



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation NICHOLAS FAMILY FOUNDATION TRUST C/O LYNN S. NICHOLAS		A Employer identification number 39-6589261
Number and street (or P O box number if mail is not delivered to street address) 10309 N. RIVER ROAD	Room/suite	B Telephone number 262-242-3040
City or town, state or province, country, and ZIP or foreign postal code MEQUON, WI 53092-4561		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) \$ 49,898,860.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	195,133.	701.		STATEMENT 1
	4 Dividends and interest from securities	525,152.	525,152.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,502,732.			
	b Gross sales price for all assets on line 6a	3,154,398.			
	7 Capital gain net income (from Part IV, line 2)		1,502,732.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	-25,599.	-38,955.	0.	STATEMENT 3	
12 Total. Add lines 1 through 11	2,197,418.	1,989,630.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	75,000.	49,500.	0.	25,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	4,590.	3,060.	0.	1,530.
	16a Legal fees				
	b Accounting fees STMT 4	5,350.	4,910.	0.	440.
	c Other professional fees STMT 5	25,590.	25,590.	0.	0.
	17 Interest				
	18 Taxes STMT 6	45,655.	0.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	219.	11.	0.	97.
	24 Total operating and administrative expenses. Add lines 13 through 23	156,404.	83,071.	0.	27,567.
	25 Contributions, gifts, grants paid	1,959,619.			1,959,619.
26 Total expenses and disbursements. Add lines 24 and 25	2,116,023.	83,071.	0.	1,987,186.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	81,395.				
b Net investment income (if negative, enter -0-)		1,906,559.			
c Adjusted net income (if negative, enter -0-)			0.		

6

NICHOLAS FAMILY FOUNDATION TRUST

Form 990-PF (2013)

C/O LYNN S. NICHOLAS

39-6589261

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,671,311.	2,992,625.	2,992,625.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	6,198,821.	6,333,297.	6,340,909.
	b Investments - corporate stock STMT 9	29,089,932.	28,716,603.	40,558,570.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ PREPAID TAXES)		0.	6,756.	6,756.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		37,960,064.	38,049,281.	49,898,860.
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶ STATEMENT 10)	7,223.	15,045.		
23 Total liabilities (add lines 17 through 22)	7,223.	15,045.		
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	37,952,841.	38,034,236.	
30 Total net assets or fund balances	37,952,841.	38,034,236.		
31 Total liabilities and net assets/fund balances	37,960,064.	38,049,281.		

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	37,952,841.
2 Enter amount from Part I, line 27a	2	81,395.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	38,034,236.
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	38,034,236.

Form 990-PF (2013)

NICHOLAS FAMILY FOUNDATION TRUST

Form 990-PF (2013)

C/O LYNN S. NICHOLAS

39-6589261

Page **3**

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 G/L ON MUNICIPAL BONDS		P		
b ENTERPRISE PRODUCTS - PASSTHROUGH ENTITY				
c PLAINS ALL AMERICAN - PASSTHROUGH ENTITY				
d CEDAR FAIR - PASSTHROUGH ENTITY				
e CAPITAL GAINS DIVIDENDS				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,635,000.		1,648,823.	-13,823.
b			214.
c			-4,624.
d			1,567.
e 1,519,398.			1,519,398.

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			-13,823.
b			214.
c			-4,624.
d			1,567.
e			1,519,398.

2 Capital gain net income or (net capital loss)	2	1,502,732.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,914,482.	41,144,076.	.046531
2011	1,569,888.	37,296,123.	.042093
2010	1,345,701.	32,675,095.	.041184
2009	1,520,568.	27,179,487.	.055945
2008	1,673,962.	31,152,772.	.053734

2 Total of line 1, column (d)	2	.239487
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	.047897
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	46,092,877.
5 Multiply line 4 by line 3	5	2,207,711.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,066.
7 Add lines 5 and 6	7	2,226,777.
8 Enter qualifying distributions from Part XII, line 4	8	1,987,186.

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.

