

**CitizenAudit.org**

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

2003

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

For calendar year 2003, or tax year beginning JUL 1, 2003, and ending JUN 30, 2004

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions	Name of organization <b>JOHN WILLIAM POPE FOUNDATION</b>		A Employer identification number <b>58-1691765</b>
	Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>3401 GRESHAM LAKE ROAD</b>		B Telephone number <b>(919) 876-6000</b>
	City or town, state, and ZIP code <b>RALEIGH, NC 27615</b>		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. Foreign 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) <b>\$ 59,330,975.</b> (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"/>

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 Check <input type="checkbox"/> if the foundation is not required to attach Sch B	16,962,601.		N/A	
	2 Distributions from split-interest trusts				
	3 Interest on savings and temporary cash investments	82,127.	74,718.		STATEMENT 1
	4 Dividends and interest from securities	2,886,148.	2,886,148.		STATEMENT 2
	5a Gross rents				
	b (Net rental income or (loss))				
	6a Net gain or (loss) from sale of assets not on line 10	3,612,726.			
	b Gross sales price for all assets on line 6a	7,791,839.			
	7 Capital gain net income (from Part IV, line 2)		3,612,726.		
	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	23,543,602.	6,573,592.			
Operating and Administrative Expenses	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 STMT 3	8,741.	8,741.		0.
	c Other professional fees STMT 4	1,023.	1,023.		0.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses STMT 5	25.	25.		0.	
24 Total operating and administrative expenses. Add lines 13 through 23	9,789.	9,789.		0.	
25 Contributions, gifts, grants paid	3,981,967.			3,981,967.	
26 Total expenses and disbursements. Add lines 24 and 25	3,991,756.	9,789.		3,981,967.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	19,551,846.				
b Net investment income (if negative, enter -0-)		6,563,803.			
c Adjusted net income (if negative, enter -0-)			N/A		

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JUL 28 2005

OGDEN, UTAH

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9 a/c

**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
<b>Assets</b>	1 Cash - non-interest-bearing	113,156.	5,448.	5,448.
	2 Savings and temporary cash investments	6,334,799.	9,839,564.	11,071,564.
	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 <b>STMT 6</b>	259,161.	16,413,950.	48,253,963.
	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 <b>Total assets</b> (to be completed by all filers)	6,707,116.	26,258,962.	59,330,975.	
<b>Liabilities</b>	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 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.		
<b>Net Assets or Fund Balances</b>	Organizations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> 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	6,707,116.	26,258,962.	
	30 <b>Total net assets or fund balances</b>	6,707,116.	26,258,962.	
31 <b>Total liabilities and net assets/fund balances</b>	6,707,116.	26,258,962.		

**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	6,707,116.
2 Enter amount from Part I, line 27a	2	19,551,846.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	26,258,962.
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	26,258,962.

**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.)
<b>1a CALIBRE</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>b 202000 SHS CDI</b>	<b>D</b>	<b>VARIOUS</b>	<b>01/27/03</b>
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a 1,030,122.</b>		<b>1,039,528.</b>	<b>&lt;9,406.&gt;</b>
<b>b 6,761,717.</b>		<b>3,139,585.</b>	<b>3,622,132.</b>
<b>c</b>			
<b>d</b>			
<b>e</b>			

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))
<b>a</b>			<b>&lt;9,406.&gt;</b>
<b>b</b>			<b>3,622,132.</b>
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2 Capital gain net income or (net capital loss).</b> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	<b>3,612,726.</b>
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b> If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	<b>3</b>	<b>N/A</b>

**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))
2002	2,684,602.	15,391,916.	.1744164
2001	2,177,602.	7,712,080.	.2823625
2000	1,693,666.	8,090,479.	.2093406
1999	2,089,993.	9,251,852.	.2259000
1998	1,700,000.	11,114,900.	.1529478

<b>2 Total of line 1, column (d)</b>	<b>2</b>	<b>1.0449673</b>
<b>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</b>	<b>3</b>	<b>.2089935</b>
<b>4 Enter the net value of noncharitable-use assets for 2003 from Part X, line 5</b>	<b>4</b>	<b>38,125,439.</b>
<b>5 Multiply line 4 by line 3</b>	<b>5</b>	<b>7,967,969.</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	<b>6</b>	<b>65,638.</b>
<b>7 Add lines 5 and 6</b>	<b>7</b>	<b>8,033,607.</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b>	<b>8</b>	<b>3,981,967.</b>

