Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, 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 or province, country, and ZIP or foreign postal 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)* ▶ $ 9,583,324.77

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 N/A	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	0.00			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	0 00	0.00		
	4	Dividends and interest from securities	201,555.44	204,262 00		
	5a	Gross rents	0 00	0 00		
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	465,055 30			
	b	Gross sales price for all assets on line 6a 4,473,605.00				
	7	Capital gain net income (from Part IV, line 2)		466,240 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)	30.99	30 99		
	12	**Total.** Add lines 1 through 11	666,641.73	670,532 99	0.00	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	0.00	0.00		0.00
	14	Other employee salaries and wages	0 00	0.00		0 00
	15	Pension plans, employee benefits	0.00	0.00		0.00
	16a	Legal fees (attach schedule)	3,450.00	345.00		3,105 00
	b	Accounting fees (attach schedule)	0.00	0 00		0 00
	c	Other professional fees (attach schedule)	26,389.04	26,389.04		0 00
	17	Interest	0 00	0 00		0.00
	18	Taxes (attach schedule) (see instructions)	8,489.21	4,458 00		0.00
	19	Depreciation (attach schedule) and depletion	0 00	0.00		
	20	Occupancy	0 00	0.00		0.00
	21	Travel, conferences, and meetings	0.00	0.00		0.00
	22	Printing and publications	0.00	0.00		0.00
	23	Other expenses (attach schedule)	5,533.98	5,533.98		0 00
	24	**Total operating and administrative expenses.** Add lines 13 through 23	43,862.23	36,726.02	0.00	3,105 00
	25	Contributions, gifts, grants paid	470,000 00			470,000 00
	26	**Total expenses and disbursements.** Add lines 24 and 25	513,862 23	36,726.02	0.00	473,105 00
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	152,779 50			
	b	**Net investment income** (if negative, enter -0-)		633,806.97		
	c	**Adjusted net income** (if negative, enter -0-)			0 00	

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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	0.00	0.00	0.00
2	Savings and temporary cash investments	303,759.44	423,228.44	423,228.44
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	0.00	0.00	0 00
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶	0.00	0.00	0 00
5	Grants receivable	0.00	0.00	0 00
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0 00	0 00	0 00
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶	0 00	0.00	0 00
8	Inventories for sale or use	0 00	0 00	0.00
9	Prepaid expenses and deferred charges	0.00	0 00	0 00
10a	Investments—U.S. and state government obligations (attach schedule)	1,084,917.93	731,078 19	715,250.77
b	Investments—corporate stock (attach schedule)	3,383,232.66	3,745,811 74	4,534,402.01
c	Investments—corporate bonds (attach schedule)	365,122.50	556,332.00	556,969.25
11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶	0 00		
12	Investments—mortgage loans	0.00		
13	Investments—other (attach schedule)	3,394,874 21	3,225,212.85	3,349,374 30
14	Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶	0.00		
15	Other assets (describe ▶ Estimated Tax Payments)	2,200 00	4,100.00	4,100 00
16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	8,534,106.74	8,685,763 22	9,583,324.77
Liabilities 17	Accounts payable and accrued expenses	0.00	0.00	
18	Grants payable	0.00	0 00	
19	Deferred revenue	0 00	0 00	
20	Loans from officers, directors, trustees, and other disqualified persons	0.00	0.00	
21	Mortgages and other notes payable (attach schedule)	0 00	0.00	
22	Other liabilities (describe ▶)	0.00	0.00	
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	0.00	0 00	
25	Temporarily restricted	0.00	0.00	
26	Permanently restricted	0 00	0 00	
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	8,534,106 74	8,685,763.22	
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.00	0.00	
29	Retained earnings, accumulated income, endowment, or other funds	0 00	0.00	
30	**Total net assets or fund balances** (see instructions)	8,534,106.74	8,685,763.22	
31	**Total liabilities and net assets/fund balances** (see instructions)	8,534,106.74	8,685,763.22	

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	8,534,106.74
2	Enter amount from Part I, line 27a	2	152,779 50
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,686,886.24
5	Decreases not included in line 2 (itemize) ▶ Adjustments to cost basis; accrued interest purchase	5	1,122.99
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,685,763 25

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	4,350,996.00		4,007,364.00	343,632 00
b	122,609.00		0.00	122,609.00
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	466,240 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))
2012	419,961 16	8,263,057.13	0.0508
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

2	**Total** of line 1, column (d)	2	0 2622
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	0.0524
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	8,879,204.76
5	Multiply line 4 by line 3	5	465,270.33
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,338.07
7	Add lines 5 and 6	7	471,608.40
8	Enter qualifying distributions from Part XII, line 4	8	473,105 00

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	6,338.07
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	6,338.07
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	6,338 07
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 4,100.00		
b	Exempt foreign organizations—tax withheld at source — 6b: 0 00		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0 00		
d	Backup withholding erroneously withheld — 6d: 0.00		
7	Total credits and payments. Add lines 6a through 6d	7	4,100 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	2,238.07
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 2014 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 2013 or the taxable year beginning in 2013 (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

			Yes	No
16	At any time during calendar year 2013, 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	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 2013 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 2013.)*	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 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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	0 00
2	0.00
All other program-related investments See instructions	
3 NONE	0 00
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	8,788,493.36
b	Average of monthly cash balances	1b	225,927.72
c	Fair market value of all other assets (see instructions)	1c	0.00
d	**Total** (add lines 1a, b, and c)	1d	9,014,421.08
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0 00		
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	9,014,421.08
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	135,216.32
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,879,204.76
6	**Minimum investment return.** Enter 5% of line 5	6	443,960.24

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	443,960 24
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,338.07		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	6,338.07
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	437,622.17
4	Recoveries of amounts treated as qualifying distributions			4	0.00
5	Add lines 3 and 4			5	437,622 17
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	437,622 17

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	473,105 00
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	473,105 00
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	6,338.07
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	466,766 93

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 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7					437,622.17
2	Undistributed income, if any, as of the end of 2013:					
a	Enter amount for 2012 only				0.00	
b	Total for prior years: 20___,20___,20___			0.00		
3	Excess distributions carryover, if any, to 2013:					
a	From 2008					
b	From 2009	94,094.08				
c	From 2010	3,323.65				
d	From 2011	183,898.94				
e	From 2012	14,870.78				
f	**Total** of lines 3a through e		296,187 45			
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 473,105.00					
a	Applied to 2012, 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 2013 distributable amount					437,622.17
e	Remaining amount distributed out of corpus		35,482.83			
5	Excess distributions carryover applied to 2013 *(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		331,670 28			
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 2012. Subtract line 4a from line 2a. Taxable amount—see instructions				0 00	
f	Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					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 2008 not applied on line 5 or line 7 (see instructions)		0 00			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		331,670.28			
10	Analysis of line 9:					
a	Excess from 2009	94,094.08				
b	Excess from 2010	3,323 65				
c	Excess from 2011	183,898 94				
d	Excess from 2012	14,870.78				
e	Excess from 2013	35,482.83				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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 address 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**				470,000.00
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	201,555.44	
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	30 99	
8 Gain or (loss) from sales of assets other than inventory			18	465,055.30	
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		666,641.73	0 00