NICHOLAS FAMILY FOUNDATION TRUST

Form 990-PF (2013)

C/O LYNN S. NICHOLAS

39-6589261

Page 4

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 c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	1	38,131.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3 Add lines 1 and 2	3	38,131.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	38,131.
6 Credits/Payments:		
a 2013 estimated tax payments and 2012 overpayment credited to 2013 b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withheld	6a 6b 6c 6d	44,887.
7 Total credits and payments. Add lines 6a through 6d	7	44,887.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,756.
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax 6,756. Refunded 0.	11	0.

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)? 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	1b		X
c Did the foundation file Form 1120-POL for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) 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	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 2013 or the taxable year beginning in 2013 (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

Form 990-PF (2013)

NICHOLAS FAMILY FOUNDATION TRUST

Form 990-PF (2013)

C/O LYNN S. NICHOLAS

39-6589261

Page **5**

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
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 N/A			
16 At any time during calendar year 2013, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here N/A ► ☐	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 2013?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ►			
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2013 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 2013.) 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 2013?	4b		X

Form **990-PF** (2013)

NICHOLAS FAMILY FOUNDATION TRUST

Form 990-PF (2013)

C/O LYNN S. NICHOLAS

39-6589261

Page 6

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

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?

If "Yes" to 6b, file Form 8870.

6b

X

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

☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		75,000.	0.	0.

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

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

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

0

Form 990-PF (2013)

NICHOLAS FAMILY FOUNDATION TRUST

Form 990-PF (2013)

C/O LYNN S. NICHOLAS

39-6589261

Page 7

Part VIII

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

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

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

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

0

Part IX-A

Summary of Direct Charitable Activities

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

Expenses

1 N/A	
	0.
2	
3	
4	

Part IX-B

Summary of Program-Related Investments

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

Amount

1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

Form 990-PF (2013)

NICHOLAS FAMILY FOUNDATION TRUST

Form 990-PF (2013)

C/O LYNN S. NICHOLAS

39-6589261

Page 8

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	44,379,310.
b Average of monthly cash balances	1b	2,415,489.
c Fair market value of all other assets	1c	0.
d Total (add lines 1a, b, and c)	1d	46,794,799.
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	46,794,799.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	701,922.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	46,092,877.
6 Minimum investment return. Enter 5% of line 5	6	2,304,644.

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	2,304,644.
2a Tax on investment income for 2013 from Part VI, line 5	2a	38,131.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	38,131.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	2,266,513.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	2,266,513.
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	2,266,513.

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	1,987,186.
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	1,987,186.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,987,186.

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.

Form 990-PF (2013)

NICHOLAS FAMILY FOUNDATION TRUST
C/O LYNN S. NICHOLAS

Form 990-PF (2013)

39-6589261 Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,266,513.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,913,290.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 1,987,186.				
a Applied to 2012, but not more than line 2a			1,913,290.	
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 2013 distributable amount				73,896.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				2,192,617.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Page 10

N/A

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

LYNN NICHOLAS, NICHOLAS FAMILY FOUNDATION, 262-242-3040
10309 NORTH RIVER ROAD, MEQUON, WI 53092

- 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

NICHOLAS FAMILY FOUNDATION TRUST

Form 990-PF (2013)

C/O LYNN S. NICHOLAS

39-6589261

Page 11

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				
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	10,000.
ALZHEIMER'S AND DEMENTIA ALLIANCE OF WISCONSIN 517 N SEGOE ROAD STE 301 MADISON, WI 53705	NONE	501(C)(3)	ANNUAL CAMPAIGN. TO SUPPORT PEOPLE FACING ALZHEIMER'S DISEASE AND THEIR CARE PARTNERS TO GROW AS	2,500.
AMERICAN CANCER SOCIETY 660 E. MASON STREET, STE. 200 MILWAUKEE, WI 53202	NONE	501(C)(3)	BREAST CANCER LUNCHEON SPONSOR - DEDICATED TO ELIMINATING CANCER THROUGH RESEARCH, EDUCATION, ADVOCACY	10,000.
AMERICAN HEART ASSOCIATION P.O. BOX 4002902 DES MOINES, IA 50340-2902	NONE	501(C)(3)	WEST BEND HEART WALK - DEDICATED TO FIGHTING HEART DISEASE AND STROKE THROUGH EDUCATION.	20,000.
AMERICAN HEART SOCIETY P.O. BOX 4002902 DES MOINES, IA 50340-2902	NONE	501(C)(3)	TEACHING GARDEN - DEDICATED TO FIGHTING HEART DISEASE AND STROKE THROUGH EDUCATION.	20,000.
Total	SEE CONTINUATION SHEET(S)			3a 1,959,619.
b Approved for future payment				
NONE				
Total				3b 0.

