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STATUTE CLEARED 0436546772 C. STUART

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

199906

OMB No 1545-0052

1998

For calendar year 1998, or tax year beginning 7/ 1 , 1998, and ending 6/30 , 19 99

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) / Room/suite	3401 GRESHAM LAKE ROAD
City or town, state, and ZIP + 4	RALEIGH, NC 27615

A Employer identification number: 58-1691765

B Telephone number: (919) 876-6000

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 was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G If address changed, check here ▶ ☐

H Check type of organization: [X] 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) ▶ $ 15,650,043.

J Accounting method: [X] 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 income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received	55,000.			STATEMENT 1
	2 Contributions from split-interest trusts				
	3 Interest on savings and temporary cash investments	8,492.	8,492.	N/A	STATEMENT 2
	4 Dividends and interest from securities				
	5a Gross rents				
	b (Net rental income or (loss))				
	6 Net gain or (loss) from sale of assets not on line 10	1,930,041.			
	7 Capital gain net income (from Part IV, line 2)		1,930,041.		
	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	1,993,533.	1,938,533.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees,etc	22,306.	22,306.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	7,707.	7,707.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	12,037.	12,037.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	5,119.	5,119.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	47,169.	47,169.		0.
	25 Contributions, gifts, grants paid	1,700,000.			1,700,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,747,169.	47,169.		1,700,000.
	27 **Subtract line 26 from line 12:**				
	a **Excess of revenue over expenses and disbursements**	246,364.			
	b **Net investment income** (if negative, enter "-0-")		1,891,364.		
	c **Adjusted net income** (if negative, enter "-0-")			N/A	

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LHA 823501 12-28-98 **For Paperwork Reduction Act Notice, see the instructions.**

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Form 990-PF (1998)

10240719 132854 POPEFDN 082 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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	45,601.	11,640.	11,641.
2 Savings and temporary cash investments	1,371.	325,685.	325,685.
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 6	312,026.	268,037.	15,312,717.
c Investments - corporate bonds			
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)	358,998.	605,362.	15,650,043.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
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.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Organizations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
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	358,998.	605,362.	
30 **Total net assets or fund balances**	358,998.	605,362.	
31 **Total liabilities and net assets/fund balances**	358,998.	605,362.	

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	358,998.
2 Enter amount from Part I, line 27a	2	246,364.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	605,362.
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	605,362.

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 SHARES	D	VARIOUS	VARIOUS
b	CDI SHARES	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	987,015.		21,995.	965,020.
b	987,015.		21,994.	965,021.
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				965,020.
b				965,021.
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 1,930,041.

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))
1997	1,079,241.	19,319,246.	.0558635
1996	1,025,220.	8,914,944.	.1150002
1995	865,711.	4,884,455.	.1772380
1994	687,221.	1,904,453.	.3608495
1993	594,241.	958,362.	.6200590

2	**Total** of line 1, column (d)	2	1.3290102
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	.2658020
4	Enter the net value of noncharitable-use assets for 1998 from Part X, line 5	4	11,114,900.
5	Multiply line 4 by line 3	5	2,954,363.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18,914.
7	Add lines 5 and 6	7	2,973,277.
8	Enter qualifying distributions from Part XII, line 4	8	1,700,000.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling letter ________ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic organizations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	37,827.
c	All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of line 12b		
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	37,827.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	37,827.
6	Credits/Payments:		
a	1998 estimated tax payments and 1997 overpayment credited to 1998	6a	
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 6d	7	0.
8	Enter any **PENALTY** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**TAX DUE.** If the total of lines 5 and 8 is more than line 7, enter **AMOUNT OWED** ▶	9	37,827.
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 1999 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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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 organization in connection with the activities.			
c	Did the organization 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 organization. ▶ $ 0. (2) On the organization managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on the organization managers. ▶ $ 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.	2		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	3		X
4a	Did the organization 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? N/A	4b		
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 organization 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) ▶ N/A			
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 1998 or taxable year beginning in 1998 (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	
11a	Did anyone request to see either the organization's annual return or its exemption application (or both)?	11a		X
b	If "Yes," did the organization comply pursuant to the instructions? (See General Instruction Q.) N/A	11b		

