

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052
2015
Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation HENRY T NICHOLAS III FOUNDATION		A Employer identification number 20-7201390
Number and street (or P O box number if mail is not delivered to street address) 15 ENTERPRISE NO 550	Room/suite	B Telephone number (see instructions) (949) 448-4300
City or town, state or province, country, and ZIP or foreign postal code ALISO VIEJO, CA 92656		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 16,548,156	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
1	Contributions, gifts, grants, etc , received (attach schedule)	4,912,600			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	1,155	1,155		
4	Dividends and interest from securities	91,693	91,693		
5a	Gross rents				
b	Net rental income or (loss) _____				
6a	Net gain or (loss) from sale of assets not on line 10	72,173			
b	Gross sales price for all assets on line 6a _____ 197,512				
7	Capital gain net income (from Part IV, line 2)		196,989		
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) (attach schedule)				
11	Other income (attach schedule)	4,037	4,037		
12	Total. Add lines 1 through 11	5,081,658	293,874		
13	Compensation of officers, directors, trustees, etc	0	0		0
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule).				
b	Accounting fees (attach schedule).	22,500	11,250		11,250
c	Other professional fees (attach schedule)	6,622	6,622		0
17	Interest				
18	Taxes (attach schedule) (see instructions)	55,627	1,903		0
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule).	3,182	3,182		527
24	Total operating and administrative expenses. Add lines 13 through 23	87,931	22,957		11,777
25	Contributions, gifts, grants paid	2,420,752			2,420,752
26	Total expenses and disbursements. Add lines 24 and 25	2,508,683	22,957		2,432,529
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	2,572,975			
b	Net investment income (if negative, enter -0-)		270,917		
c	Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	8,378,582	6,137,052	6,137,052
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions).			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	5,415,173	10,406,334	10,406,334
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	15	4,770	4,770	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	13,793,770	16,548,156	16,548,156	
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 ▶ _____)	114,116	82,840	
	23 Total liabilities (add lines 17 through 22)	114,116	82,840	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	15,882,006	15,882,010	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
29 Retained earnings, accumulated income, endowment, or other funds	-2,202,352	583,306		
30 Total net assets or fund balances (see instructions)	13,679,654	16,465,316		
31 Total liabilities and net assets/fund balances (see instructions)	13,793,770	16,548,156		

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 13,679,654
2	Enter amount from Part I, line 27a	2 2,572,975
3	Other increases not included in line 2 (itemize) ▶ _____	3 212,687
4	Add lines 1, 2, and 3	4 16,465,316
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 16,465,316

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	196,989
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 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))
2014	2,678,609	9,781,698	0.273839
2013	2,458,340	3,983,953	0.617060
2012	1,536,427	5,212,833	0.294739
2011	1,383,736	8,073,463	0.171393
2010	883,507	8,946,771	0.098751

2 Total of line 1, column (d).	2	1.455782
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	0.291156
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	13,086,808
5 Multiply line 4 by line 3.	5	3,810,303
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,709
7 Add lines 5 and 6.	7	3,813,012
8 Enter qualifying distributions from Part XII, line 4.	8	2,432,529

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

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

Table with 11 main rows and sub-rows (a-d) for credits. Columns include line numbers and amounts. Total amount owed is 9,902.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and Yes/No columns. Questions cover political activities, tax returns, and asset requirements.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	Yes	
14 The books are in care of ▶ <u>GOSHA ZANDT</u> Telephone no ▶ <u>(949) 448-4300</u> Located at ▶ <u>15 ENTERPRISE SUITE 550 ALISO VIEJO CA</u> ZIP+4 ▶ <u>92656</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/>	15		
16 At any time during calendar year 2015, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶	16	Yes	No

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b		No
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 2015? <input type="checkbox"/>	1c		No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015</i>). <input type="checkbox"/>	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		No

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here.

