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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 , and ending

Name of foundation
FICKLING FAMILY FOUNDATION INC

A Employer identification number
58-2142231

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P O. BOX 1976

B Telephone number (see instructions)
478-742-6601

City or town, state, and ZIP code
MACON GA 31202-1976

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)* ▶ $ 4,459,559

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))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(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	95,719	95,719		
	4	Dividends and interest from securities	95,425	95,425		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain or (loss) from sale of assets not on line 10	147,076			
	b	Gross sales price for all assets on line 6a 1,057,008				
	7	Capital gain net income (from Part IV, line 2)		147,076		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	338,220	338,220		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	10,000	1,500		8,500
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	6,600	529		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	32,633	32,623		10
	24	**Total operating and administrative expenses.** Add lines 13 through 23	49,233	34,652		8,510
	25	Contributions, gifts, grants paid	289,900			208,900
	26	**Total expenses and disbursements.** Add lines 24 and 25	339,133	34,652		217,410
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-913			
	b	**Net investment income** (if negative, enter -0-)		303,568		
	c	**Adjusted net income** (if negative, enter -0-)				

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For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

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

	Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	283,993	300,791	300,791
	3	Accounts receivable ▶ 1,845			
		Less: allowance for doubtful accounts ▶	6,410	1,845	1,845
	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			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,305,109	1,421,767	1,659,245
	c	Investments—corporate bonds (attach schedule)	1,000,523	1,000,523	1,057,542
	11	Investments—land, buildings, and equipment basis ▶			
		Less. accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,446,964	1,404,231	1,440,136
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ Prepaid Taxes)	3,269		
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	4,046,268	4,129,157	4,459,559
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	900,000	981,000	
	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 ▶ Accrued Taxes)		2,802	
	23	**Total liabilities** (add lines 17 through 22)	900,000	983,802	
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	3,146,268	3,145,355	
	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)	3,146,268	3,145,355	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,046,268	4,129,157	

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	3,146,268
2	Enter amount from Part I, line 27a	2	-913
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,145,355
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,145,355

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 Securites			
b	Publicly Traded Securities			
c	LT Capital Gain distributions			
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	394,657		392,586	2,071
b	659,225		517,346	141,879
c	3,126			3,126
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
	(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				2,071
b				141,879
c				3,126
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	147,076
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	271,244	4,378,177	0.061954
2010	330,631	4,493,490	0.073580
2009	206,258	4,353,299	0.047380
2008	225,622	4,682,478	0.048184
2007	73,500	4,752,181	0.015467

2	**Total** of line 1, column (d)	2	0.246565
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	0.049313
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,412,291
5	Multiply line 4 by line 3	5	217,583
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,036
7	Add lines 5 and 6	7	220,619
8	Enter qualifying distributions from Part XII, line 4	8	217,410

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)

1 a	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	6,071
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	
3	Add lines 1 and 2	3	6,071
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	6,071
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 3,269		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 6,000		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	9,269
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	3,198
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 3,198 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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
4 a	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	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA			
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 ▶ N/A

14 The books are in care of ▶ TOM B WIGHT Telephone no. ▶ 478-742-6601

Located at ▶ 577 Mulberry Street Suite 1100 Macon GA ZIP+4 ▶ 31201-2728

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 |

			Yes	No
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

	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)?	1b		X
	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
William A Fickling, Jr 577 Mulberry St Suite 1100 Macon, GA 31201	Pres/Dir.			
William A Fickling, III 577 Mulberry St Suite 1100 Macon, GA 31201	V Pres/Dir			
Tom B Wight 577 Mulberry St Suite 1100 Macon, GA 31201	Sec/Tr/Dir			
See Attached Schedule 4	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 ▶

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 ▶		

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	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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	4,273,379
b	Average of monthly cash balances	1b	206,104
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,479,483
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	
3	Subtract line 2 from line 1d	3	4,479,483
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	67,192
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,412,291
6	**Minimum investment return.** Enter 5% of line 5	6	220,615

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	220,615
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,071		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	6,071
3	Distributable amount before adjustments Subtract line 2c from line 1			3	214,544
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	214,544
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	214,544

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	217,410
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	217,410
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	217,410

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				214,544
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only			7,294	
b	Total for prior years: 20 ____ , 20 ____ , 20 ____				
3	Excess distributions carryover, if any, to 2012:				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 217,410				
a	Applied to 2011, but not more than line 2a			7,294	
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2012 distributable amount				210,116
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b	Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d	Subtract line 6c from line 6b. Taxable amount—see instructions				
e	Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount—see instructions				
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				4,428
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 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9:				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) **N/A**