12 The books are in care of ▶ JAMES ARTHUR POPE, PRESIDENT Telephone no. ▶ (919) 876-6000
Located at ▶ 3401 GRESHAM LAKE ROAD, RALEIGH, NC ZIP+4 ▶ 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 ▶ 13 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? ☐ 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 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.) ☐ Yes ☒ 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 18 of the instructions)?	1b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 1998?	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 1998, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 1998? ☐ Yes ☒ No			
If "Yes," list the years ▶19____, 19____, 19____, 19____.			
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. ▶ 19____, 19____, 19____, 19____.			
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? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 1998 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 1998.) 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 1998?	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))? ☐ 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)? ☐ 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)? N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 ☐ Yes ☐ 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 3401 GRESHAM LAKE ROAD RALEIGH, NC 27615	CHAIRMAN/DIRECTOR 0	0.	0.	0.
JAMES ARTHUR POPE 3401 GRESHAM LAKE ROAD RALEIGH, NC 27615	PRESIDENT/DIRECTOR 8	22,306.	0.	0.
JOHN W. POPE 3401 GRESHAM LAKE ROAD RALEIGH, NC 27615	VICE PRES/DIRECTOR 0	0.	0.	0.
AMANDA J. POPE 3401 GRESHAM LAKE ROAD RALEIGH, NC 27615	DIRECTOR 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	11,025,911.
b	Average of monthly cash balances		1b	258,251.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	11,284,162.
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	Subtract line 2 from line 1d		3	11,284,162.
4	Cash deemed held for charitable activities - Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	169,262.
5	**Net value of noncharitable-use assets** - Subtract line 4 from line 3. Enter here and on Part V, line 4		5	11,114,900.
6	**Minimum investment return.** (Enter 5% of line 5.)		6	555,745.

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	555,745.
2a	Tax on investment income for 1998 from Part VI, line 5	2a 37,827.		
b	Income tax for 1998. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	37,827.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	517,918.
4a	Recoveries of amounts treated as qualifying distributions	4a 0.		
b	Income distributions from section 4947(a)(2) trusts	4b 0.		
c	Add lines 4a and 4b		4c	0.
5	Add lines 3 and 4c		5	517,918.
6	Deduction from distributable amount		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	517,918.

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	1,700,000.
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 here and on Part V, line 8, and Part XIII, line 4.)	4	1,700,000.
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.** Subtract line 5 from line 4	6	1,700,000.

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 1997	(c) 1997	(d) 1998
1 Distributable amount for 1998 from Part XI, line 7					517,918.
2 Undistributed income, if any, as of the end of 1997					
a Enter amount for 1997 only				0.	
b Total for prior years 19 ___ ,19 ___ ,19 ___			0.		
3 Excess distributions carryover, if any, to 1998					
a From 1993	496,938.				
b From 1994	454,316.				
c From 1995	582,546.				
d From 1996	596,051.				
e From 1997	129,417.				
f **Total** of lines 3a through e		2,259,268.			
4 Qualifying distributions for 1998 from Part XII, line 4: ▶ $ 1,700,000.					
a Applied to 1997, 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 1998 distributable amount					517,918.
e Remaining amount distributed out of corpus		1,182,082.			
5 Excess distributions carryover applied to 1998 (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		3,441,350.			
b Prior years' undistributed income. Subtract line 4b from line 2b			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 1997. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 1998. Subtract lines 4d and 5 from line 1. This amount must be distributed in 1999					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 1993 not applied on line 5 or line 7		496,938.			
9 **Excess distributions carryover to 1999.** Subtract lines 7 and 8 from line 6a		2,944,412.			
10 Analysis of line 9:					
a Excess from 1994	454,316.				
b Excess from 1995	582,546.				
c Excess from 1996	596,051.				
d Excess from 1997	129,417.				
e Excess from 1998	1,182,082.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 1998, enter the date of the ruling ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 1998	**(b)** 1997	**(c)** 1996	**(d)** 1995	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - Enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
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)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year)**

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).)