13 Total. Add line 12, columns (b), (d), and (e) 13 666,641.73

(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
N/A			

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
N/A		

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: 5/12/14 — 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	5/6/14		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 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
210. AMAZON.COM INC	11/08/2012	02/01/2013	55,882.12	45,308.46	10,573.66
35000. AMER EXPRESS CREDIT CO					
5.125% 8/25/2014	07/30/2012	01/09/2013	37,468.20	38,182.20	-714.00
100. APPLE INC	07/03/2013	12/18/2013	54,509.86	41,960.99	12,548.87
850. AUTODESK INC COM	05/18/2012	02/06/2013	32,766.10	25,426.62	7,339.48
220. CATERPILLAR INC	05/01/2013	09/25/2013	18,638.86	18,295.66	343.20
40000. CATERPILLAR FINANCIAL SE	07/31/2012	01/09/2013	41,478.80	41,646.80	-168.00
1810. EXELON CORPORATION	06/21/2013	10/23/2013	50,412.95	54,864.09	-4,451.14
142804.7215 FHLMC GOLD POOL					
#C09044 3.50% 06/01/2043	06/18/2013	07/15/2013	383.28	396.69	-13.41
142339.3648 FHLMC GOLD POOL					
#C09044 3.50% 06/01/2043	06/18/2013	08/15/2013	465.36	481.64	-16.28
141873.4039 FHLMC GOLD POOL					
#C09044 3.50% 06/01/2043	06/18/2013	09/16/2013	465.96	482.27	-16.31
141108.5508 FHLMC GOLD POOL					
#C09044 3.50% 06/01/2043	06/18/2013	10/15/2013	764.85	791.62	-26.77
140097.5519 FHLMC GOLD POOL					
#C09044 3.50% 06/01/2043	06/18/2013	11/15/2013	1,011.00	1,046.38	-35.38
139421.5313 FHLMC GOLD POOL					
#C09044 3.50% 06/01/2043	06/18/2013	12/16/2013	676.02	699.68	-23.66
92000. FHLMC 6.25% 07/15/32	03/08/2013	10/31/2013	119,754.56	131,962.04	-12,207.48
96336.2694 FNMA POOL #AO0800					
3.00% 04/01/2027	06/18/2013	07/29/2013	2,336.59	2,435.16	-98.57
94610.3838 FNMA POOL #AO0800					
3.00% 04/01/2027	06/18/2013	08/26/2013	1,725.89	1,798.70	-72.81
93537.2725 FNMA POOL #AO0800					
3.00% 04/01/2027	06/18/2013	09/25/2013	1,073.11	1,118.38	-45.27
92442.9088 FNMA POOL #AO0800					
3.00% 04/01/2027	06/18/2013	10/25/2013	1,094.36	1,140.53	-46.17
91431.1079 FNMA POOL #AO0800					
3.00% 04/01/2027	06/18/2013	11/25/2013	1,011.80	1,054.49	-42.69
90491.7325 FNMA POOL #AO0800					
3.00% 04/01/2027	06/18/2013	12/26/2013	939.38	979.01	-39.63
76628.2898 FNMA POOL #AT8912					
3.00% 07/01/2043	06/18/2013	07/25/2013	62.71	62.95	-0.24
Totals					

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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
76419.9939 FNMA POOL #AT8912					
3.00% 07/01/2043	06/18/2013	08/26/2013	208.30	209.08	-0.78
76276.7344 FNMA POOL #AT8912					
3.00% 07/01/2043	06/18/2013	09/25/2013	143.26	143.80	-0.54
75807.5066 FNMA POOL #AT8912					
3.00% 07/01/2043	06/18/2013	10/25/2013	469.23	470.99	-1.76
75493.4493 FNMA POOL #AT8912					
3.00% 07/01/2043	06/18/2013	11/25/2013	314.06	315.23	-1.17
75354.6049 FNMA POOL #AT8912					
3.00% 07/01/2043	06/18/2013	12/26/2013	138.84	139.37	-0.53
222000. FEDERAL NATIONAL MORTGAGE					
ASSN 5.375% 06/12/2017	02/12/2013	06/24/2013	255,668.52	266,690.18	-11,021.66
242000. FEDERAL NATIONAL MORTGAGE					
ASSN 5.375% 06/12/2017	05/22/2013	07/05/2013	278,566.20	288,197.80	-9,631.60
20000. FEDERAL NATIONAL MORTGAGE					
ASSN 5.375% 06/12/2017	05/22/2013	07/10/2013	23,046.20	23,742.00	-695.80
82888.0116 FNMA POOL #AB8464					
2.50% 02/01/2043	06/18/2013	07/25/2013	287.83	276.36	11.47
82555.7412 FNMA POOL #AB8464					
2.50% 02/01/2043	06/18/2013	08/26/2013	332.27	319.03	13.24
82172.174 FNMA POOL #AB8464 2.50%					
02/01/2043	06/18/2013	09/25/2013	383.57	368.28	15.29
81964.2553 FNMA POOL #AB8464					
2.50% 02/01/2043	06/18/2013	10/25/2013	207.92	199.63	8.29
81592.1341 FNMA POOL #AB8464					
2.50% 02/01/2043	06/18/2013	11/25/2013	372.12	357.29	14.83
81162.0777 FNMA POOL #AB8464					
2.50% 02/01/2043	06/18/2013	12/26/2013	430.06	412.92	17.14
35000. HOME DEPOT INC 5.4%					
03/01/2016	07/30/2012	01/09/2013	39,982.60	40,578.65	-596.05
160. JOHNSON & JOHNSON	11/14/2012	05/03/2013	13,702.00	11,075.45	2,626.55
35000. KRAFT FOODS INC 6.75%					
02/19/14	07/30/2012	01/09/2013	37,332.75	38,298.05	-965.30
708.968 MANNING & NAPIER FUND					
INC - FINL SVC SER	04/24/2013	05/01/2013	4,811.84	4,485.53	326.31
Totals					