Enter gross amounts unless otherwise indicated.

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

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).
----------------------	---

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. | | |

[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
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 instr.)?

☒ Yes ☐ No

Signature of officer or trustee

PRESIDENT

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature _____

Date _____

Check ☐ if
self-employed

PTIN	
------	--

JEFFREY KNORR, CPA

04/28/14

P00706566

Firm's name ► **ANDERSON, TACKMAN & CO., PLC**

Firm's EIN ▶ 38-1977929

Firm's address ► 1249 W. LIEBAU RD., STE. 200
MEQUON, WI 53092

Phone no. (262) 243-9610

Form **990-PF** (2013)

NICHOLAS FAMILY FOUNDATION TRUST
C/O LYNN S. NICHOLAS

39-6589261

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ANXIETY DISORDERS FOUNDATION PO BOX 560 OCONOMOWOC, WI 53066	NONE	501(C)(3)	ANNUAL CAMPAIGN. DEDICATED TO IMPROVING THE LIVES AFFECTED BY ANXIETY DISORDER WITH TREATMENT, TRAINING	10,000.
BALANCE, INC. 134 FOSTER DRIVE SAUKVILLE, WI 53080	NONE	501(C)(3)	ANNUAL CAMPAIGN. BALANCING SUPPORT AND INDEPENDENCE FOR QUALITY LIVING.	20,000.
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.
BIRCH CREEK MUSIC PERFORMANCE CENTER, INC. P.O. BOX 230 EGG HARBOR, WI 54209	NONE	501(C)(3)	SUMMER MUSIC ACADEMY IN DOOR CTY WI FOR ADVANCED YOUNG MUSICANS.	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	50,000.
CENTER FOR DEAF BLIND PERSONS, INC. 3195 SOUTH SUPERIOR STREET MILWAUKEE, WI 53207	NONE	501(C)(3)	ANNUAL CAMPAIGN. PROVIDE SERVICES NEEDED TO MINIMIZE THE DEVASTATING EFFECTS OF COMBINED VISION AND	5,000.
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, RESEARCH AND TEACHING.	150,000.
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	8,500.
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	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.
Total from continuation sheets				1,897,119.

