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Return of Private Foundation

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

2004

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

For calendar year 2004, or tax year beginning **JUL 1, 2004**, and ending **JUN 30, 2005**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 JOHN WILLIAM POPE FOUNDATION <small>Number and street (or P.O. box number if mail is not delivered to street address)</small> 3401 GRESHAM LAKE ROAD <small>Room/unit</small> City or town, state, and ZIP code RALEIGH, NC 27615			A Employer identification number 58-1691765
				B Telephone number (919) 876-6000
				C If exemption application is pending, check here ► <input type="checkbox"/> D 1 Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
				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"/>
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				
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)	J Accounting method:	<input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <small>Other (specify) _____</small> \$ 53,579,851. (Part I, column (d) must be on cash basis)		
Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income
Revenue	1 Contributions, gifts, grants, etc., received	3,862,402.		N/A
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments	276,877.	96,141.	STATEMENT 1
	4 Dividends and interest from securities	3,412,417.	2,870,649.	STATEMENT 2
	5a Gross rents			
	b Net rental income or (loss) Net gain or (loss) from sale of assets not on line 10	2,480,697.		
	6a Gross sales price for all assets on line 6a	4,711,885.		
	7 Capital gain net income (from Part IV, line 2)		2,480,697.	
	8 Net short-term capital gain			
	9 Income modifications			
	10a Gross sales less returns and allowances			
	b Loss Cost of goods sold			
c Gross profit or (loss)				
11 Other income	3,031,787.	0.	STATEMENT 3	
12 Total Add lines 1 through 11	13,064,180.	5,447,487.		
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	190,484.	0.	0.
	b Accountants fees			
	c Other professional fees	93,903.	24,945.	0.
	17 Interest			
	18 2002 NOV 16 NOV 13			
	19 Depreciation and depletion			
	20 Depletion			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses	83,822.	561.	0.
	24 Total operating and administrative expenses Add lines 13 through 23	368,209.	25,506.	0.
25 Contributions, gifts, grants paid	7,407,728.		7,407,728.	
26 Total expenses and disbursements Add lines 24 and 25	7,775,937.	25,506.	7,407,728.	
27 Subtract line 26 from line 12	5,288,243.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		5,421,981.		
c Adjusted net income (if negative, enter -0-)			N/A	

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		5,448.	373,966.	373,966.
	2 Savings and temporary cash investments		9,839,564.	11,821,632.	11,821,632.
	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 7	16,413,950.	19,351,607.	41,384,253.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ...				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		26,258,962.	31,547,205.	53,579,851.
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ► <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		26,258,962.	31,547,205.	
	30 Total net assets or fund balances		26,258,962.	31,547,205.	
	31 Total liabilities and net assets/fund balances		26,258,962.	31,547,205.	

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	26,258,962.
2 Enter amount from Part I, line 27a	2	5,288,243.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	31,547,205.
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	31,547,205.

Form 990-PF (2004)

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.)
a CALIBRE INVESTMENTS	P	VARIOUS	VARIOUS
b CALIBRE INVESTMENTS	P	VARIOUS	VARIOUS
c THE LIMITED	P	10/20/04	10/20/04
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		80,029.	80,029.
b		149,792.	149,792.
c	4,711,885.	2,461,009.	2,250,876.
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			80,029.
b			149,792.
c			2,250,876.
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		2,480,697.
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))
2003	3,981,967.	38,125,439.	.1044438
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
2 Total of line 1, column (d)		2	.9964633
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	.1992927
4 Enter the net value of noncharitable-use assets for 2004 from Part X, line 5		4	60,489,405.
5 Multiply line 4 by line 3		5	12,055,097.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	54,220.
7 Add lines 5 and 6		7	12,109,317.
8 Enter qualifying distributions from Part XII, line 4		8	7,407,728.

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)1 Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1

Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)

1 108,440.

b Domestic organizations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

2 0.

c All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)

3 108,440.

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

4 0.

3 Add lines 1 and 2

5 108,440.

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on Investment Income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

6a

6b

6c

6d

a 2004 estimated tax payments and 2003 overpayment credited to 2004

7 0.

b Exempt foreign organizations - tax withheld at source

8

c Tax paid with application for extension of time to file (Form 8868)

9 108,440.

d Backup withholding erroneously withheld

10

7 Total credits and payments. Add lines 6a through 6d

11

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2005 estimated tax ► Refunded ►

Part VII-A Statements Regarding Activities

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?

Yes

No

1a X

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1b X

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities

1c Did the organization file Form 1120-POL for this year?

1c X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the organization ► \$ 0. (2) On 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?

2 X

*If "Yes," attach a detailed description of the activities.*3 Has the organization made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

3 X

4a Did the organization have unrelated business gross income of \$1,000 or more during the year?

4a X

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 X

If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6 X

- 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?

7 X

7 Did the organization have at least \$5,000 in assets at any time during the year?

8b X

If "Yes," complete Part II, col. (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

9 X

N/Ab 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*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 2004 or the taxable year beginning in 2004 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

10 X

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

11 X

11 Did the organization comply with the public inspection requirements for its annual returns and exemption application?

Web site address ► N/A12 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 ► 2761513 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
and enter the amount of tax-exempt interest received or accrued during the year

13 N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the organization agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If 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 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
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 2004? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
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)): <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
a At the end of tax year 2004, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2004? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____			
N/A			
3a Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
b If "Yes," did it have excess business holdings in 2004 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 2004) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
3b <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
4a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 2004? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
4b <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
5a During the year did the organization pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
5b <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
6a 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 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 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
6b <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

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 16	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.

1	N/A	Expenses
2		
3		
4		

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 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3 ►	0.

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	44,824,148.
b Average of monthly cash balances	1b	16,586,415.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	61,410,563.
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	61,410,563.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	921,158.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	60,489,405.
6 Minimum investment return. Enter 5% of line 5	6	3,024,470.

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	3,024,470.
2a Tax on investment income for 2004 from Part VI, line 5	2a	108,440.
b Income tax for 2004. (This does not include the tax from Part VI.)	2b	1,035,379.
c Add lines 2a and 2b	2c	1,143,819.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,880,651.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,880,651.
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	1,880,651.

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	7,407,728.
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	7,407,728.
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	7,407,728.

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 2003	(c) 2003	(d) 2004
1 Distributable amount for 2004 from Part XI, line 7				1,880,651.
2 Undistributed income, if any, as of the end of 2003			0.	
a Enter amount for 2003 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2004:				
a From 1999	1,646,365.			
b From 2000	1,414,686.			
c From 2001	1,794,444.			
d From 2002	1,916,607.			
e From 2003	2,206,971.			
f Total of lines 3a through e	8,979,073.			
4 Qualifying distributions for 2004 from Part XII, line 4: ► \$ 7,407,728.			0.	
a Applied to 2003, 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 2004 distributable amount			1,880,651.	
e Remaining amount distributed out of corpus	5,527,077.			
f Excess distributions carryover applied to 2004 (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:	14,506,150.			
g Corpus Add lines 3f, 4c and 4e Subtract line 5			0.	
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 2003. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2004. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2005				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 1999 not applied on line 5 or line 7	1,646,365.			
9 Excess distributions carryover to 2005 Subtract lines 7 and 8 from line 6a	12,859,785.			
10 Analysis of line 9:				
a Excess from 2000	1,414,686.			
b Excess from 2001	1,794,444.			
c Excess from 2002	1,916,607.			
d Excess from 2003	2,206,971.			
e Excess from 2004	5,527,077.			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED				7,406,097.
FROM VARIETY WHOLESALERS, INC - K-1				1,631.
Total			► 3a	7,407,728.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		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					
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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a <u>VARIETY WHOLESALERS,</u>					
b <u>INC. K-1</u>					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					
13 Total Add line 12, columns (b), (d), and (e)					
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

Part XVI! Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 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?

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

- a. Transfers from the reporting organization to a noncharitable exempt organization of:

- ### (1) Cash

- ## (2) Other assets

- #### **Other transactions:**

- (1) Sales of assets to a noncharitable exempt organization**

- (2) Purchases of assets from a no**

- (3) Rental of facilities, equipment**

- #### (4) Reimbursement arrangements

- (5) Loans or loan guarantees ..**

- ## (6) Performance of services

- #### **Sharing of facilities, equ**

- If the answer to any of the above is "Yes," complete the following schedule:

- d If the answer to any of the above is 'Yes', complete the following schedule C

- 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.

- 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](#)

 B. Long Signature of officer or trustee

Date _____

President

Paid Preparer's Use Only	Preparer's signature ► <i>Dave Gospodarek</i>	Date 11/805	Check if self- employed ► <input type="checkbox"/>	Preparer's SSN or PTIN 390-44-2783
Firm's name (or yours if self-employed) address, and ZIP code	GOSPODAREK, CPA, PA ► 4101 LAKE BOONE TRAIL, SUITE 215 RALEIGH, NC 27607	EIN ► 56-2344058		Phone no. (919) 510-9399

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

2004

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 boxes 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 2 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, Form 990-EZ, and Form 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2004)

Name of organization

JOHN WILLIAM POPE FOUNDATION

Employer identification number

58-1691765**Part I Contributors** (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	<u>JOHN W. POPE, SR.</u> <u>3401 GRESHAM LAKE ROAD</u> <u>RALEIGH, NC 27615</u>	\$ <u>1,401,393.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	<u>VARIETY STORES, INC</u> <u>3401 GRESHAM LAKE ROAD</u> <u>RALEIGH, NC 27615</u>	\$ <u>2,461,009.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

JOHN WILLIAM POPE FOUNDATION

58-1691765

Part II Noncash Property (See Specific Instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	<u>200,000 SHARES OF THE LIMITED STOCK</u>	\$ <u>4,708,000.</u>	<u>10/20/04</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

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

SOURCE	AMOUNT
CALIBRE	14,664.
VARIETY WHOLESALERS, INC - K1	146,475.
VARIETY WHOLESALERS, INC - K1 - TAX EXEMPT	34,261.
VARIOUS	81,477.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	276,877.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIETY WHOLSALERS, INC - K-1	541,768.	0.	541,768.
VARIOUS	2,870,649.	0.	2,870,649.
TOTAL TO FM 990-PF, PART I, LN 4	3,412,417.	0.	3,412,417.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	AMOUNT
VARIETY WHOLESALERS, INC. K-1	3,031,787.
TOTAL TO FORM 990-PF, PART I, LINE 11, COLUMN A	3,031,787.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	190,484.	0.		0.
TO FM 990-PF, PG 1, LN 16A	190,484.	0.		0.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	93,903.	24,945.		0.
TO FORM 990-PF, PG 1, LN 16C	93,903.	24,945.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	561.	561.		0.
INVESTMENT EXPENSES	68,956.	0.		0.
OTHER ND EXPENSE FROM K-1	14,305.	0.		0.
TO FORM 990-PF, PG 1, LN 23	83,822.	561.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CDI CORPORATION	5,119,366.	21,985,782.
BANK OF AMERICA SHARES	23,415.	719,680.
WAL-MART SHARES	2,286.	938,358.
CATO SHARES	2,300.	6,195.
FAMILY DOLLAR SHARES	663.	105,705.
DOLLAR GENERAL SHARES	2,147.	188,696.
CALIBRE INVESTMENT ACCOUNT	15,364,364.	16,207,837.
VARIETY WHOLESALERS, INC	<1,162,934.>	1,232,000.
TOTAL TO FORM 990-PF, PART II, LINE 10B	19,351,607.	41,384,253.