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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
100. MANPOWER GROUP	08/01/2012	01/30/2013	5,133.68	3,512.66	1,621.02
150. MANPOWER GROUP	08/01/2012	01/30/2013	7,602.60	5,269.00	2,333.60
460. MANPOWER GROUP	08/01/2012	01/31/2013	23,557.78	16,158.25	7,399.53
20. MANPOWER GROUP	08/01/2012	02/01/2013	1,034.84	702.53	332.31
10. MANPOWER GROUP	08/01/2012	02/04/2013	514.80	351.27	163.53
10. MANPOWER GROUP	08/01/2012	02/05/2013	521.35	351.27	170.08
10. MANPOWER GROUP	08/01/2012	02/06/2013	525.15	351.26	173.89
880. MCGRAW HILL FINANCIAL INC	02/04/2013	10/24/2013	62,767.07	49,744.20	13,022.87
690. MOODYS CORP	07/23/2012	02/05/2013	32,497.03	24,504.12	7,992.91
2170. MYRIAD GENETICS INC	06/21/2013	07/15/2013	68,904.18	56,536.77	12,367.41
2620. MYRIAD GENETICS INC	09/13/2013	10/02/2013	65,311.48	68,474.17	-3,162.69
420. NORFOLK SOUTHERN CORP	02/16/2012	01/15/2013	27,379.67	28,870.48	-1,490.81
370. NOVO NORDISK A/S	10/26/2012	05/23/2013	62,503.95	60,014.04	2,489.91
260. NOVO NORDISK A/S	10/26/2012	05/28/2013	43,632.84	42,172.03	1,460.81
40000. PEPSICO INC .80%	07/31/2012	01/09/2013	40,211.60	40,312.40	-100.80
2070. PETROLEO BRASILEIRO SA					
PETROBR SP ADR	07/24/2012	04/04/2013	36,571.69	38,091.71	-1,520.02
3410. SOUTHWEST AIRLS CO COM	05/17/2012	05/17/2013	48,820.27	28,073.46	20,746.81
208000. US TREASURY NOTE 2.375%	09/11/2012	07/10/2013	217,685.00	225,550.00	-7,865.00
14000. US TREASURY NOTE 2.375%	09/11/2012	07/12/2013	14,721.88	15,181.25	-459.37
910. UNIVERSAL HLTH SVCS INC CL	11/02/2012	03/26/2013	58,019.83	39,084.05	18,935.78
850. VERIFONE HOLDINGS INC	10/10/2012	09/17/2013	19,429.87	25,367.05	-5,937.18
40000. WAL-MART 3.2% 5/15/14	07/31/2012	01/09/2013	41,534.80	42,068.00	-533.20
4510. WESTERN UNION CO	07/25/2012	02/27/2013	63,771.29	76,751.50	-12,980.21
Totals			2021972.00	1973905.00	48,067.00

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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
130. AMAZON.COM INC	11/21/2011	02/01/2013	34,593.69	25,006.04	9,587.65
1110. AUTODESK INC COM	05/18/2012	08/02/2013	38,824.00	33,204.17	5,619.83
2380. CARNIVAL CORPORATION	12/08/2011	04/22/2013	78,890.00	78,782.87	107.13
1210. DISNEY WALT CO COM	08/10/2011	11/29/2013	85,945.74	38,454.80	47,490.94
2450. DISCOVER FINANCIAL	01/12/2012	04/12/2013	104,361.53	59,254.17	45,107.36
2810. ELECTRONIC ARTS COM	01/13/2012	08/23/2013	78,662.23	52,277.22	26,385.01
225337.9785 FHLMC GOLD POOL					
#A89870 4.50% 11/01/2039	12/06/2011	01/15/2013	10,685.84	11,283.58	-597.74
216485.1045 FHLMC GOLD POOL					
#A89870 4.50% 11/01/2039	12/06/2011	02/15/2013	8,852.87	9,348.08	-495.21
207328.2696 FHLMC GOLD POOL					
#A89870 4.50% 11/01/2039	12/06/2011	03/15/2013	9,156.83	9,669.05	-512.22
199100.6937 FHLMC GOLD POOL					
#A89870 4.50% 11/01/2039	12/06/2011	04/15/2013	8,227.58	8,687.81	-460.23
190460.1555 FHLMC GOLD POOL					
#A89870 4.50% 11/01/2039	12/06/2011	05/15/2013	8,640.54	9,123.87	-483.33
181660.8242 FHLMC GOLD POOL					
#A89870 4.50% 11/01/2039	12/06/2011	06/17/2013	8,799.33	9,291.54	-492.21
173852.7236 FHLMC GOLD POOL					
#A89870 4.50% 11/01/2039	12/06/2011	07/15/2013	7,808.10	8,244.87	-436.77
167436.1432 FHLMC GOLD POOL					
#A89870 4.50% 11/01/2039	12/06/2011	08/15/2013	6,416.58	6,775.51	-358.93
162134.7848 FHLMC GOLD POOL					
#A89870 4.50% 11/01/2039	12/06/2011	09/16/2013	5,301.36	5,597.90	-296.54
158660.8995 FHLMC GOLD POOL					
#A89870 4.50% 11/01/2039	12/06/2011	10/15/2013	3,473.89	3,668.21	-194.32
155496.3213 FHLMC GOLD POOL					
#A89870 4.50% 11/01/2039	12/06/2011	11/15/2013	3,164.58	3,341.60	-177.02
153257.9301 FHLMC GOLD POOL					
#A89870 4.50% 11/01/2039	12/06/2011	12/16/2013	2,238.39	2,363.60	-125.21
117000. FHLMC 2.375% 01/13/2022	05/30/2012	07/12/2013	112,679.19	120,313.44	-7,634.25
27869.5822 FNMA PASS THRU POOL	10/18/2010	01/29/2013	1,853.44	2,015.62	-162.18
Totals					

