CHESAPEAKE ENERGY CORP	79,388		COST	
COHEN & STEERS REIT & UTILITY INCOME	112,360	52,975	COST	131,215
JOHN HANCOCK PAT PREMIUM II	15,644		COST	
KAYNE ANDERSON ENERGY DEVELOPMENT	47,003		COST	
COHEN & STEERS QUALITY INCOME REALTY	81,291	160,558	COST	512,018
JPM ALERIAN MLP	199,888	199,888	COST	269,220
TCW TOTAL RETURN BOND FUND	200,000	200,000	COST	204,344
AMANA TRUST GROWTH	300,000	300,000	COST	360,386
HARDING LOEVNER INT'L EQ	300,000	500,025	COST	544,107
MARSICO FLEXIBLE CAPITAL	100,000		COST	
MATTHEWS ASIA DIVIDEND FUND	300,000	500,025	COST	530,919
MATTHEWS PACIFIC TIGER FUND	250,000	250,000	COST	283,705
OPPEHHEIMER DEVELOPING MARKETS	100,000		COST	
RYDEX S&P MIDCAP 400 PURE GWTH	109,059		COST	
SPDR'S S&P 500 ETF	263,473	2,550,069	COST	2,610,518
YACHTMAN FOCUSED FUND	300,000	300,000	COST	365,077
ISHARES MSCI CANADA ETF	99,867		COST	
ABBOTT LABORATORIES	151,599		COST	
CONOCO PHILLIPS	108,707		COST	
NFJ DIV INT & PREM STRATEGY FUND	159,823		COST	
AG NET LEASE II	264,906	466,412	COST	492,959

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 13 - Other Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MILLENNIUM INTERNATIONAL LLC	$ 1,000,000	$ 1,000,000	COST	$ 1,296,224
CHEVRON CORP	144,420		COST	
EXELON CORP	126,546		COST	
JP MORGAN EQUITY INDEX SELECT	310,000	310,000	COST	340,955
JOHNSON & JOHNSON	103,197		COST	
PROCTOR & GAMBLE CO.	100,423		COST	
SPDR HIGH DIVIDEND ETF	200,861	200,861	COST	227,987
SOHU .COM .INC	119,628		COST	
JOHN HANCOCK TAX-ADVANT. DIV.		58,851	COST	110,044
FPA CRESCENT		250,000	COST	263,373
COHEN & STEERS REIT & PREF INCOME		77,285	COST	242,957
ATREAUS OVERSEAS FUND		1,000,000	COST	1,005,956
BLACK DIAMOND THEMATIC LTD		1,000,000	COST	1,161,003
QIM TACTICAL AGG OFFSHORE FUND		1,000,000	COST	980,159
WAVE HILL CAYMAN LTD		1,000,000	COST	411,563
ZPR - WESTERN INT'L		745,680	COST	806,658
TOTAL	$ 7,759,228	$ 13,590,889		$ 15,119,428

Statement 6 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
NET ASSET ADJ. FOR CONTRIB OF PROPERTY VALUED @ FMV	$ 3,895,742
TOTAL	$ 3,895,742