**JOHN WILLIAM POPE FOUNDATION
SCHEDULE OF GRANT RECIPIENTS
Fiscal Year 6/30/05**

Recipient	Amount	Requisition	Status	Purpose	Address	City	State	Zip Code
John Locke Foundation	\$ 2,300.00	None	Public Restricted Grant	200 W Morgan Street, Suite 200	Raleigh	NC	27601	27601
Pope Center for Higher Education Policy	\$ 3,000.00	None	Public Unrestricted Grant	200 W Morgan Street, Suite 204	Raleigh	NC	27601	27601
John Locke Foundation	\$ 118,055.55	None	Public Unrestricted Grant	200 W Morgan Street, Suite 200	Raleigh	NC	27601	27601
Pope Center for Higher Education Policy	\$ 25,000.00	None	Public Unrestricted Grant	200 W. Morgan Street, Suite 204	Raleigh	NC	27601	27601
North Carolina Family Policy Council	\$ 45,000.00	None	Public Restricted Grant	PO Box 20607	Raleigh	NC	27619	27619
Palmer R. Chidester Fund, Inc.	\$ 1,000.00	None	Public Restricted Grant	2002 Filature Avenue, Suite 1	Erie	PA	16506	16506
John Locke Foundation	\$ 118,055.55	None	Public Unrestricted Grant	200 W Morgan Street, Suite 200	Raleigh	NC	27601	27601
Pope Center for Higher Education Policy	\$ 25,000.00	None	Public Unrestricted Grant	200 W. Morgan Street, Suite 204	Raleigh	NC	27601	27601
Foundation for Research on Economics & the Environment	\$ 3,500.00	None	Public Restricted Grant	662 Ferguson Road	Bronxton	NY	55718	55718
YWCA of the Greater Triangle	\$ 1,000.00	None	Public Unrestricted Grant	1101 Haynes Street, Suite 207	Raleigh	NC	27604	27604
University of North Carolina at Chapel Hill - Committee for a Better C	\$ 606.00	None	Public Restricted Grant	101 S. Building Campus Box 6105	Chapel Hill	NC	27599-6105	27599-6105
North Carolina Institute for Constitutional Law	\$ 22,000.00	None	Public Unrestricted Grant	223 Hillsborough Street, Suite 280	Raleigh	NC	27603	27603
John Locke Foundation	\$ 118,055.55	None	Public Unrestricted Grant	200 W Morgan Street, Suite 200	Raleigh	NC	27601	27601
North Carolina Institute for Constitutional Law	\$ 28,000.00	None	Public Unrestricted Grant	225 Hillsborough Street, Suite 280	Raleigh	NC	27601	27601
North Carolina Victim Assistance Network	\$ 2,500.00	None	Public Unrestricted Grant	410 Moreau Street	Raleigh	NC	27601-1558	27601-1558
University of North Carolina at Chapel Hill - Committee for a Better C	\$ 8,343.00	None	Public Unrestricted Grant	101 S. Building Campus Box 6105	Chapel Hill	NC	27599-6105	27599-6105
The Federalist Society	\$ 6,500.00	None	Public Unrestricted Grant	1015 18th Street NW, Suite 425	Washington	DC	20036	20036
Pope Center for Higher Education Policy	\$ 38,750.00	None	Public Unrestricted Grant	200 W Morgan Street, Suite 204	Arlington	NC	27601	27601
Americans for Prosperity Foundation	\$ 50,000.00	None	Public Unrestricted Grant	1726 M Street NW 10th Floor	Washington	DC	20036	20036
Americans for Prosperity Foundation	\$ 50,000.00	None	Public Unrestricted Grant	1726 M Street NW 10th Floor	Washington	DC	20036	20036
John Locke Foundation	\$ 118,055.55	None	Public Unrestricted Grant	200 W Morgan Street, Suite 200	Raleigh	NC	27601	27601
Pope Center for Higher Education Policy	\$ 38,750.00	None	Public Unrestricted Grant	200 W Morgan Street, Suite 204	Raleigh	NC	27601	27601
Full Gospel Tabernacle	\$ 25,000.00	None	Public Restricted Grant	5005 Willow Oak Drive	Lumberton	NC	28358	28358
North Carolina Institute for Constitutional Law	\$ 28,000.00	None	Public Unrestricted Grant	225 Hillsborough Street, Suite 280	Raleigh	NC	27601	27601
Campbell University Law School (Federalist Society)	\$ 2,000.00	None	Public Restricted Grant	PO Box 488	Belle Creek	NC	27506	27506
North Carolina Bar Foundation	\$ 900.00	None	Public Restricted Grant	PO Box 3488	Cary	NC	27519	27519
North Carolina Institute for Constitutional Law	\$ 26,000.00	None	Public Unrestricted Grant	223 Hillsborough Street, Suite 280	Raleigh	NC	27603	27603
John Locke Foundation	\$ 118,055.55	None	Public Unrestricted Grant	200 W Morgan Street, Suite 200	Raleigh	NC	27601	27601
Pope Center for Higher Education Policy	\$ 38,750.00	None	Public Unrestricted Grant	200 W Morgan Street, Suite 204	Raleigh	NC	27601	27601
The Asheville School	\$ 50,000.00	None	Public Restricted Grant	360 Asheville School Road	Asheville	NC	28206	28206
The Asheville School	\$ 100,000.00	None	Public Restricted Grant	360 Asheville School Road	Asheville	NC	28206	28206
Smith Island Land Trust	\$ 5,000.00	None	Public Unrestricted Grant	PO Box 3203	Bald Head Island	NC	28461	28461
Blessed Sacrament School	\$ 10,000.00	None	Public Unrestricted Grant	515 Hilkert Avenue	Bethesda	NC	27211	27211
Carolina Ballet	\$ 25,000.00	None	Public Unrestricted Grant	340 1/3 Atlantic Avenue	Raleigh	NC	27604	27604
Communities in Schools	\$ 12,000.00	None	Public Unrestricted Grant	222 North Person Street	Whitehorse	NC	27601	27601
The Educational Foundation, Inc	\$ 5,000.00	None	Public Unrestricted Grant	PO Box 2446	Chapel Hill	NC	27513	27513
Fifth Lutheran School	\$ 5,000.00	None	Public Unrestricted Grant	1809 Capital Boulevard	Raleigh	NC	27604	27604
Gidwell Presbyterian Church	\$ 2,000.00	None	Public Unrestricted Grant	PO Box 118	Goldsboro	NC	27544	27544
Capitol Area Preservation, Inc (Mordecai House)	\$ 5,000.00	None	Public Unrestricted Grant	PO Box 28072 - Capitol Street	Winston-Salem	NC	27611-2872	27611-2872
North Carolina Open House	\$ 10,000.00	None	Public Unrestricted Grant	2011 Carolina Beach Road	Winston-Salem	NC	27601	27601
North Carolina Old Souls	\$ 5,000.00	None	Public Unrestricted Grant	PO Box 57294	Raleigh	NC	27612	27612
North Carolina Aviation Museum	\$ 1,000.00	None	Public Unrestricted Grant	PO Box 1814	Arden	NC	27704-1814	27704-1814
North Carolina Symphony	\$ 25,000.00	None	Public Unrestricted Grant	4361 Leasiter #1 North Hill Avenue, Ste 105	Raleigh	NC	27509	27509
North Carolina Theater	\$ 25,000.00	None	Public Unrestricted Grant	One East South Street	Raleigh	NC	27601	27601
Oconeechee Council, Boy Scouts of America	\$ 25,000.00	None	Public Unrestricted Grant	PO Box 41229	Raleigh	NC	27622-1229	27622-1229
Pennsylvania Institute of Technology	\$ 100,000.00	None	Public Unrestricted Grant	800 Manchester Avenue	McGill	PA	19063	19063
Performance Edge	\$ 2,000.00	None	Public Unrestricted Grant	1405 Due Trail	Raleigh	NC	27607	27607
Raleigh Charter High School	\$ 10,000.00	None	Public Restricted Grant	1111 Haynes Street	Raleigh	NC	27604-1454	27604-1454

**JOHN WILLIAM POPP FOUNDATION
SCHEDULE OF GRANT RECIPIENTS
Fiscal Year 6/30/05**

Recipient	Amount	Revised	Status	Purpose	Address	City	State	Zip Code
Raleigh Charter High School	\$ 10,000.00	None	Public	Unrestricted Grant	1111 Haynes Street	Raleigh	NC	27604-1454
Raleigh Fine Arts Society	\$ 25,000.00	None	Public	Unrestricted Grant	PO Box 10614	Raleigh	NC	27605
Ravenscroft School	\$ 25,000.00	None	Public	Unrestricted Grant	7409 Falls of the Neuse Road	Raleigh	NC	27615
The Society for the Prevention of Cruelty to Animals	\$ 1,000.00	None	Public	Unrestricted Grant	200 Peafowl Lane	Raleigh	NC	27603
The Centre Foundation	\$ 1,000.00	None	Public	Unrestricted Grant	220 North Jackson Street, 2nd Floor	Morrisville	PA	19063
Triangle Land Conservancy	\$ 5,000.00	None	Public	Unrestricted Grant	1101 Haynes Street, Suite 205	Raleigh	NC	27604
United Way Vance County	\$ 10,000.00	None	Public	Unrestricted Grant	PO Box 37	Hickory	NC	27526
Vance County Historical Society	\$ 1,000.00	None	Public	Unrestricted Grant	PO Box 1850	Henderson	NC	27526
Virginia Episcopcal School	\$ 25,000.00	None	Public	Unrestricted Grant	400 W YES Road	Lynchburg	VA	24503
Willie Memorial Presbyterian Church	\$ 50,000.00	None	Public	Unrestricted Grant	1704 Oberlin Road	Raleigh	NC	27603
YWCA of the Greater Triangle	\$ 5,000.00	None	Public	Unrestricted Grant	1101 Haynes Street, Suite 207	Raleigh	NC	27604
Center for Citizenship, Economics, and Government	\$ 50,000.00	None	Public	Unrestricted Grant	115 1/2 W Morgan Street	Raleigh	NC	27611-1157
Fallen Heroes Fund	\$ 25,000.00	None	Public	Unrestricted Grant	1 Interlaced Square-West 46th Street 12 Avenue	New York	NY	10036
Junior Achievement	\$ 5,000.00	None	Public	Unrestricted Grant	402 E. Harget Street	Raleigh	NC	27601
Assignment By Choice, Inc	\$ 5,000.00	None	Public	Unrestricted Grant	1381 Kildaire Farm Road #295	Cary	NC	27511
Campbell University (Convocation Center)	\$ 500,000.00	None	Public	Restricted Grant	PO Box 488	Berea Creek	NC	27508
The Property and Environment Research Center	\$ 50,000.00	None	Public	Unrestricted Grant	2048 Anahala Drive, Suite A	Benton	MT	59718
Parham Springs Home for Children	\$ 500.00	None	Public	Unrestricted Grant	PO Box 1	Bearman Springs	NC	28010
Itryon Palace Council of Friends	\$ 1,000.00	None	Public	Unrestricted Grant	610 Pollock Street	New Bern	NC	28560
Foundation for Research on Economics & the Environment	\$ 50,000.00	None	Public	Unrestricted Grant	660 Ferguson Road	Bowman	MT	59718
The Hand for American Studies	\$ 70,000.00	None	Public	Restricted Grant	1706 New Hampshire Avenue NW	Washington	DC	20009
The Federalist Society	\$ 10,000.00	None	Public	Restricted Grant	1015 18th Street NW, Suite 425	Washington	DC	20036
Safe Haven for Cats	\$ 1,000.00	None	Public	Unrestricted Grant	8431-137 Garvey Drive	Raleigh	NC	27616
Hubert for Humanity Wake County	\$ 2,500.00	None	Public	Unrestricted Grant	2300 Capital Boulevard	Raleigh	NC	27604-440
Raleigh Rescue Mission	\$ 2,500.00	None	Public	Unrestricted Grant	PO Box 27391	Raleigh	NC	27611
Salvation Army of Wake County	\$ 2,500.00	None	Public	Unrestricted Grant	215 S. Person Street	Raleigh	NC	27601
Oak Ranch, Inc.	\$ 5,000.00	None	Public	Restricted Grant	PO Box 400	Broadway	NC	27505
Hillsdale College	\$ 5,000.00	None	Public	Unrestricted Grant	33 East College Street	Hillsdale	MI	49242
University of North Carolina at Chapel Hill - Journalism / IRC Summer	\$ 10,000.00	None	Public	Restricted Grant	3113 Carroll Hall Campus Box 3365	Chapel Hill	NC	27599-3365
UCP Horizons	\$ 1,000.00	None	Public	Unrestricted Grant	PO Box 27707	Raleigh	NC	27611-7707
Christian Leadership Ministries	\$ 2,500.00	None	Public	Unrestricted Grant	PO Box 129	Adelanto	TX	75001-0129
Chi Phi Fraternity	\$ 1,000.00	None	Public	Unrestricted Grant	850 Indian Trail Road, NW #100	Lebanon	GA	30047-6366
Foundation for Individual Rights and Education	\$ 25,000.00	None	Public	Restricted Grant	601 Walnut Street #510	Philadelphia	PA	19106
The Property and Environment Research Center	\$ 10,000.00	None	Public	Restricted Grant	2048 Anahala Drive, Suite A	Benton	MT	59718
Intercollegiate Studies Institute	\$ 150,000.00	None	Public	Restricted Grant	3901 Centerville Road	Washington	DC	19307-0431
North Carolina National Guard Soldiers & Airmen Association	\$ 25,000.00	None	Public	Unrestricted Grant	4101 Rocky Creek Road	Raleigh	NC	27607-4410
Visions Institute for Youth, Inc.	\$ 10,000.00	None	Public	Unrestricted Grant	PO Box 831	Lebanon	GA	30047-6366
Jesse Helms Center Foundation	\$ 100,000.00	None	Public	Restricted Grant	PO Box 247	W-Egypt	NC	28174
John Locke Foundation	\$ 123,472.22	None	Public	Unrestricted Grant	200 W Morgan Street, Suite 200	Raleigh	NC	27601
Pope Center for Higher Education Policy	\$ 38,750.00	None	Public	Unrestricted Grant	200 W Morgan Street, Suite 204	Raleigh	NC	27601
North Carolina Institute for Constitutional Law	\$ 28,000.00	None	Public	Unrestricted Grant	225 Hillsborough Street, Suite 250	Raleigh	NC	27603
Amendus for Tax Reform Foundation	\$ 10,000.00	None	Public	Unrestricted Grant	1920 L Street NW #200	Washington	DC	20036
Institute for Political Leadership	\$ 39,000.00	None	Public	Unrestricted Grant	940 Main Campus Drive #130	Raleigh	NC	27606
Common Cause Education Fund	\$ 25,000.00	None	Public	Restricted Grant	1250 Commonwealth Avenue NW #600	Washington	DC	20036
John Locke Foundation	\$ 128,500.00	None	Public	Unrestricted Grant	200 W Morgan Street, Suite 200	Raleigh	NC	27601
North Carolina Institute for Constitutional Law	\$ 28,000.00	None	Public	Unrestricted Grant	225 Hillsborough Street, Suite 250	Raleigh	NC	27603
Pope Center for Higher Education Policy	\$ 38,750.00	None	Public	Unrestricted Grant	200 W Morgan Street, Suite 204	Raleigh	NC	27601
Pope Center for Higher Education Policy	\$ 500.00	None	Public	Restricted Grant	200 W Morgan Street, Suite 204	Raleigh	NC	27601