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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
25741.062 FNMA PASS THRU POOL					
#940624 6.00% 08/01/2037	10/18/2010	02/25/2013	2,128.52	2,314.77	-186.25
24814.8418 FNMA PASS THRU POOL	10/18/2010	03/25/2013	926.22	1,007.26	-81.04
23693.547 FNMA PASS THRU POOL					
#940624 6.00% 08/01/2037	10/18/2010	04/25/2013	1,121.29	1,219.41	-98.12
22657.0086 FNMA PASS THRU POOL	10/18/2010	05/28/2013	1,036.54	1,127.24	-90.70
21256.9844 FNMA PASS THRU POOL	10/18/2010	06/25/2013	1,400.02	1,522.53	-122.51
20096.0969 FNMA PASS THRU POOL	10/18/2010	07/25/2013	1,160.89	1,262.46	-101.57
18977.7413 FNMA PASS THRU POOL	10/18/2010	08/26/2013	1,118.36	1,216.21	-97.85
18251.0729 FNMA PASS THRU POOL	10/18/2010	09/25/2013	726.67	790.25	-63.58
17033.916 FNMA PASS THRU POOL					
#940624 6.00% 08/01/2037	10/18/2010	10/25/2013	1,217.16	1,323.66	-106.50
16492.8784 FNMA PASS THRU POOL	10/18/2010	11/25/2013	541.04	588.38	-47.34
15733.7546 FNMA PASS THRU POOL	10/18/2010	12/26/2013	759.12	825.55	-66.43
20. GOOGLE INC CL A	01/25/2012	05/15/2013	18,174.61	11,417.26	6,757.35
2670. TELENOR ASA	02/28/2011	05/31/2013	55,979.64	44,172.00	11,807.64
940. TELENOR ASA	02/28/2011	09/04/2013	19,958.80	15,551.19	4,407.61
2000. TELENOR ASA	02/28/2011	12/05/2013	46,109.06	33,087.65	13,021.41
27750. MANNING & NAPIER FUND INC					
- CORE PLUS BD	02/03/2010	10/17/2013	303,585.00	294,982.50	8,602.50
6674. MANNING & NAPIER FUND INC					
- LIFE SCIENCE	06/15/2007	05/08/2013	93,903.18	76,857.85	17,045.33
15443. MANNING & NAPIER FUND INC					
- FINL SVC SER	12/20/2007	04/04/2013	103,313.68	143,552.54	-40,238.86
18875.694 MANNING & NAPIER FUND					
INC - FINL SVC SER	12/16/2011	05/01/2013	128,111.22	129,233.03	-1,121.81
1660. MONDELEZ INTERNATIONAL INC	01/04/2011	08/14/2013	52,680.63	34,225.44	18,455.19
580. MOODYS CORP	11/17/2011	02/05/2013	27,316.34	19,047.20	8,269.14
.5 NEWS CORPORATION CLASS A	07/21/2011	07/01/2013	7.80	3.91	3.89
577. NEWS CORPORATION CLASS A	07/21/2011	07/10/2013	8,779.14	4,511.48	4,267.66
340. NORFOLK SOUTHERN CORP	02/22/2011	01/15/2013	22,164.49	21,862.11	302.38
890. PALL CORP	06/04/2012	08/01/2013	63,386.90	47,846.65	15,540.25
820. ADECCO SA	08/07/2012	08/15/2013	54,671.67	38,364.33	16,307.34
960. QUALCOMM	08/07/2012	09/13/2013	65,930.97	53,530.30	12,400.67
4480. SOUTHWEST AIRLS CO COM	11/22/2010	01/15/2013	49,356.79	61,165.89	-11,809.10
Totals					

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3F0970 1 000

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
1910. SOUTHWEST AIRLS CO COM	02/02/2011	03/05/2013	22,979.39	25,911.57	-2,932.18
1610. SOUTHWEST AIRLS CO COM	08/05/2011	04/24/2013	21,487.17	17,198.79	4,288.38
1160. SOUTHWEST AIRLS CO COM	08/05/2011	05/17/2013	16,607.48	9,866.38	6,741.10
130. TOYOTA MOTOR CORP -SPON	06/08/2011	01/14/2013	12,579.83	10,654.72	1,925.11
430. TOYOTA MOTOR CORP -SPON	06/08/2011	04/04/2013	45,352.41	35,242.53	10,109.88
118000. US TREASURY NOTE 3.25%					
12/31/2016	12/27/2011	04/03/2013	130,095.00	131,238.14	-1,143.14
168000. US TREASURY NOTE 3.00%					
02/28/2017	02/27/2012	06/24/2013	179,550.00	185,705.62	-6,155.62
770. VIRGIN MEDIA INC	11/21/2011	02/05/2013	35,218.53	17,381.28	17,837.25
530. VIRGIN MEDIA INC	11/21/2011	02/05/2013	23,945.96	11,963.74	11,982.22
570. VIRGIN MEDIA INC	11/21/2011	02/06/2013	25,496.59	12,866.66	12,629.93
450. VIRGIN MEDIA INC	11/21/2011	02/06/2013	19,961.55	10,157.89	9,803.66
1150. VIRGIN MEDIA INC	11/21/2011	02/06/2013	51,608.29	25,959.15	25,649.14
Totals			2329024.00	2033459.00	295,564.00

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3F0970 1 000

FEDERAL CAPITAL GAIN DISTRIBUTIONS

CAPITAL GAIN DISTRIBUTIONS

UNRECAPTURED SECTION 1250 GAIN		
CORPORATE OFFICE PROPERTIES	167.44	
DIGITAL REALTY TRUST INC	25.82	
TOTAL UNRECAPTURED SECTION 1250 GAIN		193.00
OTHER CAPITAL GAIN DISTRIBUTIONS		
ALEXANDRIA REAL ESTATE EQUIT	15.65	
CORPORATE OFFICE PROPERTIES	14.96	
DIGITAL REALTY TRUST INC	189.08	
MANNING & NAPIER FUND INC - SMALL CAP SR	12,516.12	
MANNING & NAPIER FUND INC - CORE PLUS BD	28,440.38	
MANNING & NAPIER FUND INC - TECH SERIES	6,131.71	
MANNING & NAPIER FUND INC - INTL SERIES	11,471.46	
MANNING & NAPIER FUND INC - WORLD OPP SR	894.68	
MANNING & NAPIER FUND INC - LIFE SCIENCE	26,286.45	
MANNING & NAPIER GL FI S	13.15	
MANNING & NAPIER - EMERGING MKTS SERIES	8,104.36	
MANNING & NAPIER - INFLATION FOCUS EQTY	3,777.74	
MANNING & NAPIER FUND INC - HI YIELD BD	5,043.32	
MANNING & NAPIER FUND INC - REAL EST SER	19,516.54	
TOTAL OTHER CAPITAL GAIN DISTRIBUTIONS		122,416.00
TOTAL CAPITAL GAIN DISTRIBUTIONS (ROUNDED)		122,609.00

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
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	60,000 00
Virginia Intermont College, 1013 Moore Street, Bristol, VA 24201	General purpose of the charitable donee	25,000 00
Boy Scouts of America, Sequoyah Council, 129 Boone Ridge Dr., Johnson City, TN 37615	General purpose of the charitable donee	3,000 00
Boys and Girls Club of Bristol, 334 Rebecca Street, Bristol, VA 24201	General purpose of the charitable donee	6,000 00
Lees-McRae College, P O. Box 128, Banner Elk, NC 28604	Jim Swinkola Endowed Scholarship	2,000 00
Healing Hands Health Center, Inc., 210 Memorial Drive, Bristol, TN 37620	General purpose of the charitable donee	2,000.00
Margaret B Mitchell Spay & Neuter Clinic, 16222 Lee Highway, Bristol, VA 24202	General purpose of the charitable donee	2,000 00
Santa Pal Fund, P.O. Box 212, Bristol, VA 24203	General purpose of the charitable donee	5,000 00
Mountain Mission School, 1 Hurley Street, Grundy, VA 24614	General purpose of the charitable donee	15,000.00
TOTAL		**470,000.00**

