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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 1545-0052

1999

For calendar year 1999, or tax year beginning JUL 1, 1999, and ending JUN 30, 2000

Use the IRS label. Otherwise, please print or type See Specific Instructions.	Name of organization JOHN WILLIAM POPE FOUNDATION		A Employer identification number 58-1691765
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 3401 GRESHAM LAKE ROAD		B Telephone number (919) 876-6000
	City or town, state, and ZIP + 4 RALEIGH, NC 27615		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,105,720. (Part I, column (d) must be on cash basis.)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
			G If address changed, check here <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc., received		65,000.			STATEMENT 1
2 Contributions from split-interest trusts					
3 Interest on savings and temporary cash investments		5,864.	5,864.	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		1,891,538.			
7 Capital gain net income (from Part IV, line 2)			1,891,538.		
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		1,962,402.	1,897,402.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		418.	418.		0.
c Other professional fees					
17 Interest					
18 Fees					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		532.	532.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		950.	950.		0.
25 Contributions, gifts, grants paid		2,089,993.			2,089,993.
26 Total expenses and disbursements. Add lines 24 and 25		2,090,943.	950.		2,089,993.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<128,541.>			
b Net investment income (if negative, enter "-0-")			1,896,452.		
c Adjusted net income (if negative, enter "-0-")					

LHA 923501 12-02-99 For Paperwork Reduction Act Notice, see the instructions.

RCVD IN N/A
BATCHING AUG 09 2005 Form 990-PF (1999)

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	11,640.	23,174.	23,174.
	2 Savings and temporary cash investments	325,685.	230,358.	230,358.
	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	268,037.	223,289.	7,852,188.
	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)	605,362.	476,821.	8,105,720.
	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 ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Organizations that do not follow SFAS 117, check here ▶ <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	605,362.	476,821.	
30 Total net assets or fund balances	605,362.	476,821.		
31 Total liabilities and net assets/fund balances	605,362.	476,821.		

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	605,362.
2 Enter amount from Part I, line 27a	2	<128,541.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	476,821.
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	476,821.

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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	P	VARIOUS	VARIOUS
b CDI STOCK	D	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 968,143.		22,374.	945,769.
b 968,143.		22,374.	945,769.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			945,769.
b			945,769.
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	1,891,538.
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))
1998	1,700,000.	11,114,900.	.1529478
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

2 Total of line 1, column (d)	2	.8618990
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	.1723798
4 Enter the net value of noncharitable-use assets for 1999 from Part X, line 5	4	9,251,852.
5 Multiply line 4 by line 3	5	1,594,832.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	18,965.
7 Add lines 5 and 6	7	1,613,797.
8 Enter qualifying distributions from Part XII, line 4	8	2,089,993.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	18,965.
c	All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of line 12, col. (b)		
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	18,965.
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	18,965.
6	Credits/Payments:		
a	1999 estimated tax payments and 1998 overpayment credited to 1999	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 <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	18,965.
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 2000 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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
1b 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
1c Did the organization file Form 1120-POL for this year?		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.		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?		
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 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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	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 1999 or taxable year beginning in 1999 (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.)		
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 <input type="checkbox"/> 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.

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)?

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 1999?**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 1999, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 1999? ☐ Yes ☒ No

If "Yes," list the years ▶ _____, _____, _____.

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

c If the provisions of section 4942(a)(2) are being applied to ANY of the years listed in 2a, list the years here.

▶ _____, _____, _____.

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 1999 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 1999.)

N/A

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?☐ Yes ☒ No**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 1999?☐ Yes ☒ No**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

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	0.	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 <u>N/A</u>	
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	9,204,958.
b Average of monthly cash balances	1b	187,785.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	9,392,743.
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	9,392,743.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	140,891.
5 Net value of noncharitable-use asset. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,251,852.
6 Minimum investment return. Enter 5% of line 5.	6	462,593.

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	462,593.
2a Tax on investment income for 1999 from Part VI, line 5	2a	18,965.	
b Income tax for 1999. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	18,965.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	443,628.
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	443,628.
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	443,628.

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	2,089,993.
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	2,089,993.
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	2,089,993.

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 1998	(c) 1998	(d) 1999
1 Distributable amount for 1999 from Part XI, line 7				443,628.
2 Undistributed income, if any, as of the end of 1998				
a Enter amount for 1998 only			0.	
b Total for prior years 19 __, 19 __, 19 __		0.		
3 Excess distributions carryover, if any, to 1999				
a From 1994	454,316.			
b From 1995	582,546.			
c From 1996	596,051.			
d From 1997	129,417.			
e From 1998	1,182,082.			
f Total of lines 3a through e	2,944,412.			
4 Qualifying distributions for 1999 from Part XII, line 4: ► \$ 2,089,993.				
a Applied to 1998, 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 1999 distributable amount				443,628.
e Remaining amount distributed out of corpus	1,646,365.			
5 Excess distributions carryover applied to 1999 (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:	4,590,777.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 1998. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 1999. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2000				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 1994 not applied on line 5 or line 7	454,316.			
9 Excess distributions carryover to 2000. Subtract lines 7 and 8 from line 6a	4,136,461.			
10 Analysis of line 9:				
a Excess from 1995	582,546.			
b Excess from 1996	596,051.			
c Excess from 1997	129,417.			
d Excess from 1998	1,182,082.			
e Excess from 1999	1,646,365.			