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 type="checkbox"/> and enter 1% of Part I, line 27b		1	131,276.
c All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	131,276.
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	131,276.
6 Credits/Payments:			
a 2003 estimated tax payments and 2002 overpayment credited to 2003	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	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		131,276.
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 2004 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 organization managers. \$ 0.		
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on 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) <u>N/A</u>		
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 2003 or the taxable year beginning in 2003 (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	
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application? Web site address <u>N/A</u>	X	
12 The books are in care of <u>JAMES ARTHUR POPE, PRESIDENT</u> Telephone no. <u>(919) 876-6000</u> Located at <u>3401 GRESHAM LAKE ROAD, RALEIGH, NC</u> ZIP+4 <u>27615</u>		
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 <u>N/A</u>		

**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
<b>1a</b> During the year did the organization (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the organization agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</b> If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 19 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here  <input type="checkbox"/>	<b>1b</b>	<b>X</b>
<b>c</b> 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 2003?	<b>1c</b>	<b>X</b>
<b>2</b> 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)):		
<b>a</b> At the end of tax year 2003, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2003? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years  _____, _____, _____, _____.		
<b>b</b> Are there any years listed in 2a for which the organization is <b>not</b> 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.) <b>N/A</b>	<b>2b</b>	
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.  _____, _____, _____, _____.		
<b>3a</b> Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If "Yes," did it have excess business holdings in 2003 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 2003) <b>N/A</b>	<b>3b</b>	
<b>4a</b> Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	<b>X</b>
<b>b</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 2003?	<b>4b</b>	<b>X</b>
<b>5a</b> During the year did the organization pay or incur any amount to:		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</b> If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here  <input type="checkbox"/>	<b>5b</b>	
<b>c</b> 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? <b>N/A</b> <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
<b>6a</b> Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If you answered "Yes" to 6b, also file Form 8870.	<b>6b</b>	<b>X</b>

**1 List all officers, directors, trustees, foundation managers and their compensation:**

**2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."**

**Total number of other employees paid over \$50,000**

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

**Total** number of others receiving over \$50,000 for professional services

<b>Part IX-A</b>	<b>Summary of Direct Charitable Activities</b>
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## Expenses

323551  
12-05-03

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 <b>N/A</b>	
2	
3 All other program-related investments. See instructions.	
<b>Total.</b> Add lines 1 through 3	<b>0.</b>

**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	30,594,084.
b Average of monthly cash balances	1b	8,111,945.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	38,706,029.
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	38,706,029.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	580,590.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	38,125,439.
6 Minimum investment return. Enter 5% of line 5	6	1,906,272.

**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	1,906,272.
2a Tax on investment income for 2003 from Part VI, line 5	2a	131,276.	
b Income tax for 2003. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	131,276.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	1,774,996.
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	1,774,996.
6 Deduction from distributable amount (see instructions)		6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	1,774,996.

**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	3,981,967.
b Program-related investments - Total from 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	3,981,967.
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	3,981,967.

**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 2002	(c) 2002	(d) 2003
<b>1</b> Distributable amount for 2003 from Part XI, line 7				1,774,996.
<b>2</b> Undistributed income, if any, as of the end of 2002				
<b>a</b> Enter amount for 2002 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2003:				
<b>a</b> From 1998	1,182,082.			
<b>b</b> From 1999	1,646,365.			
<b>c</b> From 2000	1,414,686.			
<b>d</b> From 2001	1,794,444.			
<b>e</b> From 2002	1,916,607.			
<b>f</b> Total of lines 3a through e	7,954,184.			
<b>4</b> Qualifying distributions for 2003 from Part XII, line 4: ▶ \$	3,981,967.			
<b>a</b> Applied to 2002, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2003 distributable amount				1,774,996.
<b>e</b> Remaining amount distributed out of corpus	2,206,971.			
<b>5</b> Excess distributions carryover applied to 2003 (If an amount appears in column (d), the same amount must be shown in column (a) )	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,161,155.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2002. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2003. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2004				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 1998 not applied on line 5 or line 7	1,182,082.			
<b>9</b> Excess distributions carryover to 2004. Subtract lines 7 and 8 from line 6a	8,979,073.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 1999	1,646,365.			
<b>b</b> Excess from 2000	1,414,686.			
<b>c</b> Excess from 2001	1,794,444.			
<b>d</b> Excess from 2002	1,916,607.			
<b>e</b> Excess from 2003	2,206,971.			



