



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



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

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

2011

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

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) P.O. Box 1689	Room/suite	B Telephone number (see instructions) 423-764-5535
City or town, state, and ZIP code Bristol, VA 24203-1689		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,948,725.36	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	178,386.82	192,919.00		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	60,893.53			
	b Gross sales price for all assets on line 6a 5,426,028.00				
	7 Capital gain net income (from Part IV, line 2)		60,883.00		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)	0.00			
	11 Other income (attach schedule)	2,121.95	0.00		
	12 Total. Add lines 1 through 11	241,402.30	253,802.00	0.00	
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	6,109.50	3,054.75		3,054.75
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	25,968.64	25,968.64		0.00
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,109.88	5,986.07		0.00
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	5,140.29	5,550.00		0.00
	24 Total operating and administrative expenses. Add lines 13 through 23	42,328.31	40,559.46	0.00	3,054.75
	25 Contributions, gifts, grants paid	600,000.00			600,000.00
	26 Total expenses and disbursements. Add lines 24 and 25	642,328.31	40,559.46	0.00	603,054.75
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	(400,926.01)			
	b Net investment income (if negative, enter -0-)		213,242.54		
	c Adjusted net income (if negative, enter -0-)			0.00	

914-17.18

23

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	276,889.81	134,441.90	134,441.90
	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)	1,735,841.72	1,658,203.45	1,676,646.19
	b Investments—corporate stock (attach schedule)	3,441,699.74	3,305,486.37	2,971,202.35
	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	3,483,709.01	3,441,126.61	3,165,113.23
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
Liabilities	15 Other assets (describe ▶ Estimated Tax Payments)	3,365.76	1,321.69	1,321.69
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,941,506.04	8,540,580.02	7,948,725.36
	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)			
Net Assets or Fund Balances	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.00	0.00	
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	8,941,506.04	8,540,580.02	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
Net Assets or Fund Balances	30 Total net assets or fund balances (see instructions)	8,941,506.04	8,540,580.02	
	31 Total liabilities and net assets/fund balances (see instructions)	8,941,506.04	8,540,580.02	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	8,941,506.04
2 Enter amount from Part I, line 27a	2	(400,926.01)
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	8,540,580.03
5 Decreases not included in line 2 (itemize) ▶ Rounding	5	.01
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,540,580.02

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	Publicly-traded securities	P	Various	Various
b	Capital Gains Distributions - Long Term	P	Various	
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 5,367,065.00		5,365,145.00	1,920.00
b 58,963.00		0.00	58,963.00
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
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	60,883.00
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.

(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))
2010	37,145.75	8,587,194.38	0.0043
2009	760,014.47	8,074,846.75	0.0941
2008	292,370.80	7,013,904.02	0.0417
2007	391,231.24	9,307,313.00	0.0420
2006	423,861.46	10,989,392.13	0.0386

2 Total of line 1, column (d)	2	0.2207
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	0.0441
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	8,425,764.82
5 Multiply line 4 by line 3	5	371,576.23
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,132.43
7 Add lines 5 and 6	7	373,708.66
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.	8	603,054.75

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	2,132.43
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	2,132.43
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	2,132.43
6	Credits/Payments.		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,321.69
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,321.69
8	Enter any penalty for underpayment of estimated tax. Check here ☒ 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	810.74
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.00
11	Enter the amount of line 10 to be: Credited to 2012 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
b 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
c 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
b 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?	X	
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 XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► Tennessee		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► 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. ► ☐ and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	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? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2011 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 2011.)	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 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		☐ Yes	☒ No	
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		☐ Yes	☒ No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		☐ Yes	☒ No	
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)		☐ Yes	☒ No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		☐ Yes	☒ No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b	N/A
Organizations relying on a current notice regarding disaster assistance check here		☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		☐ Yes	☐ No	
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		☐ Yes	☒ No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		☐ Yes	☒ No	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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
See continuation page attached				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000				0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services ▶ **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 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 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 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	8,313,016.54
b	Average of monthly cash balances	1b	241,059.42
c	Fair market value of all other assets (see instructions)	1c	0.00
d	Total (add lines 1a, b, and c)	1d	8,554,075.96
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	8,554,075.96
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	128,311.14
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,425,764.82
6	Minimum investment return. Enter 5% of line 5	6	421,288.24

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	421,288.24
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,132.43
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	0.00
c	Add lines 2a and 2b	2c	2,132.43
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	419,155.81
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	419,155.81
6	Deduction from distributable amount (see instructions)	6	0.00
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	419,155.81

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	603,054.75
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	603,054.75
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	2,132.43
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	600,922.32

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				419,155.81
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.00	
b Total for prior years 20__, 20__, 20__		0.00		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				94,094.08
e From 2010				3,323.65
f Total of lines 3a through e	97,417.73			
4 Qualifying distributions for 2011 from Part XII, line 4. ▶ \$ 603,054.75				
a Applied to 2010, but not more than line 2a			0.00	
b Applied to undistributed income of prior years (Election required—see instructions)		0.00		
c Treated as distributions out of corpus (Election required—see instructions)	0.00			
d Applied to 2011 distributable amount				419,155.81
e Remaining amount distributed out of corpus	183,898.94			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.00			0.00
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	281,316.67			
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 instructions		0.00		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions			0.00	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.00
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	281,316.67			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				94,094.08
d Excess from 2010				3,323.65
e Excess from 2011				183,898.94