NONE

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 organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

JAMES ARTHUR POPE (919) 876-6000
3401 GRESHAM LAKE ROAD, RALEIGH, NC 27615

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:

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 XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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			14	8,492.	
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
(a) Debt-financed property					
(b) Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,930,041.	
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.		1,938,533.	0.

13 **TOTAL**. Add line 12, columns (b), (d), and (e) ▶ 13 1,938,533.

(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 organization's exempt purposes (other than by providing funds for such purposes).

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	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 or equipment	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 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.

(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 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 ▶

2 Enter the name of the newspaper ▶

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.)

Please 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 or fiduciary) is based on all information of which preparer has any knowledge

By: James A Pope | 7/20/05 | President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature ▶ David Gospodarek	Date 7/20/05	Check if self-employed ▶ ☐	Preparer's social security no. 390-44-2783
Firm's name (or yours if self-employed) and address ▶ GOSPODAREK, CPA, PA 4101 LAKE BOONE TRAIL, SUITE 215 RALEIGH, NC			EIN ▶ 56-2344058 ZIP + 4 ▶ 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.

6/49

AFFIDAVIT OF PUBLICATION

NORTH CAROLINA.
Wake County.) Ss.

PUBLIC NOTICE

The Annual Report for Fiscal Year Ending [illegible] of the JOHN WILLIAM POPE FOUNDATION, INC. is available for inspection during normal business at [illegible] Gresham Lake Road, Raleigh, North Carolina, by any citizens who so requests within 180 days after publication of this notice of availability.

JOHN WILLIAM POPE FOUNDATION
Raleigh, NC 27[illegible]
[illegible] A. Pope - President
(919) [illegible]

N&O: July [illegible], 2005

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.

Janet Scroggs
Notary
Public
Chatham County, NC

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 Scroggs
Notary Public

My commission expires 14th of March 2009.

