Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, 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)* ▶ $ 8,660,850.03

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis.)*

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	211,447.77	198,038 00		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	241,124.77			
	b	Gross sales price for all assets on line 6a 3,769,476.99				
	7	Capital gain net income (from Part IV, line 2)		242,343 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)	259.16	259.00		
	12	**Total.** Add lines 1 through 11	452,831.70	440,640.00	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)	4,436.00	443.60		3,992.40
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	25,027.49	25,027.49		0.00
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	4,584.51	5,444.43		0.00
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	4,998.01	6,600.00		0.00
	24	**Total operating and administrative expenses.** Add lines 13 through 23	39,046.01	37,515.52	0.00	3,992.40
	25	Contributions, gifts, grants paid	420,000 00			420,000 00
	26	**Total expenses and disbursements.** Add lines 24 and 25	459,046.01	37,515.52	0.00	423,992 40
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(6,214 31)			
	b	**Net investment income** (if negative, enter -0-)		403,124.48		
	c	**Adjusted net income** (if negative, enter -0-)			0 00	

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For Paperwork Reduction Act Notice, see instructions.

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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	134,441.90	303,759 44	303,759.44
	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)	1,658,203 45	1,084,917.93	1,087,981.56
	b Investments—corporate stock (attach schedule)	3,305,486.37	3,383,232.66	3,486,057.28
	c Investments—corporate bonds (attach schedule)		365,122.50	361,244.85
	11 Investments—land, buildings, and equipment. basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	3,441,126.61	3,394,874.21	3,421,806.90
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ Estimated Tax Payments)	1,321.69	2,200.00	
	16 **Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	8,540,580.02	8,534,106.74	8,660,850 03
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0 00	0.00	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	8,540,580.02	8,534,106 74	
	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 instructions)	8,540,580.02	8,534,106.74	
	31 **Total liabilities and net assets/fund balances** (see instructions)	8,540,580.02	8,534,106.74	

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	8,540,580.02
2	Enter amount from Part I, line 27a	2	(6,214.31)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,534,365.71
5	Decreases not included in line 2 (itemize) ▶ Adjustments to Tax Lots Cost Basis	5	258 97
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,534,106 74

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 Gain Distributions - Long Term	P	Various	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	3,733,008.00		3,527,506.00	205,502.00
b	36,841.00		0.00	36,841.00
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	242,343.00
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.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	600,920.64	8,425,764.82	0.0713
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

2	**Total** of line 1, column (d)	2	0 2534
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	0.0507
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,263,057 13
5	Multiply line 4 by line 3	5	418,937.00
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,031.24
7	Add lines 5 and 6	7	422,968.24
8	Enter qualifying distributions from Part XII, line 4	8	423,992.40

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see 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	4,031 24
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	4,031.24
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	4,031.24
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 2,200.00		
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	2,200 00
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	1,831.24
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 2013 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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(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? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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 *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	
	Website address ▶ NONE			
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 2012, 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 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 2012.)*	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 2012?	4b		X

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

			Yes	No
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

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	8,150,419.96
b	Average of monthly cash balances	1b	238,470.53
c	Fair market value of all other assets (see instructions)	1c	0 00
d	**Total** (add lines 1a, b, and c)	1d	8,388,890.49
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	8,388,890.49
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	125,833 36
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,263,057 13
6	**Minimum investment return.** Enter 5% of line 5	6	413,152.86

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	413,152.86
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,031.24		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	0.00		
c	Add lines 2a and 2b			2c	4,031 24
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	409,121.62
4	Recoveries of amounts treated as qualifying distributions			4	0 00
5	Add lines 3 and 4			5	409,121.62
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	409,121.62

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	423,992.40
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	423,992.40
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	4,031.24
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	419,961.16

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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7					409,121 62
2	Undistributed income, if any, as of the end of 2012:					
a	Enter amount for 2011 only				0.00	
b	Total for prior years: 20____,20____,20____			0.00		
3	Excess distributions carryover, if any, to 2012:					
a	From 2007					
b	From 2008					
c	From 2009	94,094 08				
d	From 2010	3,323.65				
e	From 2011	183,898.94				
f	**Total** of lines 3a through e		281,316.67			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 423,992 40					
a	Applied to 2011, 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 2012 distributable amount					409,121.62
e	Remaining amount distributed out of corpus		14,870.78			
5	Excess distributions carryover applied to 2012 *(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		296,187.45			
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 2011. Subtract line 4a from line 2a. Taxable amount—see instructions				0.00	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					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)		0 00			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		0 00			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		296,187.45			
10	Analysis of line 9:					
a	Excess from 2008					
b	Excess from 2009	94,094.08				
c	Excess from 2010	3,323.65				
d	Excess from 2011	183,898.94				
e	Excess from 2012	14,870.78				

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 2012, 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)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0 00
b 85% of line 2a	0.00	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	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 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 or e-mail 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED				
Foundation status of all recipients is 501(c)(3)				
Total ▶ 3a				420,000.00
b *Approved for future payment*				
NONE				
Total ▶ 3b				0.00

Part XVI-A Analysis of Income-Producing Activities

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	211,447 77	
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	259.16	
8 Gain or (loss) from sales of assets other than inventory			18	241,124.77	
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		452,831.70	0 00

13 **Total.** Add line 12, columns (b), (d), and (e) 13 452,831.70

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
	N/A

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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 — Date: 5/6/13 — Title: Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Nell King Bieger	Nell King Bieger	5-3-13		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
3/12/2012	Juniper Networks, Inc - Class Action Settlement Proceeds	259.16