**JOHN WILLIAM POPE FOUNDATION
SCHEDULE OF GRANT RECIPIENTS
Fiscal Year 6/30/05**

Recipient	Amount	Rebuttal	Status	Purpose	Address	City	State	Zip Code
John Locke Foundation	\$ 128,500.00	None	Public	Unrestricted Grant	200 W Morgan Street, Suite 200	Raleigh	NC	27601
Pope Center for Higher Education Policy	\$ 38,750.00	None	Public	Unrestricted Grant	200 W Morgan Street, Suite 204	Raleigh	NC	27601
North Carolina Institute for Constitutional Law	\$ 28,000.00	None	Public	Unrestricted Grant	725 Hillsborough Street, Suite 280	Raleigh	NC	27603
James Madison Center for Free Speech	\$ 75,000.00	None	Public	Restricted Grant	I Smith Sixth Street	Terrytown	NY	47807
Campbell University Law School (Pederment Society)	\$ 1,000.00	None	Public	Unrestricted Grant	PO Box 488	Brown Creek	NC	27506
John W. Pope Civitas Institute	\$ 500.00	None	Public	In kind - IRS Filing		Mesquite	TN	37350
John Locke Foundation	\$ 159,852.00	None	Public	Unrestricted Grant	200 W Morgan Street, Suite 200	Raleigh	NC	27601
John Locke Foundation	\$ 238,516.00	None	Public	Unrestricted Grant	200 W Morgan Street, Suite 200	Raleigh	NC	27601
Pop Center for Higher Education Policy	\$ 38,750.00	None	Public	Unrestricted Grant	200 W Morgan Street, Suite 204	Raleigh	NC	27601
North Carolina Institute for Constitutional Law	\$ 28,000.00	None	Public	Unrestricted Grant	225 Hillsborough Street, Suite 280	Raleigh	NC	27603
John W. Pope Civitas Institute	\$ 50,000.00	None	Public	Unrestricted Grant	225 Hillsborough Street, Suite 125	Ashville	NC	28806
North Carolina Institute for Constitutional Law	\$ 200,000.00	None	Public	Restricted Grant	360 Asheville School Road	Raleigh	NC	27607
The Asheville School	\$ 3,000.00	None	Public	Unrestricted Grant	1408 Dixie Trail	Whitewater	DE	19307-2411
Performance Edge	\$ 6,000.00	None	Public	Restricted Grant	3901 Centerville Road	Raleigh	NC	27601
Intercollegiate Studies Institute	\$ 159,852.00	None	Public	Unrestricted Grant	200 W Morgan Street, Suite 200	Raleigh	NC	27601
John Locke Foundation	\$ 38,750.00	None	Public	Unrestricted Grant	200 W Morgan Street, Suite 204	Raleigh	NC	27601
Pop Center for Higher Education Policy	\$ 28,000.00	None	Public	Unrestricted Grant	225 Hillsborough Street, Suite 280	Raleigh	NC	27603
North Carolina Institute for Constitutional Law	\$ 124,400.00	None	Public	Unrestricted Grant	225 Hillsborough Street, Suite 125	Washington	DC	20006
John W. Pope Civitas Institute	\$ 100,000.00	None	Public	Restricted Grant	1726 M Street NW 10th Floor	Raleigh	NC	27603
The Asheville School	\$ 9,500.00	None	Public	Unrestricted Grant	225 Hillsborough Street, Suite 125	Charlotte	NC	28862
Performance Edge	\$ 7,300.00	None	Public	Restricted Grant	9211 N Tyson Street #4-187	Artspace	VA	22201
John Locke Foundation	\$ 100,000.00	None	Public	Unrestricted Grant	2000 North 14th Street, Suite #550	Washington	DC	20001-1401
Political Economy Research Institute	\$ 100,000.00	None	Public	Unrestricted Grant	1000 Massachusetts Avenue, NW	Washington	DC	20002-4999
Allied Economic Research Foundation	\$ 100,000.00	None	Public	Unrestricted Grant	214 Massachusetts Avenue NW	Artspace	VA	22201
The Cato Institute	\$ 30,000.00	None	Public	Restricted Grant	3301 N Fairfax Drive, Suite 440	Artspace	VA	22201
Americans for Prosperity Foundation	\$ 50,000.00	None	Public	Unrestricted Grant	3301 N Fairfax Drive, Suite 440	Artspace	VA	22201
The Institute for Humane Studies at George Mason University	\$ 100,000.00	None	Public	Unrestricted Grant	1717 Pennsylvania Avenue NW Suite 200	Washington	DC	20006
The Institute for Humane Studies at George Mason University	\$ 50,000.00	None	Public	Unrestricted Grant	1050 17th St NW, Suite 400	Washington	DC	20036
The Institute for Justice	\$ 10,000.00	None	Public	Unrestricted Grant	PO Box 488	Brown Creek	NC	27506
The Heritage Foundation	\$ 500,000.00	None	Public	Unrestricted Grant	4401 White Drive, 4th Floor	Los Angeles	CA	90010
The Institute for Popular Culture	\$ 10,000.00	None	Public	Unrestricted Grant	221 Witherspoon Street, 2nd Floor	Prudential	NJ	07352-2115
National Association for Schools	\$ 25,000.00	None	Public	Unrestricted Grant	110 Eiden Street	Hartford	CT	06101-7070
National Journalism Center	\$ 10,000.00	None	Public	Restricted Grant	1015 18th Street NW, Suite 425	Washington	DC	20036
The Federalist Society	\$ 35,000.00	None	Public	Unrestricted Grant	1015 18th Street NW, Suite 425	Washington	DC	20036
The Federalist Society	\$ 25,000.00	None	Public	Unrestricted Grant	Box 700/A Holliday Hall	Hartford	CT	06113
Young America's Forum	\$ 5,000.00	None	Public	Unrestricted Grant	30 South Broadway	Washington	DC	20037
The Foundation for Economic Education, Inc.	\$ 10,000.00	None	Public	Unrestricted Grant	1227 23rd Street NW, 6th Floor	Artspace	VA	22201
The Institute for Responsible Citizenship	\$ 25,000.00	None	Public	Unrestricted Grant	110 North Highland Street	Artspace	VA	22201
The Leadership Institute	\$ 25,000.00	None	Public	Restricted Grant	110 North Highland Street	Raleigh	NC	27605
The Leadership Institute	\$ 94,500.00	None	Public	Restricted Grant	Box 700/A Holliday Hall	Sacramento	CA	95818
North Carolina State University	\$ 10,000.00	None	Public	Unrestricted Grant	110 Eiden Street	Artspace	VA	22201
Accuracy in Academia	\$ 2,500.00	None	Public	Unrestricted Grant	4455 Connecticut Avenue NW, Ste 8390	Washington	DC	20008
The Action Institute for the Study of Religion and Liberty	\$ 5,000.00	None	Public	Unrestricted Grant	161 Ottawa NW, Suite 301	Grand Rapids	MI	49503
Alexis de Tocqueville Institution	\$ 2,500.00	None	Public	Unrestricted Grant	345 E. 18th Street, Ste #720	New York	NY	10003
The Alliance Defense Fund	\$ 2,500.00	None	Public	Unrestricted Grant	15333 North Puma Road, Suite 165	Sacramento	CA	85260
American Civil Rights Institute	\$ 5,000.00	None	Public	Unrestricted Grant	PO Box 188350	Artspace	VA	22314
The American Conservative Union Foundation	\$ 10,000.00	None	Public	Unrestricted Grant	1007 Cameron Street	Washington	DC	20036
Americans for Tax Reform Foundation	\$ 15,000.00	None	Public	Unrestricted Grant	1920 L Street NW #200	Washington	DC	20006

**JOHN WILLIAM POPE FOUNDATION
SCHEDULE OF GRANT RECIPIENTS
Fiscal Year 6/30/05**

Recipient	Amount	Relation	Status	Purpose	Address	City	State	Zip Code
The Bill of Rights Institute	\$ 25,000.00	None	Public Unrestricted Grant	200 North Glebe Road, Suite 1050	Arlington	VA	22203	
Capitol Research Center	\$ 15,000.00	None	Public Unrestricted Grant	1511 16th Street NW	Washington	DC	20036	
The Center for Equal Opportunity	\$ 5,000.00	None	Public Unrestricted Grant	14 Madison Hill Drive, Suite 500	Stratford	VA	20165	
Citizens Against Government Waste	\$ 10,000.00	None	Public Unrestricted Grant	1301 Connecticut Avenue NW #100	Washington	DC	20036	
The Commonwealth Foundation	\$ 2,500.00	None	Public Unrestricted Grant	223 State Street, Suite 302	Harrisburg	PA	17101	
Competitive Enterprise Institute	\$ 15,000.00	None	Public Unrestricted Grant	1001 Connecticut Avenue NW #1250	Washington	DC	20036	
Washington Legal Foundation	\$ 25,000.00	None	Public Unrestricted Grant	2009 Massachusetts Avenue NW	Washington	DC	20036	
Eagle Forum Education Center	\$ 5,000.00	None	Public Unrestricted Grant	PO Box 618	Absecon	NJ	65002	
The Center for Education Reform ¹	\$ 15,000.00	None	Public Unrestricted Grant	1001 Connecticut Avenue NW Suite 204	Washington	DC	20036	
Family Research Council	\$ 10,000.00	None	Public Unrestricted Grant	801 G Street NW	Washington	DC	20001	
Free Congress Foundation	\$ 10,000.00	None	Public Unrestricted Grant	717 Second Street NE	Washington	DC	20002	
The Judge Institute	\$ 1,000.00	None	Public Unrestricted Grant	1015 15th Street NW, 6th Floor	Washington	DC	20005	
George Mason University - Law and Economics Center	\$ 10,000.00	None	Public Unrestricted Grant	3501 Fairfax Drive	Arlington	VA	22201	
The Lexington Institute	\$ 1,000.00	None	Public Unrestricted Grant	1600 Wilson Boulevard, Suite 900	Washington	DC	22209	
Mackinac Center for Public Policy	\$ 1,000.00	None	Public Unrestricted Grant	PO Box 568	Midland	MI	48640	
The Mercatus Center at George Mason University	\$ 50,000.00	None	Public Unrestricted Grant	3301 N Fairfax Drive, Suite 150	Arlington	VA	22201	
National Center for Policy Analysis	\$ 10,000.00	None	Public Unrestricted Grant	601 Pennsylvania Avenue NW, Suite 900	Washington	DC	20004	
National Right to Work Legal Defense Foundation	\$ 5,000.00	None	Public Unrestricted Grant	8001 Braddock Road	Springfield	VA	22160	
National Taxpayers Union Foundation	\$ 5,000.00	None	Public Unrestricted Grant	108 North Alfred Street	Alexandria	VA	22314	
Pacific Research Institute	\$ 10,000.00	None	Public Unrestricted Grant	755 Sansome Street, Suite 450	San Francisco	CA	94111	
The Philanthropy Roundtable	\$ 10,000.00	None	Public Restricted Grant	1150 17th Street NW, Suite 303	Washington	DC	20036	
The Reason Foundation	\$ 50,000.00	None	Public Unrestricted Grant	3415 S Sepulveda Boulevard, Suite 400	Los Angeles	CA	90014	
The Social Philosophy & Policy Center	\$ 2,500.00	None	Public Unrestricted Grant	Bowling Green State University	Bowling Green	OH	43403-0188	
Southeastern Legal Foundation	\$ 1,000.00	None	Public Unrestricted Grant	6100 Lake Forest Drive, Suite 520	Arlington	VA	22207	
The Tax Foundation	\$ 10,000.00	None	Public Unrestricted Grant	2001 L Street, NW Suite 1050	Washington	DC	20036	
The Federalist Society	\$ 11,000.00	None	Public Restricted Grant	1015 18th Street NW, Suite 425	Washington	DC	20036	
University of North Carolina at Chapel Hill - Philanthropy Department	\$ 100,000.00	None	Public Restricted Grant	Campus Box 6115	Chapel Hill	NC	27514	
Virginia Episcopal School	\$ 25,000.00	None	Public Unrestricted Grant	400 VES Road	Lynchburg	VA	24503	
Virginia Episcopal School	\$ 200,000.00	None	Public Restricted Grant	400 VES Road	Lynchburg	VA	24503	
The American Conservative Union Foundation	\$ 1,000.00	None	Public Restricted Grant	1007 Cameron Street	Alexandria	VA	22314	
John Locke Foundation	\$ 159,352.00	None	Public Unrestricted Grant	200 W Morgan Street, Suite 200	Raleigh	NC	27601	
Pope Center for Higher Education Policy	\$ 38,750.00	None	Public Unrestricted Grant	200 W Morgan Street, Suite 204	Raleigh	NC	27601	
North Carolina Institute for Constitutional Law	\$ 28,000.00	None	Public Unrestricted Grant	225 Hillsborough Street, Suite 280	Raleigh	NC	27603	
John W. Pope Civitas Institute	\$ 124,403.00	None	Public Unrestricted Grant	225 Hillsborough Street, Suite 125	Raleigh	NC	27603	
Jesse Helms Center Foundation	\$ 25,000.00	None	Public Unrestricted Grant	PO Box 247	Wingate	NC	28174	
Americans for Prosperity Foundation	\$ 12,500.00	None	Public Restricted Grant	1720 M Street NW 10th Floor	Washington	DC	20036	
Pope Center for Higher Education Policy	\$ 540.27	None	Public Restricted Grant-Baby	200 W Morgan Street, Suite 204	Raleigh	NC	27601	
North Carolina Family Policy Council	\$ 50,000.00	None	Public Unrestricted Grant	PO Box 20607	Raleigh	NC	27619	
American Council of Trustees/Academic	\$ 40,000.00	None	Public Unrestricted Grant	1726 M Street NW #502	Washington	DC	20036-4325	
Barrun Springs Home for Children	\$ 75,000.00	None	Public Restricted Grant	PO Box 1	Barrun Springs	NC	26210	
The Educational Foundation, Inc.	\$ 109,000.00	None	Public Unrestricted Grant	PO Box 2446	Chapel Hill	NC	27115	
	\$ 7,406,097.24							

Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S	Ordinary Currency Other	Mkt. Disc
			Price	Fx Rate	Date	Fx Rate					
CNF TRANSPORTATION INC CNF	300 000	04/30/2004	36 96000	06/30/2004	40 93490	1 00000	11,088.00 11,088.00	1,177.18	S		
								-2,265.18			
MACROMEDIA INC MACR	200 000	04/28/2004	78 44000	06/30/2004	24 11480	1 00000	3,682.00 3,682.00	1,130.84	S		
								4,812.84			
PPL CORP PPL	150 000	03/23/2004	45 04000	06/30/2004	45 77640	1 00000	6,756.00 6,756.00	102.80	S		
								6,838.88			
UNITED DEFENSE IND'S INC UDI	75 000	03/23/2004	31 06000	06/30/2004	34 84410	1 00000	2,339.50 2,339.50	279.99	S		
								2,669.49			
AMERICAN AXLE & MFG HLDGS INC AXL	140 000	03/23/2004	34 95000	07/01/2004	35 69700	1 00000	4,893.00 4,893.00	97.46	S		
								4,990.46			
ADVANCE AUTO PARTS AAP	50 000	06/28/2004	45 85000	07/02/2004	43 45680	1 00000	2,292.50 2,292.50	(122.21)	S		
								2,170.29			
AMERICAN AXLE & MFG HLDGS INC AXL	145 000	03/23/2004	34 95000	07/02/2004	34 66250	1 00000	5,067.75 5,067.75	(49.06)	S		
								5,018.69			
CAESARS ENTERTAINMENT INC ACQ BY HET 6/14/05	80 000	04/05/2004	14 05000	07/02/2004	14 56000	1 00000	1,124.00 1,124.00	36.78	S		
								1,160.78			
CAESARS ENTERTAINMENT INC ACQ BY HET 6/14/05	50 000	06/22/2004	14 76000	07/02/2004	14 56000	1 00000	738.00 738.00	(12.52)	S		
								725.48			

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Proceeds	Capital Gains Short Term	Type S	Ordinary Currency Other	Mkt. Disc.
			Price	Fx Rate	Date	Fx Rate					
CAESARS ENTERTAINMENT INC ACQ BY HET 6/14/05	20 000	06/28/2004	15.070000	07/02/2004	14.560000	1.000000	301.40	301.40			
GOODRICH B F CO GR	50 000	04/15/2004	29.07670	07/02/2004	31.36220	1.000000	1,453.84	1,453.84			
MANPOWER INC MAN	100 000	03/23/2004	43.69000	07/02/2004	48.54000	1.000000	4,369.00	4,369.00			
NORFOLK SOUTHN CORP NSC	50 000	06/17/2004	25.17000	07/02/2004	25.43120	1.000000	1,258.50	1,258.50			
NORFOLK SOUTHN CORP NSC	50 000	06/18/2004	25.04000	07/02/2004	25.43120	1.000000	1,252.00	1,252.00			
SHERWIN WILLIAMS CO SIW	50 000	03/23/2004	34.62000	07/02/2004	41.06000	1.000000	1,731.00	1,731.00			
SEALED AIR CORP NEW SEE	125 000	04/30/2004	49.63200	07/06/2004	50.57050	1.000000	6,204.00	6,204.00			
SEALED AIR CORP NEW SEE	25 000	06/30/2004	52.85000	07/06/2004	50.57040	1.000000	1,321.25	1,321.25			
VERITAS SOFTWARE CO VRTS	600 000	03/23/2004	26.65000	07/06/2004	17.96510	1.000000	15,990.00	15,990.00			
VERITAS SOFTWARE CO VRTS	250 000	03/25/2004	27.42000	07/06/2004	17.96510	1.000000	6,855.00	6,855.00			
							(5,241.20)	(5,241.20)			
							(2,376.33)	(2,376.33)			
							4,478.67	4,478.67			