JOHN WILLIAM POPE FOUNDATION
E.I.N. 58-1691765
1998 FORM PF-990
PART XV, LINE 3A, GRANTS CONTRIBUTIONS

Recipient			Relation	Status	Purpose	Amount
Alexis De Tocqueville Institute	10 Benning Street #151	West Lebanon, NH 03784	None	Public	Grant	$5,000 00
Alzheimers Association	222 N Michigan Avenue, Floor 17	Chicago, IL 60601-7633	None	Public	Grant	$1,500.00
American Academy for Liberal Education	1050 17th Street, NW - Ste 400	Washington, DC 20036	None	Public	Grant	$5,000 00
American Civil Rights Institute	PO Box 188350	Sacramento, CA 95818	None	Public	Grant	$25,000 00
American Conservative Union Foundation	1007 Cameron Street	Alexandria, VA 22314	None	Public	Grant	$10,000.00
Americans for Tax Reform Foundation	1920 L Street, NW, Ste 200	Washington, DC 20036	None	Public	Grant	$5,000 00
Atlas Economic Research Foundation	4084 University Drive, Ste 103	Fairfax, VA 22030-6812	None	Public	Grant	$35,000 00
Big Brothers/Big Sistes Of Gainsville	1155 NW 13th Street	Gainesville, FL 32601	None	Public	Grant	$1,000 00
Capitol Research Center	1513 16th Street, NW	Washington, NC 20036-1480	None	Public	Grant	$10,000 00
Carolina Ballet	3401-131 Atlantic Avenue	Raleigh, NC 27604	None	Public	Grant	$25,000 00
Center For Education Reform	1001 Connecticut Avenue, NW, Ste 204	Washington, DC 20036	None	Public	Grant	$5,000 00
Center For Equal Opportunity	14 Pidgeon Hill Drive, Ste 500	Sterling, VA 20165	None	Public	Grant	$2,500 00
Center For Individual Rights	1233 20th Street NW, Ste 300	Washington, DC 20036	None	Public	Grant	$2,500 00
Center For Individual Rights	1233 20th Street NW, Ste 300	Washington, DC 20036	None	Public	Grant	$10,000 00
Center for Popular Culture	4401 Wilshire Blvd, 4th Floor	Los Angeles, CA 90010	None	Public	Grant	$50,000.00
Chi Phi Fraternity	850 Indian Train Road NW, Ste 100	Lilburn, GA 30047-6866	None	Public	Grant	$500.00
Citizens for a Sound Economy	1900 M Street NW, Ste 500	Washington, DC 20036	None	Public	Grant	$25,000 00
Citizens for a Sound Economy	1900 M Street NW, Ste 500	Washington, DC 20036	None	Public	Grant	$25,000 00
Citizens for a Sound Economy	1900 M Street NW, Ste 500	Washington, DC 20036	None	Public	Grant	$50,000 00
Communities In Schools	871 Harp Street	Raleigh, NC 27604	None	Public	Grant	$1,000 00
Competitive Enterprise Institute	1001 Connecticut Avenue NW, Ste 1250	Washington, DC 20036	None	Public	Grant	$5,000 00
Council for National Policy	3030 Clarendon Blvd, Ste 340	Arlington, VA 22201	None	Public	Grant	$10,000 00
Daniels Middle School	2816 Oberlin Road	Raleigh, NC 27608	None	Public	Grant	$2,500 00
Defenders Of Property Rights	1350 Connecticut Avenue NE, Ste 410	Washington, DC 20036	None	Public	Grant	$5,000 00
Eagle Forum Education Center	PO Box 618	Alton, IL 60102	None	Public	Grant	$5,000 00
Frankie Lemmon School & Development Center	1800 Glenwood Avenue	Raleigh, NC 27608	None	Public	Grant	$1,000 00
Free Congress Foundation	717 Second Street, NE	Washington, DC 20002	None	Public	Grant	$25,000 00
Hudson Institute	1015 18th Street NW, Ste 300	Washington, DC 20036	None	Public	Grant	$1,000 00
Institute For a Civil Society	800 West El Camino Road, Ste 180	Mountain View, CA 94040	None	Public	Grant	$10,000.00
Institute For Children	18 Brattle Street	Cambridge, MA 02138	None	Public	Grant	$2,500 00
Institute For Health Freedom	1825 Eye Street NW, Ste 400	Washington, DC 20006	None	Public	Grant	$5,000 00
Institute for Justice	1717 Pennsylvania Avenue NW, Ste 200	Washington, DC 20006	None	Public	Grant	$50,000 00
Institute for Policy Innovations	1660 S Stemmons Freeway, Ste 475	Lewisville, TX 75067	None	Public	Grant	$1,000 00
Intercollegiate Studies Institute, Inc.	PO Box 4431	Wilmington, DE 19807-0431	None	Public	Grant	$10,000 00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	$20,000 00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	$10,000 00