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. - Tax Planning & Compliance	4,436.00
Line 16c -- Other professional fees	
Manning & Napier - Investment Management Services	25,027.49
Line 18 -- Taxes:	
Tax on net investment income - 2011 Form 990-PF	2,132.43
Foreign Tax Withheld	2,452.08
Total	4,584.51
Line 23 -- Other expenses.	
Exeter Trust Company	4,998.01

The John D. Tickle Foundation
EIN: 54-1507449

Exeter Trust Company

Attachment to Form 990-PF
Part II, Lines 2, 10a, 10b, 10c and 13

Detailed Holdings List by Sector

As of December 31, 2012
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	(1,042,560.900)	1 00	(1,042,560.90)	1 00	(1,042,560 90)	(12 0)			
US DOLLAR - INCOME	1,042,560.900	1.00	1,042,560.90	1.00	1,042,560.90	12.0			
SSGA INST LIQUID RESERVES INV CL CUSIP: CM2SSVXX0	303,759.440	1 00	303,759.44	1 00	303,759 44	3 5	0.00	0 00	0 0
Total Cash and Cash Equivalents — Line 2			**303,759.44** ✓		**303,759.44** ✓	**3.5**	**0.00**	**0.00**	**0.0**
Fixed Income									
MUTUAL FUND - FIXED									
MANNING & NAPIER FUND INC CORE PLUS BOND SERIES FUND CUSIP: 563821206	134,485 523	11 09	1,491,882.45	11.27	1,515,651 84	17 5	23,769.39	0.00	3.1
MANNING & NAPIER FUND INC HIGH YIELD BOND SERIES CUSIP: 56382P583	24,649.397	10.71	264,055.63	10.75	264,981.02	3.1	925.39	0.00	4.5
TOTAL MUTUAL FUND - FIXED — Line 13			**1,755,938.08** ✓		**1,780,632.86** ✓	**20.6**	**24,694.78**	**0.00**	**3.3**
CONSUMER GOODS									
PEPSICO INC .80% 08/25/2014 CUSIP. 713448BV9, MOODY'S Aa3	40,000.000	100.78	40,312.40	100.52	40,208 80	0.5	(103 60)	112 00	0.8
TOTAL CONSUMER GOODS — Line 10c			**40,312.40**		**40,208.80**	**0.5**	**(103.60)**	**112.00**	**0.8**
FED AGENCY MTG/MKT NOTES/BONDS									
FEDERAL NATIONAL MORTGAGE ASSN 5.375% 06/12/2017 CUSIP: 31398ADM1, MOODY'S Aaa	104,000 000	120 56	125,379.28	120 25	125,057 92	1 4	(321.36)	295.03	4 5
FHLMC 2.375% 01/13/2022 CUSIP: 3137EADB2, MOODY'S Aaa	117,000.000	102.83	120,313.44	104.47	122,226.39	1.4	1,912.95	1,296.75	2.3
FNMA PASS THRU POOL #940624 6 00% 08/01/2037 CUSIP. 31413BPH8	29,723.020	108.75	32,323.79	109 48	32,541 08	0.4	217 29	148.62	5 5
US TREASURY NOTE 2.375% 07/31/2017 CUSIP. 912828NR7, MOODY'S Aaa	222,000.000	108.44	240,731.25	107.84	239,395.92	2.8	(1,335.33)	2,206.43	2.2

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Exeter Trust Company

Detailed Holdings List by Sector
As of December 31, 2012
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(%)
US TREASURY NOTE 3.00% 02/28/2017 CUSIP 912828MS6, MOODY'S Aaa	168,000.000	110.54	185,705.62	110.00	184,800.00	2.1	(905.62)	1,712.49	2.7
US TREASURY NOTE 3.25% 12/31/2016 CUSIP 912828MD9, MOODY'S Aaa	118,000.000	111.22	131,238.14	110.75	130,685.00	1.5	(553.14)	10.59	2.9
TOTAL FED AGENCY MTG/MKT NOTES/BONDS – Line 10a			**835,691.52**		**834,706.31**	**9.6**	**(985.21)**	**5,669.91**	**2.9**
FHLMC GOLD									
FHLMC GOLD POOL #A89870 4.50% 11/01/2039 CUSIP. 3129366F9	236,023.820	105.59	249,226.41	107.31	253,275.25	2.9	4,048.84	885.09	4 2
TOTAL FHLMC GOLD – Line 10a			**249,226.41**		**253,275.25**	**2.9**	**4,048.84**	**885.09**	**4.2**
FOOD PRODUCERS									
KRAFT FOODS INC 6.75% 02/19/14 CUSIP. 50075NAX2, MOODY'S Baa2	35,000.000	109.42	38,298.05	106.72	37,353.05	0.4	(945.00)	866.25	6.3
TOTAL FOOD PRODUCERS – Line 10c			**38,298.05**		**37,353.05**	**0.4**	**(945.00)**	**866.25**	**6.3**
CONSUMER SERVICE									
COMCAST CORP 6.50% 01/15/2017 CUSIP· 20030NAP6, MOODY'S A3	35,000 000	121.11	42,389.20	120.60	42,211.40	0 5	(177.80)	1,049.03	5.4
HOME DEPOT INC 5.4% 03/01/2016 CUSIP 437076AP7, MOODY'S A3	35,000.000	115.94	40,578.65	114.24	39,984.70	0.5	(593.95)	630.00	4.7
WAL-MART 3.2% 5/15/14 CUSIP· 931142CQ4, MOODY'S Aa2	40,000.000	105 17	42,068.00	103.88	41,552 40	0.5	(515 60)	163.56	3 1
TOTAL CONSUMER SERVICE – Line 10c			**125,035.85**		**123,748.50**	**1.4**	**(1,287.35)**	**1,842.59**	**4.4**
TELECOMMUNICATION									
VERIZON COMMUNICATIONS 2.000% 11/01/2016 CUSIP: 92343VBD5, MOODY'S A3	40,000 000	104.27	41,706.40	103.49	41,397.20	0.5	(309.20)	133.33	1.9
TOTAL TELECOMMUNICATION – Line 10c			**41,706.40**		**41,397.20**	**0.5**	**(309.20)**	**133.33**	**1.9**
FINANCIALS									

