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

OMB No 1545-0052

2008

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

For calendar year 2008, or tax year beginning December 1, 2008, and ending November 30, 2009

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation The John D. Tickle Foundation		A Employer identification number 54-1507449
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) 423-764-5535
	City or town, state, and ZIP code Bristol, VA 24203-1689		C If exemption application is pending, check here <input type="checkbox"/>
			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 8,237,324.21			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

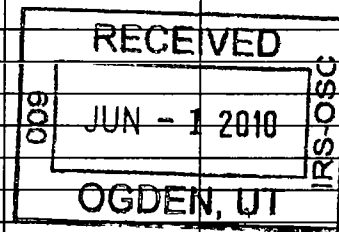
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income
N/A

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	112,186.77	112,186.77		
	5a Gross rents				
	b Net rental income or (loss)	(13,791.90)			
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.00		
	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)	0.00				
11 Other income (attach schedule)	9,300.07	9,300.07			
12 Total. Add lines 1 through 11	107,694.94	121,486.84	0.00		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	6,327.00	3,163.50		3,163.50
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	27,934.37	27,934.37		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	7,483.04	7,483.04		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	4,427.94	4,435.94		(8.00)
	24 Total operating and administrative expenses. Add lines 13 through 23	46,172.35	43,016.85	0.00	3,155.50
	25 Contributions, gifts, grants paid	290,000.00			290,000.00
26 Total expenses and disbursements. Add lines 24 and 25	336,172.35	43,016.85	0.00	293,155.50	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(228,477.41)				
b Net investment income (if negative, enter -0-)		78,469.99			
c Adjusted net income (if negative, enter -0-)			0.00		



914 7

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

	Beginning of year (a) Book Value	End of year	
		(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		
	2 Savings and temporary cash investments	252,659.33	408,835.27
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶		
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶		
	5 Grants receivable		
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶		
	8 Inventories for sale or use		
	9 Prepaid expenses and deferred charges		
	10a Investments—U.S. and state government obligations (attach schedule)	107,772.66	1,013,585.18
	b Investments—corporate stock (attach schedule)	9,365,566.81	6,200,791.22
	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) Mutual Funds	0.00	1,874,963.88
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶		
Liabilities	15 Other assets (describe ▶ Estimated Tax Payments)	8,000.00	5,222.99
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	9,733,998.80	9,503,398.54
	17 Accounts payable and accrued expenses		
	18 Grants payable		
	19 Deferred revenue		
	20 Loans from officers, directors, trustees, and other disqualified persons		
Net Assets or Fund Balances	21 Mortgages and other notes payable (attach schedule)		
	22 Other liabilities (describe ▶)		
	23 Total liabilities (add lines 17 through 22)	0.00	0.00
	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	9,733,998.80	9,503,398.54
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		
	29 Retained earnings, accumulated income, endowment, or other funds		
	30 Total net assets or fund balances (see page 17 of the instructions)	9,733,998.80	9,503,398.54
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	9,733,998.80	9,503,398.54

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	9,733,998.80
2 Enter amount from Part I, line 27a	2	(228,477.41)
3 Other increases not included in line 2 (itemize) ▶	3	0.00
4 Add lines 1, 2, and 3	4	9,505,521.39
5 Decreases not included in line 2 (itemize) ▶ Tax Cost Adjustments	5	2,122.85
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,503,398.54

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED				
b				
c				
d				
e				
(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			0.00	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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				
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	(13,791.90)
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8			3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	391,231.24	9,307,313.00	0.0420
2006	423,861.46	10,989,392.13	0.0386
2005	29,260.14	677,704.85	0.0432
2004	25,476.53	573,660.67	0.0444
2003	20,824.10	526,034.22	0.0396
2 Total of line 1, column (d)			2 0.2078
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 0.0416
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 7,013,904.02
5 Multiply line 4 by line 3			5 291,778.41
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 784.70
7 Add lines 5 and 6			7 292,563.11
8 Enter qualifying distributions from Part XII, line 4 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 on page 18.			8 293,155.50

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	784.70
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.00
3 Add lines 1 and 2	3	784.70
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.00
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	784.70
6 Credits/Payments:		
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	5,222.99
b Exempt foreign organizations—tax withheld at source	6b	0.00
c Tax paid with application for extension of time to file (Form 8868)	6c	0.00
d Backup withholding erroneously withheld	6d	0.00
7 Total credits and payments. Add lines 6a through 6d	7	5,222.99
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.00
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.00
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,438.29
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax Refunded	11	0.00

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XIV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► <u>Tennessee</u>		
8b 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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ NONE	13	X	
14	The books are in care of ▶ Jones, King, Downs & Peel, P.C. Telephone no. ▶ 423-764-5535 Located at ▶ 105 Landmark Lane, Bristol, TN ZIP+4 ▶ 37620			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			

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 type="checkbox"/> Yes <input checked="" 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <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 page 20 of the instructions.)	2b	N/A
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 2008 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 2008.)	3b	N/A
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 2008?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? 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 you answered "Yes" to 6b, also 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 page 23 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
John D. Tickle P.O. Box 580, Bristol, VA 24203	Trustee-as necessary	0.00	0 00	0.00
Ann M. Tickle P.O. Box 580, Bristol, VA 24203	Trustee-as necessary	0.00	0 00	0 00
John D. Tickle, II 100 Lick Branch Road, Bristol, TN 37620	Trustee-as necessary	0 00	0.00	0.00
Jeffrey E. Tickle 2222 Edgemont Avenue, Bristol, TN 37620	Trustee-as necessary	0 00	0.00	0.00

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see page 23 of the 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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

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

	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0 00

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	6,624,224.53
b	Average of monthly cash balances	1b	496,490.21
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.00
d	Total (add lines 1a, b, and c)	1d	7,120,714.74
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	7,120,714.74
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	106,810.72
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,013,904.02
6	Minimum investment return. Enter 5% of line 5	6	350,695.20

Part XI Distributable Amount (see page 25 of the 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	350,695.20
2a	Tax on investment income for 2008 from Part VI, line 5	2a	784.70
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	0.00
c	Add lines 2a and 2b	2c	784.70
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	349,910.50
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	349,910.50
6	Deduction from distributable amount (see page 25 of the instructions)	6	0.00
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	349,910.50

Part XII Qualifying Distributions (see page 25 of the 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	293,155.50
b	Program-related investments—total from Part IX-B	1b	0.00
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.00
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.00
b	Cash distribution test (attach the required schedule)	3b	0.00
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	293,155.50
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 page 26 of the instructions)	5	784.70
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	292,370.80

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				349,910.50
2 Undistributed income, if any, as of the end of 2008:				
a Enter amount for 2007 only			207,568.11	
b Total for prior years: 20____, 20____, 20____		0.00		
3 Excess distributions carryover, if any, to 2007:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.00			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ <u>293,155.50</u>				
a Applied to 2007, but not more than line 2a			207,568.11	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0.00		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0.00			
d Applied to 2008 distributable amount				85,587.39
e Remaining amount distributed out of corpus	0.00			
5 Excess distributions carryover applied to 2008	0.00			0.00
<i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.00			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
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		0.00		
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0.00		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0.00	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				264,323.11
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 27 of the instructions)	0.00			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	0.00			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.00			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **N/A****1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling**b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)**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) 2008	(b) 2007	(c) 2006	(d) 2005	
				0.00
0.00	0.00	0.00	0.00	0.00

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

				0.00
				0.00
				0.00
				0.00
0.00	0.00	0.00	0.00	0.00

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 % 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

				0.00
				0.00
				0.00
				0.00
				0.00
				0.00
				0.00
				0.00

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 27 of the 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).)

