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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No. 1545-0047

1996

For calendar year 1996, or tax year beginning

7/ 1, 1996, and ending

6/30, 19 97

Use the IRS
label
Otherwise,
please print
or type.
See Specific
Instructions.

Name of organization

JOHN WILLIAM POPE FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)

3401 GRESHAM LAKE ROAD

Room/suite

City or town, state, and ZIP code

RALEIGH, NC 27615

A Employer identification number

58-1691765

B State registration number (see instruction F)

NORTH CAROLINA

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Organizations meeting the 85% test,
check here and attach computation ☐E If private foundation status terminated
under section 507(b)(1)(A), check here ☐

Month termination

check here ☐Date ☐F Disbursements
for charitable
purposes
(cash basis only)H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col. (c),

line 16) \$ 23,520,347.

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses
(The total of amounts in columns (b),
(c), and (d) may not necessarily equal
the amounts in column (a).)(a) Revenue and
expenses per
books(b) Net investment
incomeAdjusted net
income1 Contributions, gifts, grants, etc., received
(attach schedule)

402,407.

2 Contributions from split-interest trusts

3 Interest on savings and cash investments

6,590.

6,590.

4 Dividends and interest from securities

38,795.

38,795.

5a Gross rents

b (Net rental income or (loss))

6 Net gain or (loss) from sale of assets not on
line 10

850,450.

850,450.

7 Capital gain net income (from Part IV, line 2)

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)

11 Other income

12 Total (add lines 1 through 11)

1,298,242.

895,835.

13 Compensation of officers, directors, trustees, etc

32,220.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

c Other professional fees

17 Interest

18 Taxes

Stmt 3

27,495.

27,495.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

Stmt 4

4,424.

4,424.

0.

24 Total operating and administrative
expenses (add lines 13 through 23)

64,139.

31,919.

32,220.

25 Contributions, gifts, grants paid

1,028,000.

1,028,000.

26 Total expenses and disbursements
(add lines 24 and 25)

1,092,139.

31,919.

1,060,220.

27a Excess of revenue over expenses and
disbursements (line 12 minus line 26)

206,103.

b Net investment income (if negative, enter "-0-")

863,916.

c Adjusted net income (if negative, enter "-0-")

N/A

LHA For Paperwork Reduction Act Notice, see page 1 of the instructions.

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Form 990-PF (1996)

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12-13-96

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POPEFDN

080 JOHN WILLIAM POPE FOUNDATION

POPEFDN1

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	6,623.	23,667.	23,667.
	2 Savings and temporary cash investments	114,988.	116,285.	116,285.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock Stmt 5	134,081.	321,843.	23,380,395.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	255,692.	461,795.	23,520,347.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	255,692.	461,795.	
30 Total net assets or fund balances	255,692.	461,795.		
31 Total liabilities and net assets/fund balances	255,692.	461,795.		

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	255,692.
2 Enter amount from Part I, line 27a	2	206,103.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	461,795.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	461,795.

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 CDI STOCK (COMMON)	D	VARIOUS	VARIOUS
b			
c			
d			
e			

(e) Gross sales price minus expense of sale	(f) Depreciation allowed (or allowable)	(g) Cost or other basis	(h) Gain or (loss) (e) plus (f) minus (g)
a 865,095.	0.	14,645.	850,450.
b			
c			
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			850,450.
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	850,450.
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) If (loss), enter -0- in Part I, line 8 }	3	N/A

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 organization liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the organization does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see 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))
1995	865,711.	5,994,704.	.1444126
1994	687,221.	4,884,455.	.1406955
1993	594,241.	1,904,453.	.3120271
1992	355,448.	958,362.	.3708912
1991	320,305.	867,196.	.3693571

2 Total of line 1, column (d)	2	1.3373835
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	.2674767
4 Enter the net value of noncharitable-use assets for 1996 from Part X, line 5	4	8,914,944.
5 Multiply line 4 by line 3	5	2,384,540.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,639.
7 Add lines 5 and 6	7	2,393,179.
8 Enter qualifying distributions from Part XII, line 4	8	1,060,220.

