

Nicholas II Class I (NCTWX)

Style: Mid-Cap Growth

March 31, 2014

Portfolio Manager: David O. Nicholas, CFA

Investment Philosophy:

The advisor invests in high quality, long-term growth companies that meet our investment criteria, which includes

- A strategic position within their industry
- An enduring franchise, product or brand
- Consistent, or improving, earnings growth and free cash flow
- Low debt levels
- Reputable management with meaningful stock ownership
- Out-of-favor or undiscovered companies
- Stock price below long-term potential value

Investment Approach:

Nicholas II pursues long-term capital growth through a diversified stock portfolio of small- to medium-sized companies with capitalizations generally between \$500 million to \$10 billion. The Fund is typically benchmarked against the Russell Midcap Growth Index over a market cycle.

Portfolio Information:

Date of Inception:	10/17/1983
Net Assets:	\$580.5 million
Number of Holdings:	81
Weighted Avg. Trailing P/E Capped:	22.87x
Weighted Avg. Forward P/E Capped:	20.41x
Weighted Avg. Market Cap.:	\$12,503.8 million
Weighted Median Market Cap.:	\$9,492.5 million
Weighted Harmonic Avg. Price/Book:	3.79x
Turnover Rate:	22.49% (09/30/13) ⁽¹⁾
Standard Deviation:	14.62% 10-Yr ⁽²⁾
Sharpe Ratio:	0.50 10-Yr ⁽²⁾
	⁽¹⁾ Annualized
	⁽²⁾ Average Annual

Top 10 Holdings:

% of Net Assets

IHS Inc. - Class A	1.85%
Cooper Companies, Inc. (The)	1.79%
FleetCor Technologies, Inc.	1.75%
O'Reilly Automotive, Inc.	1.72%
Westinghouse Air Brake Technologies Corporation	1.68%
Avago Technologies Limited	1.68%
Thermo Fisher Scientific Inc.	1.63%
LKQ Corporation	1.60%
IDEX Corporation	1.58%
Microchip Technology Incorporated	1.58%
	<hr/> 16.86%

Morningstar Ratings:

	<u>Overall</u>	<u>3 Year</u>	<u>5 Year</u>	<u>10 Year</u>
Rating	★★★	★★★★	★★★	★★★★
# of Funds	641	641	556	420

Category: Mid-Cap Growth

Source: Morningstar, as of March 31, 2014.

The Overall Morningstar Rating™ for a fund is derived from a weighted average of the risk-adjusted performance figures associated with its three-, five- and ten year (if applicable) Morningstar Rating™ metrics. ⁽³⁾

Performance History: as of March 31, 2014

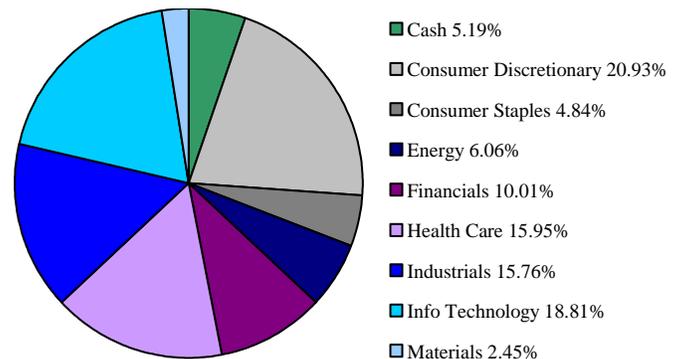
	<u>Quarter</u>	<u>1 Year</u>	<u>3 Year</u>	<u>5 Year</u>	<u>10 Year</u>
Nicholas II	1.36%	22.47%	13.06%	20.32%	8.22%
Russell Midcap	2.04%	24.22%	13.52%	24.73%	9.47%
Growth					
	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>
Nicholas II	32.74%	14.84%	0.01%	21.94%	29.08%
Russell Midcap	35.74%	15.81%	-1.65%	26.38%	46.29%
Growth					

Expense ratio: 0.63%

Performance data quoted represents past performance; past performance does not guarantee future results. The investment return and principal value of an investment will fluctuate so that an investor's shares, when redeemed, may be worth more or less than their original cost. Current performance of the Fund may be lower or higher than the performance quoted. Performance data current to the most recent month end may be obtained by visiting www.nicholasfunds.com/returns.html or by calling 1-800-544-6547.

Sector Weightings:

% of Portfolio



The Fund's investment objectives, risks, charges and expenses must be considered carefully before investing. The statutory and summary prospectus contains this and other important information about the investment company, and it may be obtained by visiting www.nicholasfunds.com. Read it carefully before investing.

Diversification does not assure a profit or protect against loss in a declining market.

Mutual fund investing involves risk; loss of principal is possible. The Fund invests in small and medium sized companies. Investing in small and medium sized companies involves greater risk than those associated with investing in large company stocks, such as business risk, stock price risk and liquidity.

Please refer to Page 2 for additional disclosures.

Russell Midcap® Index measures the performance of the 800 smallest companies in the Russell 1000 Index, which represent approximately 31% of the total market capitalization of the Russell 1000 Index. As of March 31, 2014, the weighted average market capitalization was approximately \$12.055 billion; the median market capitalization was approximately \$6.001 billion. The largest company in the index had an approximate market capitalization of \$35.705 billion.

Russell Midcap® Growth Index measures the performance of those Russell Midcap companies with higher price-to-book ratios and higher forecasted growth values. The stocks are also members of the Russell 1000 Growth index.

One cannot invest directly in an index.

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Fund holdings and/or sector weightings are subject to change at any time and are not recommendations to buy or sell any security.

Glossary of Terms:

EPS	Company total earnings divided by outstanding shares.
Free Cash Flow	Free cash flow is cash flow available for distribution among all the securities holders of an organization.
Harmonic Price/Book	Price per share divided by book value per share. The harmonic function reduces the impact of outliers in the denominator on the aggregate calculation.
Price/Earning Capped	PE is a valuation ratio of a company's current share price compared to its per-share earnings or in the case of REITs (real estate investment trusts), their funds from operations. These weighted average values are limited in a range between 0 and 60.
Sharpe Ratio	A measure of a fund's historical returns adjusted for risk, or volatility.
Standard Deviation	Standard Deviation is a statistical measure of the historical volatility of a mutual fund or portfolio, usually computed using 36 monthly returns.