John D. Tickle

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.**a** The name, address, and telephone number 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:

[illegible]Form **990-PF** (2008)

Enter gross amounts unless otherwise indicated.

Unrelated business income		Excluded by section 512, 513, or 514		(e)
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions.)
		14	112,186.77	
		14	9,300.07	
		18	(13,791.90)	
	0.00		107,694.94	0.00

13 Total. Add line 12, columns (b), (d), and (e)	13	107,694.94
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(See worksheet in line 13 instructions on page 28 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No

1a(1)		X
-------	--	---

1a(2)		X

1b(1)		X
-------	--	---

1b(2)		X
-------	--	---

1b(3)		X
-------	--	---

1b(4)		X
-------	--	---

1b(5)		X
-------	--	---

1b(6)		X
-------	--	---

1c		X
----	--	---

ow the fair market

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

(a) Name of organization	
--------------------------	--

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

► Trustee
Title

Preparer's identifying
number (see **Signature** on
page 30 of the instructions)

P00958141

EIN ► 54-1588869
Phone no. 423-764-5535

The John D. Tickle Foundation
EIN: 54-1507449

ATTACHMENT TO 990-PF
Part I, Line 11 - Other Income:

Date	Description	Amount
12/18/2008	Manning & Napier International Series - Capital Gain Distributions	9,231.50
12/29/2008	Manning & Napier Global Fixed Income Fd - proceeds from class action suit	4 22
7/9/2009	Bristol Myers Squibb - proceeds from class action suit	64 35
		<u>9,300.07</u>

The John D. Tickle Foundation
EIN: 54-1507449
ATTACHMENT TO FORM 990-PF
Part I, Lines 16a, 16c, 18 and 23

DISBURSEMENTS - INCOME

Bank Fee

12/01/2008	Exeter Trust - sweep fee	91.30
12/09/2008	Wachovia Bank	5.00
12/17/2008	Exeter Trust - custody fee	333.20
01/12/2009	Wachovia Bank	33.00
01/15/2009	Exeter Trust - sweep fee	48.29
01/26/2009	Exeter Trust - custody fee	325.25
02/03/2009	Exeter Trust - sweep fee	25.01
02/10/2009	Wachovia Bank	5.00
02/23/2009	Exeter Trust - custody fee	296.95
03/02/2009	Exeter Trust - sweep fee	39.55
03/10/2009	Wachovia Bank	5.00
03/20/2009	Exeter Trust - custody fee	276.16
04/01/2009	Exeter Trust - sweep fee	1.59
04/09/2009	Wachovia Bank	5.00
04/13/2009	Wachovia Bank - adjustment for service charges	-106.00
04/23/2009	Exeter Trust - custody fee	301.56
05/04/2009	Exeter Trust - sweep fee	15.84
05/11/2009	Wachovia Bank	33.00
05/27/2009	Exeter Trust - custody fee	343.71
06/01/2009	Exeter Trust - sweep fee	25.09
06/17/2009	Wachovia Bank - adjustment for service charges	-5.00
06/24/2009	Exeter Trust - custody fee	358.95
07/02/2009	Exeter Trust - sweep fee	4.99
07/20/2009	Exeter Trust - custody fee	361.80
08/24/2009	Exeter Trust - custody fee	389.93
09/18/2009	Exeter Trust - custody fee	399.01
10/09/2009	Wachovia Bank - incoming wire charges	17.00
10/14/2009	Exeter Trust - custody fee	405.55
11/17/2009	Exeter Trust - custody fee	392.21

4,427.94 Line 23

The John D. Tickle Foundation

DISBURSEMENTS - INCOME

Continued

Federal Tax Payments

04/13/2009	U S Treasury - applied estimated tax payment to 2007 Form 990-PF	2.777.01	
			2.777.01 Line 18

Foreign Tax Withheld

04/06/2009	Novartis AG Sponsored ADR	1.440.08	
04/16/2009	ASM Lithography	102.11	
04/23/2009	Lonza Group AG-REG	198.92	
04/27/2009	L'Oreal	389.87	
05/08/2009	Nestle SA-Reg	994.00	
05/18/2009	Nokia Corp ADS Ser A	1.225.75	
05/27/2009	SAP Ag-Sponsored ADR	351.78	
06/01/2009	Tokyo Electron Ltd	3.52	
			4.706.03 Line 18

Harland Checks

12/03/2008	Check printing fee	8.00	
04/13/2009	Refund for check printing fee	-8.00	
			0.00

Investment Management Fee

01/20/2009	Manning & Napier Adv. - for period 1/1/09 - 6/30/09	13.229.56	
07/20/2009	Manning & Napier Adv. - for period 7/1/09 - 12/31/09	14.704.81	
			27.934.37 Line 16c

Legal and Accounting Services

05/11/2009	Jones, King & Downs, P.C.	6.327.00	
			6.327.00 Line 16a
	TOTAL DISBURSEMENTS OF INCOME		46.172.35

The John D. Tickle Foundation
 EIN: 54-1507449
 ATTACHMENT TO FORM 990-PF
 Part II, Lines 2, 10a, 10b, 13 and 15

COMBINED BALANCE ON HAND

<u># Units</u>	<u>Description</u>	<u>Current Value 11/30/2009 or as Noted</u>	<u>Fiduciary Acquisition Value</u>
Cash			
	Federal Tax Payments -- Line 15	5,222.99	5,222.99
	SSGA Inst Liquid Reserves Inv CL -- Line 2	396,660.28	396,660.28
	Wachovia Bank Money Market Accoun -- Line 2	12,174.99	12,174.99
	Total Cash	414,058.26	414,058.26
Assets			
1,400.0000	Advantest Corp 9/24/09	31,140.73	38,463.85
2,980.0000	American Express Co 11/25/09	124,653.40	124,325.60
1,110.0000	American Tower Corp-A 11/25/09	45,421.20	45,831.90
590.0000	Autodesk Inc 11/25/09	13,835.50	14,177.70
2,670.0000	Autodesk Inc 4/14/08	62,611.50	84,982.63
430.0000	Autodesk Inc 6/26/08	10,083.50	15,110.33
2,420.0000	Automatic Data Processing Inc 11/25/09	105,149.00	106,576.80
180.0000	Baker Hughes Inc 1/18/07	7,333.20	11,970.38
760.0000	Baker Hughes Inc 11/25/09	30,962.40	31,692.00
1,200.0000	Baker Hughes Inc 12/27/06	48,888.00	90,051.60
430.0000	Baker Hughes Inc 2/11/08	17,518.20	27,867.01
640.0000	Bank of America Corp 1/9/08	10,419.20	24,563.20
640.0000	Bank of America Corp 3/11/08	10,419.20	23,692.80
2,560.0000	Bank of America Corp 8/6/07	41,676.80	122,982.40
1,630.0000	Bank of New York Mellon Corp 10/22/09	43,423.20	47,697.55
2,760.0000	Bank of New York Mellon Corp 9/16/09	73,526.40	82,683.80
1,370.0000	Becton Dickinson & Co 11/25/09	102,476.00	103,366.50
2,880.0000	Cameco Corp 11/25/09	82,944.00	85,322.30
2,900.0000	Carnival Corp 6/18/08	92,887.00	101,107.63
1,070.0000	Cerner Corp 11/25/09	80,560.30	82,475.60
2,110.0000	Cisco Systems Inc 11/25/09	49,374.00	50,112.50
1,340.0000	Cisco Systems Inc 3/24/08	31,356.00	34,785.73
4,920.0000	Cisco Systems Inc 4/23/08	115,128.00	125,479.87
1,780.0000	Comcast Corp-A 10/31/07	26,112.60	37,285.16
1,210.0000	Comcast Corp A 12/14/07	17,750.70	22,031.44
2,190.0000	Comcast Corp-A 9/29/09	32,127.30	37,729.98