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764) June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Proceeds	Capital Gains Short Term	Type Long Term	S	Ordinary Currency Other	Mkt. Disc.
			Fx Rate	Price	Date	Fx Rate						
VERITAS SOFTWARE CO VRTS	230 000	04/07/2004	27.44000	07/06/2004	17.96510	1 00000	6,311.20	6,311.20	(2,190.82)	S		
VERITAS SOFTWARE CO VRTS	540 000	04/22/2004	29.67000	07/06/2004	17.96510	1 00000	16,021.80	16,021.80	9,673.93		(6,347.87)	\$
AMERICAN AXLE & MFG HLDGS INC AXL	365 000	03/23/2004	34.95000	07/07/2004	34.60890	1 00000	12,756.75	12,756.75	12,613.70		(143.05)	\$
ADVANCE AUTO PARTS AAP	90 000	04/28/2004	44.21000	07/08/2004	41.23380	1 00000	3,978.90	3,978.90	3,706.45		(272.45)	\$
ADVANCE AUTO PARTS AAP	10 000	06/28/2004	45.85000	07/08/2004	41.23400	1 00000	458.50	458.50	411.83		(46.67)	\$
BARD C R INC BCR	30 000	03/23/2004	46.84500	07/08/2004	56.20000	1 00000	1,405.35	1,405.35	1,684.46		279.11	\$
BARD C R INC BCR	20 000	06/28/2004	55.91000	07/08/2004	56.20000	1 00000	1,118.20	1,118.20	1,122.97		4.77	\$
AMB PROPERTY CORP AMB	62 000	03/23/2004	36.43000	07/09/2004	34.76000	1 00000	2,258.66	2,258.66	2,151.96		(106.70)	\$
APARTMENT INVT & MGMT CO AIV	15 000	03/23/2004	31.41000	07/09/2004	32.81000	1 00000	471.15	471.15	491.38		20.23	\$
AVALONBAY CMNTYS INC AVB	9 000	03/23/2004	54.05000	07/09/2004	57.41000	1 00000	486.45	486.45	516.22		29.77	\$

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764) June 30, 2004 to June 30, 2005

Security/Description <u>NOM Currency</u>	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Fx Rate	Price	Date	Fx Rate					
BROOKFIELD PROPERTIES CORP BPO	76 000	03/23/2004	30.86000	07/09/2004	29.91000	1 00000	2,345.36 2,345.36 2,269.30	(76.06)	S		
CAD			1 00000								
CAMDEN PROPERTY TRUST CPT	11 000	03/23/2004	45.05000	07/09/2004	46.32000	1 00000	495.55 495.55 508.95		13.40	S	
CHelsea PPTY GROUP INC CPG	204 000	03/23/2004	60.91000	07/09/2004	64.97000	1 00000	12,425.64 12,425.64 13,243.36		817.72	S	
CORPORATE OFFICE PROPERTIES OFC	25 000	03/23/2004	22.79000	07/09/2004	25.05000	1 00000	569.75 569.75 624.98		55.23	S	
FEDERAL REALTY INV'T TRUST FRT	48 000	03/23/2004	44.78000	07/09/2004	41.79000	1 00000	2,149.44 2,149.44 2,003.47		(145.97)	S	
HILTON HOTELS CORP HLT	293 000	03/23/2004	15.29000	07/09/2004	18.65000	1 00000	4,479.97 4,479.97 5,449.67		969.70	S	
KILROY REALTY CORP KRC	42 000	03/23/2004	34.71000	07/09/2004	34.44000	1 00000	1,458.66 1,458.66 1,444.34		(14.32)	S	
KIMCO RLTY CORP KIM	177 000	03/23/2004	49.74000	07/09/2004	46.36000	1 00000	8,803.98 8,803.98 8,196.67		(607.31)	S	
PRENTISS PPTYS TR PP	128 000	03/23/2004	36.69000	07/09/2004	34.35000	1 00000	4,696.32 4,696.32 4,390.29		(306.03)	S	
PROLOGIS TR PLD	19 000	03/23/2004	35.54000	07/09/2004	33.46000	1 00000	675.26 675.26 634.77		(40.49)	S	

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S	Ordinary Currency Other	Mkt. Disc.
			Price Fx Rate	Date	Price Fx Rate	Date					
PS BUSINESS PKS INC CALIF PSB	17 000	03/23/2004	44 76000 1 00000	07/09/2004	40 55000 1 00000		760 92 688 48	(72.44)	S		
PUBLIC STORAGE INC PSA	25 000	03/23/2004	48 30000 1 00000	07/09/2004	47 07000 1 00000		1,207 50 1,207 50 1,175 47	(32.03)	S		
ROUSE CO RSE	1 000	03/23/2004	52 16000 1 00000	07/09/2004	47 81000 1 00000		52 16 52 16 47 75	(4 41)	S		
UNITED DOMINION RLTY TR INC UDR	14 000	03/23/2004	19 43307 1 00000	07/09/2004	19 64000 1 00000		272 06 272 06 274 25	2 19	S		
BUNGE LIMITED BG	100 000	03/23/2004	39 28000 1 00000	07/13/2004	38 72240 1 00000		3,928 00 3,928 00 3,867 15	(60 85)	S		
CVS CORP CVS	50 000	04/12/2004	37 36000 1 00000	07/13/2004	42 92100 1 00000		1,868 00 1,868 00 2,143 50	275 50	S		
DENTSPLY INTL INC XRAY	50 000	03/24/2004	43 15000 1 00000	07/13/2004	51 50000 1 00000		2,157 50 2,157 50 2,572 44	414 94	S		
SHARP CORP SHCAY	34 000	03/23/2004	17 05000 1 00000	07/13/2004	15 35000 1 00000		579 70 579 70 520 19	(59 51)	S		
SHARP CORP SHCAY	166 000	05/07/2004	17 76000 1 00000	07/13/2004	15 35000 1 00000		2,948 16 2,948 16 2,539 73	(408 43)	S		
CAESARS ENTERTAINMENT INC ACQ BY HET 6/14/05	480 000	03/23/2004	13 01910 1 00000	07/14/2004	16 10000 1 00000		6,249 17 6,249 17 7,713 42	1,464 25	S		

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Fx Rate	Price	Date	Fx Rate					
CAESARS ENTERTAINMENT INC ACQ BY HET 6/14/05	200 000	03/31/2004	13.056000	07/14/2004	16 10000	1.000000	2,612.00 2,612.00 3,213.92	601.92	S		
CAESARS ENTERTAINMENT INC ACQ BY HET 6/14/05	20 000	04/05/2004	14.050000	07/14/2004	16 10000	1.000000	281.00 281.00 321.39			40 39	S
FAIR ISAAC & CO INC FIC	450 000	03/23/2004	36.62778	07/14/2004	24 59510	1.000000	16,452.50 16,452.50 11,045.04			(5,437.46)	S
SHARP CORP SHCAY	249 000	03/23/2004	17.05000	07/14/2004	14.85000	1.000000	4,245.45 4,245.45 3,690.09			(555.36)	S
ESTEE LAUDER COS INC EL	210 000	03/24/2004	42.10490	07/15/2004	46.39960	1.000000	8,842.03 8,842.03 9,733.19			891 16	S
CAESARS ENTERTAINMENT INC ACQ BY HET 6/14/05	620 000	03/23/2004	13.01910	07/16/2004	14 95540	1.000000	8,071.84 8,071.84 9,241.13			1,169.29	S
NATIONAL AUSTRALIA BK - SP ADR NAB	40 000	03/23/2004	118.26000	07/16/2004	103 15320	1.000000	4,730.40 4,730.40 4,124.04			(606.36)	S
MGIC INVT CORP WIS MTG	100 000	03/24/2004	62.86000	07/19/2004	72 23670	1.000000	6,286.00 6,286.00 7,218.50			932 50	S
PINNACLE SYS INC PCLE	400 000	03/23/2004	8.66000	07/20/2004	5 30010	1.000000	3,464.00 3,464.00 2,107.99			(1,356.01)	S
TECHINP-COFLEXP-ADR TKP	98 000	03/23/2004	33.41599	07/20/2004	34 52300	1.000000	3,274.77 3,274.77 3,378.27			103 50	S

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S	Ordinary Currency Other	Mkt. Disc.
			Fx Rate	Price	Date	Fx Rate					
ADVANCE AUTO PARTS AAP	100 000	04/16/2004	40 64870 1 00000	07/21/2004	37 60000 1 00000	~ 37 60000 1 00000	4,064 87 3,754 91	4,064 87 3,754 91	442 10 375 49	(66 61)	\$
ADVANCE AUTO PARTS AAP	10 000	04/28/2004	44 21000 1 00000	07/21/2004	~ 37 60000 1 00000	~ 37 60000 1 00000	4,187 16 3,722 30	4,187 16 3,722 30	442 10 3,722 30	(464 86)	\$
EVEREST RE GROUP LTD RE	50 000	03/23/2004	83 74330 1 00000	07/21/2004	74 49780 1 00000	110 80000 1 00000	11,239 86 11,074 74	11,239 86 11,074 74	11,239 86 11,074 74	(185 12)	\$
ISHARES RUSSELL 2000 IWM INDEX FD	100 000	03/23/2004	112 59860 1 00000	07/21/2004	110 80000 1 00000	29 70000 1 00000	2,478 78 2,964 93	2,478 78 2,964 93	2,478 78 2,964 93	486 15	\$
USE XTO	100 000	03/23/2004	24 78782 1 00000	07/21/2004	29 70000 1 00000	45 63630 1 00000	17,738 88 18,234 09	17,738 88 18,234 09	17,738 88 18,234 09	495 21	\$
ALLSTATE CORP ALL	400 000	03/24/2004	44 34720 1 00000	07/22/2004	45 63630 1 00000	29 15190 1 00000	2,469 81 2,910 12	2,469 81 2,910 12	2,469 81 2,910 12	440 31	\$
BRASCAN CORP CL A LTD VOTING S BNN	100 000	03/23/2004	24 69807 1 00000	07/22/2004	29 15190 1 00000	16 17000 1 00000	3,380 48 3,223 92	3,380 48 3,223 92	3,380 48 3,223 92	(156 56)	\$
ARCHER DANIELS MIDLAND CO ADM	200 000	07/21/2004	16 90240 1 00000	07/23/2004	16 17000 1 00000	46 40470 1 00000	3,361 40 3,244 75	3,361 40 3,244 75	3,361 40 3,244 75	(116 65)	\$
DIEBOLD INC DBD	70 000	05/07/2004	48 02000 1 00000	07/23/2004	46 40470 1 00000	46 40470 1 00000	1,548 30 1,390 61	1,548 30 1,390 61	1,548 30 1,390 61	(157 69)	\$
DIEBOLD INC DBD	30 000	06/28/2004	51 61000 1 00000	07/23/2004	46 40470 1 00000	46 40470 1 00000	1,548 30 1,390 61	1,548 30 1,390 61	1,548 30 1,390 61	(157 69)	\$

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate					
PACTIV CORP PTV	100 000	04/15/2004	23 03000	07/23/2004	23 14750	2,303 00	2,303 00	6.70	\$	
PACTIV CORP PTV	100 000	04/16/2004	22 91310	07/23/2004	23 14750	2,291 31	2,291 31	18.39	\$	
PACTIV CORP PTV	30 000	04/19/2004	22 75000	07/23/2004	23 14730	682 50	682 50	10.40	\$	
PACTIV CORP PTV	70 000	06/28/2004	24 93000	07/23/2004	23 14760	1,745 10	1,745 10	(128.31)	\$	
SEALED AIR CORP NEW SEE	75 000	04/30/2004	49 63200	07/23/2004	47 81610	3,722 40	3,722 40	(140.02)	\$	
SEALED AIR CORP NEW SEE	50 000	05/07/2004	48 51000	07/23/2004	47 81640	3,582 38	3,582 38	(37.24)	\$	
ANTHEM INC ATH	25 000	05/14/2004	88 84700	07/26/2004	86 24760	2,425 50	2,425 50			
ANTHEM INC ATH	25 000	06/30/2004	88 91000	07/26/2004	86 24800	2,154 89	2,154 89	(66.29)	\$	
WELLPOINT HEALTH NTWRKS	100 000	03/23/2004	111 03000	07/26/2004	103 13940	2,222 75	2,222 75	(67.85)	\$	
FAIR ISAAC & CO INC FIC	225 000	03/23/2004	36 73291	07/27/2004	26 88530	11,103 00	11,103 00	(794.30)	\$	
					1 00000	10,308 70	10,308 70			
					1 00000	8,264 90	8,264 90	(2,227.09)	\$	
					1 00000	6,037 81	6,037 81			

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description Nom Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Price	Fx Rate	Date	Fx Rate					
FANNIE MAE FNM	100 000	03/24/2004	74.85000	1.00000	07/27/2004	70.14900	7,485.00 7,485.00 7,009.73	(475.27)	S		
CSX CORP CSX	100 000	04/29/2004	31.14000	1.00000	07/28/2004	31.15000	3,114.00 3,114.00 3,109.93	(407)	S		
FISHER SCIENTIFIC INTL INC FSH	55 000	03/24/2004	53.92929	1.00000	07/28/2004	53.70000	2,966.11 2,966.11 2,950.68	(1543)	S		
FISHER SCIENTIFIC INTL INC FSH	20 000	06/28/2004	57.61000	1.00000	07/28/2004	53.70000	1,152.20 1,152.20 1,072.97	(7923)	S		
FISHER SCIENTIFIC INTL INC FSH	25 000	06/30/2004	57.70000	1.00000	07/28/2004	53.70000	1,442.50 1,442.50 1,341.22	(10128)	S		
COLDWATER CREEK INC CWTR	0 500	03/23/2004	13.36600	1.00000	07/29/2004	17.44000	6.68 6.68 8.72	204	S		
LANDRYS SEAFOOD RESTAURANTS IN LNY	166 000	03/23/2004	29.38750	1.00000	07/29/2004	30.03990	4,878.32 4,878.32 4,978.20	9988	S		
BUNGE LIMITED BG	100 000	03/23/2004	39.28000	1.00000	07/30/2004	40.04000	3,928.00 3,928.00 3,998.90	7090	S		
ESPEED INC CL-A ESPD	600 000	03/23/2004	20.08000	1.00000	07/30/2004	10.68760	12,048.00 12,048.00 6,385.40	(5,66260)	S		
GOODRICH B F CO GR	100 000	04/06/2004	28.89510	1.00000	07/30/2004	32.28740	2,889.51 2,889.51 3,223.67	33416	S		

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.	
			Price Fx Rate	Date Fx Rate	Price Fx Rate	Date Fx Rate						
GOODRICH B F CO GR	50 000	04/15/2004	29.07670	07/30/2004	32.28740		1,433.84 1,433.84 1,611.83	157.99	S			
MERCK & CO INC MRK	100 000	03/24/2004	43.30000	07/30/2004	45.20920	1 000000	4,330.00 4,330.00 4,515.81			185.81	S	
UNITED DEFENSE IND'S INC UDI	100 000	03/23/2004	31.06000	07/30/2004	34.63150	1 000000		3,106.00 3,106.00 3,458.07			352.07	S
AMERICAN PWR CONVERSION APCC	470 000	03/24/2004	21.06330	08/02/2004	15.00000	1 000000		9,899.75 9,899.75 7,026.33			(2,873.42)	S
MERCK & CO INC MRK	100 000	03/24/2004	43.30000	08/02/2004	45.40050	1 000000		4,330.00 4,330.00 4,534.94			204.94	S
AFLAC INC AFL	100 000	03/24/2004	40.04390	08/03/2004	39.07620	1 000000		4,004.39 4,004.39 3,902.53			(101.86)	S
UNITED DEFENSE IND'S INC UDI	50 000	03/23/2004	31.06000	08/03/2004	35.58000	1 000000		1,553.00 1,553.00 1,776.46			223.46	S
CSK AUTO CORP CAO	190 000	03/23/2004	16.50000	08/04/2004	13.31690	1 000000		3,135.00 3,135.00 2,520.65			(614.35)	S
CSK AUTO CORP CAO	60 000	06/28/2004	18.12000	08/04/2004	13.31680	1 000000		1,087.20 1,087.20 795.99			(291.21)	S
CVS CORP CVS	50 000	04/12/2004	37.36000	08/04/2004	40.86300	1 000000		1,868.00 1,868.00 2,040.60			172.60	S