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 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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary-see instructions)		1	17,278.
b Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic organizations enter 2% of line 27b Exempt foreign organizations enter 4% of line 27b			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	17,278.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax on investment income (line 3 minus line 4 (but not less than -0-))		5	17,278.
6 Credits/Payments			
a 1996 estimated tax payments and 1995 overpayment credited to 1996	6a 8,000.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 2758)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments (add lines 6a through d)		7	8,000.
8 Enter any PENALTY for underpayment of estimated tax Check here <input type="checkbox"/> 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	9,278.
10 OVERPAYMENT. If line 7 is more than the total of lines 5 and 8, enter the AMOUNT OVERPAID		10	
11 Enter the amount of line 10 to be Credited to 1997 estimated tax Refunded		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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 organization in connection with the activities		X
c Did the organization file Form 1120-POL for this year?		X
d Enter the amount (if any) of Taxes on Political Expenditures (section 4955) paid by the organization during the 1996 tax year (see instructions)	1d 0.	
2 Has the organization engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the organization 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		X
4a Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language written into 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 organization have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, column (c), and Part XV	7 X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions)		
b If the answer is "Yes" to line 7, has the organization 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 organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 1996 or taxable year beginning in 1996 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes" attach a schedule listing their names and addresses		X
11a Did anyone request to see either the organization's annual return or its exemption application (or both)?		X
b If "Yes," did the organization comply pursuant to the instructions? (See General Instruction Q)	N/A	
12 The books are in care of JAMES ARTHUR POPE, PRESIDENT Located at 3401 GRESHAM LAKE ROAD, RALEIGH, NC Telephone no 919-876-6000 ZIP code 27615		
13 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		N/A

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
1 Self-dealing (section 4941)		
a During the year did the organization (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the organization agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If the answer is "Yes" to 1a(1)-(6), did ANY of the acts fail to qualify under the exemptions described in Regulations section 53.4941(d)-3 or in a current Notice regarding disaster assistance (see page 17 of the instructions)? Organizations relying on a current Notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the organization 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 1996?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 1996, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 1996? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u>19</u> , <u>19</u> , <u>19</u> , <u>19</u>		
b Are there any years listed in 2a for which the organization 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) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to ANY of the years listed in 2a, list the years here <u>19</u> , <u>19</u> , <u>19</u> , <u>19</u>		
3 Taxes on excess business holdings (section 4943)		
a Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 1996 as a result of (1) any purchase by the organization 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 organization had excess business holdings in 1996) N/A	3b	
4 Taxes on investments that jeopardize charitable purposes (section 4944)		
a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the organization 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 1996?	4b	X
5 Taxes on taxable expenditures (section 4945) and political expenditures (section 4955)		
a During the year did the organization pay or incur any amount to		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current Notice regarding disaster assistance check here <input type="checkbox"/>	5b	
c If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945-5(d)		

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:**

(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
JOYCE W. POPE	CHAIRMAN/DIRECTOR			
3401 GRESHAM LAKE ROAD, RALEIGH, NC	0	0.	0.	0.
JAMES ARTHUR POPE	PRESIDENT/DIRECTOR			
3401 GRESHAM LAKE ROAD, RALEIGH, NC	15	32,220.	0.	0.
JOHN W. POPE, JR.	VICE PRES/DIRECTOR			
3401 GRESHAM LAKE ROAD, RALEIGH, NC	0	0.	0.	0.
AMANDA JOYCE POPE	DIRECTOR			
3401 GRESHAM LAKE ROAD, RALEIGH, NC	0	0.	0.	0.

2 Compensation of five highest- paid employees (other than those included on line 1). 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

3 Five highest- paid Independent Contractors for professional services. 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe any program-related investments made by the foundation during the tax year	Amount
1 N/A	
2	
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	8,710,026.
b Average of monthly cash balances	1b	340,679.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	9,050,705.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Line 1d minus line 2	3	9,050,705.
4 Cash deemed held for charitable activities - Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	135,761.
5 Net value of noncharitable-use assets - Line 3 minus line 4 (Enter in Part V, line 4)	5	8,914,944.
6 Minimum investment return. (Enter 5% of line 5)	6	445,747.

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	445,747.
2a Tax on investment income for 1996 from Part VI, line 5	2a	17,278.
b Income tax for 1996 (This does not include the tax from Part VI)	2b	
c Line 2a plus line 2b	2c	17,278.
3 Distributable amount before adjustments (line 1 minus line 2c)	3	428,469.
4a Recoveries of amounts treated as qualifying distributions	4a	0.
b Income distributions from section 4947(a)(2) trusts	4b	0.
c Line 4a plus line 4b	4c	0.
5 Line 3 plus line 4c	5	428,469.
6 Deduction from distributable amount	6	0.
7 Distributable amount as adjusted (line 5 minus line 6) (Also enter in Part XIII, line 1)	7	428,469.