**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)				
<b>a Paid during the year</b>  <b>SEE ATTACHED</b>				
<b>Total</b>			<b>▶ 3a</b>	<b>3,981,967.</b>
<b>b Approved for future payment</b>  <b>NONE</b>				
<b>Total</b>			<b>▶ 3b</b>	<b>0.</b>



**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**


- |          |  | Yes | No       |
|----------|--|-----|----------|
| <b>1</b> | 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?  |     |          |
| <b>a</b> | Transfers from the reporting organization to a noncharitable exempt organization of:   |     |          |
|          | (1) Cash   |     | <b>X</b> |
|          | (2) Other assets   |     | <b>X</b> |
| <b>b</b> | Other transactions:  |     |          |
|          | (1) Sales of assets to a noncharitable exempt organization   |     | <b>X</b> |
|          | (2) Purchases of assets from a noncharitable exempt organization   |     | <b>X</b> |
|          | (3) Rental of facilities, equipment, or other assets   |     | <b>X</b> |
|          | (4) Reimbursement arrangements   |     | <b>X</b> |
|          | (5) Loans or loan guarantees   |     | <b>X</b> |
|          | (6) Performance of services or membership or fundraising solicitations   |     | <b>X</b> |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   |     | <b>X</b> |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |     |          |

[illegible]

- 2a** Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
	N/A	

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.

Sign Here	Signature of officer or trustee		Date	Title
	Preparer's signature 		Date <u>7/29/08</u>	Check if self-employed <input type="checkbox"/>
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code <b>GOSPODAREK, CPA, PA</b> <b>4101 LAKE BOONE TRAIL, SUITE 215</b> <b>RALEIGH, NC 27607</b>			Preparer's SSN or PTIN <b>390-44-2783</b>
				EIN <b>56-2344058</b> Phone no.

**Schedule B**  
(Form 990, 990-EZ, or  
990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

Supplementary Information for  
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No 1545-0047

**2003**

Name of organization

Employer identification number

**JOHN WILLIAM POPE FOUNDATION**

**58-1691765**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note: Only a section 501(c)(7), (8), or (10) organization can check box(es) for both the General Rule and a Special Rule—see instructions.)

**General Rule—**

- ☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

**Special Rules—**

- ☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III.)
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$ \_\_\_\_\_

**Caution:** Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 1 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions  
for Form 990 and Form 990-EZ

Schedule B (Form 990, 990-EZ, or 990-PF) (2003)

Name of organization	Employer identification number
JOHN WILLIAM POPE FOUNDATION	58-1691765

**Part I Contributors** (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JOHN W. POPE, JR. 3401 GRESHAM LAKE ROAD RALEIGH, NC 27615	\$ 1,900,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	JAMES A. POPE 3401 GRESHAM LAKE ROAD RALEIGH, NC 27615	\$ 1,900,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	AMANDA J. POPE 3401 GRESHAM LAKE ROAD RALEIGH, NC 27615	\$ 1,900,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	JOHN W. POPE 3401 GRESHAM LAKE ROAD RALEIGH, NC 27615	\$ 2,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	VARIETY WHOLESALERS 3401 GRESHAM LAKE ROAD RALEIGH, NC 27615	\$ 8,030,601.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	POPE FAMILY TRUST 3401 GRESHAM LAKE ROAD RALEIGH, NC 27615	\$ 1,232,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Employer identification number

58-1691765

[illegible]



**JOHN WILLIAM POPE FOUNDATION**

**58-1691765**

**ATTACHMENT TO 990-PF**

On May 5, 2004, 78 1/2 voting shares and 329,438 non-voting shares of Variety Wholesalers stock was transferred to the John William Pope Foundation from the Pope Family Trust under an agreement dated December 23, 1986 for the benefit of John W. Pope, Jr. The stock was transferred in accordance with the trust agreement at the death of John W Pope, Jr.

Variety Wholesalers, Inc. is a closely held corporation and at the time of this filing, the fair market value of the stock transferred had not been determined. Accordingly, Part II, line 10b, column C for the Variety Wholesaler's stock has an estimated value of \$1,232,000 for the fair market value. In as much as the foundation is already paying tax at the 2% rate, any material difference in this amount will have no impact on the tax liability of the foundation.

Once the value of the stock has been determined, an amended return will be filed to correct the estimated value of the contribution of stock as well as the fair market value of the stock at June 30, 2004.