JOHN WILLIAM POPE FOUNDATION
E.I.N. 58-1691765
1998 FORM PF-990
PART XV, LINE 3A, GRANTS CONTRIBUTIONS

John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	$10,000 00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	$40,000 00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	$47,500.00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	$52,500 00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	$87,500 00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	$30,000 00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	$25,000 00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	$5,000 00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	$15,000 00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	$5,000 00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	$10,000 00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	$5,000 00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	$10,000 00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	$5,000 00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	$15,000 00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	$10,000 00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	$12,500 00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	$22,500 00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	$47,500 00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	$20,000 00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	$10,000 00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	$50,000.00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	$25,000.00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	$12,500 00
Kinder Mourn	1320 Harding Place	Charlotte, NC 28204	None	Public	Grant	$1,500.00
Lacy Elementary School PTA	2012 Nakoma Place	Raleigh, NC 27607	None	Public	Grant	$2,500 00
Lexington Institute	1600 Wilson Blvd, Ste 900	Arlington, VA 22209	None	Public	Grant	$2,500 00
Manhattan Institute For Policy Research	52 Vanderbilt Avenue	New York, NY 10017	None	Public	Grant	$5,000.00
Mercatus Center	3301 North Fairfax Drive, Ste 450	Arlington, VA 22201	None	Public	Grant	$5,000.00
National Center For Policy Analysis	12770 Coit Road, Ste. 800	Dallas, TX 75251	None	Public	Grant	$10,000 00
National Journalism Center - Education and Research Institute	110 Elden Street	Herndon, VA 20170	None	Public	Grant	$5,000.00
National Right To Work Legal Defense Foundation	8001 Braddock Road	Springfield, VA 22160	None	Public	Grant	$5,000 00
NC Depressive & Manic Depressive Association	3900 Arrow Drive	Raleigh, NC 27612	None	Public	Grant	$1,000.00
North Carolina Civil War Tourism	PO Box 31522	Raleigh, NC 27622	None	Public	Grant	$1,000 00
North Carolina Council On Economic Education	PO Box 12489	Raleigh, NC 27605	None	Public	Grant	$5,000.00
North Carolina Education Reform Foundation	501 N. Wilmington Street	Raleigh, NC 27604	None	Public	Grant	$5,000 00
North Carolina Family Policy Council	PO Box 20607	Raleigh, NC 27619	None	Public	Grant	$10,000 00
North Carolina Symphony	2 East South Street	Raleigh, NC 27601	None	Public	Grant	$25,000 00