Part XIV	Private Operating Foundations (see instructions and Part VII-A, question 9)
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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 1999, enter the date of the ruling

- b**
- Check box to indicate whether the organization is a private operating foundation described in section

☐ 4942(i)(3) or ☐ 4942(i)(5)

- 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(i)(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	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
Name and address (home or business)				
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.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
(a) _____						
(b) _____						
(c) _____						
(d) _____						
(e) _____						
(f) _____						
(g) Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	5,864.		
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	1,891,538.		
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.		1,897,402.		0.
13 TOTAL. Add line 12, columns (b), (d), and (e)						1,897,402.

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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. | | |

[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 N/A	(c) Description of relationship

Part XVIII

Public Inspection

- 1 Enter the date the notice of availability of the annual return appeared in a newspaper ▶ 07/19/05
- 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	Signature of officer or trustee		Date	Title	
	B. James O. Pope		7/20/05	President	
Paid Preparer's Use Only	Preparer's signature		Date	Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN
	Dave Eszdaul		7/20/05		390-44-2783
Firm's name (or yours if self-employed) and address					EIN
GOSPODAREK, CPA, PA 4101 LAKE BOONE TRAIL, SUITE 215 RALEIGH, NC					56-2344058
					ZIP +4
					27607

JOHN WILLIAM POPE FOUNDATION

E.I.N. 58-1691765

1999 FORM PF-990

PART XV, LINE 3A, GRANTS CONTRIBUTIONS

<u>Recipient</u>	<u>Relation</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Alexis De Tocqueville Institute	None	Public	West Lebanon, NH 03784	\$5,000.00
American Academy for Liberal Education	None	Public	Washington, DC 20036	\$5,000.00
American Civil Rights Institute	None	Public	Sacramento, CA 95818	\$10,000.00
American Conservative Union Foundation	None	Public	Alexandria, VA 22314	\$10,000.00
American Council of Trustee/Alumni	None	Public	Washington, DC 20036-4525	\$10,000.00
Americans for Tax Reform Foundation	None	Public	Washington, DC 20036	\$5,000.00
Atlas Economic Research Foundation	None	Public	Fairfax, VA 22030-6812	\$45,000.00
Bill Of Rights Institute	None	Public	Washington, DC 20036	\$5,000.00
Blessed Sacrament School	None	Public	Burlington, NC 27215	\$10,000.00
Capitol Research Center	None	Public	Washington, NC 20036-1480	\$10,000.00
Carolina Ballet	None	Public	Raleigh, NC 27604	\$25,000.00
Carolina Ballet	None	Public	Raleigh, NC 27604	\$25,000.00
Center For Economic Opportunity	None	Public	Washington, DC 20002	\$2,500.00
Center For Education Reform	None	Public	Washington, DC 20036	\$5,000.00
Center for Popular Culture	None	Public	Los Angeles, CA 90010	\$50,000.00
Chi Phi Fraternity	None	Public	Liburn, GA 30047-6866	\$500.00
Citizens for a Sound Economy	None	Public	Washington, DC 20036	\$50,000.00
Citizens for a Sound Economy	None	Public	Washington, DC 20036	\$50,000.00
Citizens for a Sound Economy	None	Public	Washington, DC 20036	\$50,000.00
Communities In Schools	None	Public	Raleigh, NC 27604	\$12,000.00
Competitive Enterprise Institute	None	Public	Washington, DC 20036	\$5,000.00
Council for National Policy	None	Public	Arlington, VA 22201	\$5,000.00
Daniels Middle School	None	Public	Raleigh, NC 27608	\$1,000.00
Defenders Of Property Rights	None	Public	Washington, DC 20036	\$5,000.00
Eagle Forum Education Center	None	Public	Alton, IL 60102	\$5,000.00
Frank Porter Graham Child Development Center	None	Public	Chapel Hill, NC 27599	\$1,000.00
Frankie Lemmon School & Development Center	None	Public	Raleigh, NC 27608	\$1,000.00
Free Congress Foundation	None	Public	Washington, DC 20002	\$10,000.00
Hurricane Floyd Disaster Relief Fund	None	Public	Raleigh, NC 27601	\$2,500.00
Institute For a Civil Society	None	Public	Mountain View, CA 94040	\$10,000.00
Institute for Justice	None	Public	Washington, DC 20006	\$50,000.00
Institute for Policy Innovations	None	Public	Lewisville, TX 75067	\$1,000.00
Intercollegiate Studies Institute, Inc.	None	Public	Wilmington, DE 19807-0431	\$10,000.00
John Locke Foundation	None	Public	Raleigh, NC 27601	\$100,000.00
John Locke Foundation	None	Public	Raleigh, NC 27601	\$50,000.00
John Locke Foundation	None	Public	Raleigh, NC 27601	\$12,500.00