NICHOLAS FAMILY FOUNDATION TRUST
C/O LYNN S. NICHOLAS

39-6589261

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
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	10,000.
EASTBROOK ACADEMY 5375 NORTH GREEN BAY AVENUE MILWAUKEE, WI 53209	NONE	501(C)(3)	ANNUAL CAMPAIGN. TO SUPPORT FAMILIES FROM DIVERSE BACKGROUNDS IN THE ACADEMIC AND SPIRITUAL DEVELOPMENT	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	20,000.
FIRST STAGE CHILDREN'S THEATER 929 NORTH WATER STREET MEQUON, WI 53202	NONE	501(C)(3)	ANNUAL CAMPAIGN. PROVIDE THEATER EXPERIENCES AND SERVE AS THEATER ARTS-IN-EDUCATION	25,000.
FROEDERT HOSPITAL 9200 W. WISCONSIN AVE. MILWAUKEE, WI 53213	NONE	501(C)(3)	FUND CANCER RESEARCH. PROVIDES SUPPORT FOR THE HIGHLY SPECIALIZED CARE, RESEARCH AND TRAINING OF FROEDERT	200,000.
GATHERING ON THE GREEN PO BOX 524 THIENSVILLE, WI 53092	NONE	501(C)(3)	ANNUAL CAMPAIGN. DELIVERING THE PERFORMING ARTS TO NEW AUDIENCES AND THE NEXT GENERATION.	10,000.
JEWISH FAMILY SERVICES 1300 N. JACKSON STREET MILS, WI 53202	NONE	501(C)(3)	SUPPORT BREAKFAST CLUB. DEVELOPMENT OF SERVICES FOR INDIVIDUALS WHO HAVE SEVERE AND PERSISTENT	10,000.
JUDITH ANN GRIESE FOUNDATION 1741 GRAYLORD STREET DENVER, CO 80206	NONE	501(C)(3)	ANNUAL CAMPAIGN. TO HELP CHILDREN AND FAMILIES WHO ARE GRIEVING THE DEATH OF A LOVED ONE FIND HOPE	15,000.
KRADWELL SCHOOL 1220 DEWEY AVENUE WAUWATOSA, WI 53213	NONE	501(C)(3)	ANNUAL CAMPAIGN. HELP STUDENTS IN NON-TRAD ENVIRONMENT FOR GROWTH.	10,000.
LAD LAKE/ST. ROSE CENTER 3801 NORTH 88TH STREET MILWAUKEE, WI 53222	NONE	501(C)(3)	ANNUAL CAMPAIGN. CHANGING HEARTACHE TO HOPE FOR WOMEN, GIRLS AND FAMILIES IN NEED BY PROVIDING	50,000.
Total from continuation sheets				

NICHOLAS FAMILY FOUNDATION TRUST
C/O LYNN S. NICHOLAS

39-6589261

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MACC FUND 1200 N. MAYFAIR ROAD, SUITE 265 MILWAUKEE, WI 53226	NONE	501(C)(3)	ANNUAL CAMPAIGN AND HOPE TEAM. SUPPORTS RESEARCH, EFFECTIVE TREATMENT AND CURE FOR CHILDHOOD CANCER.	137,000.
MAKE A DIFFERENCE - WISCONSIN 710 N. PLANKINTON AVE STE. 310 MILWAUKEE, WI 53203	NONE	501(C)(3)	ANNUAL CAMPAIGN. SUPPORTS MONEY SMART AND LIFE SMART EDUCATION.	5,000.
MAKE-A-WISH FOUNDATION OF WISCONSIN 13195 WEST HAMPTON AVENUE BUTLER, WI 53007	NONE	501(C)(3)	ANNUAL CAMPAIGN. GRANTS THE WISHES OF CHILDREN WITH LIFE-THREATENING ILLNESSES TO ENRICH	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.
MICHAEL J FOX FOUNDATION PO BOX 4777 NEW YORK, NY 10163	NONE	501(C)(3)	RUN SPONSOR. SUPPORTS PARKINSON'S RESEARCH.	25,000.
MILWAUKEE ART MUSEUM 700 N. ART MUSEUM DRIVE MILWAUKEE, WI 53202	NONE	501(C)(3)	ANNUAL CAMPAIGN. COLLECT & PRESERVE ART AND PRESENT TO THE COMMUNITY AS A VITAL SOURCE OF INSPIRATION	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	5,000.
MILWAUKEE FILM 2290 E. WISCONSIN AVE., STE.#200 MILWAUKEE, WI 53202	NONE	501(C)(3)	ANNUAL CAMPAIGN. A WORLD OF MOVING IDEAS SUPPORTING CINEMATIC PROGRAMMING AND EDUCATIONAL	20,000.
MILWAUKEE PUBLIC MUSEUM 800 WEST WELLS STREET MILWAUKEE, WI 53233	NONE	501(C)(3)	ANNUAL CAMPAIGN. SUPPORT EXHIBITS AND EDUCATION PROGRAMS.	25,000.
NEXT DOOR FOUNDATION 2545 NORTH 29TH STREET MILWAUKEE, WI 53210	NONE	501(C)(3)	ANNUAL CAMPAIGN. TO PROMOTE LITERACY AND LEADERSHIP.	15,000.
Total from continuation sheets				