The John D. Tickle Foundation

COMBINED BALANCE ON HAND
Continued

<u># Units</u>	<u>Description</u>	<u>Current Value 11/30/2009 or as Noted</u>	<u>Fiduciary Acquisition Value</u>
1,905.0000	Comcast Corp CL A 8/16/07	27,946.35	47,472.79
670.0000	Dean Foods Co 11/4/08	10,653.00	11,850.67
1,180.0000	Dean Foods Co 5/15/09	18,762.00	21,913.54
1,270.0000	Dean Foods Co 8/15/07	20,193.00	35,448.87
500.0000	Dean Foods Co 9/18/09	7,950.00	9,230.50
400.0000	Dean Foods Co 9/27/07	6,360.00	9,741.96
7,080.0000	Disney (The Walt) Company Del 11/18/09	213,957.60	216,789.60
1,320.0000	Electronic Arts 11/25/09	22,294.80	23,139.60
2,280.0000	Electronic Arts 11/4/08	38,509.20	53,090.26
1,870.0000	Electronic Arts 12/27/06	31,584.30	95,143.55
2,270.0000	Electronic Arts 8/28/09	38,340.30	42,629.69
9,310.0000	EMC Corp Mass 11/18/09	156,687.30	162,271.44
1,520.0000	FedEx Corp 11/18/09	128,364.00	127,196.94
1,560.0000	General Mills Inc 11/25/09	106,080.00	107,000.40
370.0000	Genzyme Corporation 10/22/09	18,759.00	19,698.17
620.0000	Genzyme Corporation 7/10/07	31,434.00	36,649.69
210.0000	Genzyme Corporation 7/10/09	10,647.00	11,319.31
710.0000	Genzyme Corporation 7/7/09	35,997.00	38,990.86
520.0000	Google Inc-A 11/25/09	303,160.00	304,044.68
1,800.0000	Heartland Express Inc 11/25/09	26,550.00	27,054.00
2,970.0000	Hess Corp 11/25/09	172,141.20	176,477.40
1,570.0000	Home Depot Inc 11/25/09	42,955.20	43,755.90
1,430.0000	Hunt J B Transport Services Inc 11/25/09	45,559.80	46,475.00
2,130.0000	International Game Technology 11/25/09	40,235.70	42,512.88
680.0000	International Game Technology 4/30/08	12,845.20	23,615.31
1,260.0000	International Game Technology 8/8/07	23,801.40	44,615.09
1,150.0000	Johnson & Johnson 11/25/09	72,266.00	72,921.50
400.0000	Johnson & Johnson 4/23/08	25,136.00	26,937.16
1,800.0000	Juniper Networks Inc 11/25/09	47,034.00	47,304.00
1,960.0000	Kellogg Co 11/25/09	103,056.80	105,075.60
1,510.0000	Knight Transportation Inc 11/25/09	25,685.10	25,903.60
380.0000	Lonza Group AG-Reg 11/5/08	29,389.24	31,971.96
80.0000	Lonza Group AG-REG 4/21/09	6,187.21	6,974.90
250.0000	Lowes Cos Inc 11/25/09	5,452.50	5,542.50

The John D. Tickle Foundation

COMBINED BALANCE ON HAND
Continued

<u># Units</u>	<u>Description</u>	<u>Current Value 11/30/2009 or as Noted</u>	<u>Fiduciary Acquisition Value</u>
1,960.0000	Lowes Cos Inc 4/15/08	42,747.60	46,934.95
20,078.0000	Manning & Napier Fin Svcs Series 12/20/07	111,232.12	186,725.40
1,741.3520	Manning & Napier Fin Svcs Series	9,647.09	16,014.91
10,730.0000	Manning & Napier Fin Svcs Series 11/25/09	59,444.20	60,517.20
4,203.0000	Manning & Napier Intl Series 11/24/09	36,271.89	36,944.37
2,474.0000	Manning & Napier Intl Series 11/25/09	21,350.62	21,993.86
29,779.0009	Manning & Napier Intl Series 12/27/06	256,992.77	292,753.05
30,180.9998	Manning & Napier Life Sci Series 12/27/06	301,810.00	345,483.99
4,479.0000	Manning & Napier Life Sci Series 6/15/07	44,790.00	53,300.10
4,583.9560	Manning & Napier Small Cap Series	31,858.52	47,802.47
7,442.0000	Manning & Napier Small Cap Series 11/25/09	51,721.90	52,838.20
17,760.1230	Manning & Napier Small Cap Series 12/27/06	123,432.85	234,611.22
6,378.1430	Manning & Napier Technology Series	58,678.90	58,188.15
553.0000	Manning & Napier Technology Series 11/25/09	5,087.60	5,165.02
15,158.4400	Manning & Napier Technology Series 12/27/06	139,457.63	168,572.77
1,495.3373	Manning & Napier World Opp Series	11,843.07	11,947.78
266.0000	Manning & Napier World Opp Series 11/25/09	2,106.72	2,159.92
29,037.6630	Manning & Napier World Opp Series 12/27/07	229,978.29	279,945.47
940.0000	Microsoft Corp 1/18/08	27,645.40	31,748.97
3,770.0000	Microsoft Corporation 11/25/09	110,875.70	112,383.70
470.0000	Millipore Corp 3/7/08	32,007.00	32,871.79
490.0000	Millipore Corp 4/29/08	33,369.00	34,302.11
740.0000	Millipore Corp 9/17/09	50,394.00	52,864.49
1,350.0000	Monsanto Co 11/25/09	109,012.50	109,336.50
440.0000	Monsanto Co 11/4/08	35,530.00	40,718.48
2,300.0000	Nestle SA-Reg 11/27/09	108,628.27	108,867.38
1,010.0000	Nokia Corp ADS Ser A 11/25/09	13,392.60	13,665.30
4,900.0000	Nokia Corp ADS Ser A 11/4/08	64,974.00	80,863.30
2,110.0000	Nokia Corp ADS Ser A 4/17/09	27,978.60	31,813.95
2,510.0000	Nokia Corp ADS Ser A 7/31/09	33,282.60	33,800.66
1,340.0000	Northern Trust Corp 5/22/09	66,330.00	69,781.17
2,000.0000	Perkinelmer Inc 11/4/08	37,740.00	38,640.60
580.0000	Perkinelmer Inc 12/11/07	10,944.60	14,798.53
1,950.0000	Perkinelmer Inc 12/27/06	36,796.50	43,914.00