1 a 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
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

William A Fickling, Jr   Neva L Fickling   William A Fickling, III   See Attached

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

Tom B Wight Treasurer P O Box 1976 Macon, GA 31202-1976 478-742-6601

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

FFF Form 1-12

c Any submission deadlines

November 1 of the applicable calendar year

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

Preference for organizations having a substantial presence in Bibb County, Ga

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 Schedule 3		Exempt 501(c)(3)		208,900
Total . . . . ▶ 3a				208,900
b *Approved for future payment*				
See Attached Schedule 3		Exempt 501 (c)(3)		181,000
Total . . . . ▶ 3b				181,000

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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					
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					
8 Gain or (loss) from sales of assets other than inventory					
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)					

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

(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.)

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: [signature] Date: 10/30/13 Title: Treasurer

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
Mark Red	Mark Red	10/30/13		P01295187
Firm's name ▶ Mulberry Street Investment Company, L P			Firm's EIN ▶ 58-1984280	
Firm's address ▶ P O Box 1976, Macon, GA 31202-1976			Phone no 478-742-6601	

Excel\FFF
E1

FICKLING FAMILY FOUNDATION, INC.
ATTACHMENT TO FORM 990-PF

EI# 58-2142231
12-31-12

FORM 990-PF, PART I, LINE 18, TAXES	
FOREIGN TAXES	$529
TAX ON INVESTMENT INCOME	6,071
TOTAL TAXES	$6,600

FORM 990-PF, PART I, LINE 23, OTHER EXPENSES	
ASSET MANAGEMENT FEES	$32,623
MISCELLANEOUS	10
TOTAL OTHER EXPENSES	$32,633

SCHEDULE 1

EXCEL\FFF
E51

FICKLING FAMILY FOUNDATION, INC.
ATTACHMENT TO FORM 990-PF

EI# 58-2142231
12-31-12

FORM 990-PF, PART II, LINE 2, SAVINGS & TEMPORARY CASH INVESTMENTS

	BEGINNING OF YEAR BOOK VALUE	END OF YEAR BOOK VALUE	MARKET VALUE
PATTON ALBERTSON- ACCOUNT 670150908	$283,993	$300,791	$300,791
	$283,993	$300,791	$300,791

FORM 990-PF, PART II, LINE 10B, INVESTMENTS- CORPORATE STOCKS

STOCKS/INVESTMENT ACCOUNTS	BEGINNING OF YEAR BOOK VALUE	END OF YEAR BOOK VALUE	MARKET VALUE
PATTON ALBERTSON- ACCOUNT 670150908	$1,305,109	$1,421,766	$1,659,245
TOTAL STOCKS	$1,305,109	$1,421,766	$1,659,245

FORM 990-PF, PART II, LINE 10C, INVESTMENTS- CORPORATE BONDS

BONDS	BEGINNING OF YEAR BOOK VALUE	END OF YEAR BOOK VALUE	MARKET VALUE
PATTON ALBERTSON- ACCOUNT 670150908	$1,000,523	$1,000,523	$1,057,542
TOTAL BONDS	$1,000,523	$1,000,523	$1,057,542

FORM 990-PF, PART II, LINE 13, INVESTMENTS- OTHER

	BEGINNING OF YEAR BOOK VALUE	END OF YEAR BOOK VALUE	MARKET VALUE
PATTON ALBERTSON- ACCOUNT 670150908	$1,446,964	$1,404,231	$1,440,136
	$1,446,964	$1,404,231	$1,440,136