Part XIV Private Operating Foundations (see 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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	
				0.00
b 85% of line 2a	0.00	0.00	0.00	0.00
c Qualifying distributions from Part XII, line 4 for each year listed				0.00
d Amounts included in line 2c not used directly for active conduct of exempt activities				0.00
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
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0.00
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0.00
b "Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed				0.00
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)				0.00
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0.00
(3) Largest amount of support from an exempt organization				0.00
(4) Gross investment income				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 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 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:

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> SEE ATTACHED Foundation status of all recipients is 501(c)(3)				
Total				3a 600,000.00
b <i>Approved for future payment</i> NONE				
Total				3b 0.00

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	178,386.82	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income			14	2,121.95	
8	Gain or (loss) from sales of assets other than inventory			18	60,893.53	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0.00		241,402.30	0.00
13	Total. Add line 12, columns (b), (d), and (e)				241,402.30	241,402.30

(See worksheet in line 13 instructions to verify calculations)

[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
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

[illegible]

**Sign
Here**

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

Signature of officer or trustee

4/30/12 Trustee
Date Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Nell King Bieger

Preparer's signature

Peel P.C. *M. V. B.*

Date

4-27-12

Check ☐ if self-employed

PTIN	
------	--

P00958141

Firm's name	▶ Jones, King, Downs & Peel, P.C.
-------------	-----------------------------------

Firm's EIN ▶ 54-1588869

Firm's address ► P.O. Box 1689, Bristol, VA 24203-1689

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
4/8/2011	MNA Global Fixed Income Series - Class Action Settlement Proceeds	4.26
6/28/2011	FNMA 0 375% 12/12/12 - Federal Tax Discount Accreted	19.49
7/22/2011	US Treasury Note 1 375% 11/30/2015 - Federal Tax Discount Accreted	257.96
8/10/2011	US Treasury Note 1 375% 11/30/2015 - Federal Tax Discount Accreted	448.86
9/27/2011	BOA - Class Action Settlement Proceeds	117.34
10/17/2011	Banco Santander SA - Rights/Warrants Distribution	835.67
11/30/2011	US Treasury Note 1.375% 11/30/2015 - Federal Tax Discount Accreted	438.37
		2,121.95

The John D. Tickle Foundation
EIN: 54-150744

ATTACHMENT TO 990-PF
Part I, Lines 16a, 18 and 23

Description	Amount
Line 16a -- Legal fees:	
Jones, King, Downs & Peel, P C - legal and accounting services	6,109.50
Line 16c -- Other professional fees	
Manning & Napier - investment management services	25,968.64
Line 18 -- Taxes.	
Tax on net investment income - 2010 Form 990-PF	2,644.07
Foreign Tax Withheld	2,465.81
Total	<u>5,109.88</u>
Line 23 -- Other expenses:	
Exeter Trust Company	5,140.29



The John D. Tickle Foundation
EIN: 54-1507449
Attachment to Form 990-PF
Part II, Lines 2, 10a, 10b & 13

Detailed Holdings List by Sector

As of December 31, 2011
Reporting Currency: USD

THE JOHN D. TICKLE FOUNDATION

Account Number: XXXXR4783

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Accrued Income	Annual Yield(%)
Cash and Cash Equivalents									
U.S. DOLLAR	(855,986.340)	1.00	(855,986.34)	1.00	(855,986.34)	(10.8)			
U.S. DOLLAR INCOME	(855,986.340)	1.00	(855,986.34)	1.00	(855,986.34)	(10.8)			
SSGA INST LIQUID RESERVES INV CL	134,441.900	1.00	134,441.90	1.00	134,441.90	1.7	0.00	0.00	0.0
CUSIP: CM2SSVXX0									
Total Cash and Cash Equivalents - Line 2			134,441.90		134,441.90	1.7	0.00	0.00	0.0
Fixed Income									
MUTUAL FUND - FIXED									
MANNING & NAPIER FUND INC CORE	143,601.102	11.04	1,585,277.84	10.67	1,532,223.76	19.3	(53,054.08)	0.00	4.7
PLUS BOND SERIES FUND									
CUSIP: 563821206									
MANNING & NAPIER FUND INC HIGH	25,476.128	10.66	268,429.28	10.30	259,374.12	3.3	(9,055.16)	0.00	0.0
YIELD BOND SERIES									
CUSIP: 56382P583									
TOTAL MUTUAL FUND - FIXED - Line 13			1,853,707.12		1,791,537.88	22.5	(62,169.24)	0.00	4.1
US GOVERNMENT									
US TREASURY NOTE 1.375% 11/30/2015	191,000.000	99.04	189,170.25	103.05	196,819.77	2.5	7,649.52	229.62	1.3
CUSIP: 912828PJ3, MOODY'S Aaa									
TOTAL US GOVERNMENT - Line 10a			189,170.25		196,819.77	2.5	7,649.52	229.62	1.3
FED AGENCY NOTES/BONDS									
FEDERAL HOME LOAN MORTGAGE	21,000.000	100.93	21,195.09	100.78	21,164.43	0.3	(30.66)	32.16	0.9
CORP 0.875% 10/28/2013									
CUSIP: 3137EACL1, MOODY'S Aaa									
FHLMC 6.25% 07/15/32	16,000.000	138.13	22,101.28	145.54	23,286.72	0.3	1,185.44	46.11	4.3
CUSIP: 3134A4KX1, MOODY'S Aaa									
FHLMC 6.75% 03/15/31	16,000.000	144.02	23,042.56	150.33	24,052.32	0.3	1,009.76	318.00	4.5
CUSIP: 3134A4AA2, MOODY'S Aaa									
FHLMC 6.25% 05/15/29	16,000.000	135.90	21,743.00	140.79	22,525.92	0.3	781.92	12.78	4.4
CUSIP: 31359MEU3, MOODY'S Aaa									