The John D. Tickle Foundation

COMBINED BALANCE ON HAND
Continued

<u># Units</u>	<u>Description</u>	<u>Current Value 11/30/2009 or as Noted</u>	<u>Fiduciary Acquisition Value</u>
7,170.0000	Progressive Corp (Ohio) 11/25/09	120,240.90	122,750.40
1,730.0000	Quest Diagnostics Inc 11/25/09	100,236.20	102,221.20
780.0000	SAP Ag-Sponsored ADR 11/25/09	37,338.60	37,993.80
1,180.0000	SAP Ag-Sponsored ADR 8/16/07	56,486.60	60,361.60
1,130.0000	Sherwin Williams Co 11/25/09	68,749.20	69,719.19
14,670.0000	Southwest Airlines Co 11/25/09	134,964.00	133,937.10
4,490.0000	Southwest Airlines Co 11/4/08	41,308.00	53,820.73
4,560.0000	Southwest Airlines Co 4/30/07	41,952.00	66,107.24
1,820.0000	Thermo Fisher Scientific Inc 11/25/09	85,958.60	86,941.40
4,710.0000	Unilever PLC-Sponsored ADR 11/25/09	139,086.30	143,089.80
790.0000	United Parcel Service Inc - B 6/10/08	45,401.30	55,175.81
40.0000	United Parcel Service Inc CL B 12/27/06	2,298.80	3,007.20
770.0000	United Parcel Services Inc CL B 11/25/09	44,251.90	44,829.40
970.0000	United Parcel Services Inc CL B 3/5/07	55,745.90	67,683.86
10,020.0000	USTN 2.375% Due 10/31/14 11/20/09	1,020,867.66	1,013,585.18
1,640.0000	Waste Mgmt Inc 11/25/09	53,857.60	55,005.60
1,350.0000	Weatherford International Ltd 12/27/06	22,545.00	28,354.19
680.0000	Weatherford International Ltd 8/18/09	11,356.00	13,087.96
1,490.0000	Weatherford Intl Ltd 11/25/09	24,883.00	24,987.30
1,380.0000	Weatherford Intl Ltd 11/4/08	23,046.00	23,388.52
1,612.0000	Wells Fargo & Company 12/31/08	43,459.52	338,850.37
2,520.0000	Weyerhaeuser Co 11/18/09	98,128.80	99,047.09
Total Assets		7,823,265.95	9,089,340.28
Lines 10a, 10b & 13		8,237,324.21	9,503,398.54

ATTACHMENT TO FORM 990-PF

Part IV — Capital Gains and Losses for Tax on Investment Income

Name of estate or trust					Employer identification number	
The John D. Tickle Foundation					54-1507449	
Part I Short-Term Capital Gains and Losses—Assets Held One Year or Less						
1a	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (Loss) Subtract (e) from (d)
	3M Co 4/8/09	04/08/2009	06/24/2009	16,837.52	14,895.30	1,942.22
	3M Co 7/1/08	07/01/2008	06/24/2009	53,415.57	63,614.60	-10,199.03
	2,110 shares Accenture PLC Ireland 7/8/09	07/08/2009	11/18/2009	84,528.22	68,576.27	15,951.95
	Allergan Inc 3/3/09	03/03/2009	03/24/2009	12,640.04	9,242.25	3,397.79
	American Express Co 11/18/09	11/18/2009	11/24/2009	123,595.59	123,459.61	135.98
	American Express Co 12/1/08	12/01/2008	08/07/2009	31,831.96	19,890.53	11,941.43
	American Express Co 2/12/09	02/12/2009	08/07/2009	10,829.43	5,136.71	5,692.72
	American Express Co 2/12/09	02/12/2009	11/18/2009	17,242.66	6,537.64	10,705.02
	American Express Co 5/21/09	05/21/2009	11/18/2009	105,098.09	61,020.16	44,077.93
	American Tower Corp-A 6/26/09	06/26/2009	11/24/2009	45,209.13	35,552.52	9,656.61
	ASM Lithography 11/5/08	11/05/2008	07/10/2009	23,761.96	20,881.54	2,880.42
	ASM Lithography 11/5/08	11/05/2008	08/31/2009	18,120.90	12,305.19	5,815.71
	ASM Lithography 2/12/09	02/12/2009	08/31/2009	21,964.71	13,646.47	8,318.24
	Automatic Data Processing Inc 11/18/09	11/18/2009	11/24/2009	106,393.29	105,566.69	826.60
	Automatic Data Processing Inc 2/14/08	02/14/2008	12/17/2008	21,634.46	22,994.90	-1,360.44
	Automatic Data Processing Inc 3/3/09	03/03/2009	11/18/2009	41,999.01	31,799.71	10,199.30
	Automatic Data Processing Inc 5/5/09	05/05/2009	11/18/2009	21,437.00	17,250.79	4,186.21
	Baker Hughes Inc 8/18/09	08/18/2009	11/24/2009	13,103.82	11,721.44	1,382.38

Name of estate or trust The John D. Tickle Foundation	Employer identification number 54-1507449
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Part I Short-Term Capital Gains and Losses—Assets Held One Year or Less

1a	(a) Description of property (Example 100 shares 7% preferred of Z Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (Loss) Subtract (e) from (d)
	Becton Dickinson & Co 11/4/08	11/04/2008	01/28/2009	52,424.27	51,501.68	922.59
	Becton Dickinson & Co 11/4/08	11/04/2008	07/07/2009	23,663.76	23,662.93	0.83
	Becton Dickinson & Co 12/2/08	12/02/2008	11/24/2009	41,557.70	34,107.92	7,449.78
	Becton Dickinson & Co 3/9/09	03/09/2009	11/24/2009	40,802.10	33,838.13	6,963.97
	Becton Dickinson & Co 8/28/09	08/28/2009	11/24/2009	12,845.11	11,973.37	871.74
	Cameco Corp 10/15/09	10/15/2009	11/24/2009	83,863.44	84,423.46	-560.02
	Cerner Corp 11/18/09	11/18/2009	11/24/2009	82,922.86	82,935.59	-12.73
	Cerner Corp 11/19/08	11/19/2008	11/18/2009	48,315.35	21,584.25	26,731.10
	Charter Communications Inc-A 11/4/08	11/04/2008	03/23/2009	660.51	8,876.58	-8,216.07
	Cisco Systems Inc 4/27/09	04/27/2009	11/24/2009	50,048.97	38,982.46	11,066.51
	Crown Classic International Corp 7/7/09	07/07/2009	11/18/2009	110,556.59	69,184.12	41,372.47
	Dicks Sporting Goods Inc 12/22/08	12/22/2008	04/07/2009	11,712.78	9,304.69	2,408.09
	Dicks Sporting Goods Inc 12/22/08	12/22/2008	11/18/2009	96,012.06	48,912.47	47,099.59
	Disney (The Walt) Company Del 4/29/09	04/29/2009	11/18/2009	41,066.35	26,814.51	14,251.84
	Disney (The Walt) Company Del 8/26/09	08/26/2009	11/18/2009	32,244.68	28,683.71	3,560.97
	Ecolab Inc 3/11/09	03/11/2009	04/28/2009	5,362.91	4,343.61	1,019.30
	Ecolab Inc 3/11/09	03/11/2009	06/16/2009	25,122.55	20,787.29	4,335.26
	Ecolab Inc 3/17/09	03/17/2009	06/16/2009	8,249.19	7,233.38	1,015.81

Name of estate or trust The John D. Tickle Foundation	Employer identification number 54-1507449
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Part I Short-Term Capital Gains and Losses—Assets Held One Year or Less