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	1,060,220.
b Program-related investments - total of lines 1-3 of Part IX-B	1b	0.
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 in Part V, line 8, and Part XIII, line 4)	4	1,060,220.
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income - enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions (line 4 minus line 5)	6	1,060,220.

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 1995	(c) 1995	(d) 1996
1 Distributable amount for 1996 from Part XI, line 7				428,469.
2 Undistributed income, if any, as of the end of 1995				
a Enter amount for 1995 only			0.	
b Total for prior years 19 __, 19 __, 19 __		0.		
3 Excess distributions carryover, if any, to 1996				
a From 1991	277,894.			
b From 1992	307,606.			
c From 1993	496,938.			
d From 1994	454,316.			
e From 1995	582,546.			
f Total of lines 3a through e	2,119,300.			
4 Qualifying distributions for 1996 from Part XII, line 4 ▶ \$ 1,060,220.				
a Applied to 1995, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 1996 distributable amount				428,469.
e Remaining amount distributed out of corpus	631,751.			
5 Excess distributions carryover applied to 1996 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,751,051.			
b Prior years' undistributed income (line 2b minus line 4b)		0.		
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.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 1995 (line 2a minus line 4a) Taxable amount - see instr			0.	
f Undistributed income for 1996 (line 1 minus lines 4d and 5) This amount must be distributed in 1997				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)	0.			
8 Excess distributions carryover from 1991 not applied on line 5 or line 7	277,894.			
9 Excess distributions carryover to 1997 (line 6a minus lines 7 and 8)	2,473,157.			
10 Analysis of line 9				
a Excess from 1992	307,606.			
b Excess from 1993	496,938.			
c Excess from 1994	454,316.			
d Excess from 1995	582,546.			
e Excess from 1996	631,751.			

N/A

- ☐ 4942(i)(3) or ☐ 4942(i)(5)

- (4) Gross investment income**

[illegible]

NO FORMAL RESTRICTIONS

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				
Total			3a	0.
b Approved for future payment NONE				
Total			3b	0.

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 organization to a noncharitable exempt organization of		
	(1) Cash		X
	(2) Other assets		X
b	Other Transactions		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities or equipment		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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 organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the organization 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	

Part XVIII Public Inspection

1 Enter the date the notice of availability of the annual return appeared in a newspaper ▶ 07/15/05

2 Enter the name of the newspaper ▶ SEE ATTACHED

3 Check here ▶ ☒ to indicate that you have attached a copy of the newspaper notice required by the instructions (If the notice is not attached, the return will be considered incomplete)

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.				
Please Sign Here Paid Preparer's Use Only	Signature of officer or trustee <i>James Arthur Pope</i>		Date <i>7/20/05</i>	PRESIDENT
	Preparer's signature <i>David Jesperson</i>		Date <i>7/20/05</i>	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self-employed) and address GOSPODAREK, CPA, PA 4101 LAKE BOONE TRAIL, # 215 RALEIGH, NC		Preparer's social security no 390 44 2783 EIN ▶ 56 2344058 ZIP code ▶ 27607	

**JOHN WILLIAM POPE FOUNDATION
REQUEST FOR PENALTY ABATEMENT
58-1691765**

The taxpayer hereby requests an abatement of all tax penalties for reasonable cause.

For the period from 1996 to early 1999 the taxpayer employed only one part time officer, the President of the Foundation. For the rest of 1999 to present, the taxpayer has had no employees, but relied on volunteer officers, including the President serving as a volunteer without compensation.

The initial delay in filing a timely return for the Fiscal Year Ending June 30, 1996, was due to the interruption caused by Hurricane Fran, which interrupted the major business of the President and kept him from performing the tax filing duties for this Foundation on a timely basis. Furthermore, the President of the Foundation was experiencing personal problems, including a separation from his wife in June, 1996; divorce in 1997; and on going custody issues, that later resulted in his daughter residing solely with him.

Due to the initial failure to file the 6/30/96 return on a timely basis, subsequent returns could not be filed on a timely basis.

Upon beginning the preparation of the returns, errors were discovered in the accounting of the cost basis for donated marketable securities (the donor's original transfer basis rather than the fair market value on the date of donation), and additional time was required to trace the donor's original cost basis for several substantial donations of marketable securities.