NICHOLAS FAMILY FOUNDATION TRUST
C/O LYNN S. NICHOLAS

39-6589261

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NOTRE DAME MIDDLE SCHOOL 1420 W. SCOTT STREET MILWAUKEE, WI 53204	NONE	501(C)(3)	ANNUAL CAMPAIGN. CATHOLIC SCHOOL FOR YOUNG WOMEN TO PREPARE FOR ADMITTANCE TO A COLLEGE PREP HIGH	5,000.
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.	10,000.
OZAUKEE HUMANE SOCIETY 2073 COUNTY ROAD WEST GRAFTON, WI 53024	NONE	501(C)(3)	ANNUAL CAMPAIGN. SUPPORT ABUSED & NEGLECTED ANIMALS.	25,000.
OZAUKEE YOUTH HOCKEY ASSOCIATION 5505 PIONEER ROAD MEQUON, WI 53097	NONE	501(C)(3)	ICE RINK ADDITION. 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.	15,000.
PPI PO BOX 305 THIENSVILLE, WI 53092	NONE	501(C)(3)	ANNUAL CAMPAIGN. MAKING A COMMITMENT TO YOUTH FOR HEALTHY LIFESTYLES.	5,000.
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)	ANNUAL CAMPAIGN. SUPPORT NEW OUT PATIENT FACILITY FOR AT RISK BOYS.	78,000.
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	5,000.
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.
Total from continuation sheets				

NICHOLAS FAMILY FOUNDATION TRUST
C/O LYNN S. NICHOLAS

39-6589261

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
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 P.O. 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	25,000.
UNITED WAY COMMUNITY IMPACT FUND 1028 SOUTH 9TH STREET MILWAUKEE, WI 53204	NONE	501(C)(3)	ANNUAL CAMPAIGN. SERVES THE COMMUNITY BY MAXIMIZING RESOURCES TO ENABLE POSITIVE CHANGE IN THE	200,000.
UPAF 929 NORTH WATER STREET MILWAUKEE, WI 53202	NONE	501(C)(3)	ANNUAL CAMPAIGN. SUPPORTS THE PERFORMING ARTS IN MILWAUKEE.	20,000.
UWM ATHLETICS SUMMER CAMP P.O. BOX 413 MILWAUKEE, WI 53201	NONE	501(C)(3)	ANNUAL CAMPAIGN, SUPPORTS BASKETBALL SUMMER CAMP PROGRAMS 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	122,719.
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.	2,700.
WISCONSIN FOUNDATION FOR SCHOOL MUSIC 1102 STEPHENSON LANE WAUNAKEE, WI 53597	NONE	501(C)(3)	LAUNCHPAD CAMPAIGN. TO PROVIDE LEADERSHIP AND SUPPORT FOR SCHOOL MUSIC PROGRAMS THAT ENCOURAGE LIFELONG	40,000.
Total from continuation sheets				

39-6589261

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - ALS ASSOCIATION SE WI CHAPTER

BOUGHT TABLE AT BALL. DEDICATED TO FIGHT AGAINST ALS THROUGH RESEARCH,
PATIENT SUPPORT AND INFORMATION AWARENESS.

NAME OF RECIPIENT - ALZHEIMER'S AND DEMENTIA ALLIANCE OF WISCONSIN
ANNUAL CAMPAIGN. TO SUPPORT PEOPLE FACING ALZHEIMER'S DISEASE AND
THEIR CARE PARTNERS TO GROW AS THE NEED INCREASES.

NAME OF RECIPIENT - AMERICAN CANCER SOCIETY
BREAST CANCER LUNCHEON SPONSOR - DEDICATED TO ELIMINATING CANCER
THROUGH RESEARCH, EDUCATION, ADVOCACY AND SERVICE.

NAME OF RECIPIENT - ANXIETY DISORDERS FOUNDATION
ANNUAL CAMPAIGN. DEDICATED TO IMPROVING THE LIVES AFFECTED BY ANXIETY
DISORDER WITH TREATMENT, TRAINING AND AWARENESS.