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	\$ L	Ordinary Currency Other	Mkt. Disc
			Price Fx Rate	Date	Price Fx Rate	Date					
GOODRICH B F CO GR	50 000	03/26/2004	28.31000	08/04/2004	31.59100	1 000000	1,415.50 1,415.50 1,577.02	1,415.50 6,876.68 6,876.68 6,400.72	161.52 6,876.68 6,876.68 6,400.72		
LANDRYS SEAFOOD RESTAURANTS IN LNY	234 000	03/23/2004	29.38750	08/04/2004	27.40420	1 000000				(475.95)	S
ROYAL CARIBBEAN CRUISES RCL	30 000	03/23/2004	40.02000	08/04/2004	41.20430	1 000000				34.00	S
ROYAL CARIBBEAN CRUISES RCL	20 000	06/28/2004	44.78000	08/04/2004	41.20450	1 000000				(72.53)	S
WASTE MGMT INC WMI	30 000	06/16/2004	29.83980	08/04/2004	27.65970	1 000000				895.60	S
WASTE MGMT INC WMI	20 000	06/28/2004	30.06000	08/04/2004	27.66000	1 000000				895.60	S
WASTE MGMT INC WMI	50 000	06/30/2004	30.45000	08/04/2004	27.66020	1 000000				823.07	S
YANZHOU COAL MINING SPON ADR YZC	50 000	03/23/2004	53.74000	08/04/2004	55.34820	1 000000				601.20	S
PINNACLE SYS INC PCLE	450 000	03/23/2004	8.66000	08/05/2004	3.67000	1 000000				(142.03)	S
WASTE MGMT INC WMI	150 000	06/16/2004	29.83980	08/05/2004	27.21000	1 000000				77.84	S
										(2,259.04)	S
										(402.07)	S
										4,475.97	
										4,475.97	
										4,073.90	

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate					
CABLEVISION SYS CORP CVC	400 000	03/23/2004	22 00000	08/09/2004	16 40220	8,800.00 8,800.00 6,540.73	8,800.00 8,800.00 6,540.73	(2,259.27)	\$	
R H DONNELLEY CORP RHD	111 000	03/23/2004	43 72777	08/11/2004	45 03750	4,853.78 4,853.78 4,993.49	4,853.78 4,853.78 4,993.49	139.71	\$	
WASTE MGMT INC WMI	30 000	06/09/2004	29 57770	08/11/2004	27 75970	887.33 887.33 831.27	887.33 887.33 831.27	(56.06)	\$	
WASTE MGMT INC WMI	20 000	06/16/2004	29 83980	08/11/2004	27 76000	596.80 596.80 554.19	596.80 596.80 554.19	(42.61)	\$	
WASTE MGMT INC WMI	50 000	06/18/2004	29 67000	08/11/2004	27 76000	1,483.50 1,483.50 1,385.47	1,483.50 1,483.50 1,385.47	(98.03)	\$	
WASTE MGMT INC WMI	100 000	06/22/2004	29 82000	08/11/2004	27 76010	2,982.00 2,982.00 2,770.94	2,982.00 2,982.00 2,770.94	(211.06)	\$	
R H DONNELLEY CORP RHD	112 000	03/23/2004	43 72778	08/12/2004	44 76980	4,897.51 4,897.51 5,008.50	4,897.51 4,897.51 5,008.50	110.99	\$	
SELECT COMFORT CORP SCSS	175 000	03/23/2004	25 81000	08/13/2004	13 79000	4,516.75 4,516.75 2,404.45	4,516.75 4,516.75 2,404.45	(2,112.30)	\$	
SELECT COMFORT CORP SCSS	150 000	04/12/2004	29 88000	08/13/2004	13 79000	4,482.00 4,482.00 2,060.95	4,482.00 4,482.00 2,060.95	(2,421.05)	\$	
TARGET CORP TGT	400 000	03/24/2004	43 91840	08/13/2004	42 19060	17,567.36 17,567.36 16,855.84	17,567.36 17,567.36 16,855.84	(711.52)	\$	

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764) June 30, 2004 to June 30, 2005

Security/Description <u>NOM Currency</u>	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Price Fx Rate	Date	Price Fx Rate					
UNITED ONLINE INC UNTD	260 000	06/02/2004	19.42631 1.00000	08/13/2004	9 14550 1 00000	5,050 84 5,050 84 2,366 07	10,121.02 10,121.02 4,732 14	(2,684 77)	\$	
UNITED ONLINE INC UNTD	520 000	06/03/2004	19 46530 1 00000	08/13/2004	9 14550 1 00000	5,471 19 5,471 19 2,538 98	(5,388 88)	\$		
UNITED ONLINE INC UNTD	279 000	06/04/2004	19 61000 1 00000	08/13/2004	9 14550 1 00000	11,217 50 11,217 50 10,745 37	(2,932 21)	\$		
BOISE CASCADE CORP CVC	350 000	03/23/2004	32 05000 1 00000	08/16/2004	30 75180 1 00000	2,947 50 2,947 50 2,702 34	(472 13)	\$		
CABLEVISION SYS CORP CVC	150 000	06/30/2004	19 65000 1 00000	08/16/2004	18 06600 1 00000	3,736 00 3,736 00 3,955 91	(245 16)	\$		
CVS CORP CVS	100 000	04/12/2004	37 36000 1 00000	08/16/2004	39 61000 1 00000	4,853 78 4,853 78 4,987 44	219 91	\$		
R H DONNELLEY CORP RHD	111 000	03/23/2004	43 72778 1 00000	08/16/2004	44 98300 1 00000	5,072 42 5,072 42 5,216 55	133 66	\$		
R H DONNELLEY CORP RHD	116 000	03/23/2004	43 72778 1 00000	08/17/2004	45 02140 1 00000	947 40 947 40 1,027 79	144 13	\$		
ASSURANT INC AIZ	40 000	03/23/2004	23 68500 1 00000	08/19/2004	25 74520 1 00000	2,458 97 2,458 97 2,569 47	80 39	\$		
ASSURANT INC AIZ	100 000	03/30/2004	24 58970 1 00000	08/19/2004	25 74530 1 00000	110 50	\$			

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc
		Date	Fx Rate	Date	Fx Rate					
ASSURANT INC A1Z	60 000	06/28/2004	26 17000 1 00000	08/19/2004	25 74530 1 00000	1,570.20 2,289.50	1,570.20 2,067.50	(28.52) S	222 00	\$
CACI INTERNATIONAL INC CL A CA1	50 000	07/08/2004	41 35000 1 00000	08/19/2004	45 84100 1 00000	2,067.50 2,708.99	2,492.55 2,492.55		216.44	\$
FAIR ISAAC & CO INC FIC	100 000	07/14/2004	24 92550 1 00000	08/19/2004	27 14050 1 00000	2,708.99				
MANPOWER INC MAN	100 000	03/23/2004	43 69000 1 00000	08/19/2004	40 40430 1 00000	4,369.00 4,035.34	4,369.00 4,369.00		(333.66)	\$
CACI INTERNATIONAL INC CL A CA1	25 000	06/28/2004	38 24000 1 00000	08/20/2004	48 20840 1 00000	956.00 1,203.94	956.00 956.00		247.94	\$
CACI INTERNATIONAL INC CL A CA1	50 000	07/08/2004	41 35000 1 00000	08/20/2004	48 20840 1 00000	2,067.50 2,407.86	2,067.50 2,407.86		340.36	\$
CACI INTERNATIONAL INC CL A CA1	50 000	07/19/2004	40 66240 1 00000	08/20/2004	48 20840 1 00000	2,033.12 2,407.86	2,033.12 2,407.86		374.74	\$
ISHARES RUSSELL 2000 IWM INDEX FD	225 000	03/23/2004	112 59860 1 00000	08/20/2004	108 12000 1 00000	25,334.69 24,315.18	25,334.69 24,315.18		(1,019.51)	\$
M & T BANK CORP MTB	50 000	03/23/2004	89 44000 1 00000	08/20/2004	96 00000 1 00000	4,472.00 4,472.00	4,472.00 4,797.39		325.39	\$
UNITED DEFENSE IND'S INC UDI	100 000	03/23/2004	31 06000 1 00000	08/20/2004	37 22080 1 00000	3,106.00 3,106.00	3,106.00 3,716.99		610.99	\$

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate					
NORFOLK SOUTHN CORP NSC	50 000	06/18/2004	25 04000 1 00000	08/24/2004	27 38520 1 00000	1,252 00 1,252 00 1,366 73	620 50 620 50 683 37	62 87	\$	
NORFOLK SOUTHN CORP NSC	25 000	06/22/2004	24 82000 1 00000	08/24/2004	27 38560 1 00000	620 50 2,850 75 3,002 37	620 50 2,850 75 3,002 37	151 62	\$	
PRAXAIR INC PX	75 000	06/22/2004	38 01000 1 00000	08/24/2004	40 08250 1 00000	2,850 75 3,158 75 2,212 87	2,850 75 3,158 75 2,212 87	(945 88)	\$	
MODEM MEDIA INC MMPT	475 000	03/23/2004	6 65000 1 00000	08/25/2004	4 68880 1 00000	3,158 75 3,158 75 7,419 42	3,158 75 3,158 75 7,419 42	471 40	\$	
FLORIDA EAST COAST IND'S A FLA	200 000	05/03/2004	37 09710 1 00000	08/26/2004	39 50500 1 00000	7,419 42 7,419 42 7,890 82	7,419 42 7,419 42 7,890 82	857 81	\$	
WALGREEN CO WAG	220 000	03/24/2004	32 58000 1 00000	08/27/2004	36 53000 1 00000	7,167 60 8,025 41	7,167 60 7,167 60 8,025 41	237 63	\$	
UNITED STATIONERS INC USTR	122 000	03/23/2004	39 16000 1 00000	08/31/2004	41 15380 1 00000	4,777 52 4,777 52 5,015 15	4,777 52 4,777 52 5,015 15			
ZEBRA TECHNOLOGIES CORP ZBRA	0 500	03/23/2004	44 52000 1 00000	08/31/2004	56 28000 1 00000	22 26 22 26 28 14	22 26 22 26 28 14	5 88	\$	
BAXTER INT'L INC BAX	275 000	07/02/2004	33 72950 1 00000	09/01/2004	30 59840 1 00000	9,275 61 8,400 61	9,275 61 8,400 61	(875 00)	\$	
CSK AUTO CORP CAO	550 000	03/23/2004	16 50000 1 00000	09/01/2004	11 54600 1 00000	9,075 00 9,075 00 6,322 66	9,075 00 9,075 00 6,322 66	(2,752 34)	\$	

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc
			Price Fx Rate	Date	Price Fx Rate	Date					
LAFARGE CORP LAF	125 000	03/23/2004	40.24000 1 00000	09/01/2004	44.92300 1 00000		5,030.00 5,030.00 5,608.99	578.99	S		
LAFARGE CORP LAF	25 000	06/30/2004	43.79000 1.00000	09/01/2004	44.92320 1 00000		1,094.75 1,094.75 1,121.80			27.05	S
LAFARGE CORP LAF	50 000	07/21/2004	43.13000 1 00000	09/01/2004	44.92300 1 00000		2,156.50 2,156.50 2,243.60			87.10	S
UNITED STATIONERS INC USTR	121 000	03/23/2004	39.16000 1 00000	09/01/2004	41.33710 1 00000		4,738.36 4,738.36 4,996.22			257.86	S
AMPHENOL CORP - CL A APH	100 000	07/30/2004	31.47600 1 00000	09/02/2004	30.50490 1 00000		3,147.60 3,147.60 3,045.42			(102.18)	S
AMPHENOL CORP - CL A APH	50 000	08/09/2004	29.82460 1 00000	09/02/2004	30.50480 1 00000					31.48	S
BAXTER INTL INC BAX	25 000	07/02/2004	33.72952 1 00000	09/02/2004	31.01200 1 00000		843.24 843.24 1,522.71			(69.21)	S
BAXTER INTL INC BAX	50 000	07/08/2004	33.65000 1 00000	09/02/2004	31.01220 1 00000		1,682.50 1,682.50 1,548.07			(134.43)	S
INVITROGEN CORP IVGN	200 000	03/23/2004	67.23000 1 00000	09/02/2004	49.82040 1 00000		13,446.00 13,446.00 9,954.84			(3,491.16)	S
LAFARGE CORP LAF	50 000	03/23/2004	40.24000 1 00000	09/02/2004	44.96760 1 00000		2,012.00 2,012.00 2,245.83			233.83	S

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Price Fx Rate	Date Fx Rate	Price Fx Rate	Date Fx Rate					
SHERWIN WILLIAMS CO SHW	125 000	03/23/2004	34.62000	09/02/2004	40.20640	1 00000	4,327.50 4,327.50 5,019.44	691.94 691.94 \$			
UNITED STATIONERS INC USTR	157 000	03/23/2004	39.16000	09/03/2004	41.68010	1 00000	6,148.12 6,148.12 6,536.55	388.43 388.43 \$			
CACI INTERNATIONAL INC CL A CAI	50 000	06/28/2004	38.24000	09/07/2004	49.94100	1 00000	1,912.00 1,912.00 2,494.49			582.49 582.49 \$	
CSK AUTO CORP CAO	160 000	03/23/2004	16.50000	09/07/2004	12.29870	1 00000	2,640.00 2,640.00 1,962.94			(677.06) (677.06) \$	
CVS CORP CVS	50 000	04/12/2004	37.36000	09/07/2004	40.26000	1 00000	1,868.00 1,868.00 2,010.45			142.45 142.45 \$	
LAFARGE CORP LAF	25 000	03/23/2004	40.24000	09/07/2004	46.17600	1 00000	1,006.00 1,006.00 1,153.12			147.12 147.12 \$	
MANPOWER INC MAN	50 000	03/23/2004	43.69000	09/07/2004	44.62460	1 00000	2,184.50 2,184.50 2,228.68			44.18 44.18 \$	
UNITED DEFENSE INDS INC UDI	75 000	03/23/2004	31.06000	09/07/2004	38.97440	1 00000	2,329.50 2,329.50 2,919.27			589.77 589.77 \$	
CDW CORP CDWC	25 000	07/21/2004	62.29348	09/08/2004	58.68160	1 00000	1,557.34 1,557.34 1,465.75			(91.59) (91.59) \$	
CDW CORP CDWC	50 000	07/30/2004	64.83620	09/08/2004	58.68140	1 00000	3,241.81 3,241.81 2,931.50			(310.31) (310.31) \$	