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

Name of Manager
DAVID J.S. NICHOLSON
TOTAL

The Stiles Nicholson Foundation
2012 Form 990-PF

Positions Gifted to NICSNX Foundation

Ticker	Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss
GF	1/27/2009	7100	New Germany	6.80	48,279.17	14.81	105,179 40	56,900.23
GF	2/2/2009	3000	New Germany	6.59	19,778.95	14.81	44,442.00	24,663.05
CEO	11/4/2008	5000	CNOOC, Ltd. ADR	85.71	428,558.95	227.79	1,138,950.00	710,391.05
KED	1/27/2009	2100	Kayne Anderson Energy Developn	10.91	22,909.18	23.74	49,854.00	26,944.82
KED	4/20/2009	3400	Kayne Anderson Energy Developn	8.75	29,764.27	23.74	80,716.00	50,951.73
KEG	11/18/2008	38000	Key Energy Services, Inc.	4.47	169,849.95	17.14	651,320.00	481,470.05
KEG	11/20/2008	7500	Key Energy Services, Inc.	3.89	29,159.20	17.14	128,550.00	99,390.80
KEG	11/24/2008	10000	Key Energy Services, Inc	4.39	43,941.95	17.14	171,400.00	127,458.05
KEG	12/2/2008	24000	Key Energy Services, Inc.	4.07	97,568.95	17.14	411,360.00	313,791.05
KEG	12/4/2008	98	Key Energy Services, Inc.	3.96	388.21	17.14	1,679.72	1,291.51
KEG	12/10/2008	7000	Key Energy Services, Inc	4.88	34,164.18	17.14	119,980.00	85,815 82
KMR	11/26/2008	7382.451	Kinder Morgan Management LLC	32.34	238,783.40	80.54	594,582.60	355,799.20
KMR	12/2/2008	1840.445	Kinder Morgan Management LLC	31.84	58,596.27	80.54	148,229.44	89,633.17
KMR	1/5/2009	8545.532	Kinder Morgan Management LLC	34.47	294,523.67	80.54	688,257.15	393,733 48
INB	2/13/2009	4300	Cohen & Steers Global Income Bu	5.84	25,095.59	10.55	45,365.00	20,269.41
INB	3/3/2009	3000	Cohen & Steers Global Income Bu	3.59	10,761.27	10.55	31,650.00	20,888.73
UTF	2/2/2009	4150.472	Cohen & Steers Infrastructure	8.29	34,390.10	17.49	72,591.76	38,201.66
UTF	2/12/2009	1836	Cohen & Steers Infrastructure	8.04	14,755.60	17.49	32,111.64	17,356.04
UTF	2/13/2009	5200	Cohen & Steers Infrastructure	11.19	58,207.10	17.49	90,948.00	32,740.90
UTF	2/13/2009	6831	Cohen & Steers Infrastructure	8.11	55,396.20	17.49	119,474.19	64,077.99
UTF	2/16/2010	1837	Cohen & Steers Infrastructure	13.71	25,192.90	17.49	32,129.13	6,936.23
RNP	1/26/2009	4300	Cohen & Steers REIT & Pref Incoi	5.66	24,341.34	15.69	67,467.00	43,125.66
RNP	2/13/2009	10000	Cohen & Steers REIT & Pref Incoi	5.29	52,943.68	15.69	156,900.00	103,956.32
SBS	5/3/2010	8000	Companhia de San Basi Sp	41.51	332,047.90	74.92	599,360.00	267,312.10
HTD	12/29/2008	3500	JHancock Tax-Advantaged Div Inc	9.49	33,215.88	17.81	62,335.00	29,119.12
HTD	1/28/2009	6600	JHancock Tax-Advantaged Div Inc	9.86	65,072.69	17.81	117,546.00	52,473.31
RQI	1/22/2009	4300	Cohen & Steers Qual Inc Realty	3.31	14,250.19	9.31	40,033.00	25,782.81
RQI	1/26/2009	14389	Cohen & Steers Qual Inc Realty	3.29	47,358.16	9.31	133,961.59	86,603.43
RQI	2/2/2009	4184	Cohen & Steers Qual Inc Realty	3.28	13,702.95	9.31	38,953.04	25,250.09
RQI	2/12/2009	1327	Cohen & Steers Qual Inc Realty	3.13	4,155.95	9.31	12,354.37	8,198.42
RQI	2/13/2009	9592	Cohen & Steers Qual Inc Realty	3.14	30,147.90	9.31	89,301.52	59,153.62
VRX	6/4/2009	4096	Valeant Pharmaceuticals Internatio	3.51	14,360.95	46.49	190,423.04	176,062.09
			TOTAL		2,371,662.65		6,267,404.59	3,895,741.94