While this return was not filed on a timely basis, the return has now been filed with the proper cost basis of the donated marketable securities and reporting of any resulting capital gain, and the return shows that the taxpayer greatly exceeded the primary requirement of making qualified grants of greater than five percent of its corpus.

For these reasons, a waiver of the penalties for reasonable cause is respectfully requested.

JOHN WILLIAM POPE FOUNDATION
E.I.N. 58-1691765
1996 FORM PF-990
PART XV, LINE 3A, GRANTS CONTRIBUTIONS

<u>Recipient</u>	<u>Relation</u> <u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Accuracy in Academia 4455 Conecticut Avenue, NW Washington, DC 20008	None Public	Grant, Unrestricted	\$1,000.00
Alexis de Tocqueville 2000 15th St. North, Suite 501 Arlington, VA 22201	None Public	Grant, Unrestricted	\$10,000.00
American Academy for Liberal Education 1050 17th Street, NW, Suite 400 Washington, DC 20036	None Public	Grant, Unrestricted	\$5,000.00
American Cancer Society P.O. Box 102454 Atlanta, GA 30368	None Public	Grant, Unrestricted	\$1,000.00
American Conservative Union Foundation 1007 Cameron Street Alexandria, VA 22314	None Public	Grant, Unrestricted	\$5,000.00
American Conservative Union Foundation 1007 Cameron Street Alexandria, VA 22314	None Public	Grant, Restricted	\$5,000.00
Americans for Tax Reform Foundation 1920 L Street, NW, Suite 200 Washington, DC 20036	None Public	Grant, Unrestricted	\$5,000.00
Atlas Economic Research Foundation 4048 University Drive, Suite 103 Fairfax, VA 22030-6812	None Public	Grant, Unrestricted	\$20,000.00
Capitol Research Center 72715th. St., NW 8th Floor Washington, DC 20005-1599	None Public	Grant, Unrestricted	\$10,000.00
Carolina Ballet Theatre 887-B Washington Street Raleigh, NC 27605	None Public	Grant, Unrestricted	\$1,000.00

JOHN WILLIAM POPE FOUNDATION
E.I.N. 58-1691765
1996 FORM PF-990
PART XV, LINE 3A, GRANTS CONTRIBUTIONS

<u>Recipient</u>	<u>Relation Status</u>	<u>Purpose</u>	<u>Amount</u>
Carolina Fund P.O. Box 309 Chapel Hill, NC 27514	None Public	Restricted Carolina Review	\$1,000.00
Cato Institute, The 1000 Massachusetts Avenue, NW Washington, DC 20001-5430	None Public	Grant, Unrestricted	\$500.00
Cato Institute, The 1000 Massachusetts Avenue, NW Washington, DC 20001-5430	None Public	Grant, Unrestricted	\$40,000.00
Center for Education Reform 1001 Conecticut Avenue, NW, Suite 204 Washington, DC 20036	None Public	Grant, Unrestricted	\$5,000.00
Center for Individual Rights 1300 Ninth Street, NW, Suite 260 Washington, DC 20036	None Public	Grant, Unrestricted	\$5,000.00
Center for Study of Public Choice - George Mason Univ 4400 University Drive, MSN 1D3 Fairfax, VA 22030-4444	None Public	Grant, Unrestricted	\$1,000.00
Chi Phi Fraternity Peachtree Road, NE, Suite 1011 Atlanta, GA 30326	None Public	Grant, Unrestricted	\$500.00
Citizens for a Sound Economy 1250 H Street, NW Washington, DC 20005-3908	None Public	Grant, Unrestricted	\$35,000.00
Citizens for a Sound Economy 1250 H Street, NW Washington, DC 20005-3908	None Public	Grant, Unrestricted	\$40,000.00
Competitive Enterprise Institute Pennsylvania Avenue, SE Washington, DC 20003	None Public	Grant, Unrestricted	\$5,000.00