DATE	RECIPIENT	AMOUNT	STREET ADDRESS	CITY / STATE	TYPE OF EXPENSE
7/1/03	John Locke Foundation	\$104,166.66	200 West Morgan Street, Ste 200	Raleigh, NC 27601	Grant
8/1/03	John Locke Foundation	\$104,166.66	200 West Morgan Street, Ste 200	Raleigh, NC 27601	Grant
8/15/03	Center for Citizenship, Enterprise & Government	\$35,000.00	PO Box 25157	Raleigh, NC 27611-5157	Grant
8/15/03	Bill Of Rights Institute	\$5,000.00	1001 Connecticut Avenue, NW, Ste 219	Washington, DC 20036	Grant
9/3/03	John Locke Foundation	\$104,166.66	200 West Morgan Street, Ste 200	Raleigh, NC 27601	Grant
9/3/03	The Reason Foundation	\$35,000.00	3415 S. Sepulveda Blvd, Ste 400	Los Angeles, CA 90034	Grant
9/4/03	The Fund for American Studies	\$5,000.00	1706 New Hampshire Avenue, NW	Washington, DC 20009	Grant
10/2/03	John Locke Foundation	\$104,166.66	200 West Morgan Street, Ste 200	Raleigh, NC 27601	Grant
10/10/03	University of North Carolina at Chapel Hill - Law School	\$5,000.00	CB# 3380, Van Hecke-Wettach Hall	Chapel Hill, NC 27599-3380	Grant
10/24/03	Vance County Historical Society	\$1,000.00	PO Box 1850	Henderson, NC 27536	Grant
10/31/03	John Locke Foundation	\$104,166.66	200 West Morgan Street, Ste 200	Raleigh, NC 27601	Grant
11/4/03	Institute for Responsible Citizenship	\$5,000.00	1227 25th Street NW, Sixth Floor	Washington, DC 20037	Grant
11/25/03	John Locke Foundation	\$104,166.66	200 West Morgan Street, Ste 200	Raleigh, NC 27601	Grant
12/17/03	The Asheville School	\$50,000.00	360 Asheville School Road	Asheville, NC 28806	Grant
12/17/03	Barium Springs Home for Children	\$500.00	PO Box 1	Barium Springs, NC 28010	Grant
12/17/03	Blessed Sacrament School	\$10,000.00	515 Hillcrest Avenue	Burlington, NC 27215	Grant
12/17/03	Carolina Ballet	\$100,000.00	3401-131 Atlantic Avenue	Raleigh, NC 27604	Grant
12/17/03	Chi Phi Fraternity	\$1,000.00	850 Indian Train Road NW, Ste 100	Libum, GA 30047-6866	Grant
12/17/03	Communities in Schools	\$12,000.00	871 Harp Street	Raleigh, NC 27604	Grant
12/17/03	The Educational Foundation	\$15,000.00	PO Box 2446	Chapel Hill, NC 27515	Grant
12/17/03	Godwin Presbyterian Church	\$2,000.00	PO Box 118	Godwin, NC 28344	Grant
12/17/03	Methodist Home for Children	\$1,000.00	PO Box 10917	Raleigh, NC 27605	Grant
12/17/03	Capital Area Preservation - Mordecai House	\$1,000.00	PO Box 28072 - Capitol Station	Raleigh, NC 27611-8072	Grant
12/17/03	North Carolina Girl Scouts	\$5,000.00	PO Box 52294	Raleigh, NC 27612	Grant
12/17/03	North Carolina Aviation Museum	\$1,000.00	PO Box 1814	Asheboro, NC 27204	Grant
12/17/03	NC Museum of History Associates	\$5,000.00	PO Box 25937	Raleigh, NC 27611-5937	Grant
12/17/03	Friends of the North Carolina Symphony	\$25,000.00	2 East South Street	Raleigh, NC 27601	Grant
12/17/03	North Carolina Theater	\$10,000.00	One East South Street	Raleigh, NC 27601	Grant
12/17/03	Oak Ranch	\$5,000.00	PO Box 400	Broadway, NC 27505	Grant
12/17/03	Oconeechee Council, Boy Scouts of America	\$10,000.00	PO Box 41229	Raleigh, NC 27629-1229	Grant
12/17/03	Pennsylvania Institute of Technology	\$100,000.00	800 Manchester Avenue	Media, PA 19063	Grant
12/17/03	Performance Edge	\$2,000.00	1408 Dixie Trail	Raleigh, NC 27607	Grant
12/17/03	Political Economy Research Institute	\$5,000.00	9211 N. Tryon Street, #4-187	Charlotte, NC 28262	Grant
12/17/03	Raleigh Fine Arts Society	\$25,000.00	PO Box 10614	Raleigh, NC 27605	Grant
12/17/03	Ravenscroft School	\$25,000.00	7409 Falls of Neuse Road	Raleigh, NC 27615	Grant
12/17/03	The Center Foundation	\$1,000.00	220 North Jackson Street, 2nd Floor	Media, PA 19063	Grant
12/17/03	United Way Of Vance County	\$10,000.00	PO Box 37	Henderson, NC 27536	Grant
12/17/03	Virginia Episcopal School	\$25,000.00	PO Box 408	Lynchburg, VA 24505	Grant
12/17/03	White Memorial Presbyterian Church	\$50,000.00	1704 Oberlin Road	Raleigh, NC 27608	Grant
12/17/03	YWCA	\$2,500.00	1101 Haynes Street, Ste. 207	Raleigh, NC 27604	Grant
12/17/03	The Institute for Humane Studies	\$15,000.00	3301 N. Fairfax Drive, Ste 440	Arlington, VA 22201	Grant
12/17/03	Center for Citizenship, Enterprise & Government	\$115,000.00	PO Box 25157	Raleigh, NC 27611-5157	Grant
12/17/03	University of North Carolina at Chapel Hill	\$25,000.00	103 S. Building, Campus Box 6105	Chapel Hill, NC 27599-6105	Grant
12/17/03	North Carolina State University	\$7,000.00	Campus Box 8614	Raleigh, NC 27695-8614	Grant
12/17/03	Pope Center for Higher Education Policy	\$10,000.00	PO Box 17822	Raleigh, NC 27619	Grant
12/17/03	The Healing Place	\$1,000.00	1020 West Market Street	Louisville, KY 40202	Grant
12/17/03	NC Institute for Constitutional Law	\$10,000.00	225 Hillsborough Street, Ste 280	Raleigh, NC 27603	Grant