NON-CASH PROPERTY GIFTED SCHEDULE #1

THE STILES NICHOLSON FOUNDATION
GRANTS AND CONTRIBUTIONS PAID DURING 2012
LINE 3a
ID #65-6103072

All Contributions were to Section 501© (3) organizations for the benefit of these qualified charities in accordance with Article I of the Trust Agreement of the Foundation There were no contributions paid to individuals during the year		
Contributions Paid To		Amount
American Heart Association, National Center		500
7272 Greenville Ave		
Dallas, TX 75231		
American Red Cross		1,000
2025 E Street NW		
Washington, DC 20006		
American Spectator Fdn Inc		1,000
1611 North Kent Street, Suite 901		
Arlington, VA 22209		
Bucknell University		5,000
701 Moore Avenue		
Lewisburg, PA 17837		
CATO Institute		5,000
1000 Massachusetts Ave NW		
Washington, DC 20001-5403		
Citizens Against Government Waste		5,000
1301 Pennsylvania Ave NW, Ste 1075		
Washington, DC 20004		
Cleveland Clinic Fdn		2,500
P O Box 931517		
Cleveland, OH 44193-1655		
Council for Economic Education		1,000
122 East 42nd St , Suite 2600		
New York, NY 10168		
Fraternal Order of Police		750
885 N 62nd Drive		
West Palm Beach, FL 33415		
Foundation for Economic Education		1,000
30 S Broadway		
Irvington-on-Hudson, NY 10533		
Forgotten Soldiers Outreach, Inc		5,000
3550 23rd Avenue S , Suite #7		
Lake Worth, FL 33461		
Give A Life Foundation		200
P O Box 31688		
Palm Beach Gardens, FL 33420		
Habitat for Humanity of Palm Beach		5,000
6758 N Military Trail, Ste 303		
West Palm Beach, FL 33407		
Heritage Foundation		10,000
214 Massachusetts Ave NE		
Washington DC 20002-4999		
Hillsdale College		1,000
33 E College St		
Hillsdale, MI 49242		
Intercollegiate Studies Institute		25,000
3901 Centerville Rd		
P O Box 4431		
Wilmington, DE 19807-0431		
JL Cares		1,500
16823 Captain Kirle Dr		
Jupiter, FL 33477		
Junior Achievement of the Palm Beaches		30,400
6903 Vista Pkwy N, Ste 1		
West Palm Beach, Florida 33411		

GRANTS AND CONTRIBUTIONS PAID START

Schedule 2

THE STILES NICHOLSON FOUNDATION
GRANTS AND CONTRIBUTIONS PAID DURING 2012
LINE 3a
ID #65-6103072

Junior Achievement Worldwide		10,000
One Education Way		
Colorado Springs, CO 80906		
Jupiter First Church		6,000
1475 Indian Creek Parkway		
Jupiter, FL 33458		
Jupiter Medical Center Fdn		500,000
1210 S Old Dixie Hwy		
Jupiter, FL 33458		
MD Anderson Cancer Ctr, U of Texas		2,000
1515 Holcombe Blvd		
Houston, TX 77030		
Manahattan Institute for Policy Research		5,000
52 Vanderbilt Ave # 2		
New York, NY 10017		
Memorial Sloan-Kettering Cancer Center		2,000
1275 York Avenue		
New York, NY 10021		
National Taxpayers Union Fdn		6,000
108 North Alfred St		
Alexandria, VA 22314		
S I F E (Students in Free Enterprise) - National		1,000
The Jack Shewmaker SIFE World Headquarters		
1959 East Kerr Street		
Springfield, MO USA 65803-4775		
Salvation Army		1,000
615 Slaters Lane		
P O Box 269		
Alexandria, VA 22313		
St Mark's Episcopal School		10,000
3395 Burns Rd		
Palm Beach Gardens, FL 33410-4394		
StudentNewsDaily com		5,000
P O Box 30353		
Edmond, OK 73003		
Tax Foundation		12,000
1900 M Street, N W , Suite 550		
Washington, D C 20036		
The Independent Institute		5,000
1319 18th St NW		
Washington, DC 20036		
TWIG21 Plus		1,000
109 Pocono Road		
Denville, NJ 07834		
U S Foundation for Queen's University at Kingston		10,000
5505 Connecticut Ave, NW		
Box 130		
Washington, DC 20015-2601		
USO		1,000
P O Box 96860		
Washington, DC 20077-7677		
West Jupiter Community Group		2,500
7187 Church Street		
Jupiter, FL 33458		
Wounded Warriors Project		5,000
4899 Belfort Rd , Ste 300		
Jacksonville, FL 32256		
		$ 685,350