Detailed Holdings List by Sector
As of December 31, 2012
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(%)
AMER EXPRESS CREDIT CO 5 125% 8/25/2014 CUSIP: 0258M0CZ0, MOODY'S A2	35,000.000	109.09	38,182.20	107.13	37,496.90	0.4	(685.30)	627.81	4.8
CATERPILLAR FINANCIAL SE 2.05% 08/01/16 CUSIP: 14912L4X6, MOODY'S A2	40,000.000	104.12	41,646 80	103.52	41,406.40	0.5	(240.40)	341.67	2.0
TOTAL FINANCIALS - Line 10c			**79,829.00**		**78,903.30**	**0.9**	**(925.70)**	**969.48**	**3.3**
FINANCIAL SERVICES									
WESTERN UNION CO/THE 2.875% 12/10/2017 CUSIP· 959802AR0, MOODY'S Baa1	40,000.000	99 85	39,940 80	99.09	39,634 00	0.5	(306.80)	67.08	2 9
TOTAL FINANCIAL SERVICES - Line 10c			**39,940.80**		**39,634.00**	**0.5**	**(306.80)**	**67.08**	**2.9**
Total Fixed Income			**3,205,978.51**		**3,229,859.27**	**37.3**	**23,880.76**	**10,545.73**	**3.3**

Equity

MUTUAL FUND - EQUITY

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Accrued Income	Annual Yield(%)
MANNING & NAPIER FUND INC EMERGING MARKETS SERIES TICKER· MNEMX, CUSIP: 56382P567	8,504.194	10.05	85,471.88	11.64	98,988.82	1 1	13,516.94	0.00	0 2
MANNING & NAPIER FUND INC INFLATION FOCUS EQUITY SERIES TICKER: MNIFX, CUSIP: 56382P575	8,128.311	10.26	83,394.48	11.05	89,817.84	1.0	6,423.36	0 00	0 0
MANNING & NAPIER FUND INC FINANCIAL SERVICES SERIES FUND TICKER: EXFSX, CUSIP: 563821800	35,017.558	7.92	277,202.39	6.46	226,213 42	2 6	(50,988.97)	0.00	2.0
MANNING & NAPIER FUND INC INTERNATIONAL SERIES FUND TICKER: EXITX, CUSIP: 563821529	32,347.264	9.26	299,625.49	8.70	281,421.20	3.2	(18,204.29)	0 00	1 2
MANNING & NAPIER FUND INC LIFE SCIENCES SERIES FUND TICKER. EXLSX, CUSIP· 563821792	19,087.348	11.69	223,083.49	12.87	245,654.17	2.8	22,570.68	0.00	0.0

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Exeter Trust Company

Detailed Holdings List by Sector
As of December 31, 2012
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(%)
MANNING & NAPIER FUND INC REAL ESTATE SERIES TICKER: MNREX, CUSIP: 56382P641	14,715.281	11.18	164,458.65	14 57	214,401.64	2.5	49,942.99	0.00	2.0
MANNING & NAPIER FUND INC SMALL CAP SERIES FUND TICKER: MNSMX, CUSIP. 563821107	17,531.312	9.98	174,912 82	9.92	173,910.62	2 0	(1,002.20)	0.00	0.0
MANNING & NAPIER FUND INC TECHNOLOGY SERIES FUND TICKER: EXTCX, CUSIP: 563821214	15,682.125	10 53	165,195.69	10.90	170,935.16	2.0	5,739.47	0.00	0 0
MANNING & NAPIER FUND INC WORLD OPPORTUNITIES SERIES FUND TICKER: EXWAX, CUSIP: 563821545	18,042.732	9.18	165,591.24	7 75	139,831.17	1 6	(25,760.07)	0 00	1.6
TOTAL MUTUAL FUND - EQUITY – Line 13			**1,638,936.13** ✓		**1,641,174.04** ✓	**18.9**	**2,237.91**	**0.00**	**0.9**
OIL & GAS PRODUCERS									
APACHE CORP TICKER. APA, CUSIP: 037411105	300.000	92 44	27,730.83	78 50	23,550 00	0 3	(4,180.83)	0.00	0 9
EOG RESOURCES INC TICKER: EOG, CUSIP: 26875P101	260.000	105.42	27,407.94	120.79	31,405.40	0.4	3,997.46	0.00	0 6
HESS CORP COM TICKER: HES, CUSIP. 42809H107	4,230.000	56.01	236,925.80	52.96	224,020 80	2 6	(12,905.00)	0.00	0 8
PETROLEO BRASILEIRO SA PETROBR SP ADR TICKER: PBRA, CUSIP: 71654V101	2,070.000	18.40	38,091.71	19.31	39,971 70	0.5	1,879.99	0.00	0.6
RANGE RES CORP COM TICKER: RRC, CUSIP. 75281A109	680.000	60 91	41,421.22	62.83	42,724 40	0.5	1,303.18	0.00	0.3
TOTAL OIL & GAS PRODUCERS – Line 10b			**371,577.50**		**361,672.30**	**4.2**	**(9,905.20)**	**0.00**	**0.7**
OIL EQUIPMENT, SERVICES & DISTRIBUTION									
BAKER HUGHES INC TICKER: BHI, CUSIP. 057224107	1,620 000	55 73	90,290.14	40.85	66,173.27	0.8	(24,116.87)	0 00	1 5
SCHLUMBERGER LTD TICKER: SLB, CUSIP: 806857108	1,080.000	81.91	88,466.65	69.30	74,842.49	0 9	(13,624.16)	297.00	1 6