Detailed Holdings List by Sector
As of December 31, 2011
Reporting Currency: USD

THE JOHN D. TICKLE FOUNDATION

Account Number: XXXXR4783

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Accrued Income	Annual Yield(%)
FNMA 6 625% 11/15/30 CUSIP: 31359MGK3, MOODY'S Aaa	16,000,000	141.59	22,654.24	148.12	23,698.40	0.3	1,044.16	135.44	4.5
FNMA 7 25% 05/15/30 CUSIP: 31359MFP3, MOODY'S Aaa	14,000,000	150.48	21,067.34	156.17	21,864.08	0.3	796.74	129.69	4.6
FNMA PASS THRU POOL #940624 6.00% 08/01/2037 CUSIP: 31413BPH8	55,037,510	108.75	59,853.29	110.22	60,663.60	0.8	810.31	275.19	5.4
US TREASURY NOTE 3.25% 12/31/2016 CUSIP: 912828MD9, MOODY'S Aaa	798,000,000	113.22	89,752,573	111.66	89,101,488	11.2	3,489.15	13,038.75	2.9
TOTAL FED AGENCY NOTES/BONDS - Line 10a			1,079,183.53		1,088,270.35	13.7	9,086.82	14,518.12	3.2
FHLMC GOLD									
FHLMC GOLD POOL #A89870 4.50% 11/01/2039 CUSIP: 3129366F9	369,197,670	105.59	389,849.67	106.06	391,556.07	4.9	1,706.40	1,384.49	4.2
TOTAL FHLMC GOLD - Line 10a			389,849.67		391,556.07	4.9	1,706.40	1,384.49	4.2
Total Fixed Income			3,511,910.57		3,468,184.07	43.6	(43,726.50)	16,132.23	3.6
Equity									
MUTUAL FUND - EQUITY									
MANNING & NAPIER FUND INC EMERGING MARKETS SERIES TICKER: MNEMX, CUSIP: 56382P567	8,185,631	10.00	81,853.01	9.84	80,546.61	1.0	(1,306.40)	0.00	0.0
MANNING & NAPIER FUND INC INFLATION FOCUS EQUITY SERIES TICKER: MNIFX, CUSIP: 56382P575	7,900,000	10.24	80,903.81	9.85	78,605.00	1.0	(2,298.81)	0.00	0.0
MANNING & NAPIER FUND INC FINANCIAL SERVICES SERIES FUND TICKER: EXFSX, CUSIP: 563821800	34,318,694	7.95	272,785.57	5.28	181,202.70	2.3	(91,582.87)	0.00	0.0
MANNING & NAPIER FUND INC INTERNATIONAL SERIES FUND TICKER: EXITX, CUSIP: 563821529	31,940,870	9.27	296,111.36	7.60	242,750.61	3.1	(53,360.75)	0.00	2.4



Account Number: XXXXR4783

Page 6 of 27

004420 5/15



Detailed Holdings List by Sector
As of December 31, 2011
Reporting Currency: USD

THE JOHN D. TICKLE FOUNDATION

Account Number: XXXXR4783

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Accrued Income	Annual Yield(%)
SYNGENTA AG TICKER: SYNN VX, CUSIP: 435664909	130,000	329.54	42,839.78	292.77	38,060.26	0.5	(4,779.52)	0.00	0.0
TOTAL CHEMICALS - Line 10b			42,839.78		38,060.26	0.5	(4,779.52)	0.00	0.0
INDUSTRIAL ENGINEERING									
FLOWERVE CORP TICKER: FLS, CUSIP: 34354P105	900,000	99.06	89,157.81	99.32	89,388.00	1.1	230.19	288.00	1.3
TOTAL INDUSTRIAL ENGINEERING - Line 10b			89,157.81		89,388.00	1.1	230.19	288.00	1.3
INDUSTRIAL TRANSPORTATION									
FEDEX CORP TICKER: FDX, CUSIP: 31428X106	620,000	80.33	49,801.51	83.51	51,776.20	0.7	1,974.69	80.60	0.6
NORFOLK SOUTHERN CORP TICKER: NSC, CUSIP: 655841108	690,000	64.30	44,367.22	72.86	50,273.40	0.6	5,906.18	0.00	2.4
UNITED PARCEL SERVICE INC CL B TICKER: UPS, CUSIP: 911312106	920,000	62.68	57,667.51	73.19	67,334.80	0.8	9,667.29	0.00	2.8
TOTAL INDUSTRIAL TRANSPORTATION - Line 10b			151,836.24		169,384.40	2.1	17,548.16	80.60	2.0
SUPPORT SERVICES									
AMADEUS IT HOLDING SA-A TICKER: AMS SM, CUSIP: B3MSM2900	2,150,000	17.94	38,563.62	16.22	34,880.37	0.4	(3,683.25)	0.00	0.0
TOTAL SUPPORT SERVICES - Line 10b			38,563.62		34,880.37	0.4	(3,683.25)	0.00	0.0
REAL ESTATE INVESTMENT TRUST									
DUPONT FABROS TECHNOLOGY INC TICKER: DFT, CUSIP: 26613Q106	730,000	22.55	16,461.20	24.22	17,680.60	0.2	1,219.40	87.60	2.0
TOTAL REAL ESTATE INVESTMENT TRUST - Line 10b			16,461.20		17,680.60	0.2	1,219.40	87.60	2.0
AUTOMOBILES & PARTS									
TOYOTA MOTOR CORP -SPON ADR TICKER: TM, CUSIP: 892331307	560,000	81.96	45,897.25	66.13	37,032.80	0.5	(8,864.45)	0.00	1.8
TOTAL AUTOMOBILES & PARTS - Line 10b			45,897.25		37,032.80	0.5	(8,864.45)	0.00	1.8
BEVERAGES									