END

York Management & Research

REALIZED GAINS AND LOSSES

nicsnx - The Stiles Nicholson Foundation

8517-3724

From 01-01-12 Through 12-31-12

Open	Close			Cost		Gain Or Loss	
Date	Date	Quantity	Security	Basis	Proceeds	Short Term	Long Term
Short Term							
3/21/2011	2/10/2012	1500	Sohu com Inc	119,628 05	76,193 33	(43,434 72)	
1/9/2012	2/21/2012	3000	SPDR Barclays Capital High Yield Bond	115,626.85	118,758 91	3,132.06	
				235,254 90	194,952 24	(40,302 66)	
Long Term:							
10/16/2008	1/9/2012	0 0014	Kinder Morgan Management LLC	0 05	0 11		0 06
10/16/2008	1/9/2012	1599 999	Kinder Morgan Management LLC	53,073 91	123,711.28		70,637 37
11/12/2008	1/13/2012	900	Nustar GP Holdings, LLC	9,687 52	29,340.17		19,652 65
1/26/2009	1/13/2012	150	JHancock Pat Prem Div II	1,050 42	2,014 51		964 09
11/17/2004	1/17/2012	1675 655	CGM Realty	49,794 91	45,804 16		(3,990 75)
10/16/2008	1/23/2012	1500	Kinder Morgan Management LLC	49,756 83	118,570 97		68,814 14
2/18/2010	2/10/2012	2000	Freeport-McMoRan Copper & Gold B	76,617 95	90,012 51		13,394 56
10/24/2008	2/10/2012	5000	Freeport-McMoRan Copper & Gold B	63,066 97	225,031 29		161,964 31
11/12/2008	2/10/2012	700	Nustar GP Holdings, LLC	7,534 74	23,123 88		15,589 14
1/29/2009	2/10/2012	1100	Cohen & Steers Qual Inc Realty	3,591 13	10,385 84		6,794 71
10/16/2008	2/10/2012	130	Kinder Morgan Management LLC	4,249.11	10,248 01		5,998 90
9/2/2010	2/21/2012	3000	Abbott Laboratories	151,598.95	168,172 68		16,573 73
10/30/2008	2/21/2012	970	CNOOC, Ltd ADR	73,114 22	215,248 64		142,134 42
10/1/2009	2/21/2012	3000	Chesapeake Energy Corp	79,388 45	73,912 72		(5,475 73)
9/2/2010	2/21/2012	2000	ConocoPhillips	108,706 95	147,610.39		38,903 44
2/11/2011	2/21/2012	1500	Chevron Corp	144,420 65	162,414 13		17,993 48
11/18/2010	2/21/2012	3400	iShares MSCI Canada ETF	99,866 95	97,640 69		(2,226 26)
2/11/2011	2/21/2012	3000	Exelon Corp	126,545 88	116,691 94		(9,853 94)
2/1/2011	2/21/2012	1700	Johnson & Johnson	103,197 25	110,305 46		7,108 21
1/16/2009	2/21/2012	2800	Kayne Anderson Energy Development Company	24,999 51	66,984 98		41,985 47
1/14/2009	2/21/2012	900	Kayne Anderson Energy Development Company	7,072 56	21,530 88		14,458 32
2/26/2009	2/21/2012	2900	Key Energy Services, Inc	7,875 96	47,202 20		39,326 24
10/16/2008	2/21/2012	116 963	Kinder Morgan Management LLC	3,822 99	9,368 77		5,545 78
11/29/2010	2/21/2012	7770 008	Marsico Flexible Capital	100,000.00	112,121 22		12,121 22
9/2/2010	2/21/2012	2000	Alliance NFJ Div Int & Prem Strategy Fd	28,877 37	35,668 55		6,791 18
8/5/2010	2/21/2012	1200	Alliance NFJ Div Int & Prem Strategy Fd	17,286 94	21,401 13		4,114 19