12/17/03	SPCA of Wake County	\$1,000.00	200 Pefinder Lane	Raleigh, NC 27603	Grant
12/17/03	Raleigh Charter High School	VOID			Grant
12/17/03	NC Museum of History Associates	\$20,000.00	PO Box 25937	Raleigh, NC 27611-5937	Grant
12/23/03	University of North Carolina at Chapel Hill	\$10,000.00	103 S. Building, Campus Box 6105	Chapel Hill, NC 27599-6105	Grant
1/1/04	John Locke Foundation	\$104,166.66	200 West Morgan Street, Ste 200	Raleigh, NC 27601	Grant
1/8/04	Pope Center for Higher Education Policy	\$20,000.00	PO Box 17822	Raleigh, NC 27619	Grant
1/12/04	University of North Carolina at Chapel Hill	\$3,600.00	103 S. Building, Campus Box 6105	Chapel Hill, NC 27599-6105	Grant
1/21/04	Western Carolina University	\$1,145.00	242 Hwy 107	Cullowhee, NC 28723	Grant
2/1/04	John Locke Foundation	\$104,166.66	200 West Morgan Street, Ste 200	Raleigh, NC 27601	Grant
3/1/04	John Locke Foundation	\$104,166.66	200 West Morgan Street, Ste 200	Raleigh, NC 27601	Grant
2/1/04	Pope Center for Higher Education Policy	\$20,000.00	PO Box 17822	Raleigh, NC 27619	Grant
3/1/04	Pope Center for Higher Education Policy	\$20,000.00	PO Box 17822	Raleigh, NC 27619	Grant
2/4/04	Pope Center for Higher Education Policy	\$59,000.00	200 West Morgan Street, Ste 200	Raleigh, NC 27601	Grant
3/16/04	RTCA Mission	\$5,000.00	PO Box 91640	Raleigh, NC 27601	Grant
4/2/04	Pope Center for Higher Education Policy	\$20,000.00	PO Box 17822	Los Angeles, CA 90009	Grant
4/2/04	John Locke Foundation	\$104,166.66	200 West Morgan Street, Ste 200	Raleigh, NC 27619	Grant
4/6/04	North Carolina Family Policy Council	\$25,000.00	PO Box 20607	Raleigh, NC 27601	Grant
5/1/04	Pope Center for Higher Education Policy	\$20,000.00	PO Box 17822	Raleigh, NC 27619	Grant
5/1/04	John Locke Foundation	\$13,889.00	200 West Morgan Street, Ste 200	Raleigh, NC 27601	Grant
5/1/04	John Locke Foundation	\$118,055.55	200 West Morgan Street, Ste 200	Raleigh, NC 27601	Grant
5/1/04	John Locke Foundation	\$35,000.00	200 West Morgan Street, Ste 200	Raleigh, NC 27601	Grant
6/4/04	John Locke Foundation	\$118,055.55	200 West Morgan Street, Ste 200	Raleigh, NC 27601	Grant
6/4/04	Pope Center for Higher Education Policy	\$25,000.00	PO Box 17822	Raleigh, NC 27619	Grant
6/4/04	Americans For Prosperity	\$100,000.00	1726 M Street, NW, Tenth Floor	Washington, DC 20036	Grant
6/4/04	Americans For Prosperity	\$50,000.00	1726 M Street, NW, Tenth Floor	Washington, DC 20036	Grant