Detailed Holdings List by Sector
As of December 31, 2012
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(%)
WEATHERFORD INTL LTD TICKER. WFT, CUSIP: H27013103	4,940 000	18 91	93,406.39	11 19	55,278.60	0.6	(38,127 79)	0.00	0.0
TOTAL OIL EQUIPMENT, SERVICES & DISTRIBUTION – Line 10b			**272,163.18**		**196,294.36**	**2.3**	**(75,868.82)**	**297.00**	**1.1**
CHEMICALS									
SYNGENTA AG TICKER. SYNN.VX, CUSIP: 435664909	130.000	329 54	42,839 78	400.81	52,105 18	0.6	9,265 40	0 00	0.0
TOTAL CHEMICALS – Line 10b			**42,839.78**		**52,105.18**	**0.6**	**9,265.40**	**0.00**	**0.0**
INDUSTRIAL METALS & MINING									
ALCOA INC TICKER· AA, CUSIP· 013817101	6,480.000	10.59	68,651 67	8.68	56,246.40	0.6	(12,405.27)	0.00	1.4
TOTAL INDUSTRIAL METALS & MINING – Line 10b			**68,651.67**		**56,246.40**	**0.6**	**(12,405.27)**	**0.00**	**1.4**
INDUSTRIAL ENGINEERING									
PALL CORP TICKER. PLL, CUSIP. 696429307	890.000	53.76	47,846.65	60 26	53,631.40	0.6	5,784.75	0.00	1 7
TOTAL INDUSTRIAL ENGINEERING – Line 10b			**47,846.65**		**53,631.40**	**0.6**	**5,784.75**	**0.00**	**1.7**
INDUSTRIAL TRANSPORTATION									
NORFOLK SOUTHERN CORP TICKER NSC, CUSIP 655844108	760.000	66 75	50,732 59	61 84	46,998.40	0.5	(3,734.19)	0.00	3 2
TOTAL INDUSTRIAL TRANSPORTATION – Line 10b			**50,732.59**		**46,998.40**	**0.5**	**(3,734.19)**	**0.00**	**3.2**
SUPPORT SERVICES									
ADECCO SA TICKER. ADEN.VX, CUSIP. 711072900	820.000	46.79	38,364 33	52 52	43,068.71	0.5	4,704.38	0.00	0.0
MANPOWER GROUP TICKER MAN, CUSIP 56418H100	760 000	35.13	26,696.24	42.44	32,254.40	0.4	5,558.16	0.00	2.0
TOTAL SUPPORT SERVICES – Line 10b			**65,060.57**		**75,323.11**	**0.9**	**10,262.54**	**0.00**	**0.9**
AUTOMOBILES & PARTS									

Detailed Holdings List by Sector
As of December 31, 2012
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(%)
TOYOTA MOTOR CORP -SPON ADR TICKER: TM, CUSIP: 892331307	560 000	81.96	45,897.25	93.25	52,220.00	0.6	6,322.75	0 00	1 5
TOTAL AUTOMOBILES & PARTS – Line 10b			**45,897.25**		**52,220.00**	**0.6**	**6,322.75**	**0.00**	**1.5**
FOOD PRODUCERS									
KRAFT FOODS GROUP INC TICKER: KRFT, CUSIP: 50076Q106	553.000	33 20	18,359 60	45 47	25,144 91	0.3	6,785 31	276 50	4 4
MONDELEZ INTERNATIONAL INC TICKER: MDLZ, CUSIP: 609207105	1,660.000	20.62	34,225.44	25.45	42,252.31	0.5	8,026.87	215.80	2.0
MONSANTO CO NEW COM TICKER: MON, CUSIP· 61166W101	650.000	64.53	41,941 41	94 65	61,522 50	0.7	19,581.09	0.00	1 6
UNILEVER PLC ADR AMER SHS SPON TICKER: UL, CUSIP: 904767704	2,310.000	31.54	72,859.71	38.72	89,443.20	1.0	16,583.49	0.00	3.2
TOTAL FOOD PRODUCERS – Line 10b			**167,386.16**		**218,362.92**	**2.5**	**50,976.76**	**492.30**	**2.6**
LEISURE GOODS									
ELECTRONIC ARTS TICKER. EA, CUSIP: 285512109	7,150 000	17.04	121,833.76	14.52	103,818.00	1.2	(18,015 76)	0.00	0.0
TOTAL LEISURE GOODS – Line 10b			**121,833.76**		**103,818.00**	**1.2**	**(18,015.76)**	**0.00**	**0.0**
HEALTH CARE EQUIPMENT & SERVICES									
BECTON DICKINSON & CO TICKER BDX, CUSIP: 075887109	730 000	77 05	56,248.54	78.19	57,078.70	0.7	830.16	0.00	2.5
UNIVERSAL HLTH SVCS INC CL B TICKER: UHS, CUSIP: 913903100	910.000	42.95	39,084.05	48.35	43,998.50	0.5	4,914.45	0.00	0.4
TOTAL HEALTH CARE EQUIPMENT & SERVICES – Line 10b			**95,332.59**		**101,077.20**	**1.2**	**5,744.61**	**0.00**	**1.6**
PHARMACEUTICALS & BIOTECHNOLOGY									
JOHNSON & JOHNSON TICKER: JNJ, CUSIP: 478160104	1,210 000	69 22	83,758.10	70.10	84,821.00	1 0	1,062.90	0.00	3.5
NOVO NORDISK A/S TICKER: NOVOB DC, CUSIP: 707752903	630.000	162 20	102,186.07	162.15	102,152.22	1.2	(33.85)	0.00	0.0