SCHEDULE 2

EXCEL\FFF1-99
A395

FICKLING FAMILY FOUNDATION, INC.
ATTACHMENT TO FROM 990-PF

EI# 58-2142231
12-31-12

FORM 990-PF, PART XV, 3(a) Grants and Contributions Paid During the Year

RECEIPIENT NAME and ADDRESS	STATUS	PURPOSE	AMOUNT
MACON SYMPHONY ORCHESTRA, INC. 400 POPLAR STREET MACON, GEORGIA 31201	EXEMPT- 501(c)(3)	CONCERTS	$10,000
CENTRAL GEORGIA COUNCIL OF THE BOY SCOUTS OF AMERICA 4335 CONFEDERATE WAY MACON, GA 31217	EXEMPT- 501(c)(3)	ANNUAL FUND	10,000
COMMUNITIES IN SCHOOLS OF MACON/BIBB COUNTY INC. 577 MULBERRY STREET SUITE 1030 MACON, GEORGIA 31201	EXEMPT- 501(c)(3)	PALS PROGRAM	1,000
COMMUNITIES IN SCHOOLS OF MACON/BIBB COUNTY INC. 577 MULBERRY STREET SUITE 1030 MACON, GEORGIA 31201	EXEMPT- 501(c)(3)	GENERAL OPERATING	2,400
GEORGIA HUMANITIES COUNCIL 50 HURT PLAZA, SUITE 595 ATLANTA, GEORGIA 30303	EXEMPT- 501(c)(3)	NEW HARMONIES EXHIBIT	2,500
ROOMS FROM THE HEART, INC. 500 HILLCREST BLVD SUITE 2 MACON, GEORGIA 31204	EXEMPT- 501(c)(3)	CAPITAL IMPROVEMENTS	1,000
THE ROME CHAMBER MUSIC FESTIVAL, INC. 250 PARK AVENUE 7TH FLOOR NEW YORK, NY 10177	EXEMPT- 501(c)(3)	FUND ENDOWMENT FOR OPERATIONS	80,000
TEXAS PUBLIC POLICY FOUNDATION 900 CONGRESS AVENUE SUITE 400 AUSTIN, TEXAS 78701	EXEMPT- 501(c)(3)	LAFFER CENTER	$100,000
MACON REGIONAL CRIME STOPPERS, INC. P.O. BOX 6098 MACON, GEORGIA 31208	EXEMPT- 501(c)(3)	GENERAL OPERATING	2,000
TOTAL CONTRIBUTIONS			$208,900

APPROVED FOR FUTURE PAYMENTS			
MERCER UNIVERSITY 1400 COLEMAN AVENUE MACON, GA 31207	EXEMPT- 501(c)(3)	SCHOOL OF MUSIC	11,000
THE ROME CHAMBER MUSIC FESTIVAL, INC. 250 PARK AVENUE 7TH FLOOR NEW YORK, NY 10177	EXEMPT- 501(c)(3)	FUND ENDOWMENT FOR OPERATIONS	170,000
TOTAL CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTS			$181,000

SCHEDULE 3

EXCEL\FFF
L1

FICKLING FAMILY FOUNDATION, INC.
ATTACHMENT TO FORM 990-PF

EI# 58-2142231
12-31-12

FORM 990-PF, PART VIII(1) List all Officers, Directors, Trustees, Foundation Managers and their Compensation

Name and Address	Title and Hours per Week devoted to Position	Compensation	Contributions to Benefit plans	Expense Account
ROY H. FICKLING 577 MULBERRY ST SUITE 1100 MACON, GA. 31201	VICE PRESIDENT /DIRECTOR 0	0	0	0
SUE DRZEWIECKI 577 MULBERRY ST SUITE 1100 MACON, GA. 31201	ASSISTANT SECRETARY 0	0	0	0
NEVA L. FICKLING 577 MULBERRY ST SUITE 1100 MACON, GA. 31201	VICE PRESIDENT /DIRECTOR 0	0	0	0
JANE FICKLING SKINNER 577 MULBERRY ST SUITE 1100 MACON, GA. 31201	VICE PRESIDENT /DIRECTOR 0	0	0	0
JULIA FICKLING TILLER 577 MULBERRY ST SUITE 1100 MACON, GA. 31201	VICE PRESIDENT /DIRECTOR 0	0	0	0

FORM 990-PF, PART XV, 1 a Information Regarding Foundation Managers: (Continued from form)

1(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.

Roy H. Fickling Jane F. Skinner Julia F. Tiller

SCHEDULE 4

THE
FICKLING FAMILY
FOUNDATION, INC.

PROPOSAL FOR GRANT

577 Mulberry Street, Suite1100, Macon, Georgia 31201
P.O. Box 1976, Macon, Georgia 31202
478-742-6601

For Office Use Only

Proposal No.____________________

Applicant File No.____________________

Date Rec'd.____________________

Action Taken____________________

Proposer Notified____________________

1. ______________________________
Legal Name of Proposing Organization (as stated on IRS letter)

2. ______________________________
Tax ID Number of Proposing Organization

3. ______________________________
Address of Proposing Organization City State Zip

4. ______________________________
Name of Contact Person (9 am to 5 pm) Telephone Number (9 am to 5 pm)

______________________________ E-mail address

5. ______________________________
Use to which grant monies would be put

____

____

____

6. ______________________________
(a) Amount of grant proposed (b) Number of people to be served by grant

7. ______________________________
State name(s) of additional organization(s) to which you have applied for funding for this project

____

____

____

8. If grant is for a specific project,
(a) State the total cost of the project ____________________

(b) State the source(s) and amount(s) of other financial support SECURED for this project including the amounts from your board, individuals as a group, and governmental entities ____________________