Detailed Holdings List by Sector
As of December 31, 2011
Reporting Currency: USD

THE JOHN D. TICKLE FOUNDATION

Account Number: XXXXR4783

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Accrued Income	Annual Yield(%)
ANHEUSER BUSCH INBEV NV TICKER: ABIBB, CUSIP: 475531901	1,600,000	56.33	90,126.29	61.22	97,959.23	1.2	7,832.94	0.00	0.0
TOTAL BEVERAGES - Line 10b			90,126.29		97,959.23	1.2	7,832.94	0.00	0.0
FOOD PRODUCERS									
KRAFT FOODS INC CL A TICKER: KFT, CUSIP: 50075N104	1,660,000	31.68	52,596.10	37.36	62,017.60	0.8	9,421.50	481.40	3.1
MONSANTO CO NEW COM TICKER: MON, CUSIP: 61166W101	650,000	64.53	41,941.41	70.07	45,546.50	0.6	3,604.09	0.00	1.7
TOTAL FOOD PRODUCERS - Line 10b			94,537.51		107,563.10	1.4	13,025.59	481.40	2.5
HEALTH CARE EQUIPMENT & SERVICES									
BECTON DICKINSON & CO TICKER: BDX, CUSIP: 075887109	730,000	77.05	56,248.54	74.72	54,545.60	0.7	(1,702.94)	0.00	2.4
BOSTON SCIENTIFIC CORP COM TICKER: BSX, CUSIP: 101137107	1,030,000	7.08	69,376.41	5.34	74,920.20	0.9	(2,456.21)	0.00	0.0
WATERS CORP TICKER: WAT, CUSIP: 941848103	460,000	73.56	33,836.21	74.05	34,063.00	0.4	226.79	0.00	0.0
TOTAL HEALTH CARE EQUIPMENT & SERVICES - Line 10b			189,461.16		163,528.80	2.1	(25,932.36)	0.00	0.8
PHARMACEUTICALS & BIOTECHNOLOGY									
QIAGEN NV TICKER: QGEN, CUSIP: N72482107	4,700,000	15.94	74,913.03	13.81	64,907.00	0.8	(10,006.03)	0.00	0.0
TOTAL PHARMACEUTICALS & BIOTECHNOLOGY - Line 10b			74,913.03		64,907.00	0.8	(10,006.03)	0.00	0.0
FOOD & DRUG RETAILERS									
KROGER CO TICKER: KR, CUSIP: 501044101	2,760,000	23.09	63,715.15	24.22	66,847.20	0.8	3,132.05	0.00	1.9
TOTAL FOOD & DRUG RETAILERS - Line 10b			63,715.15		66,847.20	0.8	3,132.05	0.00	1.9
GENERAL RETAILERS									
AMAZON.COM INC TICKER: AMZN, CUSIP: 023135106	300,000	194.33	58,297.87	173.10	51,930.00	0.7	(6,367.87)	0.00	0.0
TOTAL GENERAL RETAILERS - Line 10b			58,297.87		51,930.00	0.7	(6,367.87)	0.00	0.0