1/26/2009	2/21/2012	2084	JHancock Pat Prem Div II	14,593 83	28,908 86		14,315 03
2/1/2011	2/21/2012	1600	Procter & Gamble Co	100,423 49	103,110 97		2,687 48
9/2/2010	2/21/2012	2000	PowerShares QQQ Trust	90,468 95	126,833 35		36,364 40
3/23/2009	2/21/2012	1000	PowerShares QQQ Trust	30,223 95	63,416 68		33,192 73
11/4/2010	2/21/2012	1500	Rydex S&P Midcap 400 Pure Growth	109,058.95	133,126 30		24,067 35
1/27/2009	2/22/2012	370	Kayne Anderson Energy Development Company	4,036 38	8,775 20		4,738 82
11/18/2010	2/23/2012	2891 958	Oppenheimer Developing Markets Y	100,000 00	95,843 41		(4,156 59)
2/16/2010	2/27/2012	1837	Cohen & Steers Infrastructure	25,192 90	32,363 63		7,170 73
10/12/2009	2/27/2012	2938	Cohen & Steers Infrastructure	36,553 95	51,760 67		15,206 72
2/13/2009	2/27/2012	5200	Cohen & Steers Infrastructure	58,207 10	91,611 81		33,404 71
1/29/2009	2/27/2012	1825	Cohen & Steers Infrastructure	14,968 96	32,152 23		17,183 27
6/4/2009	2/27/2012	4096	Valeant Pharmaceuticals International	14,360 95	203,396 25		189,035 30
11/4/2008	2/27/2012	5000	CNOOC, Ltd. ADR	428,558 95	1,118,783 87		690,224 92
1/27/2009	2/27/2012	4400	New Germany	29,919 49	65,680 01		35,760 52
1/28/2009	2/27/2012	2100	JHancock Tax-Advantaged Div Income	20,704 95	37,853 37		17,148 42
2/13/2009	2/27/2012	4300	Cohen & Steers Global Income Builder	25,095 59	45,662 50		20,566 91
3/3/2009	2/27/2012	3000	Cohen & Steers Global Income Builder	10,761 27	31,857 55		21,096 28
12/10/2008	2/27/2012	7000	Key Energy Services, Inc	34,164 18	123,978 23		89,814 05
11/18/2008	2/27/2012	28400	Key Energy Services, Inc	126,940 49	502,997 38		376,056 89
1/5/2009	2/27/2012	8545 532	Kinder Morgan Management LLC	294,523 67	690,829 68		396,306 01
11/26/2008	2/27/2012	5454 468	Kinder Morgan Management LLC	176,423 31	440,944 86		264,521 55
8/5/2010	2/27/2012	4115	Alliance NFJ Div Int & Prem Strategy Fd	59,279 81	73,042 05		13,762 24
11/12/2008	2/27/2012	2100	Nustar GP Holdings, LLC	21,192 44	74,754 94		53,562 50
5/3/2010	2/27/2012	5400	Companhia de San Basi Sp	224,132 33	403,802 75		179,670 42
1/27/2009	2/27/2012	1730	Kayne Anderson Energy Development Company	18,872 80	40,799 83		21,927 03
4/20/2009	2/27/2012	2460	Kayne Anderson Energy Development Company	21,535 32	58,015 94		36,480 62
1/27/2009	2/28/2012	2700	New Germany	18,359 68	40,333 57		21,973 89
2/2/2009	2/28/2012	3000	New Germany	19,778.95	44,815 08		25,036 13
4/20/2009	2/28/2012	940	Kayne Anderson Energy Development Company	8,228 95	22,102 75		13,873 80
1/14/2009	2/28/2012	1900	Kayne Anderson Energy Development Company	14,930 95	44,675 76		29,744 81
11/18/2008	2/28/2012	9600	Key Energy Services, Inc	42,909 46	167,496 42		124,586 96