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term \$ Long Term \$	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate				
TRIBUNE CO TRB	225 000	03/23/2004	49.99000	09/08/2004	41 79030	11,247.75 11,247.75 9,391.40	(1,856.35) \$		
FAIR ISAAC & CO INC FIC	100 000	07/14/2004	24 92550	09/09/2004	27 61170	2,492.55 2,492.55 2,756.11	263.56 \$		
MCAFEE INC MFE	75 000	06/08/2004	17 52909	09/09/2004	18 92790	1,314.68 1,314.68 1,415.81	101.13 \$		
MCAFEE INC MFE	100 000	06/30/2004	18 17000	09/09/2004	18 92790	1,817.00 1,817.00 1,887.74	70.74 \$		
HEWLETT PACKARD CO HPQ	200 000	04/06/2004	23 47380	09/10/2004	18 38000	4,694.76 4,694.76 3,665.91	(1,028.85) \$		
LAFARGE CORP LAF	50 000	03/23/2004	40 24000	09/13/2004	46 32300	2,012.00 2,012.00 2,313.60	301.60 \$		
LEHMAN BROTHERS HLDGS INC LEH	100 000	09/02/2004	73 76290	09/14/2004	77 09310	7,376.29 7,376.29 7,704.13	327.84 \$		
LOGITECH INTERNATIONAL ADR LOGI	90 000	03/23/2004	44 38000	09/14/2004	47 47810	3,994.20 3,994.20 4,268.43	274.23 \$		
TRIBUNE CO TRB	75 000	03/23/2004	49 99000	09/14/2004	39 96290	3,749.25 3,749.25 2,993.39	(755.86) \$		
TRIBUNE CO TRB	25 000	05/07/2004	47 79900	09/14/2004	39 96280	1,194.97 1,194.97 997.80	(197.17) \$		

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Ordinary Currency Other	Mkt. Disc.
			Fx Rate	Price	Date	Fx Rate				
TRIBUNE CO TRB	300 000	03/23/2004	49.98470 1 000000	09/15/2004	40.08000 1 000000	1.000000	14,995.41 14,995.41 12,008.72	(2,986.69) \$		
TRIBUNE CO TRB	150 000	03/25/2004	49.49000 1 000000	09/15/2004	40.08000 1 000000		7,423.50 7,423.50 6,004.36	(1,419.14) \$		
TRIBUNE CO TRB	140 000	04/07/2004	51.25000 1 000000	09/15/2004	40.08000 1 000000		7,175.00 7,175.00 5,604.07	(1,570.93) \$		
SHERWIN WILLIAMS CO SHW	50 000	03/23/2004	34.62000 1 000000	09/16/2004	42.50120 1 000000		1,731.00 1,731.00 2,122.51	391.51 \$		
HENKEL KGAA - SPONS ADR HENKY	32 000	03/23/2004	74.00000 1 000000	09/20/2004	68.62030 1 000000		2,368.00 2,368.00 2,194.20	(173.80) \$		
FANNIE MAE FNM	100 000	03/24/2004	74.85000 1 000000	09/23/2004	68.63500 1 000000		7,485.00 7,485.00 6,858.33	(626.67) \$		
YORK INTL CORP NEW YRK	180 000	03/23/2004	37.01000 1 000000	09/23/2004	30.95480 1 000000		6,661.80 6,661.80 5,562.74	(1,099.06) \$		
YORK INTL CORP NEW YRK	50 000	06/02/2004	37.24240 1 000000	09/23/2004	30.95480 1 000000		1,862.12 1,862.12 1,545.20	(316.92) \$		
YORK INTL CORP NEW YRK	20 000	06/28/2004	40.16000 1 000000	09/23/2004	30.95450 1 000000		803.20 803.20 618.08	(185.12) \$		
FANNIE MAE FNM	100 000	03/24/2004	74.85000 1 000000	09/24/2004	65.70570 1 000000		7,485.00 7,485.00 6,565.41	(919.59) \$		

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Price Fx Rate	Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	\$	Ordinary Currency Other	Mkt. Disc.
			Price	Date	Price	Rate						
BAXTER INTL INC BAX	100 000	07/06/2004	33.32000	09/28/2004	31.98180	1 000000		3,332.00	(138.89)	\$		
BAXTER INTL INC BAX	50 000	07/12/2004	33.56000	09/28/2004	31.98180	1 000000		1,678.00	(81.45)	\$		
ARAMARK CORP CL B RMK	275 000	03/23/2004	26.85560	09/30/2004	24.00520	1 000000		7,385.29	(797.76)	\$		
ARAMARK CORP CL B RMK	50 000	06/30/2004	28.79700	09/30/2004	24.00520	1 000000		1,439.85	(242.12)	\$		
CACI INTERNATIONAL INC CL A CAJ	50 000	06/28/2004	38.24000	09/30/2004	52.54400	1 000000		1,912.00	712.64	\$		
ELECTRONIC DATA SYS CORP EDS	300 000	08/24/2004	18.23000	09/30/2004	19.39150	1 000000		5,469.00	333.32	\$		
UNITED DEFENSE IND'S INC UDI	150 000	03/23/2004	31.06000	09/30/2004	39.96110	1 000000		4,659.00	1,327.53	\$		
ENTERGY CORP NEW ETR	50 000	03/23/2004	57.96000	10/01/2004	60.41000	1 000000		2,898.00	119.92	\$		
EVERGREEN RES INC EVG	125 000	03/23/2004	33.19000	10/04/2004	39.48000	1 000000		4,148.75	786.25	\$		
ISHARES RUSSELL 2000 IWM INDEX FD	400 000	03/23/2004	112.59860	10/04/2004	117.26000	1 000000		45,039.44	1,843.46	\$		

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	\$	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate					
SUNGARD DATA SYS INC SDS	600 000	03/23/2004	27 000000	10/04/2004	27.78030 1 000000	16,200.00 16,637.79	16,200.00 16,637.79	437.79	\$	
SUNGARD DATA SYS INC SDS	250 000	03/25/2004	27 41240 1 000000	10/04/2004	27 78030 1 000000	6,853.10 6,932.41	6,853.10 6,932.41	79.31	\$	
SUNGARD DATA SYS INC SDS	230 000	04/07/2004	27 95148 1 000000	10/04/2004	27 78030 1 000000	6,428.84 6,377.82	6,428.84 6,377.82	(51.02)	\$	
SUNGARD DATA SYS INC SDS	340 000	09/15/2004	24 35171 1.000000	10/04/2004	27 78030 1 000000	8,279.58 9,428.09	8,279.58 9,428.09	1,148.51	\$	
TETRA TECH INC NEW TTEK	290 000	08/19/2004	17 27079 1 000000	10/04/2004	13 23890 1 000000	5,008.53 3,826.14	5,008.53 3,826.14	(1,182.39)	\$	
TETRA TECH INC NEW TTEK	536 000	08/26/2004	18 30119 1 000000	10/04/2004	13 23890 1 000000	9,809.44 7,071.76	9,809.44 7,071.76	(2,737.68)	\$	
WASTE MGMT INC WMI	170 000	06/09/2004	29 57770 1 000000	10/04/2004	28 05120 1 000000	5,028.21 4,760.09	5,028.21 4,760.09	(268.12)	\$	
ARAMARK CORP CL B RMK	425 000	03/23/2004	26 85560 1 000000	10/05/2004	23 76170 1 000000	11,413.63 10,077.24	11,413.63 10,077.24	(1,336.39)	\$	
ARAMARK CORP CL B RMK	50 000	07/30/2004	26 72000 1 000000	10/05/2004	23 76180 1 000000	1,336.00 1,336.00	1,336.00 1,336.00	(150.44)	\$	
COCA COLA CO KO	360 000	03/24/2004	48 51000 1 000000	10/05/2004	41 01130 1 000000	17,463.60 17,463.60	17,463.60 17,463.60	(2,717.88)	\$	

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate					
NORFOLK SOUTHN CORP NSC	25 000	04/29/2004	24.09828	10/05/2004		30.20560	602.46	151.41	\$	
			1 00000			1.000000	753.87			
NORFOLK SOUTHN CORP NSC	75 000	06/22/2004	24.82000	10/05/2004		30.20550	1,861.50	400.10	\$	
			1 00000			1.000000	2,261.60			
TEXAS ROADHOUSE INC-CLASS A TXRH	70 000	10/04/2004	17.50000	10/05/2004		21.43730	1,225.00	272.07	\$	
			1 00000			1.000000	1,497.07			
QLOGIC CORP QLGC	280 000	03/24/2004	41.07000	10/07/2004		30.59530	11,499.60	(2,947.12)	\$	
			1 00000			1 000000	8,552.48			
MORGAN STANLEY MWD	100 000	03/24/2004	56.69000	10/08/2004		48.51030	5,669.00	(823.09)	\$	
			1 00000			1 000000	4,845.91			
L'AIR LIQUIDE AIQUY	0 900	03/23/2004	30.95444	10/12/2004		31.16670	27.86	0.19	\$	
			1 00000			1 000000	27.86			
SCHERING AG-ADR SHR	60 000	03/23/2004	46.23000	10/12/2004		59.99000	2,773.80	822.52	\$	
			1 00000			1 000000	3,596.32			
BARD C R INC BCR	50 000	07/22/2004	53.64000	10/13/2004		53.59000	2,682.00	(5.06)	\$	
			1 00000			1 000000	2,676.94			
CSX CORP CSX	50 000	04/29/2004	31.14000	10/13/2004		34.30000	1,557.00	155.46	\$	
			1 00000			1 000000	1,557.00			
CSX CORP CSX	50 000	08/24/2004	31.31000	10/13/2004		34.30000	1,565.50	146.96	\$	
			1 00000			1 000000	1,565.50			
							1,712.46			

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate					
MCAFEE INC MFE	300 000	03/23/2004	16 76000 1.00000	10/13/2004	20 59950 1 00000	5,028 00 6,164 71	5,028 00 2,568.63	2,191 14 2,191 14	377 49	\$
MCAFEE INC MFE	125 000	06/08/2004	17.52910 1 00000	10/13/2004	20 59950 1 00000	2,191 14 2,568.63	2,191 14 2,568.63	2,191 14 2,568.63	377 49	\$
ARCHSTONE-SMITH TRUST ASN	34 000	03/23/2004	29 21000 1 00000	10/14/2004	33 10000 1 00000	993 14 1,123 67	993 14 1,123 67	993 14 1,123 67	130 53	\$
ARCHSTONE-SMITH TRUST ASN	14 000	07/09/2004	29.74000 1 00000	10/14/2004	33 10000 1 00000	416 36 462 69	416 36 462 69	416 36 462 69	46 33	\$
AVALONBAY CMNTYS INC AVB	23 000	03/23/2004	54 05000 1 00000	10/14/2004	63 18000 1 00000	1,243 15 1,451 96	1,243 15 1,451 96	1,243 15 1,451 96	208 81	\$
CARRAMERICA RLTY CORP CRE	159 000	07/09/2004	30 99000 1 00000	10/14/2004	32 58000 1 00000	4,927 41 5,172 15	4,927 41 5,172 15	4,927 41 5,172 15	244 74	\$
CDI CORP CDI	300 000	03/23/2004	29 54910 1 00000	10/14/2004	38 93490 1 00000	8,864 73 5,680 34	8,864 73 5,680 34	8,864 73 5,680 34	(3,184 39)	\$
CHRISTOPHER & BANKS CORP CBK	575 000	03/30/2004	22 41450 1 00000	10/14/2004	15 73290 1 00000	12,888 34 9,028 95	12,888 34 9,028 95	12,888 34 9,028 95	(3,859 39)	\$
DEVELOPERS DIVERS RLTY DDR	9 000	03/23/2004	39 22000 1 00000	10/14/2004	40 62000 1 00000	352 98 365 12	352 98 365 12	352 98 365 12	12 14	\$
DUKE REALTY CORP DRE	186 000	03/23/2004	33 79000 1 00000	10/14/2004	33 28290 1 00000	6,284 94 6,181 17	6,284 94 6,181 17	6,284 94 6,181 17	(103 77)	\$

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Capital Gains and Losses

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June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Price Fx Rate	Fx Rate	Date	Price Fx Rate					
DUKE REALTY CORP DRE	40 000	07/09/2004	32 35000 1 00000	10/14/2004		33 28280 1.00000	1,294 00	1,294 00 1,329 28	35.28	\$	
EQUITY OFFICE PPTYS TR EOP	107 000	03/23/2004	29 88000 1 00000	10/14/2004		28 17000 1.00000	3,197 16 3,008 77	3,197 16 3,008 77	(188 39)	\$	
HOST MARRIOTT CORP NEW HMT	41 000	03/23/2004	12 28000 1 00000	10/14/2004		14 49000 1.00000	503 48 592 03	503 48 592 03	88.55	\$	
HOST MARRIOTT CORP NEW HMT	116 000	07/09/2004	12 57000 1 00000	10/14/2004		14 49000 1 00000	1,458 12 1,675 00	1,458 12 1,675 00	216 88	\$	
INLAND REAL ESTATE CORP IRC	455 000	07/09/2004	13 55000 1 00000	10/14/2004		14 69000 1 00000	6,165 25 6,661 04	6,165 25 6,661 04	495 79	\$	
ISTAR FINANCIAL INC SFI	23 000	03/23/2004	42 05000 1 00000	10/14/2004		42 00000 1 00000	967 15 964 83	967 15 964 83	(2 32)	\$	
KILROY REALTY CORP KRC	4 000	03/23/2004	34 73000 1 00000	10/14/2004		38 70000 1 00000	138 92 154 60	138 92 154 60	15 68	\$	
MACERICH CO MAC	11 000	03/23/2004	52 22000 1 00000	10/14/2004		55 50000 1 00000	574 42 609 93	574 42 609 93	35 51	\$	
PS BUSINESS PKS INC CALIF PSB	19 000	03/23/2004	44 76000 1 00000	10/14/2004		40 77000 1 00000	850 44 773 66	850 44 773 66	(76 78)	\$	
PUBLIC STORAGE INC PSA	20 000	03/23/2004	48 30000 1 00000	10/14/2004		50 58000 1 00000	966 00 1,010 58	966 00 1,010 58	44 58	\$	

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Price Fx Rate	Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	\$	Ordinary Currency Other	Mkt. Disc.
			Price Fx Rate	Date	Price Fx Rate	Date						
REGENCY CENTERS CORP REG	22 000	03/23/2004	45.24000	10/14/2004	46.35000	1 000000	1.000000	995.28 995.28 1,018.57	995.28 18,725.44 18,725.44 23,969.87	5,244.43	\$	
ROUSE CO RSE	359 000	03/23/2004	52.16000	10/14/2004	66.82000	1 000000			18,725.44 614.45 614.45 675.48	61.03	\$	
TAUBMAN CTRS INC TCO	25 000	03/23/2004	24.57780	10/14/2004	27.07000	1 000000			15,864.00 15,864.00 12,323.71	(3,540.29)	\$	
CLEAR CHANNEL COMM CCU	400 000	03/23/2004	39.66000	10/18/2004	30.86000	1.000000			9,945.82 9,945.82 7,702.32	(2,243.50)	\$	
CLEAR CHANNEL COMM CCU	250 000	03/25/2004	39.78328	10/18/2004	30.86000	1 000000			6,918.40 6,918.40 4,929.48	(1,988.92)	\$	
CLEAR CHANNEL COMM CCU	160 000	04/07/2004	43.24000	10/18/2004	30.86000	1 000000			972.00 972.00 1,073.73	101.73	\$	
BUNGE LIMITED BG	25 000	09/22/2004	38.88000	10/19/2004	43.00000	1 000000			2,478.75 2,478.75 2,771.18	292.43	\$	
COGNOS INC COGN	75 000	06/09/2004	33.05000	10/19/2004	37.00000	1 000000			1,807.37 1,807.37 2,337.17	529.80	\$	
NORFOLK SOUTHN CORP NSC	75 000	04/29/2004	24.09831	10/19/2004	31.21290	1 000000			3,001.50 3,001.50 3,599.99	598.49	\$	
ROYAL CARIBBEAN CRUISES RCL	75 000	03/23/2004	40.02000	10/19/2004	48.05110	1 000000						