Detailed Holdings List by Sector
As of December 31, 2011
Reporting Currency: USD

THE JOHN D. TICKLE FOUNDATION

Account Number: XXXXR4783

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Accrued Income	Annual Yield(%)
MEDIA									
AMC NETWORKS INC A WII TICKER: AMCX, CUSIP: 00164V103	1,540,000	35.03	53,946.20	37.58	57,873.20	0.7	3,927.00	0.00	0.0
LIBERTY GLOBAL INC CL A TICKER: LBTA, CUSIP: 530555101	970,000	37.40	36,278.80	41.03	39,799.10	0.5	3,520.42	0.00	0.0
NEWS CORP INC CL A TICKER: NWSA, CUSIP: 65248E104	3,860,000	16.45	63,513.94	17.84	68,862.40	0.9	5,348.46	0.00	1.1
THE WALT DISNEY CO TICKER: DIS, CUSIP: 254687106	4,570,000	34.41	157,259.03	37.60	171,375.00	2.2	14,115.97	2,742.00	1.6
TOTAL MEDIA - Line 10b			310,997.85		337,909.70	4.3	26,911.85	2,742.00	1.0
TRAVEL & LEISURE									
CARNIVAL CORP COMMON PAIRED STOCK TICKER: CCL, CUSIP: 143658300	2,380,000	33.10	78,782.87	32.64	77,683.20	1.0	(1,099.67)	0.00	3.1
SOUTHWEST AIRLINES CO TICKER: LUV, CUSIP: 844741108	9,560,000	12.16	114,142.63	8.56	81,409.60	1.0	(32,733.03)	41.22	0.2
TOTAL TRAVEL & LEISURE - Line 10b			192,925.50		156,092.80	2.0	(36,832.70)	41.22	1.6
FIXED LINE TELECOMMUNICATIONS									
VIRGIN MEDIA INC TICKER: VMED, CUSIP: 92769L101	3,470,000	22.73	78,883.82	21.38	74,188.60	0.9	(4,695.22)	0.00	0.8
TOTAL FIXED LINE TELECOMMUNICATIONS - Line 10b			78,883.82		74,188.60	0.9	(4,695.22)	0.00	0.7
MOBILE TELECOMMUNICATIONS									
TELENOVA ASA TICKER: TELNO, CUSIP: 473249902	5,610,000	16.54	92,810.84	16.40	92,017.19	1.2	(793.65)	0.00	0.0
TOTAL MOBILE TELECOMMUNICATIONS - Line 10b			92,810.84		92,017.19	1.2	(793.65)	0.00	0.0
BANKS									
BANK OF AMERICA CORP TICKER: BAC, CUSIP: 060505104	3,840,000	44.59	171,238.40	5.56	21,350.40	0.3	(149,888.00)	0.00	0.7
TOTAL BANKS - Line 10b			171,238.40		21,350.40	0.3	(149,888.00)	0.00	0.7



THE JOHN D. TICKLE FOUNDATION

Account Number: XXXXR4783

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Accrued Income	Annual Yield(%)
REAL ESTATE INVESTMENT TRUSTS									
ALEXANDRIA REAL ESTATE EQUIT TICKER: ARE CUSIP: 015271109	230,000	65.48	15,059.58	68.97	15,863.10	0.2	803.52	112.70	2.8
BIOMED REALTH TRUST INC TICKER: BMR CUSIP: 09063HH07	920,000	18.32	16,855.24	18.08	16,633.60	0.2	(221.64)	184.00	4.4
CORPORATE OFFICE PROPERTIES TICKER: OFC CUSIP: 22002T108	740,000	25.79	19,083.68	21.26	15,732.40	0.2	(3,351.28)	305.25	7.8
DIGITAL REALTY TRUST INC TICKER: DLR CUSIP: 253688103	280,000	55.68	15,590.34	66.67	18,667.60	0.2	3,077.26	180.40	4.1
TOTAL REAL ESTATE INVESTMENT TRUSTS - Line 10b									
			66,588.84		66,896.70	0.8	307.86	792.35	4.7
FINANCIAL SERVICES									
BANK OF NEW YORK MELLON CORP TICKER: BK CUSIP: 064058100	3,240,000	28.98	93,882.30	19.91	64,508.40	0.8	(29,373.90)	0.00	2.6
DISCOVER FINANCIAL SERVICES TICKER: DFS CUSIP: 254709108	2,670,000	23.46	62,640.78	24.00	64,080.00	0.8	1,439.24	267.00	1.7
MASTERCARD INC CL A TICKER: MA CUSIP: 57636Q104	190,000	250.02	47,503.44	372.82	70,835.80	0.9	23,332.36	0.00	0.2
MODYS CORP TICKER: MCO CUSIP: 161569105	1,600,000	32.94	52,544.00	33.68	53,888.00	0.7	1,344.00	0.00	1.9
SCHWAB CHARLES NEW TICKER: SCHW CUSIP: 808513105	8,470,000	14.28	120,935.69	11.26	95,372.20	1.2	(25,563.49)	0.00	2.1
STATE STREET CORP TICKER: STT CUSIP: 867477103	1,820,000	49.67	90,755.58	40.31	73,363.20	0.9	(17,391.38)	327.60	1.8
VISA INC CL A TICKER: V CUSIP: 92826C839	690,000	70.43	48,593.59	101.53	70,055.70	0.9	21,462.11	0.00	0.9
TOTAL FINANCIAL SERVICES- Line 10b									
			516,855.36		492,104.30	6.2	(24,751.06)	594.60	1.6
SOFTWARE & COMPUTER SERVICES									
AUTODESK INCORPORATED TICKER: ADSK CUSIP: 052769106	2,850,000	29.90	85,226.08	30.33	86,440.50	1.1	1,214.42	0.00	0.0
TOTAL SOFTWARE & COMPUTER SERVICES- Line 10b									
			85,226.08		86,440.50	1.1	1,214.42	0.00	0.0
TECHNOLOGY HARDWARE & EQUIPMENT									



Detailed Holdings List by Sector
As of December 31, 2011
Reporting Currency: USD

THE JOHN D. TICKLE FOUNDATION

Account Number: XXXXR4783

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Accrued Income	Annual Yield(%)
CISCO SYSTEMS INC TICKER: CSCO, CUSIP: 17275R102	7,860,000	22.42	176,208.53	18.08	142,108.80	1.8	(34,099.73)	0.00	1.3
CORNING INC COM TICKER: GLW, CUSIP: 219350105	5,480,000	14.66	80,319.54	12.98	71,130.40	0.9	(9,189.14)	0.00	2.3
DIRECTV-CLASS A TICKER: DTV, CUSIP: 25490A101	1,690,000	46.42	78,455.03	42.76	72,264.40	0.9	(6,190.63)	0.00	0.0
EMC CORPORATION TICKER: EMC, CUSIP: 288648102	4,260,000	24.81	105,709.51	21.54	81,760.40	1.2	(13,949.11)	0.00	0.0
TOTAL TECHNOLOGY HARDWARE & EQUIPMENT - Line 10b			440,692.61		377,264.00	4.7	(63,428.61)	0.00	0.9
Total Equity			4,892,905.86		4,344,777.70	54.7	(548,128.16)	5,587.77	1.0
Total Net Assets			8,539,258.33		7,947,403.67	100.0	(591,854.66)	21,720.00	2.2