6/4/04	North Carolina Family Policy Council	\$20,000.00	PO Box 20607	Raleigh, NC 27619	Grant
6/4/04	Jesse Helms Center Foundation	\$25,000.00	PO Box 247	Wingate, NC 28174	Grant
6/4/04	North Carolina Institute For Constitutional Law	\$40,000.00	3200 Beechleaf Court, Ste 500	Raleigh, NC 27619	Grant
6/4/04	Atlas Economic Research Foundation	\$100,000.00	4084 University Drive, Ste 103	Fairfax, VA 22030-6812	Grant
6/4/04	The Cato Institute	\$100,000.00	1000 Massachusetts Avenue, NW	Washington, DC 20001-5430	Grant
6/4/04	Center for Popular Culture	\$10,000.00	4401 Wilshire Blvd, 4th Floor	Los Angeles, CA 90010	Grant
6/4/04	The Heritage Foundation	\$100,000.00	214 Massachusetts Avenue, NE	Washington, DC 20002-4999	Grant
6/4/04	Institute for Humane Studies	\$30,000.00	3301 N. Fairfax Drive, Ste 440	Arlington, VA 22201	Grant
6/4/04	Institute for Humane Studies	\$50,000.00	3301 N. Fairfax Drive, Ste 440	Arlington, VA 22201	Grant
6/4/04	Institute for Humane Studies	\$100,000.00	3301 N. Fairfax Drive, Ste 440	Arlington, VA 22201	Grant
6/4/04	Institute for Justice	\$25,000.00	1717 Pennsylvania Avenue NW, Ste 200	Washington, DC 20006	Grant
6/4/04	Washington Legal Foundation	\$25,000.00	2009 Massachusetts Avenue, NW	Washington, DC 20036	Grant
6/4/04	American Academy for Liberal Education	\$10,000.00	1050 17th Street, NW - Ste 400	Washington, DC 20036	Grant
6/4/04	American Council of Trustees/Alumni	\$10,000.00	1726 M Street, NW, Ste 800	Washington, DC 20036-4525	Grant
6/4/04	Committee for a Constructive Tomorrow	\$5,000.00	PO Box 65722	Washington, DC 20035	Grant
6/4/04	National Association For Scholars	\$25,000.00	221 Witherspoon Street, 2nd Floor	Princeton, NJ 08542-3215	Grant
6/4/04	National Journalism Center	\$10,000.00	110 Elden Street	Herndon, VA 20170	Grant
6/4/04	The Federalist Society	\$25,000.00	1015 18th Street NW, Ste 425	Washington, DC 20036	Grant
6/4/04	The Foundation For Economic Education, Inc.	\$5,000.00	30 South Broadway	Irvington-on-Hudson, NY 10533	Grant
6/4/04	The Fund for American Studies	\$20,000.00	1706 New Hampshire Avenue, NW	Washington, DC 20009	Grant
6/4/04	Foundation For Individual Rights & Education	\$25,000.00	210 West Washington Square, Ste 303	Philadelphia, PA 19106	Grant
6/4/04	Institute For Responsible Citizenship	\$10,000.00	1227 25th Street NW, Sixth Floor	Washington, DC 20037	Grant
6/4/04	Intercollegiate Studies Institute, Inc.	\$20,000.00	PO Box 4431	Wilmington, DE 19807-0431	Grant