The John D. Tickle Foundation
EIN: 54-1507449

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

Date	Description	Amount
1/28/2013	Bank of America - Class Action Settlement Proceeds	30 99

The John D. Tickle Foundation
EIN: 54-150744

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

Description	Amount
Line 16a -- Legal fees.	
Jones, King, Downs & Peel, P.C. - Tax Planning & Compliance	3,450 00
Line 16c -- Other professional fees	
Manning & Napier - Investment Management Services	26,389 04
Line 18 -- Taxes·	
Tax on net investment income - 2012 Form 990-PF	4,031 24
Foreign taxes	4,458.00
Total	8,489 24
Line 23 -- Other expenses:	
Exeter Trust Company	5,372.73
ADR Fees	161 25
Total	5,533.98

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, 2013
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	(1,216,079.320)	1 00	(1,216,079.32)	1.00	(1,216,079 32)	(12.7)			
U.S. DOLLAR - INCOME	1,216,079.320	1.00	1,216,079.32	1.00	1,216,079.32	12.7			
SSGA INST LIQUID RESERVES INV CL CUSIP. CM2SSVXX0	423,228.440	1 00	423,228.44	1.00	423,228.44	4.4	0.00	4.81	0.0
Total Cash and Cash Equivalents – Line 2			**423,228.44**		**423,228.44**	**4.4**	**0.00**	**4.81**	**0.0**
Fixed Income									
MUTUAL FUND - FIXED									
MANNING & NAPIER FUND INC CORE PLUS BOND SERIES FUND CUSIP: 563821206	113,711 224	11 19	1,272,376 09	10 65	1,211,024.54	12 6	(61,351 55)	0.00	3.5
MANNING & NAPIER FUND INC HIGH YIELD BOND SERIES CUSIP. 56382P583	26,688.595	10.71	285,846.13	10.64	283,966.65	3.0	(1,879.48)	0.00	5.0
TOTAL MUTUAL FUND - FIXED – Line 13			**1,558,222.22**		**1,494,991.19**	**15.6**	**(63,231.03)**	**0.00**	**3.8**
FED AGENCY MTG/MKT NOTES/BONDS									
FEDERAL NATIONAL MORTGAGE ASSN 1 625% 10/26/2015 CUSIP. 31398A4M1, MOODY'S Aaa	156,000.000	102.54	159,960.84	102 19	159,408.60	1 7	(552.24)	457 71	1 6
FNMA PASS THRU POOL #940624 6.00% 08/01/2037 CUSIP: 31413BPH8	15,733.750	108.75	17,110.45	110.69	17,415.67	0.2	305.22	78.67	5.4
FNMA POOL #AB8464 2 50% 02/01/2043 CUSIP· 31417FMN5	81,162.080	96.02	77,928.29	90.62	73,545.54	0 8	(4,382 75)	169 09	2 8
FNMA POOL #AO0800 3.00% 04/01/2027 CUSIP: 3138LQ3J1	90,491.730	104.22	94,309.35	102.16	92,448.35	1.0	(1,861.00)	226.23	2.9
FNMA POOL #AT8912 3 00% 07/01/2043 CUSIP· 3138WW3W7	75,354.600	100 38	75,637.17	95 05	71,624.36	0.7	(4,012 81)	188.39	3 2
TOTAL FED AGENCY MTG/MKT NOTES/BONDS – Line 10a			**424,946.10**		**414,442.52**	**4.3**	**(10,503.58)**	**1,120.09**	**2.5**
FHLMC GOLD									

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Detailed Holdings List by Sector

As of December 31, 2013
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(%)
FHLMC GOLD POOL #A89870 4.50% 11/01/2039 CUSIP: 3129366F9	153,257 930	105 59	161,830.79	105 91	162,314.36	1 7	483 57	574.72	4.3
FHLMC GOLD POOL #C09044 3.50% 06/01/2043 CUSIP. 31292SBM1	139,421 530	103 50	144,301.30	99.33	138,493.89	1.4	(5,807.41)	406.65	3.5
TOTAL FHLMC GOLD – Line 10a			**306,132.09**		**300,808.25**	**3.1**	**(5,323.84)**	**981.37**	**3.9**
CONSUMER SERVICE									
COMCAST CORP 6 50% 01/15/2017 CUSIP: 20030NAP6, MOODY'S A3	35,000.000	121 11	42,389 20	114 56	40,096 00	0 4	(2,293.20)	1,049 03	5 7
TOTAL CONSUMER SERVICE – Line 10c			**42,389.20**		**40,096.00**	**0.4**	**(2,293.20)**	**1,049.03**	**5.7**
GEOGRAPHICAL FOCUS									
MANNING & NAPIER GL FI S CUSIP 56382P179	26,473 988	9 99	264,421 92	9 92	262,621 96	2 7	(1,799.96)	0.00	1 1
TOTAL GEOGRAPHICAL FOCUS – Line 13			**264,421.92**		**262,621.96**	**2.7**	**(1,799.96)**	**0.00**	**1.1**
TELECOMMUNICATION									
VERIZON COMMUNICATIONS 2 000% 11/01/2016 CUSIP: 92343VBD5, MOODY'S Baa1	40,000 000	104.27	41,706 40	102 04	40,814.40	0 4	(892.00)	133 33	2 0
TOTAL TELECOMMUNICATION – Line 10c			**41,706.40**		**40,814.40**	**0.4**	**(892.00)**	**133.33**	**2.0**
FINANCIALS									
BANK OF AMERICA CORP 3 75% 07/12/2016 CUSIP: 06051GEK1, MOODY'S Baa2	20,000.000	105.45	21,089.40	106 31	21,262 40	0 2	173 00	352 08	3 5
CITIGROUP INC 3.953% 06/15/2016 CUSIP 172967FS5, MOODY'S Baa2	20,000 000	105.83	21,165.40	106.39	21,278.00	0 2	112.60	35 14	3.7
GENERAL ELEC CAP CORP 1 50% 07/12/2016 CUSIP: 36962G6Z2, MOODY'S A1	45,000 000	99 97	44,985 60	101.06	45,475.65	0.5	490.05	316 88	1.5