1a (a) Description of property (Example 100 shares 7% preferred of Z Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (Loss) Subtract (e) from (d)
Ecolab Inc 3/9/09	03/09/2009	04/28/2009	27,197.61	21,196.01	6,001.60
Electronic Arts 1/15/09	01/15/2009	11/24/2009	22,452.75	22,435.64	17.11
Federated Investors Inc-B 2/12/09	02/12/2009	11/18/2009	78,175.22	58,754.70	19,420.52
Fortune Brands Inc 11/4/08	11/04/2008	03/09/2009	3,881.34	8,342.46	-4,461.12
General Mills Inc 11/18/09	11/18/2009	11/24/2009	107,512.43	105,095.33	2,417.10
General Mills Inc 4/14/09	04/14/2009	11/18/2009	42,348.14	31,371.48	10,976.66
General Mills Inc 4/8/09	04/08/2009	11/18/2009	62,513.92	47,211.82	15,302.10
Heartland Express Inc 8/31/09	08/31/2009	11/24/2009	4,355.69	4,090.97	264.72
Hess Corp 6/15/09	06/15/2009	11/24/2009	108,203.72	106,725.95	1,477.77
Hess Corp 7/28/09	07/28/2009	11/24/2009	17,546.55	15,867.30	1,679.25
820 shares Hess Corp 9/15/09	09/15/2009	11/24/2009	47,960.56	44,436.37	3,524.19
Home Depot Inc 4/22/08	04/22/2008	03/25/2009	38,852.25	48,071.61	-9,219.36
Home Depot Inc 5/21/08	05/21/2008	03/25/2009	16,617.53	19,251.37	-2,633.84
International Game Technology 2/25/09	02/25/2009	11/24/2009	41,206.34	20,175.36	21,030.98
Inverness Medical Innovations 11/4/08	11/04/2008	02/13/2009	19,377.09	16,589.95	2,787.14
Jetblue Airways Corp 4/11/08	04/11/2008	03/05/2009	5,696.70	10,560.03	-4,863.33
Kellogg Co 11/18/09	11/18/2009	11/24/2009	105,719.67	104,241.82	1,477.85
Kellogg Co 4/17/09	04/17/2009	11/18/2009	103,966.11	78,306.50	25,659.61

Name of estate or trust The John D. Tickle Foundation	Employer identification number 54-1507449
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Part I Short-Term Capital Gains and Losses—Assets Held One Year or Less

1a	(a) Description of property (Example 100 shares 7% preferred of Z Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (Loss) Subtract (e) from (d)
	KLA Tencor Corp 11/4/08	11/04/2008	07/07/2009	27,836.90	25,656.20	2,180.70
	KLA Tencor Corp 2/12/09	02/12/2009	11/18/2009	33,354.14	19,310.45	14,043.69
	Lam Research Corporation 11/4/08	11/04/2008	05/05/2009	29,588.48	26,362.44	3,226.04
	Lam Research Corporation 11/4/08	11/04/2008	10/13/2009	6,086.72	3,942.05	2,144.67
	Lam Research Corporation 2/12/09	02/12/2009	10/13/2009	35,759.49	19,323.82	16,435.67
	Lam Research Corporation 6/24/09	06/24/2009	10/13/2009	8,369.25	5,319.82	3,049.43
	Lonza Group AG-Reg 11/5/08	11/05/2008	02/12/2009	9,716.39	8,413.68	1,302.71
	L'oreal 11/5/08	11/05/2008	08/28/2009	10,953.84	8,642.73	2,311.11
	L'oreal 7/11/08	07/11/2008	01/26/2009	19,182.41	28,869.23	-9,686.82
	Louisiana Pacific Corp 2/20/08	02/20/2008	12/26/2008	3,498.58	27,233.63	-23,735.05
	Lowes Cos Inc 4/15/08	04/15/2008	04/07/2009	6,719.40	8,620.70	-1,901.30
	Lowes Cos Inc 7/2/09	07/02/2009	11/24/2009	5,492.35	4,833.43	658.92
	Manning & Napier Fin Svcs Series 5/5/09	05/05/2009	11/25/2009	52,192.56	45,066.98	7,125.58
	Microsoft Corporation 12/17/08	12/17/2008	11/24/2009	28,598.14	19,029.69	9,568.45
	Millipore Corp 3/7/08	03/07/2008	02/04/2009	19,043.83	23,080.19	-4,036.36
	Mirant Corp 11/4/08	11/04/2008	01/28/2009	69,192.71	67,226.31	1,966.40
	Monsanto Co 12/2/08	12/02/2008	11/24/2009	43,229.88	38,913.10	4,316.78
	Monsanto Co 9/14/09	09/14/2009	11/24/2009	64,844.82	62,879.25	1,965.57

Name of estate or trust The John D. Tickle Foundation	Employer identification number 54-1507449
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Part I Short-Term Capital Gains and Losses—Assets Held One Year or Less

1a (a) Description of property (Example 100 shares 7% preferred of Z Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (Loss) Subtract (e) from (d)
2,300 shares Nestle SA 11/19/09	11/19/2009	11/25/2009	111,148.34	108,771.68	2,376.66
Nokia Corp ADS Ser A 3/25/09	03/25/2009	11/24/2009	13,412.45	12,347.05	1,065.40
Nordstrom Inc 1/27/09	01/27/2009	04/07/2009	25,663.44	20,450.83	5,212.61
Nordstrom Inc 1/27/09	01/27/2009	07/23/2009	15,935.69	8,397.03	7,538.66
Novartis AG Sponsored ADR 3/26/09	03/26/2009	11/16/2009	23,244.47	16,533.54	6,710.93
Paccar Inc 11/14/08	11/14/2008	02/09/2009	26,345.52	23,522.22	2,823.30
Paccar Inc 11/14/08	11/14/2008	07/23/2009	43,629.78	34,868.23	8,761.55
Pall Corp 9/25/09	09/25/2009	11/18/2009	88,049.39	87,250.94	798.45
Paychex Inc 6/15/09	06/15/2009	11/18/2009	51,610.18	44,760.05	6,850.13
Paychex Inc 6/17/09	06/17/2009	11/18/2009	70,377.51	61,059.15	9,318.36
PNC Financial Services Group 6/6/08	06/06/2008	12/16/2008	52,916.23	69,003.09	-16,086.86
Progressive Corp (Ohio) 9/10/09	09/10/2009	11/24/2009	122,137.80	119,277.25	2,860.55
Quest Diagnostics Inc 11/18/09	11/18/2009	11/24/2009	101,790.58	101,615.53	175.05
Salesforce Com Inc 12/3/08	12/03/2008	08/07/2009	60,447.21	38,977.61	21,469.60
Schwab Charles Corp 12/22/08	12/22/2008	04/13/2009	81,086.48	71,899.64	9,186.84
SEI Corp 2/26/09	02/26/2009	11/13/2009	16,347.31	11,010.09	5,337.22
Sherwin Williams Co 4/16/09	04/16/2009	11/24/2009	68,566.63	63,134.00	5,432.63
Southwest Airlines Co 2/11/09	02/11/2009	11/24/2009	64,814.05	51,916.53	12,897.52

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Part I Short-Term Capital Gains and Losses—Assets Held One Year or Less