____

____

____

(c) State the source(s) of funds for operations including the amount (as a percent of your total budget) provided by your board, individuals as a group, and governmental entities ____________________

____

____

____

9. If any member of the Fickling family is an officer or trustee of the proposing organization, state the name of the individual and position with the proposing organization

____

10. By the filing of this grant proposal and by the acceptance of any grant made pursuant to it, Proposing Organization ("Proposer") warrants that:
   a. The filing of this grant proposal has been duly authorized by the Proposer, and the individual who signs it is authorized to do so.
   b. Any funds granted to the Proposer will be expended solely for the purpose or purposes set out in the grant proposal.
   c. The documents attached hereto showing the tax exempt and foundation status of the Proposer are currently in full force and effect, and have not been modified, altered, questioned, or revoked, nor is there any contention by the Internal Revenue Service known to the Proposer that any of them should be modified, altered, or revoked; and, that if any such action is taken or proposed, Proposer will immediately notify the Foundation.
   d. Since the respective dates of the documents described in the subparagraph next preceding, the Proposer has not changed its method of operating nor its form, organization, or purposes. (If there has been such a change, attach a statement explaining it.)

e. If Proposer is now or should hereafter be determined to be a private foundation, funds granted by The Fickling Family Foundation shall be expended so as to assure full compliance with the provision of the Internal Revenue Code for qualifying distributions; and in the event that the grant or any portion thereof is determined to be a non-qualifying distribution, Proposer will repay the same forthwith to The Fickling Family Foundation together with any interest earned.

f. Any grants previously made by The Fickling Family Foundation to the Proposer have been fully expended in a timely manner for the purpose stated in the grant and for no other purpose.

g. Proposer understands that when grants made pursuant to this proposal are expended, a report must be made to The Fickling Family Foundation certifying that all terms of the grant have been fully met and stating the purposes for which grant funds were expended.

This ________ day of ______________________, 20_____.

____
(LEGAL NAME OF PROPOSING ORGANIZATION AS STATED ON IRS LETTER)

BY:____
(SIGNATURE OF OFFICER SIGNING FOR PROPOSING ORGANIZATION)

PRINTED NAME: ____

TITLE: ____

NOTE TO PROPOSING ORGANIZATION:

Please also read The Fickling Family Foundation "Grant Policies" and "The Making of Grant Proposals"

THE
FICKLING FAMILY
FOUNDATION

GRANT POLICIES

1. General

The policies stated below govern the making of grants by The Fickling Family Foundation. The mandatory policies listed below cannot, for legal or other reasons, be varied. Discretionary policies described below may be varied only under rare and specific circumstances, and variance should not be considered as setting a precedent for future grants. The Foundation reserves the right to revise any policy, whether mandatory or discretionary, from time to time as circumstances warrant.

2. Mandatory Policies

(a) Grants will be made only to organizations that are qualified under Section 501(c)(3) of the Internal Revenue Code to receive charitable contributions and that are organizations to which charitable contributions may be made under the provision of Section 170(c) of the Internal Revenue Code as such sections are modified by Section 2055(a) and 2522(a) of the Internal Revenue Code.

(b) Grants will be made only to such organizations as are described in paragraph (a) above, which furnish documentation satisfactory to the Foundation that they are so qualified.

(c) Grants will not be made to individuals.

(d) Grants will not be made to private foundations.

(e) Recipients of grants will be required to make timely and adequate reports certifying how and when grant funds are expended and what goals were attained as a result of the grant.

(f) No subsequent grant will be made to a grantee who has failed to comply with the reporting requirements set out in paragraph (e) above.

(g) All communications to the Foundation must be in writing and addressed to the Foundation.

3. Discretionary Policies

(a) Priority will be given to the award of grants that will be expended in, and are for the benefit of, Macon and Bibb County, Georgia. **The Trustees prefer to make grants only to those organizations having a substantial presence in Bibb County, Georgia**. Unsolicited proposals from out-of-state organizations will not be considered. Because of the volume of proposals received, even many worthwhile proposals must be denied. This policy, however, does not preclude the Foundation from initiating requests for proposals where, in the judgment of the Trustees, a qualified prospective grantee performs functions that are deemed particularly worthy of a grant.

(b) Grants should aid the accomplishment of long-range and lasting purposes.

(c) Favor will be given to projects that are contingent upon being supplemented by other organizations or individuals.

(d) No Grant will be made that requires the setting aside of current funds to be paid over a period of years in the future, because such grants require prior approval by the Internal Revenue Service.

(e) The Foundation reserves the right to attach conditions to grants as circumstances warrant.

(f) Grant proposals should be submitted by November 1. The Foundation usually meets annually in November or December.