Detailed Holdings List by Sector
As of December 31, 2012
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(%)
QIAGEN N V TICKER: QGEN, CUSIP: N72482107	1,920 000	14 80	28,414.11	18.15	34,847 62	0.4	6,433.51	0 00	0 0
TOTAL PHARMACEUTICALS & BIOTECHNOLOGY – Line 10b			**214,358.28**		**221,820.84**	**2.6**	**7,462.56**	**0.00**	**1.3**
GENERAL RETAILERS									
AMAZON.COM INC TICKER: AMZN, CUSIP: 023135106	340.000	206 81	70,314 50	250.87	85,295 80	1.0	14,981.30	0.00	0.0
TOTAL GENERAL RETAILERS – Line 10b			**70,314.50**		**85,295.80**	**1.0**	**14,981.30**	**0.00**	**0.0**
MEDIA									
DIRECTV TICKER: DTV, CUSIP: 25490A309	1,690 000	46 42	78,455 03	50.16	84,770 40	1 0	6,315.37	0.00	0.0
NEWS CORP INC CL A TICKER: NWSA, CUSIP: 65248E104	2,310.000	16.45	38,009.64	25.51	58,928.10	0.7	20,918.46	0.00	0 7
THE WALT DISNEY CO TICKER: DIS, CUSIP: 254687106	2,050 000	31.78	65,150.70	49 79	102,069.50	1.2	36,918.80	0.00	1 5
TIME WARNER INC TICKER: TWX, CUSIP: 887317303	2,010.000	34.28	68,905.15	47 83	96,138.30	1.1	27,233.15	0.00	2.2
VIACOM INC CLASS B TICKER: VIAB, CUSIP: 92553P201	960.000	56.74	54,474.44	52.74	50,630.40	0.6	(3,844.04)	0 00	2.1
TOTAL MEDIA – Line 10b			**304,994.96**		**392,536.70**	**4.5**	**87,541.74**	**0.00**	**1.3**
TRAVEL & LEISURE									
ACCOR SA TICKER AC.FP, CUSIP: 585284904	1,300.000	32 11	41,739 46	35 24	45,806.91	0.5	4,067.45	0.00	0.0
CARNIVAL CORP COMMON PAIRED STOCK TICKER: CCL, CUSIP: 143658300	2,380.000	33.10	78,782 87	36 77	87,512.60	1.0	8,729.73	0 00	2 7
SOUTHWEST AIRLINES CO TICKER. LUV, CUSIP: 844741108	12,570 000	11 31	142,216 09	10 24	128,716 80	1.5	(13,499.29)	125.70	0.4
TOTAL TRAVEL & LEISURE – Line 10b			**262,738.42**		**262,036.31**	**3.0**	**(702.11)**	**125.70**	**1.1**
FIXED LINE TELECOMMUNICATIONS									

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Detailed Holdings List by Sector
As of December 31, 2012
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(%)
VIRGIN MEDIA INC TICKER: VMED, CUSIP: 92769L101	3,470.000	22.73	78,883 82	36 75	127,522 50	1.5	48,638 68	0.00	0 4
TOTAL FIXED LINE TELECOMMUNICATIONS – Line 10b			**78,883.82**		**127,522.50**	**1.5**	**48,638.68**	**0.00**	**0.4**
MOBILE TELECOMMUNICATIONS									
TELENOR ASA TICKER· TEL NO, CUSIP: 473249902	5,610.000	16 54	92,810.84	20 19	113,254 82	1.3	20,443.98	0.00	0.0
TOTAL MOBILE TELECOMMUNICATIONS – Line 10b			**92,810.84**		**113,254.82**	**1.3**	**20,443.98**	**0.00**	**0.0**
BANKS									
BANK OF AMERICA CORP TICKER· BAC, CUSIP: 060505104	3,840.000	44.59	171,238 40	11.61	44,582.40	0.5	(126,656.00)	0 00	0 3
TOTAL BANKS – Line 10b			**171,238.40**		**44,582.40**	**0.5**	**(126,656.00)**	**0.00**	**0.3**
REAL ESTATE INVESTMENT TRUSTS									
ALEXANDRIA REAL ESTATE EQUIT TICKER. ARE, CUSIP. 015271109	230 000	65.48	15,059 58	69.32	15,943.60	0.2	884 02	128.80	3 2
BIOMED REALTY TRUST INC TICKER: BMR, CUSIP: 09063H107	920.000	18.32	16,855 24	19.33	17,783.60	0.2	928.36	216.20	4.8
CORPORATE OFFICE PROPERTIES TICKER: OFC, CUSIP· 22002T108	740.000	25.79	19,083 68	24 98	18,485 20	0.2	(598.48)	203.50	4 4
DIGITAL REALTY TRUST INC TICKER: DLR, CUSIP: 253868103	280.000	55.68	15,590.34	67 89	19,009.20	0.2	3,418.86	204.40	4 3
DUPONT FABROS TECHNOLOGY INC TICKER: DFT, CUSIP: 26613Q106	830 000	22.41	18,598 19	24 16	20,052 80	0 2	1,454 61	166.00	3 3
TOTAL REAL ESTATE INVESTMENT TRUSTS – Line 10b			**85,187.03**		**91,274.40**	**1.1**	**6,087.37**	**918.90**	**4.0**
FINANCIAL SERVICES									
DISCOVER FINANCIAL SERVICES TICKER: DFS, CUSIP: 254709108	2,450 000	24.19	59,254.17	38.55	94,447.50	1 1	35,193.33	343 00	1 5
MOODYS CORP TICKER: MCO, CUSIP: 615369105	1,270.000	34.29	43,551.32	50.32	63,906.40	0 7	20,355.08	0.00	1 6