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	\$	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Price Date	Fx Rate					
YORK INTL CORP NEW YRK	150 000	03/23/2004		37 01 000 10/19/2004		30 75460 1 00000	5,551 50 5,551 50 4,605 58	(945 92)	\$	
AMERICAN INTL GROUP INC AIG	100 000	03/24/2004	69 59000 1 00000	10/20/2004		57 75000 1 00000	6,959 00 6,959 00 5,769 87			(1,189 13) \$
ODYSSEY HEALTHCARE INC ODSY	800 000	03/23/2004	18 00000 1 00000	10/20/2004		8 49580 1 00000	14,400 00 14,400 00 6,760 48			(7,639 52) \$
BARD C R INC BCR	50 000	03/23/2004	46 84500 1 00000	10/21/2004		55 85000 1 00000	2,342 25 2,342 25 2,789 93			447 68 \$
BUNGE LIMITED BG	25 000	09/22/2004	38 88000 1 00000	10/21/2004		43 45000 1 00000	972 00 972 00 1,084 97			112 97 \$
CACI INTERNATIONAL INC CL A CAI	100 000	06/22/2004	37 89630 1 00000	10/21/2004		61 00000 1 00000	3,789 63 3,789 63 6,094 86			2,305 23 \$
CACI INTERNATIONAL INC CL A CAI	55 000	06/28/2004	38 24000 1 00000	10/21/2004		61 00000 1 00000	2,103 20 2,103 20 3,352 17			1,248 97 \$
COOPER CAMERON CORP CAM	150 000	08/19/2004	47 95000 1 00000	10/21/2004		52 35580 1 00000	7,192 50 7,192 50 7,845 69			653 19 \$
COOPER CAMERON CORP CAM	25 000	08/20/2004	49 50000 1 00000	10/21/2004		52 35560 1 00000	1,237 50 1,237 50 1,307 61			70 11 \$
LINCOLN NATL CORP LNC	100 000	06/02/2004	46 80000 1 00000	10/21/2004		42 00000 1 00000	4,680 00 4,680 00 4,194 90			(485 10) \$

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Price Fx Rate	Date	Price Fx Rate	Date					
STANLEY WKS SWK	105 000	03/23/2004	39 22000 1 00000	10/21/2004	43 91250 1 00000		4,118.10 4,118.10 4,605.45	487.35	\$		
STANLEY WKS SWK	20 000	06/28/2004	45 46000 1.00000	10/21/2004	43 91250 1 00000		909.20 909.20 877.23			(31.97) \$	
ENTERCOM COMM CORP ETM	100 000	04/05/2004	46 17070 1 00000	10/25/2004	30 75930 1 00000		4,617.07 4,617.07 3,070.85			(1,546.22) \$	
FUJI PHOTO FILM LTD UNSPON ADR FUJY	140 000	03/23/2004	29 59000 1 00000	10/25/2004	33 27960 1 00000		4,142.60 4,142.60 4,652.04			509.44 \$	
RADIO ONE INC ROIAK	650 000	03/23/2004	18 25000 1 00000	10/25/2004	13 84780 1 00000		11,862.50 11,862.50 8,968.36			(2,894.14) \$	
STERIS CORP STE	250 000	03/23/2004	25 22000 1 00000	10/25/2004	19 98470 1 00000		6,305.00 6,305.00 4,983.56			(1,321.44) \$	
ANTHEM INC ATH	50 000	03/23/2004	87 96000 1 00000	10/26/2004	77 37480 1 00000		4,398.00 4,398.00 3,866.15			(531.85) \$	
ANTHEM INC ATH	25 000	05/14/2004	88 84700 1 00000	10/26/2004	77 37480 1 00000		2,221.18 2,221.18 1,933.08			(288.10) \$	
CIT GROUP INC CIT	50 000	06/10/2004	37 56000 1 00000	10/26/2004	40 49000 1 00000		1,878.00 1,878.00 2,021.95			143.95 \$	
CIT GROUP INC CIT	25 000	06/30/2004	37 92000 1 00000	10/26/2004	40 49000 1 00000		948.00 948.00 1,010.98			62.98 \$	

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S	Ordinary Currency Other	Mkt. Disc.
			Price	Fx Rate	Date	Fx Rate					
KIMBERLY CLARK CORP KMB	300 000	03/24/2004	60 83710	1 00000	10/26/2004	59 65000	18,269 13 1 00000	18,269 13 17,887 08	(382.05)	\$	
STERIS CORP STE	250 000	03/23/2004	25 22000	1 00000	10/26/2004	19 99980	6,305 00 1 00000	6,305 00 4,987 33	(1,317 67)	\$	
TXU CORP TXU	50 000	06/16/2004	37 86000	1 00000	10/26/2004	61 02200	1,893 00 1 00000	1,893 00 3,048 53	1,155 53	\$	
TXU CORP TXU	50 000	06/18/2004	38 78000	1 00000	10/26/2004	61 02220	1,939 00 1 00000	1,939 00 3,048 54	1,109 54	\$	
TXU CORP TXU	50 000	09/15/2004	44 42000	1 00000	10/26/2004	61 02220	2,221 00 1 00000	2,221 00 3,048 54	827 54	\$	
TXU CORP TXU	25 000	09/22/2004	47 00120	1 00000	10/26/2004	61 02240	1,175 03 1 00000	1,175 03 1,524 27	349 24	\$	
TXU CORP TXU	25 000	09/23/2004	47 03000	1 00000	10/26/2004	61 02240	1,175 75 1 00000	1,175 75 1,524 27	348 52	\$	
WILLIS GROUP HOLDINGS LTD WSH	75 000	03/23/2004	37 43000	1 00000	10/26/2004	36 35000	2,807 25 1 00000	2,807 25 2,722 43	(84 82)	\$	
ANTHIEM INC A1H	25 000	03/23/2004	87 96000	1 00000	10/27/2004	78 83000	2,199 00 1 00000	2,199 00 1,969 95	(229 05)	\$	
BRASCAN CORP CLA LTD VOTING S BNN	75 000	03/23/2004	24 69807	1 00000	10/27/2004	35 00000	1,852 36 1 00000	1,852 36 2,621 19	768 84	\$	

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764) June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Price	Fx Rate	Date	Fx Rate					
STERIS CORP STE	400 000	03/23/2004	25 22000	1 00000	10/27/2004	20 30990	10,038 00 1 00000	10,038 00 8,103 76	(1,984.24)	S	
BRASCAN CORP CL A LTD VOTING S BNN	25 000	03/23/2004	24 69808	1 00000	10/28/2004	35 07160	617 45 1 00000	617 45 875 51	258 06	S	
ENTERGY CORP NEW ETR	75 000	03/23/2004	57 96000	1 00000	10/28/2004	64 33080	4,347 00 1 00000	4,347 00 4,820 95	473 95	S	
TXU CORP TXU	50 000	03/23/2004	29 16000	1 00000	10/28/2004	59 71000	1,458 00 1 00000	1,458 00 2,982 93	1,524 93	S	
BUNGE LIMITED BG	25 000	06/30/2004	38 77000	1 00000	10/29/2004	47 16280	969 25 1 00000	969 25 1,177 79	208 54	S	
BUNGE LIMITED BG	25 000	09/22/2004	38 88000	1 00000	10/29/2004	47 16280	972 00 1 00000	972 00 1,177 79	205 79	S	
BUNGE LIMITED BG	25 000	09/23/2004	38 48000	1 00000	10/29/2004	47 16320	962 00 1 00000	962 00 1,177 80	215 80	S	
TRIBUNE CO TRB	25 000	05/07/2004	47 79900	1 00000	10/29/2004	42 81440	1,194 97 1 00000	1,194 97 1,069 09	(125.88)	S	
TRIBUNE CO TRB	50 000	05/19/2004	46 87000	1 00000	10/29/2004	42 81460	2,343 50 1 00000	2,343 50 2,138 18	(205.32)	S	
AMERICAN INTL GROUP INC AIG	100 000	03/24/2004	69 59000	1 00000	11/01/2004	61 08000	6,959 00 1 00000	6,959 00 6,102 86	(856.14)	S	

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Price Fx Rate	Date	Price Fx Rate	Date					
ANTHEM INC ATH	25 000	03/23/2004	87.96000 1 00000	11/01/2004	78.95000 1 00000		2,199.00 2,199.00 1,972.45	(226.55)	\$	(72.55)	S
ANTHEM INC ATH	25 000	08/24/2004	81.80000 1 00000	11/01/2004	78.95000 1.00000		2,045.00 2,045.00 1,972.45				
BARD C R INC BCR	25 000	03/23/2004	46.84500 1 00000	11/01/2004	56.16000 1 00000		1,171.13 1,171.13 1,402.71				
FISHER SCIENTIFIC INT'L INC FSH	50 000	03/24/2004	53.92930 1 00000	11/01/2004	57.19080 1.00000		2,696.47 2,696.47 2,856.98				
MEDTRONIC INC MDT	100 000	03/24/2004	46.94000 1 00000	11/01/2004	50.69000 1 00000		4,694.00 4,694.00 5,064.89				
BRINKER INT'L INC EAT	150 000	03/24/2004	37.53710 1 00000	11/02/2004	33.05320 1 00000		5,630.56 5,630.56 4,953.36				
SCHERING AG-ADR SHR	130 000	03/23/2004	46.23000 1 00000	11/02/2004	63.51120 1 00000		6,009.90 6,009.90 8,250.02				
SCHERING AG-ADR SHR	20 000	06/28/2004	58.75000 1 00000	11/02/2004	63.51300 1 00000		1,175.00 1,175.00 1,269.23				
ST PAUL TRAVELERS COS INC STA	100 000	03/24/2004	39.04014 1 00000	11/02/2004	34.31000 1 00000		3,904.01 3,904.01 3,427.91				
BIG LOTS INC BLI	418 000	05/19/2004	13.56300 1 00000	11/03/2004	11.96210 1 00000		5,669.33 5,669.33 4,979.14				

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Proceeds	Capital Gains Short Term	Type S	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate					
IMPERIAL OIL LTD IMO	65 000	03/23/2004	43 72034 1 000000	11/03/2004	57 98000 1.000000	2,841.82 3,755.36	2,841.82 3,408.75 3,252.68	S	923.54	(156.07) S
TRIBUNE CO TRB	75 000	06/30/2004	45 45000 1 000000	11/03/2004	43 42010 1.000000	3,408.75 3,408.75 1,089.00	3,408.75 3,408.75 1,084.22	S	(4 78) S	(144 98) S
TRIBUNE CO TRB	25 000	07/21/2004	43 56000 1 000000	11/03/2004	43 41960 1 000000	4,90630 1,000000	4,633.00 4,633.00 4,488.02	S	(159 75) S	(341 54) S
GENERAL MILLS INC GIS	100 000	03/24/2004	46 33000 1 000000	11/04/2004	44 90630 1 000000	12 52210 1 000000	5,023.75 5,023.75 4,864.00	S	(341 54) S	(341 54) S
BIG LOTS INC BLJ	390 000	05/12/2004	12 88141 1 000000	11/05/2004	12 52210 1 000000	34 91490 1 000000	4,245.22 4,245.22 3,903.68	S	(807 44) S	(807 44) S
BIG LOTS INC BLJ	313 000	05/19/2004	13 56300 1 000000	11/05/2004	12 52210 1 000000	34 91490 1 000000	1,807.37 1,807.37 2,614.81	S	(14 16) S	(14 16) S
NORFOLK SOUTHN CORP NSC	75 000	04/29/2004	24 09829 1 000000	11/05/2004	44 17760 1 000000	44 17740 1 000000	1,089.00 1,089.00 1,103.16	S	(59 32) S	(59 32) S
TRIBUNE CO TRB	25 000	07/21/2004	43 56000 1 000000	11/05/2004	44 17760 1 000000	44 17740 1 000000	2,147.00 2,147.00 2,206.32	S	(1 98) S	(1 98) S
TRIBUNE CO TRB	50 000	07/22/2004	42 94000 1 000000	11/09/2004	53 95970 1 000000	53 95970 1 000000	5,123.28 5,123.28 5,121.30	S		
FISHER SCIENTIFIC INTL INC FSH	95 000	03/24/2004	53 92931 1 000000	11/09/2004						

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Price Fx Rate	Date	Price Fx Rate	Date					
ROSS STORES INC ROST	125 000	10/28/2004	25.34376	11/09/2004	27.06850		3,167.97	209.26	S		
ROSS STORES INC ROST	100 000	11/02/2004	26.64020	11/09/2004	27.06850	1 000000	3,167.97	3,377.23			
TECHNIP-COFLEXIP-ADR TKP	64 000	03/23/2004	33.41598	11/09/2004	39.79690	1 000000	2,138.62	2,138.62		405.12	S
ALLIED DOMEcq PLC AED	25 000	09/13/2004	34.30000	11/10/2004	38.97160	1 000000	857.50	857.50		116.01	S
ALLIED DOMEcq PLC AED	25 000	09/30/2004	34.41000	11/10/2004	38.97120	1 000000	860.25	860.25		113.26	S
ALLIED DOMEcq PLC AED	25 000	10/25/2004	35.79000	11/10/2004	38.97120	1 000000	894.75	894.75		78.76	S
ANTHEM INC ATH	25 000	08/19/2004	80.90000	11/10/2004	93.40000	1 000000	2,022.50	2,022.50		311.70	S
ANTHEM INC ATH	50 000	10/21/2004	74.35960	11/10/2004	93.40000	1 000000	3,717.98	3,717.98		950.41	S
ASSURANT INC AIZ	50 000	11/05/2004	28.51328	11/10/2004	29.20440	1 000000	1,425.66	1,425.66		32.02	S
DIEBOLD INC DBD	75 000	05/07/2004	48.02000	11/10/2004	52.90000	1 000000	3,601.50	3,601.50		363.66	S
							3,965.16				