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
HENRY T NICHOLAS III 15 ENTERPRISE SUITE 550 ALISO VIEJO, CA 92656	TRUSTEE - HRS DEVOTED AS NEEDED 0 00	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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

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

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

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

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

Total number of others receiving over \$50,000 for professional services. **0**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
2	
All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3 **0**

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	5,242,784
b	Average of monthly cash balances.	1b	7,603,025
c	Fair market value of all other assets (see instructions).	1c	440,291
d	Total (add lines 1a, b, and c).	1d	13,286,100
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	13,286,100
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	199,292
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,086,808
6	Minimum investment return. Enter 5% of line 5.	6	654,340

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	654,340
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	5,418
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	252
c	Add lines 2a and 2b.	2c	5,670
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	648,670
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	648,670
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	648,670

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	2,432,529
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	2,432,529
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,432,529

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				648,670
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010.	492,948			
b From 2011.	1,046,550			
c From 2012.	1,277,483			
d From 2013.	2,259,142			
e From 2014.	2,378,232			
f Total of lines 3a through e.	7,454,355			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ <u>2,432,529</u>				
a Applied to 2014, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2015 distributable amount.				648,670
e Remaining amount distributed out of corpus	1,783,859			
5 Excess distributions carryover applied to 2015 (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	9,238,214			
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 2014 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions).	492,948			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	8,745,266			
10 Analysis of line 9				
a Excess from 2011.	1,046,550			
b Excess from 2012.	1,277,483			
c Excess from 2013.	2,259,142			
d Excess from 2014.	2,378,232			
e Excess from 2015.	1,783,859			

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 2015, enter the date of the ruling. . . . ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.				
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

1 Information Regarding Foundation Managers:

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

HENRY T NICHOLAS III

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

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

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

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

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

c Any submission deadlines

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

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 <i>Paid during the year</i> BRUIN WATER POLO CLUB PO BOX 24044 LOS ANGELES, CA 90024	NONE	PC	GENERAL DONATION	100,000
HENRY T NICHOLAS EDUCATIONAL FOUNDATION 412 W 4TH STREET 1ST FLOOR SANTA ANA, CA 92701	NONE	POF	YOUTH EDUCATION PROGRAMS ADVANCING STUDENT ACADEMICS	2,320,752
Total ▶ 3a				2,420,752
b <i>Approved for future payment</i>				
Total ▶ 3b				0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
RCP FUND III	P	2015-01-01	2015-12-31
RCP FUND IV	P	2015-01-01	2015-12-31
RCP FUND IV	P	2015-01-01	2015-12-31
NT #26-90549	P	2015-01-01	2015-12-31
PUBLICLY TRADED SECURITIES	D	2015-01-01	2015-12-31
NVIDIA - NONDIVIDEND DISTRIBUTION	D	2015-01-01	2015-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,782			5,782
111			111
48,116			48,116
9			9
141,598		523	141,075
1,896			1,896

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			5,782
			111
			48,116
			9
			141,075
			1,896

TY 2015 Accounting Fees Schedule**Name:** HENRY T NICHOLAS III FOUNDATION**EIN:** 20-7201390

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX COMPLIANCE FEES	4,500	2,250		2,250
AUDIT FEES	18,000	9,000		9,000

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2015 Expenditure Responsibility Statement

Name: HENRY T NICHOLAS III FOUNDATION

EIN: 20-7201390

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
HENRY T NICHOLAS EDUCATION FOUNDATION INC	412 W 4TH STREET SANTA ANA, CA 92701	2014-12-31	2,750,713	(A) WORK STUDY AWARDS FOR STUDENTS(B) TO ASSIST STUDENTS TO DEVELOP THE NECESSARY ACADEMIC SKILLS THAT INCREASE THE QUALITY OF THEIR ACADEMIC PERFORMANCE WITH THE NICHOLAS ACADEMIC CENTER I AND NICHOLAS ACADEMIC CENTER II	2,750,713	NONE	10/27/16		
HENRY T NICHOLAS EDUCATION FOUNDATION INC	412 W 4TH STREET SANTA ANA, CA 92701	2015-12-31	2,320,752	(A) WORK STUDY AWARDS FOR STUDENTS(B) TO ASSIST STUDENTS TO DEVELOP THE NECESSARY ACADEMIC SKILLS THAT INCREASE THE QUALITY OF THEIR ACADEMIC PERFORMANCE WITH THE NICHOLAS ACADEMIC CENTER I AND NICHOLAS ACADEMIC CENTER II	1,591,719	NONE	10/27/16		