6/4/04	The Leadership Institute	\$20,000.00	1101 North Highland Street	Arlington, VA 22201	Grant
6/4/04	The Leadership Institute	\$20,000.00	1101 North Highland Street	Arlington, VA 22201	Grant
6/4/04	Political Economy Research Institute	\$2,500.00	9211 N. Tryon Street, #4-187	Charlotte, NC 28262	Grant
6/4/04	Young Americans Foundation	\$10,000.00	110 Elden Street	Herndon, VA 20170	Grant
6/4/04	Accuracy In Academia	\$2,500.00	4455 Connecticut Avenue, NW Ste 330	Washington, DC 20008	Grant
6/4/04	The Acton Institute For The Study Of Religion & Liberty	\$5,000.00	161 Ottawa Avenue, NW, Ste 301	Grand Rapids, MI 49503	Grant
6/4/04	Alexis De Tocqueville Institute	\$1,000.00	10 Benning Street #151	West Lebanon, NH 03784	Grant
6/4/04	American Civil Rights Institute	\$5,000.00	PO Box 188350	Sacramento, CA 95818	Grant
6/4/04	American Conservative Union Foundation	\$5,000.00	1007 Cameron Street	Alexandria, VA 22314	Grant
6/4/04	Alliance Defense Fund	\$1,000.00	15333 North Pima Road, Ste 165	Scottsdale, AZ 85260	Grant
6/4/04	Americans for Tax Reform Foundation	\$10,000.00	1920 L Street, NW, Ste 200	Washington, DC 20036	Grant
6/4/04	Bill Of Rights Institute	\$5,000.00	1001 Connecticut Avenue, NW, Ste 219	Washington, DC 20036	Grant
6/4/04	Capitol Research Center	\$10,000.00	1513 16th Street, NW	Washington, DC 20036-1480	Grant
6/4/04	Center For Equal Opportunity	\$5,000.00	14 Pidgeon Hill Drive, Ste 500	Sterling, VA 20165	Grant
6/4/04	Citizens Against Government Waste	\$5,000.00	1301 Connecticut Avenue, NW Ste 400	Washington, DC 20036	Grant
6/4/04	Commonwealth Foundation	\$1,000.00	225 State Street, Ste 302	Harrisburg, PA 17107	Grant
6/4/04	Competitive Enterprise Institute	\$25,000.00	1001 Connecticut Avenue NW, Ste 1250	Washington, DC 20036	Grant
6/4/04	Conservative Political Action Conference	\$1,000.00	1007 Cameron Street	Alexandria, VA 22314	Grant
6/4/04	Defenders Of Property Rights	\$5,000.00	1350 Connecticut Avenue NE, Ste 410	Washington, DC 20036	Grant
6/4/04	Eagle Forum Education Center	\$5,000.00	PO Box 618	Alton, IL 60102	Grant
6/4/04	Center For Education Reform	\$10,000.00	1001 Connecticut Avenue, NW, Ste 204	Washington, DC 20036	Grant
6/4/04	Family Research Council	\$5,000.00	801 G Street, NW	Washington, DC 20001	Grant
6/4/04	Foundation For Research Economics & The Environment	\$10,000.00	662 Ferguson Road	Bozeman, MT 59718	Grant
6/4/04	Free Congress Foundation	\$10,000.00	717 Second Street, NE	Washington, DC 20002	Grant
6/4/04	Hudson Institute	\$1,000.00	1015 18th Street NW, Ste 300	Washington, DC 20036	Grant
6/4/04	Law & Economics Center - George Mason University	\$5,000.00	3301 N. Fairfax Drive	Arlington, VA 22201-4498	Grant
6/4/04	Lexington Institute	\$1,000.00	1600 Wilson Blvd, Ste 900	Arlington, VA 22209	Grant
6/4/04	Mackinac Center For Public Policy	\$1,000.00	PO Box 568	Midland, MI 48640	Grant
6/4/04	Mercatus Center	\$25,000.00	3301 North Fairfax Drive, Ste 450	Arlington, VA 22201	Grant
6/4/04	National Center For Policy Analysis	\$5,000.00	12770 Cort Road, Ste. 800	Dallas, TX 75251	Grant
6/4/04	National Right To Work Legal Defense Foundation	\$5,000.00	8001 Braddock Road	Springfield, VA 22160	Grant
6/4/04	National Taxpayers Union	\$1,000.00	108 North Alfred Street	Alexandria, VA 22314	Grant
6/4/04	National Federation of Independent Business	\$10,000.00	1201 F Street, NW, Ste 200	Washington, DC 20004	Grant
6/4/04	Pacific Research Institute	\$10,000.00	755 Sansoma Street, Ste 450	San Francisco, CA 94111	Grant
6/4/04	Property & Environment Research Center	\$10,000.00	2048 Analysis Drive, Ste A	Bozeman, MT 59718	Grant
6/4/04	The Philanthropy Roundtable	\$10,000.00	1150 17th Street NW, Ste 530	Washington, DC 20036	Grant
6/4/04	Social Philosophy & Policy Center	\$2,500.00	Bowling Green State Univ 225 Troup St	Bowling Green, OH 43403	Grant
6/4/04	Southeastern Legal Foundation	\$1,000.00	3340 Peachtree Road NE, Ste 2515	Atlanta, GA 30326	Grant
6/4/04	The Tax Foundation	\$10,000.00	1900 M Street NW, Ste. 550	Washington, DC 20036-3508	Grant
6/4/04	Young Britons Foundation	Void			Grant
6/4/04	North Carolina Opera Company	\$20,000.00	3600 Glenwood Avenue, Ste 101	Raleigh, NC 27612	Grant
6/4/04	North Carolina State University	\$228,000.00	Box 7001/A Holladay Hall	Raleigh, NC 27695-7001	Grant
6/4/04	The Reason Foundation	\$25,000.00	3415 S. Sepulveda Blvd, Ste 400	Los Angeles, CA 90034	Grant
6/30/04	John Locke Foundation	\$118,055.55	200 West Morgan Street, Ste 200	Raleigh, NC 27601	Grant
6/30/04	Pope Center for Higher Education Policy	\$25,000.00	PO Box 17822	Raleigh, NC 27619	Grant