JOHN WILLIAM POPE FOUNDATION

E.I.N. 58-1691765

1999 FORM PF-990

PART XV, LINE 3A, GRANTS CONTRIBUTIONS

<u>Recipient</u>	<u>Relation</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Southeastern Legal Foundation		None	Atlanta, GA 30326	\$5,000.00
The Acton Institute for the Study of Religion & Liberty		None	Grand Rapids, MI 49503	\$1,000.00
The Asheville School		None	Asheville, NC 28806	\$25,000.00
The Cato Institute		None	Washington, DC 20001-5430	\$50,000.00
The Federalist Society		None	Washington, DC 20036	\$10,000.00
The Foundation for Economic Education, Inc.		None	Irvington-on-Hudson, NY 10532	\$1,000.00
The Fund for American Studies		None	Washington, DC 20009	\$10,000.00
The Heritage Foundation		None	Washington, DC 20002-4999	\$50,000.00
The Institute for Humane Studies		None	Arlington, VA 22201	\$15,000.00
The Institute for Humane Studies		None	Arlington, VA 22201	\$25,000.00
The Jesse Helms Center Foundation		None	Wingate, NC 28174-0247	\$25,000.00
The Leadership Institute		None	Arlington, VA 22201	\$1,000.00
The Leukemia Society Of America		None	New York, NY 10016	\$500.00
The Lundy Chair Of The Philosophy Of Business Campbell University		None	Buies Creek, NC 27506	\$10,000.00
The Philanthropy Roundtable		None	Washington, DC 20036	\$5,000.00
The Progress & Freedom Foundation		None	Washington, DC 20005	\$1,000.00
The Reason Foundation		None	Los Angeles, CA 90034	\$20,000.00
The Tax Foundation		None	Washington, DC 20036-3508	\$10,000.00
United Way Of Vance County		None	Henderson, NC 27536	\$5,000.00
US Term Limits		None	Washington, DC 20005	\$10,000.00
Virginia Episcopal School		None	Lynchburg, VA 24505	\$25,000.00
Washington Legal Foundation		None	Washington, DC 20036	\$25,000.00
White Memorial Presbyterian Church		None	Raleigh, NC 27608	\$25,000.00
Totals				<u>\$2,089,993.00</u>

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

CONTRIBUTOR'S NAME	CONTRIBUTOR'S ADDRESS	DATE OF GIFT	AMOUNT
JOHN W. POPE	3401 GRESHAM LAKE ROAD - RALEIGH, NC 27608	03/24/00	21,667.
AMANDA J. POPE	3401 GRESHAM LAKE ROAD - RALEIGH, NC 27608	03/24/00	21,666.
JAMES ARTHUR POPE	3401 GRESHAM LAKE ROAD - RALEIGH, NC 27608	03/24/00	21,666.

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

SOURCE	AMOUNT
VARIOUS	5,864.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5,864.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTANT	418.	418.		0.
TO FORM 990-PF, PG 1, LN 16B	418.	418.		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	532.	532.		0.
TO FORM 990-PF, PG 1, LN 23	532.	532.		0.

FORM 990-PF

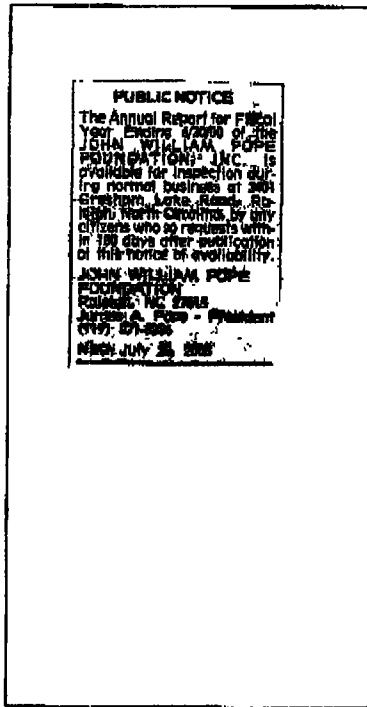
CORPORATE STOCK

STATEMENT

5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CDI CORPORATION	199,874.	7,508,188.
NCNB SHARES	23,415.	344,000.
TOTAL TO FORM 990-PF, PART II, LINE 10B	223,289.	7,852,188.

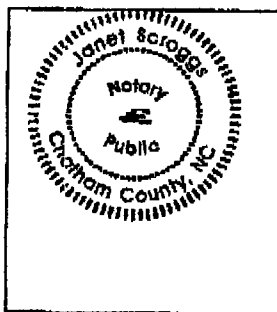
6/00

AFFIDAVIT OF PUBLICATIONNORTH CAROLINA.
Wake County.)
Se.

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 Scroggs
Notary Public

My commission expires 14th of March 2009.

**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.