THE
FICKLING FAMILY
FOUNDATION

THE MAKING OF GRANT PROPOSALS

Eligibility
Those proposing grants from The Fickling Family Foundation, must be organizations that hold current valid letters of qualification from the Internal Revenue Service evidencing that they are qualified as Section 501(c)(3) organizations and that they are NOT private foundations.

Procedure
Proposers should write the Foundation and request a Proposal For Grant application form. The form should be executed accurately and fully with all required documentation attached. **Proposal materials should NOT be bound, stapled, inserted in protective sheets, or prepared in any other types of notebook form**. Proposals that do not contain the required information with supporting documentation will be returned without action.

All communication to the Foundation should be in writing. Proposal packages should be sent to:

MAIL	DELIVERY
The Fickling Family Foundation	The Fickling Family Foundation
P.O. Box 1976	577 Mulberry Street, Suite 1100
Macon, Georgia 31202-1976	Macon, Georgia 31201

A proposer may choose to provide supplemental information it deems necessary to explain the proposal. However, the proposal form must be filled out completely so that it could stand-alone. **Supplemental information may include goals, objectives, activities, evaluation measures, timetables, and budget (the total not to exceed five pages). Voluminous supplemental information is discouraged.** If the Foundation desires further information, it will be requested from the organization making the proposal. If a proposal results in a grant, the letter advising the proposer will contain additional conditions as appropriate.

Time Considerations
Proposals for grants may be submitted at any time during the year and are processed (but not necessarily acted upon) in the order in which received. Proposals submitted by November 1 will usually be considered at the meeting held in November or December of each year.

Frequency of Requests
Ordinarily the Foundation prefers not to consider proposals from any organization any more frequently than once every 12 months, whether the results of the previous proposal were positive or negative, or consider proposals from any organization receiving a multi-year grant until all payments have been made.

Information to be included in grant proposals
Please furnish eight (8) sets of the following (**unbound and unstapled, but gem clipped**):
Original and seven (7) copies of Proposal For Grant form fully completed and signed by a responsible officer.

- Project budget accompanied by a project budget narrative.
- The organization's annual operating budget.
- Names and affiliations of the members of Board of Directors of Trustees responsible for the management of the requesting organization.
- One copy **only** of the organization's most recent audited financial statement.
- One copy **only** of a current letter of exemption from Federal Income Taxes under section 501(c)(3) of the Internal Revenue Services Code, including a statement that the organization is not a private foundation (name of proposing organization must be identical with that of the IRS Letter of Qualification).
- One copy **only** of the organization's most recent Form 990 (complete return).

INFORMATION STATEMENT PURSUANT TO TREASURY REGULATIONS SECTION 1.355-5(b) BY A SIGNIFICANT DISTRIBUTEE

On January 1, 2013, Abbott Laboratories, an Illinois corporation ("Abbott"), distributed (the "Distribution") the outstanding shares of common stock of AbbVie Inc., a Delaware corporation ("AbbVie"), to the holders of record of Abbott common shares as of 5:00 p.m. Eastern Time on December 12, 2012 (the "Record Date"). As a result of the Distribution, each holder of record of Abbott common shares as of the Record Date was entitled to receive one share of AbbVie common stock for each outstanding Abbott common share held by such shareholder as of the Record Date.

1. Name, address and employer identification number of the distributing corporation:

Abbott Laboratories
100 Abbott Park Road
Abbott Park, Illinois 60064
EIN: 36-0698440

2. Name, address and employer identification number of the controlled corporation:

AbbVie Inc.
1 North Waukegan Road
North Chicago, Illinois 60064
EIN: 32-0375147

3. The undersigned was a shareholder owning Abbott common shares as of the Record Date and received shares of AbbVie common stock, par value $0.01 per share, in the Distribution. [The undersigned also received cash in lieu of a fractional share of AbbVie common stock, which fractional shares were aggregated and sold by the distribution agent.][1] The aggregate fair market value of the AbbVie common stock [and cash in lieu of a fractional share][2] received by the shareholder was $ 61,110.00

4. The undersigned did not surrender any stock or securities in Abbott in connection with the Distribution.

5. The Distribution is a transaction that is described under Section 355 of the Internal Revenue Code of 1986, as amended.

FICKLING FAMILY FOUNDATION, INC.
Shareholder's Name (please print)

[signature]
Shareholder's Signature

[1] If applicable.
[2] If applicable.

58-2142231

Taxpayer Identification Number
or Social Security Number

THIS STATEMENT SHOULD BE ATTACHED TO YOUR 2012 U.S. FEDERAL INCOME TAX RETURN.