NAME OF RECIPIENT - BOYS & GIRLS CLUBS OF GREATER MILWAUKEE
FUND THE LITTLE DRIBBLERS PROGRAM. PROMOTE HEALTH, SOCIAL, EDUCATIONAL,
VOCATIONAL AND CHARACTER DEVELOPEMENT BY BUILDING SELF ESTEEM, VALUES
AND SKILLS.

NAME OF RECIPIENT - CENTER FOR DEAF BLIND PERSONS, INC.
ANNUAL CAMPAIGN. PROVIDE SERVICES NEEDED TO MINIMIZE THE DEVASTATING
EFFECTS OF COMBINED VISION AND HEARING LOSS UPON THE INDIVIDUAL AND
FAMILY.

NAME OF RECIPIENT - COLLEGE POSSIBLE MILWAUKEE
ANNUAL CAMPAIGN. WORKS TO ENSURE THAT EVERY STUDENT IN MILWAUKEE GETS

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

THE COLLEGE EDUCATION HE OR SHE DESERVES.

NAME OF RECIPIENT - COLUMBIA ST. MARY'S FOUNDATION

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.

NAME OF RECIPIENT - DOOR COUNTY YMCA

ANNUAL CAMPAIGN. DEDICATED TO BUILDING STRONG KIDS, FAMILIES AND
COMMUNITIES THROUGH CHRISTIAN PRINCIPLES.

NAME OF RECIPIENT - EASTBROOK ACADEMY

ANNUAL CAMPAIGN. TO SUPPORT FAMILIES FROM DIVERSE BACKGROUNDS IN THE
ACADEMIC AND SPIRITUAL DEVELOPMENT OF THEIR CHILDREN.

NAME OF RECIPIENT - EXCEPTIONAL CHILDREN'S FOUNDATION

ANNUAL CAMPAIGN. OFFERS SPECIALIZED EDUCATIONAL AND THERAPEUTIC
PROGRAMS AND SERVICES TO CHILDREN, YOUTH AND YOUNG ADULTS CHALLENGED BY
LEARNING, DEVELOPMENTAL, EMOTIONAL OR MEDICAL DISABILITIES.

NAME OF RECIPIENT - FIRST STAGE CHILDREN'S THEATER

ANNUAL CAMPAIGN. PROVIDE THEATER EXPERIENCES AND SERVE AS THEATER
ARTS-IN-EDUCATION RESOURCE FOR EDUCATORS.

NAME OF RECIPIENT - FROEDERT HOSPITAL

FUND CANCER RESEARCH. PROVIDES SUPPORT FOR THE HIGHLY SPECIALIZED
CARE, RESEARCH AND TRAINING OF FROEDERT HOSPITAL AND THE MEDICAL
COLLEGE OF WI.

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - JEWISH FAMILY SERVICES

SUPPORT BREAKFAST CLUB. DEVELOPMENT OF SERVICES FOR INDIVIDUALS WHO
HAVE SEVERE AND PERSISTENT MENTAL ILLNESS.

NAME OF RECIPIENT - JUDITH ANN GRIESE FOUNDATION

ANNUAL CAMPAIGN. TO HELP CHILDREN AND FAMILIES WHO ARE GRIEVING THE
DEATH OF A LOVED ONE FIND HOPE AND HEALING WITHIN THEMSELVES.

NAME OF RECIPIENT - LAD LAKE/ST. ROSE CENTER

ANNUAL CAMPAIGN. CHANGING HEARTACHE TO HOPE FOR WOMEN, GIRLS AND
FAMILIES IN NEED BY PROVIDING RESIDENTIAL CARE, STABILIZATION PLACEMENT
AND RESPITE CARE.

NAME OF RECIPIENT - MAKE-A-WISH FOUNDATION OF WISCONSIN

ANNUAL CAMPAIGN. GRANTS THE WISHES OF CHILDREN WITH LIFE-THREATENING
ILLNESSES TO ENRICH THE HUMAN EXPERIENCE WITH HOPE, STRENGTH AND JOY.