1a	(a) Description of property (Example 100 shares 7% preferred of Z Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (Loss) Subtract (e) from (d)
	Southwest Airlines Co 3/18/09	03/18/2009	11/24/2009	66,333.82	42,570.00	23,763.82
	Thermo Fisher Scientific Inc 11/18/09	11/18/2009	11/24/2009	86,252.86	84,484.40	1,768.46
	Thermo Fisher Scientific Inc 12/1/08	12/01/2008	02/06/2009	28,407.37	24,054.59	4,352.78
	Thermo Fisher Scientific Inc 12/1/08	12/01/2008	11/18/2009	64,985.51	47,770.37	17,215.14
	Thermo Fisher Scientific Inc 3/2/09	03/02/2009	11/18/2009	18,896.49	14,361.07	4,535.42
	Tokyo Electron Ltd 11/5/08	11/05/2008	05/07/2009	23,435.81	18,356.62	5,079.19
	Tokyo Electron Ltd 2/13/09	02/13/2009	11/19/2009	39,812.31	26,881.65	12,930.66
	U S Bancorp 5/28/08	05/28/2008	12/15/2008	47,979.09	64,262.09	-16,283.00
	Unilever PLC-Sponsored ADR 11/18/09	11/18/2009	11/24/2009	142,894.42	142,192.55	701.87
	Unilever PLC-Sponsored ADR 2/25/09	02/25/2009	11/18/2009	29,847.93	19,540.42	10,307.51
	United Parcel Service Inc-B 2/13/09	02/13/2009	11/24/2009	44,458.65	34,867.22	9,591.43
	Viacom Inc-B 5/21/09	05/21/2009	09/09/2009	84,480.61	67,923.85	16,556.76
	Waste Mgmt Inc 10/21/09	10/21/2009	11/24/2009	54,823.78	51,541.90	3,281.88
	Weatherford Intl Ltd 1/6/09	01/06/2009	11/24/2009	24,375.77	20,737.18	3,638.59
	Weyerhaeuser Co 11/11/08	11/11/2008	05/06/2009	716.89	636.53	80.36
	Weyerhaeuser Co 11/11/08	11/11/2008	09/11/2009	34,068.38	29,280.57	4,787.81
	Weyerhaeuser Co 2/23/09	02/23/2009	11/18/2009	61,141.90	37,789.47	23,352.43
	Weyerhaeuser Co 6/20/08	06/20/2008	05/06/2009	15,771.61	23,790.45	-8,018.84

Name of estate or trust

The John D. Tickle Foundation

Employer identification number

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Part I Short-Term Capital Gains and Losses—Assets Held One Year or Less

1a	(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (Loss) Subtract (e) from (d)
Total Short-Term Gain/Loss				4,770,524.31	4,152,526.23	617,998.08

Name of estate or trust as shown on Form 1041

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The John D. Tickle Foundation

54-1507449

Part II Long-Term Capital Gains and Losses—Assets Held More Than One Year

6a	(a) Description of property (Example 100 shares 7% preferred of Z Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (Loss) Subtract (e) from (d)
	3M Co 12/27/06	12/27/2006	06/01/2009	42,091.33	55,624.24	-13,532.91
	3M Co 12/27/06	12/27/2006	06/24/2009	15,095.70	20,369.44	-5,273.74
	American Express Co 6/24/08	06/24/2008	07/24/2009	68,494.15	98,116.04	-29,621.89
	American Express Co 6/24/08	06/24/2008	08/07/2009	12,798.42	16,493.65	-3,695.23
	Autodesk Inc 11/4/08	11/04/2008	11/24/2009	14,006.29	12,890.58	1,115.71
	Automatic Data Processing Inc 2/14/08	02/14/2008	11/18/2009	42,436.50	38,456.99	3,979.51
	Automatic Data Processing Inc 8/2/07	08/02/2007	12/17/2008	11,936.25	15,184.99	-3,248.74
	Baker Hughes Inc 11/4/08	11/04/2008	11/24/2009	18,017.75	15,883.03	2,134.72
	Becton Dickinson & Co 11/4/08	11/04/2008	11/24/2009	8,311.54	7,655.66	655.88
	105 shares Carnival Corp 12/21/06	12/21/2006	09/15/2009	3,458.90	2,105.60	1,353.30
	Carnival Corp 12/27/06	12/27/2006	09/15/2009	105,743.66	160,463.41	-54,719.75
	225 shares Carnival Corp 4/19/06	04/19/2006	09/15/2009	7,411.94	10,363.28	-2,951.34
	50 shares Carnival Corp 4/23/03	04/23/2003	09/15/2009	1,647.10	1,002.66	644.44
	Carnival Corp 6/18/08	06/18/2008	09/15/2009	329.42	348.65	-19.23
	Cerner Corp 1/8/08	01/08/2008	03/12/2009	49,083.72	64,570.35	-15,486.63
	Cerner Corp 2/21/08	02/21/2008	03/12/2009	19,721.14	21,089.25	-1,368.11
	Cerner Corp 2/21/08	02/21/2008	07/29/2009	32,305.71	23,432.50	8,873.21
	Cerner Corp 2/21/08	02/21/2008	11/18/2009	35,067.60	21,089.25	13,978.35

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Part II Long-Term Capital Gains and Losses—Assets Held More Than One Year

6a (a) Description of property (Example 100 shares 7% preferred of Z Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (Loss) Subtract (e) from (d)
Charter Communications Inc CL A 7/5/07	07/05/2007	03/23/2009	1,354.36	151,519.03	-150,164.67
Cisco Systems Inc 2/12/08	02/12/2008	09/16/2009	47,720.75	48,952.19	-1,231.44
Cisco Systems Inc 3/24/08	03/24/2008	09/16/2009	11,065.68	12,489.60	-1,423.92
Comcast Corp CL A 10/26/05	10/26/2005	02/05/2009	4,655.82	6,257.00	-1,601.18
825 shares Comcast Corp CL A 12/21/06	12/26/2006	02/05/2009	11,380.89	15,294.89	-3,914.00
Comcast Corp CL A 12/27/06	12/27/2006	02/05/2009	41,178.14	85,369.21	-44,191.07
Comcast Corp CL A 2/3/06	02/03/2006	02/05/2009	517.31	677.33	-160.02
Comcast Corp CL A 8/16/07	08/16/2007	02/05/2009	21,037.42	38,003.15	-16,965.73
Dean Foods Co 8/15/07	08/15/2007	01/27/2009	23,312.21	33,215.88	-9,903.67
Disney (The Walt) Company Del 11/11/08	11/11/2008	11/18/2009	54,755.13	39,686.58	15,068.55
Disney (The Walt) Company Del 11/13/08	11/13/2008	11/18/2009	21,597.86	14,427.98	7,169.88
Disney (The Walt) Company Del 11/4/08	11/04/2008	11/18/2009	65,706.15	55,663.20	10,042.95
Electronic Arts 12/12/06	12/12/2006	07/07/2009	816.82	2,066.63	-1,249.81
Electronic Arts 12/27/06	12/27/2006	07/07/2009	17,765.90	44,264.64	-26,498.74
Electronic Arts 7/25/06	07/25/2006	07/07/2009	3,267.29	7,623.78	-4,356.49
EMC Corp Mass 1/29/08	01/29/2008	04/09/2009	5,555.66	6,562.71	-1,007.05
EMC Corp Mass 1/29/08	01/29/2008	07/27/2009	46,594.37	48,595.31	-2,000.94
EMC Corp Mass 1/4/08	01/04/2008	04/09/2009	68,255.23	89,414.03	-21,158.80