THE JOHN D. TICKLE FOUNDATION
EIN: 54-1507449

Attachment to Form 990-PF
Part IV Capital Gains and Losses for Tax on Investment Income
Lines 1a and 2:

Short Term Capital Gains and Losses	3,452.00
Long Term Capital Gains and Losses	(1,532.00)
Long Term Capital Gain Distributions	<u>58,963.00</u>
Total Gain/Loss reported on Form 990-PF, Part IV, Line 2	60,883.00

THE JOHN D. TICKLE FOUNDATION 50-GR4783
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
60. AMAZON.COM INC	08/05/2011	10/19/2011	14,346.85	11,750.06	2,596.79
1890. AUTOMATIC DATA PROCESSING INC COM					
6040. BOSTON SCIENTIFIC CORP COM	11/22/2010	05/06/2011	101,429.45	86,013.14	15,416.31
470. CAPELLA EDUCATION CO	02/11/2010	01/05/2011	44,919.86	46,127.48	-1,207.62
2010. CARNIVAL CORPORATION	06/06/2011	08/17/2011	15,736.12	23,194.42	-7,458.30
740. CERNER CORP	03/16/2011	11/01/2011	66,269.10	78,428.60	-12,159.50
1140. DISCOVER FINANCIAL	11/24/2010	08/31/2011	48,932.71	32,473.83	16,458.88
7560. ERICSSON CL B ADR	05/17/2011	10/26/2011	26,341.74	28,540.09	-2,198.35
357464.231 FHLMC GOLD POOL #A89870	03/21/2011	08/16/2011	83,120.94	91,766.12	-8,645.18
4.50% 11/01/2039					
190000. FEDERAL HOME LOAN MORTGAGE CORP 3.750% 03/27/2019	12/06/2011	12/31/2011	11,733.44	12,389.78	-656.34
405000. FHLMC 0.875% 10/28/13	12/01/2010	02/08/2011	191,413.60	199,506.00	-8,092.40
192000. FNMA 0.375% 12/28/12	10/26/2011	12/07/2011	408,082.05	408,762.45	-680.40
6000. FNMA 0.375% 12/28/12	05/06/2011	06/16/2011	191,788.80	191,713.43	75.37
77061.0619 FNMA PASS THRU POOL	05/06/2011	06/28/2011	5,990.28	5,991.24	-0.96
74616.6838 FNMA PASS THRU POOL	10/18/2010	01/25/2011	1,677.56	1,824.35	-146.79
72923.3604 FNMA PASS THRU POOL	10/18/2010	02/25/2011	2,444.38	2,658.26	-213.88
70206.9271 FNMA PASS THRU POOL	10/18/2010	03/25/2011	1,693.32	1,841.49	-148.17
68456.7537 FNMA PASS THRU POOL	10/18/2010	04/25/2011	2,716.43	2,954.12	-237.69
65562.571 FNMA PASS THRU POOL	10/18/2010	05/25/2011	1,750.17	1,903.31	-153.14
#940624 6.00% 08/01/2037					
62997.6727 FNMA PASS THRU POOL	10/18/2010	06/27/2011	2,894.18	3,147.42	-253.24
61256.117 FNMA PASS THRU POOL	10/18/2010	07/25/2011	2,564.90	2,789.33	-224.43
#940624 6.00% 08/01/2037					
59581.7491 FNMA PASS THRU POOL	10/18/2010	08/25/2011	1,741.56	1,893.94	-152.38
360. FEDEX CORPORATION	10/18/2010	09/26/2011	1,674.37	1,820.88	-146.51
450. GENERAL MILLS INC COM	08/08/2011	10/27/2011	30,653.71	28,917.01	1,736.70
1990. GENERAL MILLS INC COM	11/22/2010	10/19/2011	17,878.14	15,902.96	1,975.18
260. HESS CORP COM	11/22/2010	10/25/2011	77,648.65	70,326.40	7,322.25
2070. HOME DEPOT	11/22/2010	04/06/2011	22,109.01	18,062.72	4,046.29
1180. JUNIPER NETWORKS INC	11/22/2010	02/22/2011	78,430.73	64,448.21	13,982.52
1110. JUNIPER NETWORKS INC	04/12/2011	04/27/2011	45,754.42	44,831.89	922.53
530. KRAFT FOODS INC-CL A	04/12/2011	06/03/2011	36,295.22	42,172.38	-5,877.16
Totals	11/18/2010	10/19/2011	18,645.84	16,196.80	2,449.04