York Management & Research							
REALIZED GAINS AND LOSSES							
nicsnx - The Stiles Nicholson Foundation							
8517-3724							
From 01-01-12 Through 12-31-12							
Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
11/24/2008	2/28/2012	10000	Key Energy Services, Inc	43,941 95	174,475 44		130,533 49
12/2/2008	2/28/2012	2500	Key Energy Services, Inc	10,163 43	43,618 86		33,455 43
8/5/2010	2/28/2012	1685	Alliance NFJ Div Int & Prem Strategy Fd	24,273 75	29,952 49		5,678 74
1/4/2010	2/28/2012	2115	Alliance NFJ Div Int & Prem Strategy Fd	30,105 20	37,596 15		7,490 95
11/12/2008	2/28/2012	100	Nustar GP Holdings, LLC	1,067 16	3,507 79		2,440 63
5/3/2010	2/28/2012	2600	Companhia de San Basi Sp	107,915 57	193,368 64		85,453 07
1/29/2009	2/28/2012	5520 646	Cohen & Steers Infrastructure	45,281 28	97,404 16		52,122 88
1/30/2009	2/28/2012	1960	Cohen & Steers Infrastructure	15,555 65	34,581 49		19,025 84
2/2/2009	2/28/2012	4150 472	Cohen & Steers Infrastructure	34,390 10	73,229 33		38,839 23
2/13/2009	2/28/2012	368 8819	Cohen & Steers Infrastructure	2,991 46	6,508 41		3,516 95
11/26/2008	2/28/2012	1927 983	Kinder Morgan Management LLC	62,360 09	154,009 66		91,649 57
12/2/2008	2/28/2012	440 445	Kinder Morgan Management LLC	14,022 93	35,183 29		21,160 36
1/28/2009	2/29/2012	1900	JHancock Tax-Advantaged Div Income	18,733 05	34,190 44		15,457 39
2/13/2009	2/29/2012	1300	Cohen & Steers Infrastructure	10,542 39	22,973 66		12,431 27
12/2/2008	2/29/2012	1400	Kinder Morgan Management LLC	44,573 34	112,227 03		67,653 69
1/22/2009	10/23/2012	4300	Cohen & Steers Qual Inc Realty	14,250 19	45,139 50		30,889 31
1/26/2009	10/23/2012	3800	Cohen & Steers Qual Inc Realty	12,506 85	39,890 73		27,383 88
				4,082,274 56	8,222,100 08		4,139,825 51