JOHN WILLIAM POPE FOUNDATION
E.I.N. 58-1691765
1996 FORM PF-990
PART XV, LINE 3A, GRANTS CONTRIBUTIONS

<u>Recipient</u>	<u>Relation</u> <u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Council for National Policy 311 Massachusetts Ave, NE Washington, DC 20036	None Public	Grant, Unrestricted	\$2,500.00
Defenders of Property Rights 6235 33rd Street, NW Washington, DC 20015	None Public	Grant, Unrestricted	\$5,000.00
Eagle Forum Education Center P.O. Box 618 Alton, IL 62002	None Public	Grant, Unrestricted	\$5,000.00
Education and Research Institute 800 Maryland Avenue, NE Washington, DC 20002	None Public	Grant, Unrestricted	\$2,500.00
Family Research Council 700 Thirteenth Street, NW, Suite 500 Washington, DC 20005	None Public	Grant, Unrestricted	\$5,000.00
Foundation for Economic Education, Inc. 30 South Broadway Irvington-On-Hudson, NY 10533	None Public	Grant, Unrestricted	\$1,000.00
Frankie Lemmon School Glenwood Avenue Raleigh, NC 27608	None Public	Grant, Unrestricted	\$1,000.00
Free Congress Foundation 717 Second Street, NW Washington, DC 20002	None Public	Grant, Unrestricted	\$10,000.00
Free Nation Foundation 111 West Corbin Street Hillsborough, NC 27278	None Public	Grant, Unrestricted	\$500.00
Friends of the NC Symphony P.O. Box 28026 Raleigh, NC 27611	None Public	Grant, Unrestricted	\$10,000.00

JOHN WILLIAM POPE FOUNDATION
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1996 FORM PF-990
PART XV, LINE 3A, GRANTS CONTRIBUTIONS

<u>Recipient</u>	<u>Relation</u> <u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Fuquay-Varina Area Education Fdtn. P.O. Box 156 Fuquay-Varina, NC 27526	None Public	Grant, Unrestricted	\$1,000.00
Heritage Foundation 214 Massachusetts Avenue, NE Washington, DC 20036	None Public	Grant, Unrestricted	\$45,000.00
Hillsdale College Hillsdale College Hillsdale, Michigan 49242	None Public	Grant, Unrestricted	\$1,000.00
Hudson College Herman Kahn Center, P.O. Box 26-919 Indianapolis, IN	None Public	Grant, Unrestricted	\$1,000.00
Institute for Children 110 Human Ecology Lansing, MI 48824	None Public	Grant, Unrestricted	\$5,000.00
Institute for Civil Society 42 Glen Avenue Newton Centre, MA 02459	None Public	Grant, Unrestricted	\$10,000.00
Institute for Health Freedom 1825 Eye Street, NW, Suite 400 Washington, DC 20006	None Public	Grant, Unrestricted	\$5,000.00
Institute for Humane Studies 4084 University Drive, Suite 101 Fairfax, VA 22030-6812	None Public	Grant, Unrestricted	\$15,000.00
Institute for Humane Studies 4084 University Drive, Suite 101 Fairfax, VA 22030-6812	None Public	Grant, Restricted	\$15,000.00
Institute for Justice 1001 Pennsylvania Ave., NW, Suite 200 S. Washington, DC 20004-2505	None Public	Grant, Unrestricted	\$40,000.00

JOHN WILLIAM POPE FOUNDATION
E.I.N. 58-1691765
1996 FORM PF-990
PART XV, LINE 3A, GRANTS CONTRIBUTIONS

<u>Recipient</u>	<u>Relation</u> <u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Institute for Policy Innovations 250 S. Stemmons Lewisville, TX 75067	None Public	Grant, Unrestricted	\$1,000.00
Intercollegiate Studies Institute, Inc. South Byrn Mawr Avenue Byrn Mawr, PA 19010	None Public	Grant, Unrestricted	\$10,000.00
Jesse Helms Center Foundation Wingate College Monroe, NC	None Public	Grant, Unrestricted	\$25,000.00
John Locke Foundation P.O. Box 17822 Raleigh, NC 27619	None Public	Grant, Unrestricted	\$25,000.00
John Locke Foundation P.O. Box 17822 Raleigh, NC 27619	None Public	Grant, Unrestricted	\$15,000.00
John Locke Foundation P.O. Box 17822 Raleigh, NC 27619	None Public	Restricted - Senior Fellow	\$10,000.00
John Locke Foundation P.O. Box 17822 Raleigh, NC 27619	None Public	Restricted - Pope Center	\$2,500.00
John Locke Foundation P.O. Box 17822 Raleigh, NC 27619	None Public	Restricted - Pope Center	\$10,000.00
John Locke Foundation P.O. Box 17822 Raleigh, NC 27619	None Public	Grant, Unrestricted	\$20,000.00
John Locke Foundation P.O. Box 17822 Raleigh, NC 27619	None Public	Restricted - Pope Center	\$10,000.00