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Part II Long-Term Capital Gains and Losses—Assets Held More Than One Year

6a (a) Description of property (Example 100 shares 7% preferred of Z Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (Loss) Subtract (e) from (d)
EMC Corp Mass 11/4/08	11/04/2008	11/18/2009	46,913.84	31,664.72	15,249.12
EMC Corp Mass 5/19/09	05/19/2009	11/18/2009	35,056.50	25,182.58	9,873.92
EMC Corp Mass 7/23/08	07/23/2008	07/27/2009	23,372.10	21,304.30	2,067.80
EMC Corp Mass 7/23/08	07/23/2008	11/18/2009	78,017.89	62,000.96	16,016.93
Fedex Corp 11/4/08	11/04/2008	11/18/2009	43,598.96	35,434.35	8,164.61
Fedex Corp 2/13/09	02/13/2009	11/18/2009	59,529.34	37,731.39	21,797.95
Fedex Corp 3/14/08	03/14/2008	06/09/2009	1,141.33	1,692.53	-551.20
Fedex Corp 5/12/08	05/12/2008	06/09/2009	25,109.18	39,287.25	-14,178.07
Fedex Corp 5/12/08	05/12/2008	07/23/2009	14,619.39	20,536.51	-5,917.12
Fedex Corp 6/27/08	06/27/2008	07/23/2009	34,959.42	42,656.95	-7,697.53
Fedex Corp 6/27/08	06/27/2008	11/18/2009	24,314.80	22,491.85	1,822.95
Fortune Brands Inc 2/25/08	02/25/2008	03/09/2009	24,766.68	88,612.32	-63,845.64
Google Inc A 1/22/08	01/22/2008	04/17/2009	39,192.73	58,005.53	-18,812.80
Google Inc A 1/22/08	01/22/2008	07/31/2009	40,250.94	52,204.98	-11,954.04
Google Inc A 1/22/08	01/22/2008	11/24/2009	5,832.75	5,800.55	32.20
Google Inc - A 11/4/08	11/04/2008	11/24/2009	99,156.75	61,698.61	37,458.14
Google Inc A 2/1/08	02/01/2008	11/24/2009	23,331.00	20,575.12	2,755.88
Google Inc A 3/18/08	03/18/2008	11/24/2009	29,163.75	21,613.04	7,550.71

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Part II Long-Term Capital Gains and Losses—Assets Held More Than One Year

6a	(a) Description of property (Example 100 shares 7% preferred of Z Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (Loss) Subtract (e) from (d)
	Google Inc-A 7/10/08	07/10/2008	11/24/2009	69,993.00	65,489.76	4,503.24
	Google Inc-A 8/17/07	08/17/2007	04/07/2009	61,006.53	84,268.04	-23,261.51
	Google Inc-A 8/17/07	08/17/2007	04/17/2009	3,919.27	4,956.94	-1,037.67
	Google Inc-A 8/5/08	08/05/2008	11/24/2009	75,825.75	61,326.46	14,499.29
	Heartland Express Inc 11/4/08	11/04/2008	11/24/2009	22,679.61	22,588.85	90.76
	Home Depot Inc 5/21/08	05/21/2008	11/24/2009	43,142.49	42,569.92	572.57
	Hunt J B Transport Services Inc 11/4/08	11/04/2008	11/24/2009	45,959.01	40,983.34	4,975.67
	International Game Technology 8/8/07	08/08/2007	06/16/2009	21,575.12	49,572.32	-27,997.20
	Inverness Medical Innovations 11/4/08	11/04/2008	11/18/2009	97,476.32	51,563.35	45,912.97
	Jetblue Airways Corp 4/25/07	04/25/2007	03/05/2009	11,393.39	38,706.26	-27,312.87
	Johnson & Johnson 11/4/08	11/04/2008	11/24/2009	34,056.92	33,225.23	831.69
	Johnson & Johnson 6/13/07	06/13/2007	12/02/2008	46,351.91	49,915.60	-3,563.69
	Johnson & Johnson 6/13/07	06/13/2007	05/04/2009	16,646.38	19,103.50	-2,457.12
	Johnson & Johnson 6/13/07	06/13/2007	11/24/2009	38,587.60	37,590.77	996.83
	Juniper Networks Inc 12/27/06	12/27/2006	04/27/2009	38,906.22	38,331.80	574.42
	Juniper Networks Inc 3/31/08	03/31/2008	04/27/2009	16,032.79	18,745.20	-2,712.41
	Juniper Networks Inc 3/31/08	03/31/2008	11/24/2009	46,654.80	44,988.48	1,666.32
	KLA Tencor Corp 11/4/08	11/04/2008	11/18/2009	7,004.37	4,942.94	2,061.43

Name of estate or trust as shown on Form 1041

The John D. Tickle Foundation

Employer identification number

54-1507449

Part II Long-Term Capital Gains and Losses—Assets Held More Than One Year

6a	(a) Description of property (Example 100 shares 7% preferred of Z Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (Loss) Subtract (e) from (d)
	Knight Transportation Inc 11/4/08	11/04/2008	11/24/2009	25,820.64	22,709.47	3,111.17
	L'oreal 7/11/08	07/11/2008	08/28/2009	10,953.83	11,341.48	-387.65
	L'oreal 7/11/08	07/11/2008	08/28/2009	59,748.21	61,862.65	-2,114.44
	Louisiana Pacific Corp 10/26/07	10/26/2007	12/26/2008	4,968.57	54,673.53	-49,704.96
	Lowes Cos Inc 12/21/07	12/21/2007	04/07/2009	20,718.17	25,909.84	-5,191.67
	Lowes Cos Inc 3/6/08	03/06/2008	04/07/2009	16,985.17	20,974.50	-3,989.33
	Manning & Napier Fin Svcs Series 12/27/06	12/27/2006	11/23/2009	100,113.27	223,657.31	-123,544.04
	Manning & Napier Fin Svs Series	05/09/1989	11/23/2009	9,629.85	18,507.25	-8,877.40
	Manning & Napier Fin Svs Series	05/09/1989	11/25/2009	8,326.74	7,191.21	1,135.53
	2,475.2108 shares Manning & Napier Intl Series	05/09/1989	11/25/2009	22,004.62	15,788.91	6,215.71
	2,360.3338 shares Manning & Napier Life Sci Series	Various	07/08/2009	18,599.43	26,215.72	-7,616.29
	Manning & Napier Life Sci Series 12/27/06	12/27/2006	07/08/2009	17,230.93	26,074.78	-8,843.85
	Manning & Napier Small Cap Series Fd 11/4/08	11/04/2008	11/25/2009	52,843.08	41,827.91	11,015.17
	Manning & Napier Technology Series 12/27/06	12/27/2006	11/23/2009	103,505.88	106,451.15	-2,945.27
	Manning & Napier Technology Series 12/27/06	12/27/2006	11/25/2009	5,170.28	4,550.29	619.99

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Part II Long-Term Capital Gains and Losses—Assets Held More Than One Year