Realized Gain + Loss Acct# 75223098 Start

Realized Gains & Losses

Range: 1/1/2012 to 12/31/2012

Stiles-Nicholson,
Account: 75223098, Individual

Security Description	Symbol	Date Acquired	Date Sold	Quantity	Matching Method	Tax Cost	Net Proceeds	Short Term G/(L)	Long Term G/(L)
Stocks									
Adv Info Tech-NVDR	AIT T	10/11/2012	12/17/2012	3,300 000	High Cost	$6,624	$6,227	($397)	-
Adv Info Tech-NVDR	AIT T	10/11/2012	12/26/2012	3,200 000	High Cost	$6,423	$6,018	($405)	-
Broadway Industrial	BRWY S	10/11/2012	10/31/2012	10,000 000	High Cost	$2,973	$2,390	($583)	-
CHINA FISHERY GP	CNFG S	11/19/2012	11/27/2012	6,000 000	High Cost	$3,318	$2,869	($448)	-
Ezion Holdings LTD	EZHL S	10/11/2012	12/19/2012	4,000 000	High Cost	$4,350	$5,022	$671	-
Lee Feedmill	LEE T	10/12/2012	11/14/2012	35,000 000	High Cost	$4,314	$4,092	($223)	-
Lee Feedmill	LEE T	10/11/2012	12/4/2012	10,000 000	High Cost	$1,229	$1,169	($60)	-
Lee Feedmill	LEE T	10/12/2012	12/4/2012	45,000 000	High Cost	$5,547	$5,260	($287)	-
Pico Thailand NVDR	PICO T	10/12/2012	12/12/2012	30,000 000	High Cost	$3,411	$3,009	($403)	-
Pico Thailand NVDR	PICO T	10/11/2012	12/13/2012	10,000.000	High Cost	$1,121	$1,007	($115)	-
Pico Thailand NVDR	PICO T	10/12/2012	12/13/2012	10,000 000	High Cost	$1,137	$1,007	($130)	-
Pico Thailand NVDR	PICO T	10/11/2012	12/14/2012	45,000 000	High Cost	$5,046	$4,520	($527)	-
6462 Riken Corp	RIKEN Y	10/11/2012	11/19/2012	3,000 000	High Cost	$10,415	$10,300	($115)	-
SENA DEVELOP	SENA T	10/11/2012	11/27/2012	17,000 000	High Cost	$1,994	$1,835	($159)	-
SENA DEVELOP	SENA T	10/11/2012	11/29/2012	17,000 000	High Cost	$1,994	$1,845	($149)	-
SENA DEVELOP	SENA T	10/11/2012	12/21/2012	31,000 000	High Cost	$3,637	$3,329	($308)	-
SANSIRI	SIRI T	10/11/2012	11/20/2012	71,000 000	High Cost	$7,272	$7,241	($32)	-
SANSIRI	SIRI T	10/11/2012	11/26/2012	49,000 000	High Cost	$5,019	$5,218	$199	-
THAI NON-DESTRUCTIVE	TNDT T	10/11/2012	11/23/2012	15,000 000	High Cost	$2,975	$3,527	$551	-
THAI NON-DESTRUCTIVE	TNDT T	10/12/2012	11/23/2012	10,000 000	High Cost	$2,010	$2,351	$341	-
THAI NON-DESTRUCTIVE	TNDT T	10/15/2012	11/23/2012	7,000 000	High Cost	$1,399	$1,646	$247	-
THAI NON-DESTRUCTIVE	TNDT T	10/15/2012	11/28/2012	11,000 000	High Cost	$2,198	$2,631	$433	-
THAI NON-DESTRUCTIVE	TNDT T	10/15/2012	11/29/2012	12,000.000	High Cost	$2,398	$3,103	$705	-

Security Description	Symbol	Date Acquired	Date Sold	Quantity	Matching Method	Tax Cost	Net Proceeds	Short Term G/(L)	Long Term G/(L)
Stocks									
YHI International LTD	YHII S	10/11/2012	12/17/2012	5,000 000	High Cost	$1,278	$1,265	($13)	-
					Subtotal	**$88,083**	**$86,877**	(1,206)	**$0**
					Account Total	**$88,083**	**$86,877**	(1,206)	**$0**

END

REALIZED GAIN & LOSS ACCT # 75223098

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE STILES-NICHOLSON FOUNDATION	65-6103072
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 4600 MILITARY TRAIL, SUITE 222	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions JUPITER FL 33458	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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 ▶ DAVID J.S. NICHOLSON
4600 MILITARY TRAIL, SUITE 222
JUPITER FL 33458

Telephone No ▶ 561-296-7000 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 08/15/13 , 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	$ 57,875
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	$ 7,875
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	$ 50,000

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