Exeter Trust Company

Detailed Holdings List by Sector
As of December 31, 2013
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(%)
GOLDMAN SACHS GROUP 3.625% 02/07/2016 CUSIP: 38143USC6, MOODY'S Baa1	105,000.000	104.75	109,991.70	104.95	110,195.40	1.2	203.70	1,522.50	3.5
J P MORGAN CHASE & CO 3.15% 07/05/2016 CUSIP: 46625HJA9, MOODY'S A3	80,000 000	104.40	83,518.40	104.84	83,870.40	0.9	352.00	1,232 00	3.0
MORGAN STANLEY 1.75% 02/25/2016 CUSIP: 61746BDG8, MOODY'S Baa2	110,000.000	99.82	109,803.10	101.34	111,476.20	1.2	1,673.10	673.75	1.7
WELLS FARGO & COMPANY 2 625% 12/15/2016 CUSIP: 94974BEZ9, MOODY'S A2	40,000.000	104 36	41,742.00	104 73	41,891 20	0 4	149 20	46.67	2 5
TOTAL FINANCIALS – Line 10c			**432,295.60**		**435,449.25**	**4.5**	**3,153.65**	**4,179.02**	**2.6**
FINANCIAL SERVICES									
WESTERN UNION CO/THE 2 875% 12/10/2017 CUSIP: 959802AR0, MOODY'S Baa2	40,000.000	99 85	39,940 80	101 52	40,609 60	0 4	668 80	67.08	2 8
TOTAL FINANCIAL SERVICES – Line 10c			**39,940.80**		**40,609.60**	**0.4**	**668.80**	**67.08**	**2.8**
Total Fixed Income			**3,110,054.33**		**3,029,833.17**	**31.6**	**(80,221.16)**	**7,529.92**	**3.2**
Equity									
MUTUAL FUNDS									
MANNING & NAPIER FUND INC EMERGING MARKETS SERIES TICKER· MNEMX, CUSIP· 56382P567	9,457 002	10 17	96,132.22	11.40	107,809 82	1 1	11,677.60	0.00	0 2
MANNING & NAPIER FUND INC INFLATION FOCUS EQUITY SERIES TICKER: MNIFX, CUSIP: 56382P575	8,588.424	10.33	88,707.64	11.98	102,889.32	1.1	14,181.68	0.00	0.2
MANNING & NAPIER FUND INC INTERNATIONAL SERIES FUND TICKER· EXITX, CUSIP· 563821529	33,988 913	9 27	315,079.19	9 91	336,830 13	3.5	21,750.94	0 00	1.2

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Detailed Holdings List by Sector
As of December 31, 2013
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 LIFE SCIENCES SERIES FUND TICKER: EXLSX, CUSIP: 563821792	15,660.177	11.96	187,259.60	12.88	201,703.08	2.1	14,443.48	0.00	0.0
MANNING & NAPIER FUND INC REAL ESTATE SERIES TICKER: MNREX, CUSIP 56382P641	16,525 691	11 39	188,213.87	13.32	220,122 20	2.3	31,908 33	0 00	1.6
MANNING & NAPIER FUND INC SMALL CAP SERIES FUND TICKER: MNSMX, CUSIP: 563821107	18,603.699	10.08	187,528.87	12.15	226,034.94	2.4	38,506.07	0.00	0.1
MANNING & NAPIER FUND INC TECHNOLOGY SERIES FUND TICKER EXTCX, CUSIP: 563821214	16,124.848	10 63	171,327 40	14 28	230,262 83	2 4	58,935.43	0 00	0 0
MANNING & NAPIER FUND INC WORLD OPPORTUNITIES SERIES FUND TICKER: EXWAX, CUSIP: 563821545	18,354.567	9.17	168,319.92	9.05	166,108.83	1.7	(2,211.09)	0.00	1.1
TOTAL MUTUAL FUNDS – Line 13			**1,402,568.71**		**1,591,761.15**	**16.6**	**189,192.44**	**0.00**	**0.6**
OIL & GAS PRODUCERS									
APACHE CORP TICKER APA, CUSIP. 037411105	300 000	92 44	27,730 83	85 94	25,782.00	0 3	(1,948.83)	0.00	0 9
EOG RESOURCES INC TICKER: EOG, CUSIP: 26875P101	260.000	105.42	27,407.94	167.84	43,638.40	0.5	16,230.46	0.00	0.5
HESS CORP COM TICKER HES, CUSIP 42809H107	4,230 000	56 01	236,925 80	83.00	351,090 00	3 7	114,164 20	0 00	1 2
RANGE RES CORP COM TICKER. RRC, CUSIP: 75281A109	680.000	60.91	41,421.22	84.31	57,330.80	0.6	15,909.58	0.00	0.2
TOTAL OIL & GAS PRODUCERS – Line 10b			**333,485.79**		**477,841.20**	**5.0**	**144,355.41**	**0.00**	**1.0**
OIL EQUIPMENT, SERVICES & DISTRIBUTION									
BAKER HUGHES INC TICKER: BHI, CUSIP 057224107	1,620.000	55 73	90,290.14	55 26	89,521 20	0.9	(768.94)	0 00	1 1
CAMERON INTL CORP COM TICKER: CAM, CUSIP: 13342B105	1,770.000	56.30	99,652.30	59.53	105,368.10	1.1	5,715.80	0.00	0.0
SCHLUMBERGER LTD TICKER SLB, CUSIP 806857108	1,080 000	81 91	88,466.65	90 11	97,318.80	1.0	8,852 15	0 00	1.4