JOHN WILLIAM POPE FOUNDATION
E.I.N. 58-1691765
1996 FORM PF-990
PART XV, LINE 3A, GRANTS CONTRIBUTIONS

<u>Recipient</u>	<u>Relation</u> <u>Status</u>	<u>Purpose</u>	<u>Amount</u>
John Locke Foundation P.O. Box 17822 Raleigh, NC 27619	None Public	Grant, Unrestricted	\$15,000.00
John Locke Foundation P.O. Box 17822 Raleigh, NC 27619	None Public	Restricted - Senior Fellow	\$10,000.00
John Locke Foundation P.O. Box 17822 Raleigh, NC 27619	None Public	Restricted - Pope Center	\$15,000.00
John Locke Foundation P.O. Box 17822 Raleigh, NC 27619	None Public	Grant, Unrestricted	\$25,000.00
John Locke Foundation P.O. Box 17822 Raleigh, NC 27619	None Public	Grant, Unrestricted	\$25,000.00
John Locke Foundation P.O. Box 17822 Raleigh, NC 27619	None Public	Grant, Unrestricted	\$15,000.00
John Locke Foundation P.O. Box 17822 Raleigh, NC 27619	None Public	Grant, Unrestricted	\$25,000.00
John Locke Foundation P.O. Box 17822 Raleigh, NC 27619	None Public	Restricted - Pope Center	\$21,000.00
John Locke Foundation P.O. Box 17822 Raleigh, NC 27619	None Public	Restricted - Pope Center	\$5,000.00
John Locke Foundation P.O. Box 17822 Raleigh, NC 27619	None Public	Grant, Unrestricted	\$15,000.00

JOHN WILLIAM POPE FOUNDATION
E.I.N. 58-1691765
1996 FORM PF-990
PART XV, LINE 3A, GRANTS CONTRIBUTIONS

<u>Recipient</u>	<u>Relation</u> <u>Status</u>	<u>Purpose</u>	<u>Amount</u>
John M. Ashbrook Center for Public Affairs 401 College Avenue Ashland, OH 44805	None Public	Grant, Unrestricted	\$1,000.00
Lacy PTA 1904 Victoria Road Raleigh, NC 27608	None Public	Grant, Unrestricted	\$5,000.00
Law and Economics Center at - George Mason University School of Law North Fairfax Drive Arlington, VA	None Public	Grant, Unrestricted	\$1,000.00
Manhattan Institute Spring Street New York, NY 10012-9945	None Public	Grant, Unrestricted	\$1,000.00
Meredith College Hillsborough Street Raleigh, NC 27607	None Public	Grant, Unrestricted	\$5,000.00
National Alumni Forum 1625 K Street NW, Suite 310 Washington, DC 20036	None Public	Grant, Unrestricted	\$25,000.00
National Center for Policy Analysis 12655 N Central Expressway, Suite 720 Dallas, TX 75243	None Public	Grant, Unrestricted	\$10,000.00
National Right to Work 8001 Braddock Road Springfield, VA 22160	None Public	Grant, Unrestricted	\$5,000.00
NC Civil War Tourism Council P.O. Box 31522 Raleigh, NC 27622	None Public	Grant, Unrestricted	\$2,500.00
NC Depressive & Manic Depressive Assoc. 3900 Arrow Drive Raleigh, NC 27612	None Public	Grant, Unrestricted	\$1,000.00

JOHN WILLIAM POPE FOUNDATION
E.I.N. 58-1691765
1996 FORM PF-990
PART XV, LINE 3A, GRANTS CONTRIBUTIONS

<u>Recipient</u>	<u>Relation</u> <u>Status</u>	<u>Purpose</u>	<u>Amount</u>
NC Education Reform Foundation 3510 Manford Drive Durham, NC 27707	None Public	Grant, Unrestricted	\$2,500.00
NC Council on Economic Education P.O. Box 5086 Greensboro, NC	None Public	Grant, Unrestricted	\$1,000.00
NC Family Policy Council P.O. Box 20607 Raleigh, NC 27619	None Public	Grant, Unrestricted	\$10,000.00
NC Museum of Art Blue Ridge Boulevard Raleigh, NC 27607	None Public	Grant, Unrestricted	\$10,000.00
NC Taxpayers United Education Fdtn. 3901 Barrett Drive, Suite 100 Raleigh, NC 27609	None Public	Grant, Unrestricted	\$5,000.00
NC Theater One East South Street Raleigh, NC 27601	None Public	Grant, Unrestricted	\$1,000.00
Occoneechee Council Boy Scouts of America P.O. Box 41229 3231 Atlantic Avenue Raleigh, NC 27629-1229	None Public	Grant, Unrestricted	\$10,000.00
Pacific Research Institute for Public Policy Post Street San Francisco, CA 94108	None Public	Grant, Unrestricted	\$5,000.00
Philanthropy Roundtable 320 North Meridian Street Indianapolis, IN 46204-1725	None Public	Grant, Unrestricted	\$5,000.00
Playspace 208 Wolfe Street Raleigh, NC 27602	None Public	Grant, Unrestricted	\$1,000.00