TY 2015 General Explanation Attachment**Name:** HENRY T NICHOLAS III FOUNDATION**EIN:** 20-7201390

Identifier	Return Reference	Explanation
	FORM 990-PF PART VII-B, QUESTIONS 1A(3)	PURSUANT TO I R C SECTION 4941(D)(2)(C) THE FURNISHING OF GOODS, SERVICES, OR FACILITIES BY A DISQUALIFIED PERSON TO A PRIVATE FOUNDATION IS NOT AN ACT OF SELF-DEALING SINCE THE FURNISHING IS WITHOUT CHARGE AND THE GOODS, SERVICES, OR FACILITIES SO FURNISHED ARE USED BY THE FOUNDATION EXCLUSIVELY FOR PURPOSES SPECIFIED IN SECTION 501(C)(3)

TY 2015 Investments - Other Schedule**Name:** HENRY T NICHOLAS III FOUNDATION**EIN:** 20-7201390

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GS MEZZANINE PARTNERS 2006	FMV	33,944	33,944
RCP FUND III, L.P.	FMV	39,261	39,261
RCP FUND IV, L.P.	FMV	253,832	253,832
MARATHON INDIA REAL ESTATE, L.P.	FMV	42,348	42,348
CREDIT SUISSE #3165	FMV	10,036,754	10,036,754
HTN III FNDN - 2690549	FMV	195	195

TY 2015 Other Assets Schedule**Name:** HENRY T NICHOLAS III FOUNDATION**EIN:** 20-7201390

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INTEREST RECEIVABLE	15	4,770	4,770

TY 2015 Other Expenses Schedule**Name:** HENRY T NICHOLAS III FOUNDATION**EIN:** 20-7201390

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT CUSTODY FEES	2,625	2,625		0
CHARITABLE CONTRIBUTIONS - FROM K-1	3	3		3
OTHER EXPENSES - FROM K-1	524	524		524
BANK CHARGES	30	30		0

TY 2015 Other Income Schedule**Name:** HENRY T NICHOLAS III FOUNDATION**EIN:** 20-7201390

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
INCOME FROM ALTERNATIVE INVESTMENTS	4,037	4,037	4,037

TY 2015 Other Increases Schedule**Name:** HENRY T NICHOLAS III FOUNDATION**EIN:** 20-7201390

Description	Amount
UNREALIZED GAINS	197,870
BOOK TO TAX DIFFERENCE	14,817

TY 2015 Other Liabilities Schedule**Name:** HENRY T NICHOLAS III FOUNDATION**EIN:** 20-7201390

Description	Beginning of Year - Book Value	End of Year - Book Value
CURRENT EXCISE TAX PAYABLE	67,945	0
DEFERRED EXCISE TAX PAYABLE	46,171	82,840

TY 2015 Other Professional Fees Schedule**Name:** HENRY T NICHOLAS III FOUNDATION**EIN:** 20-7201390

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISC PROF FEES FROM K-1 (RCP FUND III, LP)	303	303		0
MISC PROF FEES FROM K-1 (RCP FUND IV, LP)	4,693	4,693		0
MISC PROF FEES FROM K-1 (MARATHON INDIA REAL ESTATE FUND, LP)	1,626	1,626		0

TY 2015 Taxes Schedule**Name:** HENRY T NICHOLAS III FOUNDATION**EIN:** 20-7201390