Exeter Trust Company

Detailed Holdings List by Sector

As of December 31, 2013
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	15.49	76,520.60	0.8	(16,885.79)	0.00	0.0
TOTAL OIL EQUIPMENT, SERVICES & DISTRIBUTION – Line 10b			**371,815.48**		**368,728.70**	**3.8**	**(3,086.78)**	**0.00**	**0.6**
CHEMICALS									
SYNGENTA AG TICKER. SYNN.VX, CUSIP· 435664909	130.000	329.54	42,839.78	398.18 Price AS OF 12/30/13	51,763 91	0.5	8,924.13	0.00	0.0
TOTAL CHEMICALS – Line 10b			**42,839.78**		**51,763.91**	**0.5**	**8,924.13**	**0.00**	**0.0**
INDUSTRIAL METALS & MINING									
ALCOA INC TICKER. AA, CUSIP· 013817101	16,080 000	9.10	146,258.85	10 63	170,930 40	1.8	24,671 55	0.00	1 1
TOTAL INDUSTRIAL METALS & MINING – Line 10b			**146,258.85**		**170,930.40**	**1.8**	**24,671.55**	**0.00**	**1.1**
MINING									
PEABODY ENERGY CORP TICKER BTU, CUSIP. 704549104	2,780.000	19.88	55,268 89	19.53	54,293 40	0 6	(975.49)	0.00	1.7
TOTAL MINING – Line 10b			**55,268.89**		**54,293.40**	**0.6**	**(975.49)**	**0.00**	**1.7**
GENERAL INDUSTRIALS									
GENERAL ELECTRIC CO (USD) TICKER GE, CUSIP: 369604103	3,590 000	23 94	85,949.61	28 03	100,627.70	1 1	14,678.09	789.80	3 1
TELEFLEX INC TICKER: TFX, CUSIP: 879369106	370.000	77.34	28,615.24	93.86	34,728.20	0.4	6,112.96	0.00	1.5
TOTAL GENERAL INDUSTRIALS – Line 10b			**114,564.85**		**135,355.90**	**1.4**	**20,791.05**	**789.80**	**2.7**
INDUSTRIAL ENGINEERING									
CATERPILLAR INC TICKER· CAT, CUSIP 149123101	820 000	83 16	68,192 92	90 81	74,464 20	0 8	6,271.28	0 00	2 6
JOY GLOBAL INC TICKER. JOY, CUSIP: 481165108	800.000	53.01	42,405.51	58.49	46,792.00	0.5	4,386.49	0.00	1.2
TOTAL INDUSTRIAL ENGINEERING – Line 10b			**110,598.43**		**121,256.20**	**1.3**	**10,657.77**	**0.00**	**2.1**
INDUSTRIAL TRANSPORTATION									

Detailed Holdings List by Sector
As of December 31, 2013
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(%)
C H ROBINSON WORLDWIDE INC TICKER CHRW, CUSIP 12541W209	1,490 000	55.99	83,425 86	58 35	86,941.50	0 9	3,515.64	0 00	2 4
TOTAL INDUSTRIAL TRANSPORTATION – Line 10b			**83,425.86**		**86,941.50**	**0.9**	**3,515.64**	**0.00**	**2.4**
BEVERAGES									
AMBEV SA ADR TICKER. ABEV, CUSIP 02319V103	6,450 000	6.73	43,421 40	7.35	47,407 50	0.5	3,986.10	0 00	13 2
ANHEUSER BUSCH INBEV NV TICKER: ABI BB, CUSIP: 475531901	950 000	86.23	81,921 47	106,29	100,972.21	1.1	19,050.74	0 00	0.0
TOTAL BEVERAGES – Line 10b			**125,342.87**		**148,379.71**	**1.5**	**23,036.84**	**0.00**	**4.2**
FOOD PRODUCERS									
KRAFT FOODS GROUP INC TICKER KRFT, CUSIP: 50076Q106	553 000	33 20	18,359 60	53 91	29,812 23	0 3	11,452.63	290 33	3 9
MONSANTO CO NEW COM TICKER MON, CUSIP: 61166W101	650 000	64.53	41,941 41	116.55	75,757.50	0.8	33,816.09	0.00	1.5
NESTLE SA TICKER NESN VX, CUSIP 712387901	1,980 000	65 67	130,031.79	73 20 Price AS OF 12/30/13	144,940 31	1 5	14,908 52	0 00	0.0
UNILEVER PLC ADR AMER SHS SPON TICKER. UL, CUSIP 904767704	2,310 000	31.54	72,859.71	41.20	95,172.00	1.0	22,312.29	0.00	3 4
TOTAL FOOD PRODUCERS – Line 10b			**263,192.51**		**345,682.04**	**3.6**	**82,489.53**	**290.33**	**1.6**
HOUSEHOLD GOODS & HOME CONSTRUCTION									
D R HORTON INC COM TICKER: DHI, CUSIP: 23331A109	530 000	20 47	10,847 45	22 32	11,829 60	0.1	982 15	0 00	0 0
TOTAL HOUSEHOLD GOODS & HOME CONSTRUCTION – Line 10b			**10,847.45**		**11,829.60**	**0.1**	**982.15**	**0.00**	**0.0**
LEISURE GOODS									
ELECTRONIC ARTS TICKER EA, CUSIP: 285512109	4,340 000	16.03	69,556 54	22 94	99,559 60	1.0	30,003.06	0 00	0 0
TOTAL LEISURE GOODS – Line 10b			**69,556.54**		**99,559.60**	**1.0**	**30,003.06**	**0.00**	**0.0**
TOBACCO									

Exeter Trust Company

Detailed Holdings List by Sector
As of December 31, 2013
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(%)
IMPERIAL TOBACCO GROUP PLC TICKER. IMT LN, CUSIP 045449907	2,070.000	35 07	72,595.79	38 70	80,108.07	0.8	7,512.28	0.00	0.0
TOTAL TOBACCO – Line 10b			**72,595.79**		**80,108.07**	**0.8**	**7,512.28**	**0.00**	**0.0**
HEALTH CARE EQUIPMENT & SERVICES									
BECTON DICKINSON & CO TICKER BDX, CUSIP 075887109	730.000	77 05	56,248 54	110 49	80,657 70	0 8	24,409 16	0 00	2 0
TOTAL HEALTH CARE EQUIPMENT & SERVICES – Line 10b			**56,248.54**		**80,657.70**	**0.8**	**24,409.16**	**0.00**	**2.0**
PHARMACEUTICALS & BIOTECHNOLOGY									
JOHNSON & JOHNSON TICKER. JNJ, CUSIP. 478160104	1,050.000	69 22	72,682 65	91 59	96,169 50	1 0	23,486 85	0.00	2 9
QIAGEN N.V. TICKER: QGEN, CUSIP: N72482107	1,920.000	14.80	28,414.11	23.81	45,715.20	0.5	17,301.09	0.00	0.0
TOTAL PHARMACEUTICALS & BIOTECHNOLOGY – Line 10b			**101,096.76**		**141,884.70**	**1.5**	**40,787.94**	**0.00**	**2.0**
GENERAL RETAILERS									
EBAY INC TICKER. EBAY, CUSIP: 278642103	1,630 000	50.66	82,580 03	54.87	89,429.95	0 9	6,849.92	0 00	0.0
LULULEMON ATHLETICA INC TICKER: LULU, CUSIP: 550021109	1,110.000	65.86	73,107.82	59.03	65,523.30	0.7	(7,584.52)	0.00	0.0
TOTAL GENERAL RETAILERS – Line 10b			**155,687.85**		**154,953.25**	**1.6**	**(734.60)**	**0.00**	**0.0**
MEDIA									
DIRECTV TICKER· DTV, CUSIP· 25490A309	2,180.000	47.06	102,597.33	69 06	150,550.80	1 6	47,953 47	0.00	0 0
MCGRAW-HILL FINANCIAL INC TICKER: MHFI, CUSIP: 580645109	830.000	53.17	44,127.11	78.20	64,906.00	0.7	20,778.89	0.00	1.4
SINCLAIR BROADCAST GROUP-A TICKER SBGI, CUSIP· 829226109	1,020 000	31 75	32,389.14	35.73	36,444.60	0 4	4,055.46	0 00	1 7
STARZ-A TICKER STRZA, CUSIP: 85571Q102	2,490.000	23.52	58,554.41	29.24	72,807.60	0.8	14,253.19	0.00	0.0
THE WALT DISNEY CO TICKER DIS, CUSIP· 254687106	840.000	31 78	26,695.90	76.40	64,176.00	0 7	37,480.10	722.40	1.1