6a	(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (Loss) Subtract (e) from (d)
	267,477 shares Manning & Napier World Opp Series	05/09/1989	11/25/2009	2,171.92	1,842.74	329.18
	Microsoft Corp 1/18/08	01/18/2008	07/02/2009	34,537.72	49,987.74	-15,450.02
	Microsoft Corp 1/18/08	01/18/2008	11/17/2009	42,454.31	48,298.97	-5,844.66
	Microsoft Corp 2/14/08	02/14/2008	11/24/2009	25,619.17	24,782.96	836.21
	Microsoft Corporation 4/14/08	04/14/2008	11/24/2009	58,089.98	55,018.21	3,071.77
	Nestle SA 12/28/06	12/28/2006	11/18/2009	57,200.55	42,936.25	14,264.30
	Nestle SA-Reg 1/23/08	01/23/2008	11/18/2009	52,433.84	47,245.75	5,188.09
	Nordstrom Inc 1/27/09	01/27/2009	11/18/2009	95,919.95	37,380.34	58,539.61
	Novartis ADR 12/27/06	12/27/2006	09/14/2009	21,939.73	26,625.12	-4,685.39
	Novartis ADR 6/6/07	06/06/2007	09/14/2009	20,031.93	23,567.29	-3,535.36
	Novartis ADR 6/6/07	06/06/2007	11/16/2009	3,243.41	3,366.76	-123.35
	Novartis AG Sponsored ADR 11/4/08	11/04/2008	11/16/2009	78,923.09	74,673.08	4,250.01
	PerkinElmer Inc 12/27/06	12/27/2006	07/24/2009	15,484.42	19,367.20	-3,882.78
	PNC Financial Services Group 6/13/07	06/13/2007	12/16/2008	33,781.34	52,425.73	-18,644.39
	Quest Diagnostics Inc 8/1/07	08/01/2007	09/11/2009	43,983.64	45,137.09	-1,153.45
	Quest Diagnostics Inc 8/1/07	08/01/2007	11/18/2009	57,398.30	54,610.30	2,788.00
	Quest Diagnostics Inc 8/7/08	08/07/2008	11/18/2009	43,927.27	40,991.25	2,936.02

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Employer identification number

54-1507449**Part II Long-Term Capital Gains and Losses—Assets Held More Than One Year**

6a	(a) Description of property (Example 100 shares 7% preferred of Z Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (Loss) Subtract (e) from (d)
	SAP AG-Sponsored ADR 11/4/08	11/04/2008	11/24/2009	37,482.01	29,566.48	7,915.53
	SAP Ag-Sponsored ADR 8/16/07	08/16/2007	05/14/2009	52,011.84	65,476.99	-13,465.15
	100 shares SEI Corp 11/18/03	11/18/2003	06/24/2009	1,751.94	1,389.69	362.25
	530 shares SEI Corp 12/21/06	12/21/2006	06/24/2009	9,285.31	7,704.56	1,580.75
	100 shares SEI Corp 4/22/04	04/22/2004	06/24/2009	1,751.94	1,474.01	277.93
	SEI Corp 4/23/08	04/23/2008	11/13/2009	26,586.83	35,971.70	-9,384.87
	SEI Corp 6/13/07	06/13/2007	06/24/2009	4,029.48	6,740.97	-2,711.49
	SEI Corp 6/13/07	06/13/2007	11/13/2009	41,497.01	67,702.75	-26,205.74
	Southwest Airlines Co 4/30/07	04/30/2007	08/18/2009	40,845.02	67,411.98	-26,566.96
	U S Bancorp 12/27/06	12/27/2006	12/15/2008	47,979.09	72,131.40	-24,152.31
	U S Bancorp 7/26/07	07/26/2007	12/15/2008	11,631.29	14,723.86	-3,092.57
	Unilever PLC 12/27/06	12/27/2006	09/24/2009	51,175.26	50,905.22	270.04
	Unilever PLC 12/27/06	12/27/2006	10/21/2009	52,070.43	47,269.13	4,801.30
	Unilever PLC 3/7/07	03/07/2007	10/21/2009	16,637.89	14,343.05	2,294.84
	Unilever PLC 3/7/07	03/07/2007	11/18/2009	67,836.20	59,762.70	8,073.50
	Unilever PLC - Sponsored ADR 6/25/08	06/25/2008	11/18/2009	44,319.65	42,545.48	1,774.17
	United Parcel Service Inc CL B 12/27/06	12/27/2006	06/01/2009	35,005.72	50,370.60	-15,364.88
	USTB 5.5% Due 8/15/28 6/7/07	06/07/2007	03/12/2009	49,025.00	41,056.25	7,968.75

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Part II Long-Term Capital Gains and Losses—Assets Held More Than One Year

6a	(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (Loss) Subtract (e) from (d)
	USTB 5.5% Due 8/15/28 6/7/07	06/07/2007	11/24/2009	76,415.63	66,716.41	9,699.22
	Weatherford International Ltd 12/27/06	12/27/2006	06/08/2009	40,187.89	42,636.29	-2,448.40
	.71 share Wells Fargo & Company 12/31/08 - Cash in lieu of fractional shares	12/31/2008	02/03/2009	10.52	167.43	-156.91
	Weyerhaeuser Co 1/23/08	01/23/2008	04/30/2009	16,372.63	28,131.85	-11,759.22
	Weyerhaeuser Co 1/23/08	01/23/2008	05/06/2009	24,732.76	42,197.78	-17,465.02
	Weyerhaeuser Co 11/11/08	11/11/2008	11/18/2009	38,262.99	30,871.90	7,391.09
	Weyerhaeuser Co 6/27/07	06/27/2007	04/30/2009	1,067.78	2,351.93	-1,284.15
	Weyerhaeuser Co 8/24/07	08/24/2007	04/30/2009	17,440.42	32,796.83	-15,356.41
	Total Long-Term Gain/Loss			4,249,204.71	4,880,995.03	-631,790.32
	Total Short-Term Gain/Loss					617,998.08
	Total Gain/Loss					-13,792.24
	Rounding of numbers					0.34
	Total Gain/Loss reported on Form 990-PF, Part IV					-13,791.90

The John D. Tickle Foundation		
EIN: 58-15Q7449		
ATTACHMENT TO FORM 990-PF		
Part XV, Line 3a		
Recipient/Donee	Purpose of grant or contribution	Amount
Boys and Girls Club of Bristol, 334 Rebecca Street, Bristol, VA 24201	General purpose of the charitable donee	6,000 00
East Tennessee State University, Box 70712, Johnson City, TN 37614	Roan Scholars Program	100,000 00
Grandfather Home for Children, P.O. Box 98, Banner Elk, NC 28604	General purpose of the charitable donee	2,000 00
Healing Hands of Bristol, 210 Memorial Drive, Bristol, TN 37620	General purpose of the charitable donee	2,000 00
Margaret B. Mitchell Spay & Neuter Clinic, 16222 Lee Highway, Bristol, VA 24202	General purpose of the charitable donee	2,000 00
Mountain Mission School, 1 Hurley Street, Grundy, VA 24614	General purpose of the charitable donee	30,000.00
Santa Pal Fund, P.O. Box 212, Bristol, VA 24203	General purpose of the charitable donee	5,000.00
Boy Scouts of America, Sequoyah Council, 129 Boone Ridge Dr., Johnson City, TN 37615	Endowment Fund	103,000 00
United Way of Bristol, P O Box 696, Bristol, TN 37621	General purpose of the charitable donee	25,000 00
United Way of Palm Beach, 2600 Quantum Boulevard, Boynton Beach, FL 33426	General purpose of the charitable donee	10,000 00
United Way of Washington County, P.O Box 644, Abingdon, VA 24212	General purpose of the charitable donee	5,000.00
TOTAL		290,000.00