THE JOHN D. TICKLE FOUNDATION 50-GR4783
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
170. LIBERTY GLOBAL INC CL A	11/22/2010	10/20/2011	6,721.92	6,358.12	363.80
4750. BANCO SANTANDER SA	09/28/2011	11/07/2011	37,414.86	49,642.17	-12,227.31
320. MARTIN MARIETTA MATLS INC	06/07/2010	01/18/2011	26,873.64	28,024.67	-1,151.03
120. MASTERCARD INC CL A	11/18/2010	10/19/2011	39,599.34	28,583.83	11,015.51
20. MASTERCARD INC CL A	11/18/2010	10/27/2011	6,763.26	4,763.97	1,999.29
30. MASTERCARD INC CL A	03/09/2011	10/27/2011	10,144.90	7,500.54	2,644.36
80. MONSANTO CO NEW	03/29/2010	02/07/2011	6,038.20	5,697.85	340.35
1640. NEWS CORP INC CL A	07/21/2011	08/30/2011	27,693.80	26,985.20	708.60
700. NORFOLK SOUTHERN CORP	02/22/2011	11/04/2011	50,643.83	45,010.22	5,633.61
2800. SAFEWAY INC COM NEW	11/29/2010	08/15/2011	50,658.54	62,746.05	-12,087.51
980. SCHWAB CHARLES CORP NEW	12/27/2010	11/21/2011	10,620.91	16,912.35	-6,291.44
570. SHERWIN WILLIAMS CO COM	11/22/2010	01/04/2011	47,636.80	42,545.83	5,090.97
190. STRAYER ED INC	05/31/2011	08/15/2011	19,158.48	22,848.65	-3,690.17
340000. UNITED STATES TREASURY					
NOTES 1.250% 09/30/2015	10/22/2010	04/15/2011	330,118.75	341,673.44	-11,554.69
154000. UNITED STATES TREASURY					
NOTES 1.250% 09/30/2015	10/22/2010	06/28/2011	154,144.38	154,757.97	-613.59
175000. US TREASURY NOTE 1.375%	12/01/2010	07/22/2011	175,656.25	173,179.84	2,476.41
284000. US TREASURY NOTE 1.375%	12/01/2010	08/10/2011	291,898.77	281,076.36	10,822.41
420. VISA INC CL A	11/17/2010	10/19/2011	38,782.00	31,803.05	6,978.95
160. VISA INC CL A	12/27/2010	10/26/2011	14,482.17	12,062.49	2,419.68
430. VULCAN MATERIALS CO COM	11/18/2010	08/10/2011	13,221.68	17,118.30	-3,896.62
750. VULCAN MATERIALS CO COM	07/11/2011	08/10/2011	23,061.06	27,782.83	-4,721.77
50. WASHINGTON POST CL B	06/03/2011	09/02/2011	16,127.96	20,743.30	-4,615.34
560. WESTERN UNION CO	06/24/2011	08/23/2011	8,985.47	10,824.53	-1,839.06
1920. WESTERN UNION CO	11/18/2010	08/23/2011	30,807.31	34,118.40	-3,311.09
1070. QIAGEN N V	02/18/2011	05/11/2011	22,393.09	21,764.44	628.65
Totals			3016325.00	3012873.00	3,452.00

THE JOHN D. TICKLE FOUNDATION 50-GR4783
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
1440. AMERICAN EXPRESS	11/25/2009	05/12/2011	71,321.79	60,076.80	11,244.99
1140. AMERICAN EXPRESS	11/25/2009	12/19/2011	52,416.18	47,560.80	4,855.38
950. BAKER HUGHES INC COM	12/27/2006	04/12/2011	63,028.50	71,290.85	-8,262.35
2040. BANK OF NEW YORK MELLON	10/22/2009	08/30/2011	42,484.98	60,752.41	-18,267.43
1270. BECTON DICKINSON & CO COM (**)					
1390. BOEING CO COM	11/25/2009	02/16/2011	101,691.11	95,821.50	5,869.61
3030. BOSTON SCIENTIFIC CORP COM	05/21/2010	08/11/2011	79,634.86	88,316.15	-8,681.29
1200. CERNER CORP	02/11/2010	12/15/2011	15,195.05	23,140.11	-7,945.06
4510. ELECTRONIC ARTS COM	11/24/2010	12/19/2011	69,013.15	52,660.26	16,352.89
3230. ELECTRONIC ARTS COM	08/28/2009	10/19/2011	106,466.60	154,994.47	-48,527.87
65000. FHLMC 6.75% 03/15/31	11/25/2009	12/19/2011	64,147.83	59,008.63	5,139.20
65000. FHLMC 6.25% 07/15/32	12/21/2009	05/06/2011	84,965.40	80,466.75	4,498.65
5000. FNMA 6.25% 05/15/29	12/21/2009	05/06/2011	81,081.65	76,512.80	4,568.85
60000. FNMA 6.25% 05/15/29	12/21/2009	08/04/2011	6,459.30	5,818.60	640.70
24000. FNMA 6.625% 11/15/30	12/21/2009	09/22/2011	84,546.60	69,823.20	14,723.40
41000. FNMA 6.625% 11/15/30	12/21/2009	05/06/2011	31,008.96	29,307.12	1,701.84
57754.6848 FNMA PASS THRU POOL	12/21/2009	08/04/2011	55,236.84	50,066.33	5,170.51
56410.3893 FNMA PASS THRU POOL	10/18/2010	10/25/2011	1,827.06	1,986.93	-159.87
55037.5072 FNMA PASS THRU POOL	10/18/2010	11/25/2011	1,344.30	1,461.92	-117.62
52873.5964 FNMA PASS THRU POOL	10/18/2010	12/27/2011	1,372.88	1,493.01	-120.13
40. GOOGLE INC CL A	10/18/2010	12/31/2011	2,163.91	2,353.25	-189.34
270. GOOGLE INC CL A	11/25/2009	10/19/2011	23,456.54	23,388.05	68.49
900. KELLOGG CO COM	06/29/2010	12/19/2011	167,453.48	136,940.83	30,512.65
590. KRAFT FOODS INC-CL A	11/25/2009	10/25/2011	48,984.14	48,249.00	735.14
7106. MANNING & NAPIER FUND INC	11/18/2010	12/19/2011	21,346.40	18,030.40	3,316.00
11928. MANNING & NAPIER FUND INC	12/27/2006	07/26/2011	69,567.74	93,870.26	-24,302.52
8419. MANNING & NAPIER FUND INC	12/27/2006	07/26/2011	114,270.24	117,371.52	-3,101.28
- WORLD OPP SR	12/27/2006	07/26/2011	77,454.80	80,569.83	-3,115.03
Totals					