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROVISION FOR FEDERAL EXCISE TAX	6,496	0		0
PROVISION FOR STATE INCOME TAX	179	179		0
FOREIGN TAXES	1,724	1,724		0
DEFERRED FEDERAL EXCISE TAX	47,228	0		0

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

2015

Attach to Form 990, 990-EZ, or 990-PF Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

Name of the organization HENRY T NICHOLAS III FOUNDATION

Employer identification number 20-7201390

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 [x] 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

- [x] For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

- [] For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III [] For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc , purposes, but no such contributions totaled 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 totaling \$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 its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
HENRY T NICHOLAS III FOUNDATION

Employer identification number
20-7201390

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	HENRY T NICHOLAS III 15 ENTERPRISE STE 550 ALISO VIEJO, CA 92656	\$ 4,912,600	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization
HENRY T NICHOLAS III FOUNDATION

Employer identification number

20-7201390

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
—	See Additional Data Table	\$ _____	_____
—		\$ _____	_____
—		\$ _____	_____
—		\$ _____	_____
—		\$ _____	_____
—		\$ _____	_____
—		\$ _____	_____
—		\$ _____	_____
—		\$ _____	_____

Name of organization

HENRY T NICHOLAS III FOUNDATION

Employer identification number

20-7201390

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

Use duplicate copies of Part III if additional space is needed

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

Additional Data

Software ID:
Software Version:
EIN: 20-7201390
Name: HENRY T NICHOLAS III FOUNDATION

Form 990 Schedule B, 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
<u>1</u>	269 SHS AMERIPRISE FINL INC (AMP)	<u>\$ 29,322</u>	<u>2015-12-29</u>
<u>1</u>	1,800 SHS ARTHUR J GALLAGHER & CO (AJG)	<u>\$ 74,844</u>	<u>2015-12-29</u>
<u>1</u>	3,700 SHS AUTOZONE INC (AZO)	<u>\$ 2,767,378</u>	<u>2015-12-29</u>
<u>1</u>	3,500 SHS BB&T CORP COM (BBT)	<u>\$ 134,435</u>	<u>2015-12-29</u>
<u>1</u>	1,400 SHS CAPITAL ONE FINL CORP COM (COF)	<u>\$ 103,026</u>	<u>2015-12-29</u>
<u>1</u>	2,460 SHS DANAHER CORP COM (DHR)	<u>\$ 231,597</u>	<u>2015-12-29</u>
<u>1</u>	1,789 SHS DU PONT E I DE NEMOURS & CO COM (DD)	<u>\$ 120,239</u>	<u>2015-12-29</u>
<u>1</u>	7,800 SHS EMC CORP COM (EMC)	<u>\$ 202,644</u>	<u>2015-12-29</u>
<u>1</u>	2,900 SHS FRANKLIN RESOURCES INC (BEN)	<u>\$ 108,185</u>	<u>2015-12-29</u>
<u>1</u>	1,200 SHS GENERAL DYNAMICS CORP (GD)	<u>\$ 168,618</u>	<u>2015-12-29</u>

Form 990 Schedule B, 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
<u>1</u>	1,670 SHS GOLDMAN SACHS GROUP INC (GS)	<u>\$ 306,178</u>	<u>2015-12-29</u>
<u>1</u>	6,250 SHS LEXMARK INTL INC CL A (LXK)	<u>\$ 197,000</u>	<u>2015-12-29</u>
<u>1</u>	3,100 SHS NVIDIA CORP COM (NVDA)	<u>\$ 103,618</u>	<u>2015-12-29</u>
<u>1</u>	3,154 SHS PATTERSON-UTI ENERGY INC (PTEN)	<u>\$ 48,067</u>	<u>2015-12-29</u>
<u>1</u>	2,100 SHS PROCTOR & GAMBLE CO COM (PG)	<u>\$ 168,483</u>	<u>2015-12-29</u>
<u>1</u>	1,300 SHS TRAVELERS COS INC COM (TRV)	<u>\$ 148,967</u>	<u>2015-12-29</u>