JOHN WILLIAM POPE FOUNDATION
E.I.N. 58-1691765
1998 FORM PF-990
PART XV, LINE 3A, GRANTS CONTRIBUTIONS

North Carolina Taxpayers United Educational Foundation	3901 Barrett Drive, Ste 100	Raleigh, NC 27609	None	Public	Grant	$5,000 00
North Carolina Theatre	One East South Street	Raleigh, NC 27601	None	Public	Grant	$10,000 00
Occoneechee Council Boy Scouts Of America	PO Box 41229	Raleigh, NC 27629-1229	None	Public	Grant	$10,000 00
Pacific Research Institute	755 Sansoma Street, Ste 450	San Francisco, CA 94111	None	Public	Grant	$5,000 00
Pennsylvania Institute of Technology	800 Manchester Avenue	Media, PA 19063	None	Public	Grant	$100,000 00
Political Economy Research Institute	9211 N Tryon Street, #4-187	Charlotte, NC 28262	None	Public	Grant	$5,000 00
Social Philosophy & Policy Center	Bowling Green State University 225 Troup Street	Bowling Green, OH 43403	None	Public	Grant	$5,000 00
South Carolina Policy Council	1323 Pendleton Street	Columbia, SC 29201	None	Public	Grant	$20,000 00
Southeastern Legal Foundation	3340 Peachtree Road NE, Ste 2515	Atlanta, GA 30326	None	Public	Grant	$5,000 00
The Acton Institute for the Study of Religion & Liberty	161 Ottowa Avenue, NW, Ste 301	Grand Rapids, MI 49503	None	Public	Grant	$5,000 00
The Asheville School	360 Asheville School Road	Asheville, NC 28806	None	Public	Grant	$25,000 00
The Cato Institute	1000 Massachusetts Avenue, NW	Washington, DC 20001-5430	None	Public	Grant	$50,000 00
The Center Foundation	220 North Jackson Street, 2nd Floor	Media, PA 19063	None	Public	Grant	$5,000 00
The Federalist Society	1015 18th Street NW, Ste 425	Washington, DC 20036	None	Public	Grant	$5,000.00
The Federalist Society	1015 18th Street NW, Ste 425	Washington, DC 20036	None	Public	Grant	$50,000 00
The Foundation Endowment	611 Cameron Street	Alexandria, VA 22314	None	Public	Grant	$2,000 00
The Foundation for Economic Education, Inc.	30 South Broadway	Irvington-on-Hudson, NY 10533	None	Public	Grant	$5,000 00
The Fraser Institute	1770 Burrard Street, 4th Floor	Vancouver BC Canada V6J 3G7	None	Public	Grant	$1,000 00
The Fund for American Studies	1706 New Hampshire Avenue, NW	Washington, DC 20009	None	Public	Grant	$10,000 00
The Heritage Foundation	214 Massachusetts Avenue, NE	Washington, DC 20002-4999	None	Public	Grant	$50,000 00
The Institute for Humane Studies	3301 N Fairfax Drive, Ste 440	Arlington, VA 22201	None	Public	Grant	$15,000 00
The Institute for Humane Studies	3301 N Fairfax Drive, Ste 440	Arlington, VA 22201	None	Public	Grant	$25,000 00
The Jesse Helms Center Foundation	PO Box 247	Wingate, NC 28174-0247	None	Public	Grant	$25,000 00
The Leadership Institute	1101 North Highland Street	Arlington, VA 22201	None	Public	Grant	$1,000 00
The Lundy Chair Of The Philosophy Of Business Campbell University	PO Box 218	Buies Creek, NC 27506	None	Public	Grant	$10,000 00
The Philanthrophy Roundtable	1150 17th Street NW, Ste 530	Washington, DC 20036	None	Public	Grant	$5,000 00
The Progress & Freedom Foundation	1401 H Street NW, Ste 1075	Washington, DC 20005	None	Public	Grant	$5,000 00
The Reason Foundation	3415 S. Sepulveda Blvd, Ste 400	Los Angeles, CA 90034	None	Public	Grant	$15,000 00
The Tax Foundation	1900 M Street NW, Ste. 550	Washington, DC 20036-3508	None	Public	Grant	$10,000 00
UNC Lineberger Cancer Research	CB# 7295, UNC	Chapel Hill, NC 27599-7295	None	Public	Grant	$1,000 00
United Way Of Vance County	PO Box 37	Henderson, NC 27536	None	Public	Grant	$5,000 00
US Term Limits	1125 15th Street NW, Ste 501	Washington, DC 20005	None	Public	Grant	$10,000 00
Virginia Episcopal School	PO Box 408	Lynchburg, VA 24505	None	Public	Grant	$25,000 00
Wake County Education Partnership	706 Hillsborough Street, Ste A	Raleigh, NC 27603	None	Public	Grant	$12,000 00
Washington Legal Foundation	2009 Massachusetts Avenue, NW	Washington, DC 20036	None	Public	Grant	$25,000 00
White Memorial Presybertian Church	1704 Oberlin Road	Raleigh, NC 27608	None	Public	Grant	$25,000 00
		Totals				$1,700,000.00

FORM 990-PF CASH CONTRIBUTIONS OF $5000 OR MORE INCLUDED ON PART I, LINE 1 STATEMENT 1

CONTRIBUTOR'S NAME	CONTRIBUTOR'S ADDRESS	DATE OF GIFT	AMOUNT
JAMES ARTHUR POPE	3401 GRESHAM LAKE ROAD - RALEIGH, NC 27608	01/04/99	18,500.
AMANDA J POPE	3401 GRESHAM LAKE ROAD - RALEIGH, NC 27608	01/04/99	18,000.
JOHN W. POPE	3401 GRESHAM LAKE ROAD - RALEIGH, NC 27608	01/04/99	18,500.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
VARIOUS	8,492.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	8,492.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	7,707.	7,707.		0.
TO FORM 990-PF, PG 1, LN 16B	7,707.	7,707.		0.

FORM 990-PF | TAXES | STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	12,037.	12,037.		0.
TO FORM 990-PF, PG 1, LN 18	12,037.	12,037.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGE	674.	674.		0.
MISCELLANEOUS	4,445.	4,445.		0.
TO FORM 990-PF, PG 1, LN 23	5,119.	5,119.		0.

FORM 990-PF | CORPORATE STOCK | STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CDI CORPORATION	244,622.	14,741,837.
NCNB SHARES	23,415.	570,880.
TOTAL TO FORM 990-PF, PART II, LINE 10B	268,037.	15,312,717.