Exeter Trust Company

Detailed Holdings List by Sector
As of December 31, 2012
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(%)
WESTERN UNION CO TICKER. WU, CUSIP. 959802109	4,510 000	17 02	76,751.50	13.61	61,381 10	0 7	(15,370.40)	0.00	3.7
TOTAL FINANCIAL SERVICES – Line 10b			**179,556.99**		**219,735.00**	**2.5**	**40,178.01**	**343.00**	**2.1**
SOFTWARE & COMPUTER SERVICES									
AUTODESK INCORPORATED TICKER: ADSK, CUSIP· 052769106	1,960.000	29 91	58,630.79	35 35	69,286.00	0 8	10,655 21	0 00	0.0
GOOGLE INC CL A TICKER: GOOG CUSIP: 38259P508	120.000	570.86	68,503.55	707.38	84,885.60	1.0	16,382.05	0.00	0.0
TOTAL SOFTWARE & COMPUTER SERVICES – Line 10b			**127,134.34**		**154,171.60**	**1.8**	**27,037.26**	**0.00**	**0.0**
TECHNOLOGY HARDWARE & EQUIPMENT									
EMC CORPORATION TICKER: EMC, CUSIP: 268648102	6,440.000	24.75	159,415.53	25.30	162,932 00	1 9	3,516 47	0.00	0.0
JUNIPER NETWORKS INC TICKER: JNPR CUSIP: 48203R104	7,680 000	19.66	151,000.37	19.67	151,065.60	1.7	65.23	0.00	0 0
QUALCOMM INC TICKER: QCOM, CUSIP. 747525103	1,390 000	57 46	79,873.09	61.86	85,984 84	1.0	6,111.75	0.00	1 6
VERIFONE HOLDINGS INC TICKER: PAY CUSIP: 92342Y109	1,890 000	29.84	56,404.39	29.68	56,095.20	0.6	(309.19)	0.00	0 0
TOTAL TECHNOLOGY HARDWARE & EQUIPMENT – Line 10b			**446,693.38**		**456,077.64**	**5.3**	**9,384.26**	**0.00**	**0.3**
Total Equity			**5,022,168.79**		**5,127,231.32**	**59.2**	**105,062.53**	**2,176.90**	**1.0**
Total Net Assets			**8,531,906.74**		**8,660,850.03**	**100.0**	**128,943.29**	**12,722.63**	**1.8**

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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	102,178.00
Long Term Capital Gains and Losses	103,324.00
Long Term Capital Gain Distributions	36,841.00
Total Gain/Loss reported on Form 990-PF, Part IV, Line 2	242,343.00

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
690. AMC NETWORKS INC A W/I	06/23/2011	06/14/2012	26,272.73	24,170.70	2,102.03
1340. ALLSCRIPTS HEALTHCARE SOLUTION	04/03/2012	09/28/2012	17,224.91	22,624.34	-5,399.43
1910. ALLSCRIPTS HEALTHCARE SOLUTION	04/03/2012	10/04/2012	24,761.15	32,248.12	-7,486.97
90. AMAZON.COM INC	08/05/2011	05/01/2012	20,883.25	17,625.09	3,258.16
80. AMAZON.COM INC	08/05/2011	07/18/2012	17,364.26	15,666.74	1,697.52
200. AUTODESK INC COM	09/02/2011	08/03/2012	7,006.65	5,316.44	1,690.21
220. AUTODESK INC COM	05/18/2012	11/26/2012	7,056.39	6,581.01	475.38
2130. BANK OF NEW YORK MELLON	05/04/2011	01/26/2012	43,615.36	61,401.15	-17,785.79
8350. BOSTON SCIENTIFIC CORP COM	05/26/2011	02/17/2012	50,298.95	57,472.72	-7,173.77
40000. CHEVRON CORP 3.95% 03/03/2014	07/31/2012	12/31/2012	41,640.00	42,231.60	-591.60
2170. CISCO SYSTEMS INC	08/12/2011	05/10/2012	36,738.14	34,791.57	1,946.57
5480. CORNING INC COM	08/18/2011	08/07/2012	62,621.73	80,319.54	-17,697.81
190. DISNEY WALT CO COM	08/10/2011	01/13/2012	7,265.48	6,038.36	1,227.12
1090. DISCOVER FINANCIAL	08/11/2011	03/30/2012	36,255.28	26,308.96	9,946.32
345079.7599 FHLMC GOLD POOL #A89870 4.50% 11/01/2039	12/06/2011	01/31/2012	12,384.47	13,077.23	-692.76
332067.9624 FHLMC GOLD POOL #A89870 4.50% 11/01/2039	12/06/2011	03/15/2012	13,011.80	13,739.64	-727.84
320060.2928 FHLMC GOLD POOL #A89870 4.50% 11/01/2039	12/06/2011	04/16/2012	12,007.67	12,679.35	-671.68
309110.3636 FHLMC GOLD POOL #A89870 4.50% 11/01/2039	12/06/2011	05/15/2012	10,949.93	11,562.44	-612.51
300368.5568 FHLMC GOLD POOL #A89870 4.50% 11/01/2039	12/06/2011	06/15/2012	8,741.81	9,230.80	-488.99
289583.0398 FHLMC GOLD POOL #A89870 4.50% 11/01/2039	12/06/2011	07/16/2012	10,785.52	11,388.83	-603.31
279310.2498 FHLMC GOLD POOL #A89870 4.50% 11/01/2039	12/06/2011	08/15/2012	10,272.79	10,847.42	-574.63
267885.499 FHLMC GOLD POOL #A89870 4.50% 11/01/2039	12/06/2011	09/17/2012	11,424.75	12,063.82	-639.07
256505.9532 FHLMC GOLD POOL #A89870 4.50% 11/01/2039	12/06/2011	10/15/2012	11,379.55	12,016.09	-636.54
Totals					