NAME OF RECIPIENT - MILWAUKEE ART MUSEUM

ANNUAL CAMPAIGN. COLLECT & PRESERVE ART AND PRESENT TO THE COMMUNITY AS
A VITAL SOURCE OF INSPIRATION AND EDUCATION.

NAME OF RECIPIENT - MILWAUKEE CENTER FOR INDEPENDENCE

ANNUAL CAMPAIGN. TO PROVIDE EXPERT RESOURCES TO ASSIST FAMILIES AND
INDIVIDUALS WITH SPECIAL NEEDS TO BETTER LIVE AND WORK IN THE
COMMUNITY.

NAME OF RECIPIENT - MILWAUKEE FILM

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

ANNUAL CAMPAIGN. A WORLD OF MOVING IDEAS SUPPORTING CINEMATIC
PROGRAMMING AND EDUCATIONAL OPPORTUNITIES TO THE MILWAUKEE COMMUNITY.

NAME OF RECIPIENT - NOTRE DAME MIDDLE SCHOOL

ANNUAL CAMPAIGN. CATHOLIC SCHOOL FOR YOUNG WOMEN TO PREPARE FOR
ADMITTANCE TO A COLLEGE PREP HIGH SCHOOL.

NAME OF RECIPIENT - SHARP LITERACY, INC

ANNUAL CAMPAIGN. INCREASE LITERACY THROUGH THE POWER OF ART FOR
THOUSANDS OF CHILDREN IN GREATER MILWAUKEE AREA.

NAME OF RECIPIENT - THE SALVATION ARMY

ANNUAL CAMPAIGN. PREACHING THE GOSPEL OF JESUS AND MEET THE HUMAN NEEDS
IN HIS NAME WITHOUT DISCRIMINATION.

NAME OF RECIPIENT - UNITED WAY COMMUNITY IMPACT FUND

ANNUAL CAMPAIGN. SERVES THE COMMUNITY BY MAXIMIZING RESOURCES TO ENABLE
POSITIVE CHANGE IN THE LIVES OF PEOPLE IN MILWAUKEE.

NAME OF RECIPIENT - VISION FORWARD ASSOCIATION

ANNUAL CAMPAIGN. TO PROVIDE SERVICES TO CHILDREN WHO ARE BLIND AND
VISUALLY IMPAIRED, AND OTHER DISABILITIES, SO THAT THEY CAN DEVELOP
THEIR GREATEST POTENTIAL.

NAME OF RECIPIENT - WISCONSIN FOUNDATION FOR SCHOOL MUSIC

LAUNCHPAD CAMPAIGN. TO PROVIDE LEADERSHIP AND SUPPORT FOR SCHOOL MUSIC
PROGRAMS THAT ENCOURAGE LIFELONG INVOLVEMENT IN MUSIC FOR ALL STUDENTS
AND PROMOTE MUSIC AS AN INTEGRAL PART OF THE SCHOOL CURRICULUM AND

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

COMMUNITY.