JSA
1F0970 2 000



THE JOHN D. TICKLE FOUNDATION 50-GR4783

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
7143. MANNING & NAPIER FUND INC - WORLD OPP SR	12/27/2006	11/16/2011	52,501.05	68,358.51	-15,857.46
7208. MANNING & NAPIER FUND INC - LIFE SCIENCE	12/27/2006	08/22/2011	76,909.36	82,892.00	-5,982.64
250. MARTIN MARIETTA MATLS INC	06/07/2010	08/09/2011	16,541.14	21,894.28	-5,353.14
500. MONSANTO CO NEW	11/25/2009	02/07/2011	37,738.75	40,495.00	-2,756.25
270. MONSANTO CO NEW	05/12/2010	10/19/2011	19,686.88	17,686.29	2,000.59
1500. MONSANTO CO NEW	06/07/2010	12/19/2011	101,207.43	76,866.55	24,340.88
1570. OWENS ILLINOIS INC COM NEW	05/21/2010	10/28/2011	32,896.64	44,161.43	-11,264.79
900. QUALCOMM	11/22/2010	12/19/2011	46,624.31	42,759.00	3,865.31
2130. SCHWAB CHARLES CORP NEW	11/18/2010	11/21/2011	23,084.22	32,439.90	-9,355.68
4040. TIME WARNER INC	11/03/2010	12/19/2011	135,377.46	121,735.05	13,642.41
3490. UNILEVER PLC SPONSORED ADR NEW	11/25/2009	12/19/2011	113,247.51	106,026.20	7,221.31
600. UNITED PARCEL SERVICE - CL	06/10/2008	04/29/2011	45,083.10	41,905.68	3,177.42
690. UNITED PARCEL SERVICE - CL	11/25/2009	10/21/2011	48,187.70	41,798.99	6,388.71
220. UNITED PARCEL SERVICE - CL	11/25/2009	12/19/2011	15,578.18	12,808.40	2,769.78
3000. WESTERN UNION CO	02/23/2010	08/23/2011	48,136.43	49,113.28	-976.85
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			2350740.00	2352272.00	-1,532.00
Totals			2350740.00	2352272.00	-1,532.00

FEDERAL CAPITAL GAIN DIVIDENDS
=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

ALEXANDRIA REAL ESTATE EQUIT	1.41
CORPORATE OFFICE PROPERTIES	20.25
MANNING & NAPIER FUND INC - CORE PLUS BD	37,220.71 ✓
MANNING & NAPIER FUND INC - TECH SERIES	1,482.21 ✓
MANNING & NAPIER FUND INC - WORLD OPP SR	5,161.58 ✓
MANNING & NAPIER FUND INC - LIFE SCIENCE	5,599.91 ✓
MANNING & NAPIER FUND INC - HI YIELD BD	4,489.03 ✓
MANNING & NAPIER FUND INC - REAL EST SER	4,987.91 ✓

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	-----	58,963.00
---------------------------------------	-------	-----------

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS (ROUNDED)	-----	58,963.00
	=====	



The John D. Tickle Foundation
EIN 54-1507449

Form 990-PF, Part VIII, Line 1 -- Information about Officers, Directors, Trustees, etc

(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
Jeffrey E. Tickle 2222 Edgemont Avenue, Bristol, TN 37620	Trustee--as necessary	0	0	0
Nell King Bieger 105 Landmark Lane, Bristol, TN 37620	Trustee--as necessary	0	0	0

The John D. Tickle Foundation		
EIN: 54-1507449		
ATTACHMENT TO FORM 990-PF		
Part XV, Line 3a		
Recipient/Donee	Purpose of grant or contribution	Amount
East Tennessee State University, Box 70712, Johnson City, TN 37614	Roan Scholars Program	100,000.00
Boy Scouts of America, Sequoyah Council, 129 Boone Ridge Dr., Johnson City, TN 37615	Endowment Fund	100,000 00
Virginia Intermont College, 1013 Moore Street, Bristol, VA 24201	General purpose of the charitable donee	100,000 00
The First Tee, 425 South Legacy Trail, St Augustine, FL 32092	General purpose of the charitable donee	250,000.00
United Way of Bristol, P O Box 696, Bristol, TN 37621	General purpose of the charitable donee	50,000 00
TOTAL		600,000.00