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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
245276.9589 FHLMC GOLD POOL					
#A89870 4.50% 11/01/2039	12/06/2011	11/15/2012	11,228.99	11,857.12	-628.13
16000. FHLMC 6.75% 03/15/31	10/21/2011	05/30/2012	24,480.00	23,042.56	1,437.44
16000. FHLMC 6.25% 07/15/32	10/21/2011	05/30/2012	23,560.00	22,101.28	1,458.72
16000. FNMA 6.25% 05/15/29	10/21/2011	05/30/2012	22,896.00	21,744.00	1,152.00
14000. FNMA 7.25% 05/15/30	10/21/2011	05/30/2012	22,190.00	21,067.34	1,122.66
16000. FNMA 6.625% 11/15/30	10/21/2011	05/30/2012	24,096.00	22,654.24	1,441.76
21000. FHLMC 0.875% 10/28/13	10/26/2011	05/01/2012	21,173.04	21,195.09	-22.05
620. FEDEX CORPORATION	08/08/2011	02/16/2012	58,965.83	49,801.51	9,164.32
40000. FREEPORT MCMORAN C & G					
2.15% 03/01/17	07/31/2012	12/05/2012	39,998.00	40,336.00	-338.00
170. GOOGLE INC CL A	01/25/2012	10/24/2012	115,802.26	97,046.68	18,755.58
320. SIEMENS AG	06/01/2012	08/08/2012	29,099.12	25,698.31	3,400.81
460. SIEMENS AG	06/01/2012	08/14/2012	41,878.62	36,941.33	4,937.29
180. MASTERCARD INC CL A	05/18/2012	12/12/2012	87,271.89	71,653.50	15,618.39
1020. MOODYS CORP	11/17/2011	09/12/2012	43,938.92	33,496.80	10,442.12
1550. NEWS CORP INC CL A	07/21/2011	07/12/2012	33,537.09	25,504.30	8,032.79
350. NORFOLK SOUTHERN CORP	02/22/2011	01/24/2012	26,396.52	22,505.11	3,891.41
5200. SCHWAB CHARLES CORP NEW	08/10/2011	03/29/2012	74,120.66	64,503.67	9,616.99
1430. TIME WARNER INC	05/23/2012	08/28/2012	59,336.04	49,022.08	10,313.96
1380. UNILEVER PLC SPONSORED ADR					
NEW	05/31/2012	08/14/2012	49,706.57	43,526.58	6,179.99
230. UNITED PARCEL SERVICE - CL	08/09/2011	03/13/2012	17,997.15	14,416.88	3,580.27
690. UNITED PARCEL SERVICE - CL	08/09/2011	04/11/2012	54,360.55	43,250.63	11,109.92
98000. US TREASURY NOTE 3.25%					
12/31/2016	12/27/2011	06/01/2012	109,760.00	108,994.39	765.61
144000. US TREASURY NOTE 3.25%					
12/31/2016	12/27/2011	06/05/2012	160,695.01	160,155.02	539.99
254000. US TREASURY NOTE 3.25%					
12/31/2016	12/27/2011	07/31/2012	284,003.75	282,495.66	1,508.09
184000. US TREASURY NOTE 3.25%					
12/31/2016	12/27/2011	08/01/2012	205,677.50	204,642.52	1,034.98
460. WATERS CORP	10/04/2011	08/08/2012	36,411.57	33,836.21	2,575.36
2150. AMADEUS IT HOLDING SA-A	11/07/2011	10/16/2012	53,088.54	38,563.62	14,524.92
Totals			2231632.00	2129454.00	102,178.00