Total Contributions \$3,981,967.25

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

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SOURCE	AMOUNT
CALIBRE	42,210.
VARIOUS	39,917.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	82,127.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS	2,886,148.	0.	2,886,148.
TOTAL TO FM 990-PF, PART I, LN 4	2,886,148.	0.	2,886,148.

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FORM 990-PF ACCOUNTING FEES STATEMENT 3

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	8,741.	8,741.		0.
TO FORM 990-PF, PG 1, LN 16B	8,741.	8,741.		0.

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FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	1,023.	1,023.		0.
TO FORM 990-PF, PG 1, LN 16C	1,023.	1,023.		0.

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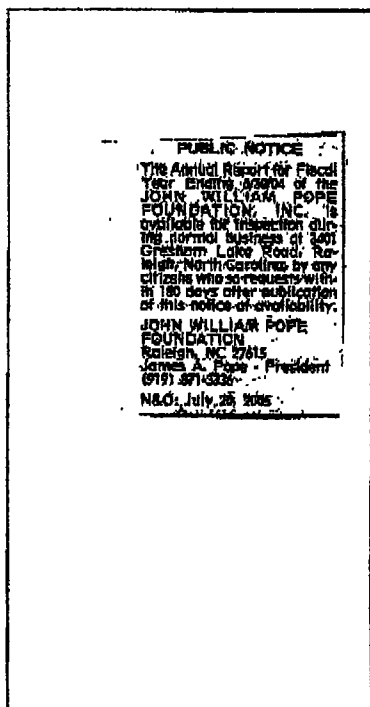
FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MISCELLANEOUS	25.	25.		0.	
TO FORM 990-PF, PG 1, LN 23	25.	25.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CDI CORPORATION	5,119,366.	34,703,835.		
NCNB SHARES	23,415.	676,960.		
WAL-MART SHARES	2,286.	1,027,132.		
CATO SHARES	2,300.	4,490.		
FAMILY DOLLAR SHARES	663.	123,201.		
DOLLAR GENERAL SHARES	2,147.	181,282.		
CALIBRE INVESTMENTS	10,031,773.	10,305,063.		
VARIETY WHOLESALERS	1,232,000.	1,232,000.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,413,950.	48,253,963.		

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## AFFIDAVIT OF PUBLICATION

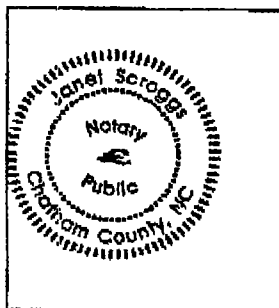
NORTH CAROLINA.  
Wake County. ) Ss.



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 14<sup>th</sup> of March 2009.