NAME OF RECIPIENT - WISCONSIN HERITAGE ONLINE

FUND THE 'WHO' PROGRAM. TO PROVIDE A VIRTUAL PORTAL INTO ALL ASPECTS OF
WISCONSIN HISTORY, CULTURE, GOVERNMENT AND INDUSTRY.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CEDAR FAIR - PASS THROUGH ENTITY	2.	2.	2.
DORCHESTER MINERALS - PASSTHROUGH ENTITY	91.	91.	91.
DORCHESTER MINERALS - PASSTHROUGH ENTITY	10.	10.	10.
ENTERPRISE PRODUCTS PARTNERS - PASSTHROUGH ENTITY	4.	4.	4.
ENTERPRISE PRODUCTS PARTNERS - PASSTHROUGH ENTITY	2.	2.	2.
PLAINS ALL AMERICAN - PASSTHROUGH ENTITY	465.	465.	465.
PLAINS ALL AMERICAN - PASSTHROUGH ENTITY	18.	18.	18.
SCHWAB - 7754	195,190.	0.	195,190.
SCHWAB ACCRUED INTEREST - 7754	-758.	0.	-758.
US BANK	109.	109.	109.
TOTAL TO PART I, LINE 3	195,133.	701.	195,133.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DORCHESTER MINERALS - PASSTHROUGH ENTITY	11.	0.	11.	11.	11.
NICHOLAS EQUITY	463,870.	307,997.	155,873.	155,873.	155,873.
NICHOLAS FUND	324,942.	290,676.	34,266.	34,266.	34,266.
NICHOLAS II	515,369.	493,893.	21,476.	21,476.	21,476.
NICHOLAS INCOME	288,392.	0.	288,392.	288,392.	288,392.
NICHOLAS LIMITED EDITION	431,111.	426,832.	4,279.	4,279.	4,279.
PLAINS ALL AMERICAN - PASSTHROUGH ENTITY	361.	0.	361.	361.	361.
PLAINS ALL AMERICAN - PASSTHROUGH ENTITY	14.	0.	14.	14.	14.
RBC CAPITAL MARKETS, LLC	55.	0.	55.	55.	55.

NICHOLAS FAMILY FOUNDATION TRUST C/O LYN

39-6589261

SCHWAB - 7754	17.	0.	17.	17.	17.
SCHWAB - 9056	20,408.	0.	20,408.	20,408.	20,408.
TO PART I, LINE 4	2,044,550.	1,519,398.	525,152.	525,152.	525,152.

FORM 990-PF	OTHER INCOME	STATEMENT	3
-------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DORCHESTER MINERALS - PASSTHROUGH ENTITY	61,686.	61,686.	0.
GAIN FROM PARTNERSHIPS	13,356.	0.	0.
LOSS FROM PARTNERSHIPS	-100,641.	-100,641.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	-25,599.	-38,955.	0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANDERSON TACKMAN & CO, PLC - FOR TAX PREPARATION	5,350.	4,910.	0.	440.
TO FORM 990-PF, PG 1, LN 16B	5,350.	4,910.	0.	440.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	25,590.	25,590.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	25,590.	25,590.	0.	0.

FORM 990-PF	TAXES	STATEMENT	6
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX (FORM 990-PF)	45,655.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	45,655.	0.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	60.	0.	0.	60.
OFFICE EXPENSE	37.	0.	0.	37.
LATE FILING FEES	111.	0.	0.	0.
INVESTMENT EXPENSES	11.	11.	0.	0.
TO FORM 990-PF, PG 1, LN 23	219.	11.	0.	97.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
-------------	--	-----------	---

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
		X	6,333,297.	6,340,909.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			6,333,297.	6,340,909.
TOTAL TO FORM 990-PF, PART II, LINE 10A			6,333,297.	6,340,909.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	28,716,603.	40,558,570.
TOTAL TO FORM 990-PF, PART II, LINE 10B	28,716,603.	40,558,570.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	10
-------------	-------------------	-----------	----

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
ACCRUED PAYROLL TAXES	7,223.	15,045.
TOTAL TO FORM 990-PF, PART II, LINE 22	7,223.	15,045.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	11
-------------	---	-----------	----

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALBERT O. NICHOLAS 6002 N. HIGHWAY 83 CHENEQUA, WI 53029	TRUSTEE 0.00	0.	0.	0.
NANCY J. NICHOLAS 6002 N. HIGHWAY 83 CHENEQUA, WI 53029	TRUSTEE 0.00	0.	0.	0.
LYNN S. NICHOLAS 10309 N. RIVER ROAD MEQUON, WI 53092	TRUSTEE 25.00	75,000.	0.	0.
SUSAN N. FASCIANO 2533 INDIAN RIDGE DRIVE GLENVIEW, IL 60025	TRUSTEE 0.00	0.	0.	0.
DAVID O. NICHOLAS 2401 W. RANGE LINE TERRACE MEQUON, WI 53092	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		75,000.	0.	0.