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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)					
410. AMC NETWORKS INC A W/I	06/23/2011	06/28/2012	14,480.90	14,362.30	118.60
440. AMC NETWORKS INC A W/I	06/23/2011	07/17/2012	18,601.23	15,413.20	3,188.03
1070. AUTODESK INC COM	04/14/2008	01/25/2012	38,702.35	34,056.71	4,645.64
1340. AUTODESK INC COM	11/25/2009	08/03/2012	46,944.58	39,473.21	7,471.37
240. AUTODESK INC COM	09/02/2011	11/26/2012	7,697.89	6,379.72	1,318.17
1110. BANK OF NEW YORK MELLON	10/22/2009	01/26/2012	22,729.13	32,481.15	-9,752.02
2730. BOSTON SCIENTIFIC CORP COM	04/21/2010	01/04/2012	14,387.05	20,516.19	-6,129.14
2740. BOSTON SCIENTIFIC CORP COM	04/21/2010	01/09/2012	14,440.27	19,865.00	-5,424.73
210. BOSTON SCIENTIFIC CORP COM	04/21/2010	02/17/2012	1,265.00	1,522.50	-257.50
3680. CISCO SYSTEMS INC	11/25/2009	02/09/2012	73,385.21	93,679.46	-20,294.25
2010. CISCO SYSTEMS INC	11/25/2009	05/10/2012	34,029.33	47,737.50	-13,708.17
2330. DISNEY WALT CO COM	11/22/2010	01/13/2012	89,097.77	86,069.97	3,027.80
236023.8165 FHLMC GOLD POOL #A89870 4.50% 11/01/2039	12/06/2011	12/17/2012	9,253.14	9,770.74	-517.60
51889.4725 FNMA PASS THRU POOL	10/18/2010	02/27/2012	984.12	1,070.23	-86.11
49787.0748 FNMA PASS THRU POOL	10/18/2010	03/26/2012	2,102.40	2,286.36	-183.96
48135.2018 FNMA PASS THRU POOL	10/18/2010	04/25/2012	1,651.87	1,796.41	-144.54
46159.8009 FNMA PASS THRU POOL	10/18/2010	05/25/2012	1,975.40	2,148.25	-172.85
43571.6973 FNMA PASS THRU POOL	10/18/2010	06/25/2012	2,588.10	2,814.56	-226.46
40845.3533 FNMA PASS THRU POOL	10/18/2010	07/25/2012	2,726.34	2,964.90	-238.56
38006.9213 FNMA PASS THRU POOL	10/18/2010	08/27/2012	2,838.43	3,086.80	-248.37
35352.4261 FNMA PASS THRU POOL	10/18/2010	09/25/2012	2,654.50	2,886.76	-232.26
33663.6082 FNMA PASS THRU POOL	10/18/2010	10/25/2012	1,688.82	1,836.59	-147.77
31788.7205 FNMA PASS THRU POOL	10/18/2010	11/26/2012	1,874.89	2,038.94	-164.05
29723.0244 FNMA PASS THRU POOL	10/18/2010	12/26/2012	2,065.70	2,246.45	-180.75
330. FLOWSERVE CORP	11/29/2010	01/30/2012	35,851.03	34,569.48	1,281.55
80. FLOWSERVE CORP	11/29/2010	08/22/2012	10,252.18	8,380.48	1,871.70
490. FLOWSERVE CORP	08/08/2011	08/22/2012	62,794.58	46,207.85	16,586.73
1600. ANHEUSER BUSCH INBEV NV	02/09/2011	10/09/2012	140,939.48	90,126.29	50,813.19
.333 KRAFT FOODS GROUP INC	01/04/2011	10/02/2012	15.56	11.06	4.50
2760. KROGER CO COM	11/22/2010	06/07/2012	60,197.61	63,715.15	-3,517.54
460. LIBERTY GLOBAL INC CL A	11/22/2010	02/24/2012	22,594.78	17,204.32	5,390.46
Totals					

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
510. LIBERTY GLOBAL INC CL A	11/22/2010	03/13/2012	25,882.52	19,074.36	6,808.16
15560. MANNING & NAPIER FUND INC					
- CORE PLUS BD	02/03/2010	05/01/2012	174,272.00	165,402.80	8,869.20
2700. MANNING & NAPIER FUND INC					
- HI YIELD BD	12/01/2009	05/01/2012	29,565.00	27,702.00	1,863.00
190. MASTERCARD INC CL A	03/09/2011	05/03/2012	84,555.44	47,503.44	37,052.00
3270. SCHWAB CHARLES CORP NEW	12/27/2010	03/29/2012	46,610.50	56,432.02	-9,821.52
1820. STATE STREET CORP	01/18/2011	01/26/2012	71,722.06	90,755.58	-19,033.52
120000. US TREASURY NOTE 1.375%	12/01/2010	05/01/2012	123,487.50	118,966.76	4,520.74
71000. US TREASURY NOTE 1.375%	12/01/2010	06/01/2012	73,285.31	70,403.85	2,881.46
690. VISA INC CL A	12/27/2010	05/03/2012	81,211.43	48,593.59	32,617.84
840. QIAGEN N V	02/18/2011	08/02/2012	14,226.96	17,086.10	-2,859.14
1940. QIAGEN N V	08/04/2011	11/28/2012	35,747.16	29,412.82	6,334.34
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			1501376.00	1398052.00	103,324.00
Totals			1501376.00	1398052.00	103,324.00

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FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

ALEXANDRIA REAL ESTATE EQUIT	48.32	
CORPORATE OFFICE PROPERTIES	24.17	
DIGITAL REALTY TRUST INC	2.83	
MANNING & NAPIER FUND INC - CORE PLUS BD	9,236.88	
MANNING & NAPIER FUND INC - TECH SERIES	7,252.35	
MANNING & NAPIER FUND INC - LIFE SCIENCE	10,078.79	
MANNING & NAPIER - EMERGING MKTS SERIES	22.10	
MANNING & NAPIER - INFLATION FOCUS EQTY	108.23	
MANNING & NAPIER FUND INC - HI YIELD BD	4,020.60	
MANNING & NAPIER FUND INC - REAL EST SER	6,046.63	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		36,841.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS (ROUNDED)		36,841.00

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**
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	20,000.00
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		**420,000.00**