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Exeter Trust Company

Detailed Holdings List by Sector
As of December 31, 2013
Reporting Currency: USD

THE JOHN D. TICKLE FOUNDATION
Account Number: XXXXR4783

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TIME WARNER INC TICKER TWX, CUSIP: 887317303	2,010.000	34.28	68,905.15	69.72	140,137.20	1.5	71,232.05	0.00	1.7
TRIBUNE COMPANY NEW TICKER TRBAA, CUSIP· 896047503	490.000	63.34	31,036 26	77.40	37,926 00	0.4	6,889.74	0 00	0 0
TWENTY FIRST CENTURY FOX INC TICKER: FOXA, CUSIP: 90130A101	3,790.000	21.29	80,669.98	35.17	133,294.30	1.4	52,624.32	0.00	0.7
VIACOM INC CLASS B TICKER VIAB, CUSIP 92553P201	1,850 000	57 42	106,227 93	87 34	161,579.00	1.7	55,351.07	0.00	1 4
TOTAL MEDIA – Line 10b			**551,203.21**		**861,821.50**	**9.0**	**310,618.29**	**722.40**	**0.9**
TRAVEL & LEISURE									
ACCOR SA TICKER AC.FP, CUSIP: 585284904	1,300 000	32.11	41,739 46	47 19	61,342.43	0.6	19,602.97	0.00	0.0
YUM BRANDS INC TICKER: YUM, CUSIP: 988498101	660.000	66.56	43,931.31	75.61	49,902.60	0.5	5,971.29	0.00	2.0
TOTAL TRAVEL & LEISURE – Line 10b			**85,670.77**		**111,245.03**	**1.2**	**25,574.26**	**0.00**	**0.9**
BANKS									
BANK OF AMERICA CORP TICKER: BAC, CUSIP· 060505104	3,840.000	44 59	171,238.40	15.57	59,788 80	0.6	(111,449.60)	0.00	0 3
TOTAL BANKS – Line 10b			**171,238.40**		**59,788.80**	**0.6**	**(111,449.60)**	**0.00**	**0.3**
REAL ESTATE INVESTMENT & SERVICES									
REALOGY HOLDINGS CORPORATION TICKER. RLGY, CUSIP 75605Y106	1,330 000	42 90	57,062.33	49 47	65,795.10	0 7	8,732.77	0 00	0 0
TOTAL REAL ESTATE INVESTMENT & SERVICES – Line 10b			**57,062.33**		**65,795.10**	**0.7**	**8,732.77**	**0.00**	**0.0**
REAL ESTATE INVESTMENT TRUSTS									
ALEXANDRIA REAL ESTATE EQUIT TICKER ARE, CUSIP· 015271109	270 000	65 16	17,594 47	63 62	17,177.40	0 2	(417 07)	183 60	4.3
BIOMED REALTY TRUST INC TICKER: BMR, CUSIP: 09063H107	920.000	18.10	16,654.05	18.12	16,670.40	0.2	16.35	230.00	5.5
CORPORATE OFFICE PROPERTIES TICKER OFC, CUSIP· 22002T108	740.000	25.10	18,572 76	23 69	17,530 60	0.2	(1,042.16)	203 50	4 6

Exeter Trust Company

Detailed Holdings List by Sector
As of December 31, 2013
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(%)
DIGITAL REALTY TRUST INC TICKER: DLR, CUSIP 253868103	280.000	56.45	15,525.76	49.12	13,753.60	0.1	(1,772.16)	218.40	6.4
DUPONT FABROS TECHNOLOGY INC TICKER DFT, CUSIP 26613Q106	830.000	22.41	18,598.19	24 71	20,509 30	0.2	1,911 11	207.50	4 1
TOTAL REAL ESTATE INVESTMENT TRUSTS – Line 10b			**86,945.23**		**85,641.30**	**0.9**	**(1,303.93)**	**1,043.00**	**4.9**
SOFTWARE & COMPUTER SERVICES									
GOOGLE INC CL A TICKER. GOOG, CUSIP 38259P508	100 000	570 86	57,086.29	1,120 71	112,071.00	1.2	54,984 71	0.00	0 0
TOTAL SOFTWARE & COMPUTER SERVICES – Line 10b			**57,086.29**		**112,071.00**	**1.2**	**54,984.71**	**0.00**	**0.0**
TECHNOLOGY HARDWARE & EQUIPMENT									
APPLE INC TICKER. AAPL, CUSIP: 037833100	210.000	420 55	88,314 49	561 02	117,814 20	1.2	29,499.71	0.00	2 2
EMC CORPORATION TICKER. EMC, CUSIP: 268648102	8,820.000	24.53	216,371.05	25.15	221,823.00	2.3	5,451.95	0.00	1.6
JUNIPER NETWORKS INC TICKER. JNPR, CUSIP 48203R104	7,680 000	19.66	151,000 37	22 57	173,337.60	1.8	22,337 23	0 00	0 0
QUALCOMM INC TICKER. QCOM, CUSIP: 747525103	2,000.000	61.68	123,357.32	74.25	148,500.00	1.6	25,142.68	0.00	1.9
VERIFONE HOLDINGS INC TICKER: PAY, CUSIP 92342Y109	1,730 000	25.86	44,736.04	26.82	46,398 60	0.5	1,662.56	0.00	0 0
TOTAL TECHNOLOGY HARDWARE & EQUIPMENT – Line 10b			**623,779.27**		**707,873.40**	**7.4**	**84,094.13**	**0.00**	**1.3**
Total Equity			**5,148,380.45**		**6,126,163.16**	**64.0**	**977,782.71**	**2,845.53**	**1.1**
Total Net Assets			**8,681,663.22**		**9,579,224.77**	**100.0**	**897,561.55**	**10,380.26**	**1.7**

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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	48,067.00
Long Term Capital Gains and Losses	295,564.00
Long Term Capital Gain Distributions	122,609.00
Total Gain/Loss reported on Form 990-PF, Part IV, Line 2	466,240.00