JOHN WILLIAM POPE FOUNDATION
E.I.N. 58-1691765
1996 FORM PF-990
PART XV, LINE 3A, GRANTS CONTRIBUTIONS

<u>Recipient</u>	<u>Relation</u> <u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Political Economy Research Institute 8929 JM Keynes Drive Charlotte, NC 28213	None Public	Grant, Unrestricted	\$5,000.00
Progress & Freedom Foundation 1401 H Street, NW, Suite 1075 Washington, DC 20005	None Public	Grant, Unrestricted	\$1,000.00
Reason Foundation 2716 Ocean Park Boulevard Santa Monica, CA 90405	None Public	Grant, Unrestricted	\$15,000.00
Small Business Survival Committee 1920 L Street, NW, Suite 200 Washington, DC 20036	None Public	Grant, Unrestricted	\$5,000.00
Smith Island Land Trust P.O. Box 3109 Bald Head Island, NC 28461	None Public	Grant, Unrestricted	\$1,000.00
Social Philosophy & Policy Center Bowling Green University Bowling Green, OH 43403-0188	None Public	Grant, Unrestricted	\$1,000.00
South Carolina Policy Council 1419 Pendleton Street Columbia, SC 29201	None Public	Grant, Unrestricted	\$10,000.00
Southeastern Legal Foundation Chamblee-Tucker Road,Bldg 4 Atlanta, GA 30341	None Public	Grant, Unrestricted	\$2,500.00
St. Mary's College Hillsborough Street Raleigh, NC 27603	None Public	Grant, Unrestricted	\$5,000.00
Tax Foundation 1250 H Street, NW, Suite 750 Washington, DC 20005-3908	None Public	Grant, Unrestricted	\$10,000.00

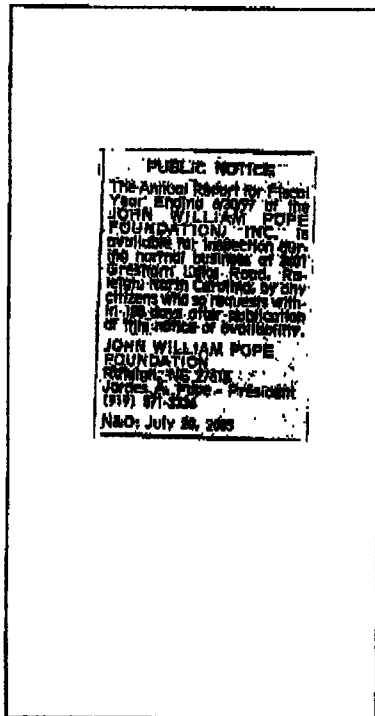
JOHN WILLIAM POPE FOUNDATION
E.I.N. 58-1691765
1996 FORM PF-990
PART XV, LINE 3A, GRANTS CONTRIBUTIONS

<u>Recipient</u>	<u>Relation</u> <u>Status</u>	<u>Purpose</u>	<u>Amount</u>
The Acton Institute 161 Ottawa Ave, NW, Suite 405-K Grand Rapids, MI 49502-3404	None Public	Grant, Unrestricted	\$2,500.00
The Asheville School 360 Asheville School Road Asheville, NC 28806	None Public	Grant, Unrestricted	\$5,000.00
The Asheville School 360 Asheville School Road Asheville, NC 28806	None Public	Grant, Unrestricted	\$100,000.00
The Federalist Society K Street, NW Washington, DC 20006	None Public	Grant, Unrestricted	\$5,000.00
The Foundation Endowment 611 Cameron Street Alexandria, VA 22314	None Public	Grant, Unrestricted	\$1,000.00
The Fraser Institute 626 Bute Street Vancouver, British Columbia V6E 3M1 Canada	None Public	Grant, Unrestricted	\$1,000.00
The Fund for American Studies 1526 Eighteenth Street, NW Washington, DC 20036	None Public	Grant, Unrestricted	\$5,000.00
The Leadership Institute 8001 Braddock Road, Suite 502 Springfield, VA 22151	None Public	Grant, Unrestricted	\$1,000.00
The Lundy Chair of the Philosophy of Business Campbell University P.O. Box 1145 Buies Creek, NC 27506	None Public	Grant, Unrestricted	\$5,000.00
UNC Lineberger Cancer Research School of Medicine CB # 7295 University of North Carolina at Chapel Hill Chapel Hill, NC 27599-7295	None Public	Grant, Unrestricted	\$1,000.00

JOHN WILLIAM POPE FOUNDATION
E.I.N. 58-1691765
1996 FORM PF-990
PART XV, LINE 3A, GRANTS CONTRIBUTIONS

<u>Recipient</u>	<u>Relation</u> <u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Virginia Epsicopal School P.O. Box 408 Lynchburg, VA 24505	None Public	Grant, Unrestricted	\$5,000.00
Wake Education Partnership 706 Hillsborough Street, Suite A Raleigh, NC 27603	None Public	Grant, Unrestricted	\$12,000.00
White Memorial Presbyterian Church Oberlin Road Raleigh, NC 27608	None Public	Grant, Unrestricted	\$10,000.00
Wildlife Welfare, Inc. 4216 Mountainbrook Road Apex, NC 27502	None Public	Grant, Unrestricted	<u>\$1,000.00</u> \$1,028,000.00

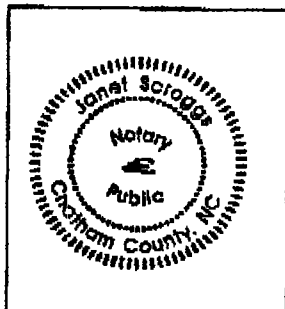
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AFFIDAVIT OF PUBLICATIONNORTH CAROLINA.
Wake County.) &c.

Before the undersigned, a Notary Public of Chatham County North Carolina, duly commissioned and authorized to administer oaths, affirmations, etc., personally appeared Donna Clayton, who, being duly sworn or affirmed, according to law, doth depose and say that she is Billing Manager-Legal Advertising of The News and Observer a corporation organized and doing business under the Laws of the State of North Carolina, and publishing a newspaper known as The News and Observer, in the City of Raleigh, Wake County and State aforesaid, the said newspaper in which such notice, paper, document, or legal advertisement was published was, at the time of each and every such publication, a newspaper meeting all of the requirements and qualifications of Section 1-597 of the General Statutes of North Carolina and was a qualified newspaper within the meaning of Section 1-597 of the General Statutes of North Carolina, and that as such she makes this affidavit; that she is familiar with the books, files and business of said corporation and by reference to the files of said publication the attached advertisement for JOHN POPE FOUNDATION was inserted in the aforesaid newspaper on dates as follows: 07/20/05

Account Number: 87133040

The above is correctly copied from the books and files of the aforesaid Corporation and publication.



Donna Clayton
Billing Manager-Legal Advertising

Sworn or affirmed to, and subscribed before me, this
21 day of JULY, 2005 AD

In Testimony Whereof, I have hereunto set my hand
and affixed my official seal, the day and year aforesaid.

Janet Shoggs
Notary Public

My commission expires 14th of March 2009.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
BANK	6,590.
Total to Form 990-PF, Part I, line 3, Column A	6,590.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
OLDE	38,795.	0.	38,795.
Total to Fm 990-PF, Part I, ln 4	38,795.	0.	38,795.

Form 990-PF Taxes Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PAYROLL TAXES	13,319.	13,319.		0.
INCOME TAXES	14,176.	14,176.		0.
To Form 990-PF, Pg 1, ln 18	27,495.	27,495.		0.

Form 990-PF Other Expenses Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MISCELLANEOUS	4,164.	4,164.		0.
BANK CHARGES	260.	260.		0.
To Form 990-PF, Pg 1, ln 23	4,424.	4,424.		0.

Form 990-PF	Corporate Stock	Statement	5
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Description	Book Value	Fair Market Value
CDI CORPORATION (COMMON)	298,428.	22,902,075.
NCNB SHARES	23,415.	478,320.
Total to Form 990-PF, Part II, line 10b	321,843.	23,380,395.