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Pnce Fx Rate	Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate						
DIEBOLD INC DBD	25 000	09/22/2004	48.48600	11/10/2004	52.90000	1.00000	1,212.15 1,212.15 1,321.72	109.57	S		
FOREST CITY ENTERPRISES INC FCE/A	75 000	09/07/2004	56.30000	11/10/2004	53.52450	1.00000	4,222.50 4,222.50 4,012.00	(210.50)	S		
GOODRICH B F CO GR	50 000	09/13/2004	32.19000	11/10/2004	32.45880	1.00000	1,609.50 1,609.50 1,621.40	11.90	S		
GOODRICH B F CO GR	50 000	09/30/2004	31.13000	11/10/2004	32.45860	1.00000	1,556.50 1,556.50 1,621.40	64.90	S		
INTL FLAVORS & FRAGRANCES IFF	25 000	06/30/2004	37.23760	11/10/2004	39.69120	1.00000	930.94 930.94 991.51	60.57	S		
INTL FLAVORS & FRAGRANCES IFF	75 000	09/22/2004	37.21627	11/10/2004	39.69110	1.00000	2,791.22 2,791.22 2,974.50	183.28	S		
INTL FLAVORS & FRAGRANCES IFF	25 000	09/23/2004	37.31000	11/10/2004	39.69120	1.00000	932.75 932.75 991.51	58.76	S		
INTL FLAVORS & FRAGRANCES IFF	25 000	09/30/2004	38.13000	11/10/2004	39.69120	1.00000	953.25 953.25 991.51	38.26	S		
M & T BANK CORP MTB	25 000	03/23/2004	89.44000	11/10/2004	106.20720	1.00000	2,236.00 2,236.00 2,653.86	417.86	S		
MBIA INC MBI	50 000	03/23/2004	62.21670	11/10/2004	61.83720	1.00000	3,110.84 3,110.84 3,089.28	(21.55)	S		

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764) June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Price Fx Rate	Date	Price Fx Rate					
NORTH FORK BANCORP INC NY NFB	125 000	03/23/2004	40 89000 1 00000	11/10/2004	44 65000 1 00000	5,111.25 5,111.25 5,577.36	2,206.50 2,206.50 2,230.95	24 45	\$	
NORTH FORK BANCORP INC NY NFB	50 000	09/30/2004	44 13000 1 00000	11/10/2004	44 65000 1 00000	2,206.50 2,206.50 2,230.95	2,329.50 2,329.50 3,266.73	937 23	\$	
UNITED DEFENSE IND'S INC UDI	75 000	03/23/2004	31 06000 1 00000	11/11/2004	43 60750 1 00000	1,861.68 1,861.68 2,701.63	1,861.68 1,861.68 2,701.63	839 95	\$	
WMC RESOURCES LTD-SPON ADR WMC	130 000	05/06/2004	14 32058 1 00000	11/11/2004	20 81220 1 00000	240 10 240 10 269 35	240 10 240 10 269 35	29 25	\$	
DIEBOLD INC DBD	5 000	05/07/2004	48 02000 1 00000	11/15/2004	53 92200 1 00000	2,139.75 2,139.75 2,424.15	2,139.75 2,139.75 2,424.15	284 40	\$	
DIEBOLD INC DBD	45 000	05/14/2004	47 55000 1 00000	11/15/2004	53 92110 1 00000	1,407.50 1,407.50 1,374.47	1,407.50 1,407.50 1,374.47	(33 03)	\$	
FOREST CITY ENTERPRISES INC FCE/A	25 000	09/07/2004	56 30000 1 00000	11/15/2004	55 01000 1 00000	1,375.40 1,375.40 1,374.47	1,375.40 1,375.40 1,374.47	(0 93)	\$	
FOREST CITY ENTERPRISES INC FCE/A	25 000	09/16/2004	55 01620 1 00000	11/15/2004	55 01000 1 00000	4,633.00 4,633.00 4,529.56	4,633.00 4,633.00 4,529.56	(103 44)	\$	
GENERAL MILLS INC GIS	100 000	03/24/2004	46 33000 1 00000	11/15/2004	45 34670 1 00000	7,023.40 7,023.40 7,833.89	7,023.40 7,023.40 7,833.89	810 49	\$	
NATIONAL CITY CORP NCC	200 000	06/18/2004	35 11700 1 00000	11/15/2004	39 22040 1 00000					

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description Nom Currency	Units	Purchase		Sale		Original Cost Proceeds	Capital Gains Short Term	Type S	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate					
NATIONAL CITY CORP NCC	100 000	06/21/2004	35.61930 1.00000	11/15/2004	39.22040 1.00000	3,561.93 3,916.95	3,561.93 3,916.95	355.02	\$	
O'REILLY AUTOMOTIVE INC ORLY	254 000	03/23/2004	38.97000 1.00000	11/16/2004	44.10780 1.00000	9,898.38 11,190.41	9,898.38 11,190.41	1,292.03	\$	
ANTHEM INC ATH	50 000	10/21/2004	74.35960 1.00000	11/17/2004	96.64780 1.00000	3,717.98 4,829.78	3,717.98 4,829.78	1,111.80	\$	
COGNOS INC COGN	75 000	06/09/2004	33.05000 1.00000	11/17/2004	38.05000 1.00000	2,478.75 2,851.44	2,478.75 2,851.44	372.69	\$	
DELTA PETROLEUM CORP DPTR	125 000	07/21/2004	13.70130 1.00000	11/17/2004	13.26630 1.00000	1,712.66 1,654.50	1,712.66 1,654.50	(58.16)	\$	
FOREST CITY ENTERPRISES INC FCE/A	25 000	09/16/2004	55.01620 1.00000	11/17/2004	54.93360 1.00000	1,375.40 1,372.05	1,375.40 1,372.05	(3.36)	\$	
WEATHERFORD INTL LTD WFT	100 000	03/23/2004	41.85000 1.00000	11/17/2004	51.40000 1.00000	4,185.00 5,134.88	4,185.00 5,134.88	949.88	\$	
BARD C R INC BCR	50 000	03/23/2004	46.84500 1.00000	11/18/2004	59.32000 1.00000	2,342.25 2,963.43	2,342.25 2,963.43	621.18	\$	
BRASCAN CORP CL A LTD VOTING S BNN	50 000	03/23/2004	24.69806 1.00000	11/18/2004	36.55000 1.00000	1,234.90 1,824.95	1,234.90 1,824.95	590.05	\$	
COGNOS INC COGN	50 000	06/09/2004	33.05000 1.00000	11/18/2004	37.49000 1.00000	1,652.50 1,871.96	1,652.50 1,871.96	219.46	\$	

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description Nom Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Fx Rate	Price	Date	Fx Rate					
DIEBOLD INC DBD	45 000	05/11/2004	47.35820	11/18/2004		52.633580	1 000000	2,131.12 2,131.12 2,366.31	235 19	\$	
DIEBOLD INC DBD	5 000	05/14/2004	47.55000	11/18/2004		52.63600	1 000000	237.75 237.75 262.92	25 17	\$	
LIMITED BRANDS INC LTD	125 000	07/30/2004	20.40820	11/19/2004		26.54000	1 000000	2,551.03 2,551.03 3,311.17	760.14	\$	
WILLIS GROUP HOLDINGS LTD WSH	50 000	03/23/2004	37.43000	11/19/2004		36.01520	1 000000	1,871.50 1,871.50 1,798.22	(73 28)	\$	
WMC RESOURCES LTD-SPON ADR WMC	115 000	05/06/2004	14.32058	11/19/2004		21.91110	1 000000	1,646.87 1,646.87 2,513.97	867 10	\$	
ASTA FUNDING INC ASFI	150 000	03/23/2004	18.64453	11/22/2004		19.28000	1 000000	2,796.68 2,796.68 2,884.43	87 75	\$	
FIRST DATA CORP FDC	500 000	03/23/2004	41.85000	11/22/2004		41.70390	1 000000	20,925.00 20,925.00 20,826.46	(98 54)	\$	
FIRST DATA CORP FDC	200 000	03/25/2004	42.28730	11/22/2004		41.70390	1 000000	8,457.46 8,457.46 8,330.58	(126 88)	\$	
FIRST DATA CORP FDC	190 000	04/07/2004	42.38000	11/22/2004		41.70390	1 000000	8,052.20 8,052.20 7,914.06	(138 14)	\$	
ENTERGY CORP NEW ETR	25 000	03/23/2004	57.96000	11/23/2004		67.31000	1 000000	1,449.00 1,449.00 1,681.46	232 46	\$	

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	\$ L	Ordinary Currency Other	\$ S	Mkt. Disc
		Date	Fx Rate	Date	Fx Rate						
INT'L FLAVORS & FRAGRANCES IFF	15 000	06/03/2004	36 833800	11/23/2004	40 23200	532.57	532.57	50 15	\$		
			1.000000		1 000000	602.72					
INT'L FLAVORS & FRAGRANCES IFF	60 000	06/28/2004	37 03000	11/23/2004	40 23200	2,221.80	2,221.80	189 06	\$		
			1 000000		1 000000	2,410.86					
LIMITED BRANDS INC LTD	225 000	07/30/2004	20 40820	11/23/2004	25 82030	4,591.85	4,591.85	1,206 34	\$		
			1 000000		1 000000	5,798.18					
LIMITED BRANDS INC LTD	200 000	08/03/2004	19 98890	11/23/2004	25 82030	3,997.78	3,997.78	1,156 16	\$		
			1 000000		1 000000	5,153.94					
PACTIV CORP PTV	25 000	04/19/2004	22 75000	11/23/2004	24 54000	568.75	568.75	43 48	\$		
			1 000000		1 000000	612.23					
ASTA FUNDING INC ASF1	150 000	06/29/2004	17 45000	11/30/2004	21 53000	2,617.50	2,617.50	607 42	\$		
			1 000000		1 000000	3,224.92					
REEBOK INT'L LTD RBK	127 000	03/23/2004	39 39000	11/30/2004	39 37030	5,002.53	5,002.53	(8 97)	\$		
			1 000000		1 000000	4,993.56					
EXCEL TECHNOLOGY INC XLTC	75 000	03/23/2004	30 89000	12/01/2004	26 11080	2,316.75	2,316.75	(362 23)	\$		
			1 000000		1 000000	1,954.52					
MATTEL INC MAT	125 000	03/23/2004	18 14000	12/01/2004	18 67140	2,267.50	2,267.50	62 62	\$		
			1 000000		1 000000	2,330.12					
MATTEL INC MAT	75 000	09/30/2004	18 26000	12/01/2004	18 67130	1,369.50	1,369.50	28 57	\$		
			1 000000		1 000000	1,398.07					

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate					
MONEYGRAM INTERNATIONAL MGI	125 000	10/27/2004	17.96440	12/01/2004	21.28000	2,245.55	408.14	S		
PACTIV CORP PTV	55 000	03/23/2004	21.21000	12/01/2004	24.82040	1,166.55	1,166.55		196.89	\$
PACTIV CORP PTV	45 000	04/19/2004	22.75000	12/01/2004	24.82020	1,023.75	1,023.75		91.78	\$
PACTIV CORP PTV	100 000	04/21/2004	22.14650	12/01/2004	24.82030	2,214.65	2,214.65		264.32	\$
REEBOK INTL LTD RBK	256 000	03/23/2004	39.39000	12/01/2004	39.15380	10,083.84	10,083.84		(73.51)	\$
UNITED DEFENSE IND'S INC UDI	50 000	03/23/2004	31.06000	12/01/2004	46.09400	1,553.00	1,553.00		750.15	\$
REEBOK INTL LTD RBK	267 000	03/23/2004	39.39000	12/02/2004	38.85950	10,517.13	10,517.13		(155.24)	\$
SKILLSOFT PLC - ADR SKIL	625 000	05/27/2004	10.50000	12/02/2004	6.00000	6,562.50	6,562.50		(2,837.59)	\$
WELLPOINT HEALTH NTWRKS	175 000	11/09/2004	14.26429	12/02/2004	23.80000	2,496.25	2,496.25		1,668.75	\$
ABB LTD ABB	858 000	03/23/2004	5.61830	12/03/2004	5.45000	4,820.50	4,820.50		(187.41)	\$
					1.00000	4,633.09				

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	\$ L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Price	Date					
ABB LTD ABB	660 000	11/09/2004	5.99720 1 00000	12/03/2004	5 45000 1 00000	3,988.15 3,563.91	(394.24)	\$		
ABBOTT LABS ABT	400 000	03/24/2004	37.51175 1 00000	12/03/2004	43 62000 1 00000	15,004.70 15,004.70	17,435.59		2,430.89	S
ANADARKO PETE CORP APC	300 000	03/24/2004	51.56330 1 00000	12/03/2004	67 56000 1 00000	15,468.99 20,258.52			4,789.53	S
BELL SOUTH CORP BLS	200 000	03/24/2004	26.57940 1 00000	12/03/2004	28.34000 1 00000	5,315.88 5,315.88	5,661.86		345.98	S
BURLINGTON NORTHN SANTA FE BNI	175 000	03/23/2004	30.79920 1 00000	12/03/2004	46.36000 1 00000	5,389.86 8,104.06			2,714.20	S
DENTSPLY INTL INC XRAY	200 000	03/24/2004	43.15000 1 00000	12/03/2004	53.59100 1 00000	8,630.00 10,707.94			2,077.94	S
ENTERGY CORP NEW ETR	50 000	03/23/2004	57.96000 1 00000	12/03/2004	64.84000 1 00000	2,898.00 3,239.43			341.43	S
ENTERGY CORP NEW ETR	25 000	06/16/2004	53.99000 1 00000	12/03/2004	64.84000 1 00000	1,349.75 1,619.71			269.96	S
GENERAL DYNAMICS CORP GD	100 000	03/24/2004	87.98000 1 00000	12/03/2004	109.52000 1 00000	8,798.00 10,948.74			2,150.74	S
LOCKHEED MARTIN CORP LMT	30 000	03/23/2004	44.96000 1 00000	12/03/2004	61.47000 1 00000	1,348.80 1,348.80			493.75	S
										1,842.55

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM. Currency	Units	Date	Purchase Price Fx Rate	Date	Sale Price Fx Rate	Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
LYONDELL CHEMICAL CO LYO	355 000	03/23/2004	15.43470 1.00000	12/03/2004	28.18000 1.00000	5,479.32 9,985.91	4,506.59	S		
SPRINT CORP FON	55 000	03/23/2004	17.55000 1.00000	12/03/2004	23.08000 1.00000	965.25 965.25 1,266.62			301.37	S
TENET HEALTHCARE CORP THC	1,695 000	03/23/2004	10.64760 1.00000	12/03/2004	11.57000 1.00000	18,047.68 18,047.68 19,525.94			1,478.26	S
TEXAS INSTRUMENTS INC TXN	100 000	08/18/2004	19.80130 1.00000	12/03/2004	25.34000 1.00000	1,980.13 1,980.13 2,530.94			550.81	S
TEXAS INSTRUMENTS INC TXN	400 000	08/19/2004	20.13300 1.00000	12/03/2004	25.34000 1.00000	8,053.20 8,053.20 10,123.76			2,070.56	S
TEXTRON INC TXT	75 000	03/23/2004	52.24000 1.00000	12/03/2004	73.66000 1.00000	3,918.00 3,918.00 5,520.62			1,602.62	S
TORCHMARK CORP TMK	100 000	03/24/2004	52.36670 1.00000	12/03/2004	56.11000 1.00000	5,236.67 5,236.67 5,607.86			371.19	S
VERIZON COMMUNICATIONS VZ	400 000	03/24/2004	36.40000 1.00000	12/03/2004	42.06000 1.00000	14,560.00 14,560.00 16,811.60			2,251.60	S
YUM' BRANDS INC YUM	100 000	03/23/2004	36.80000 1.00000	12/03/2004	46.53140 1.00000	3,680.00 3,680.00 4,648.03			968.03	S
WMC RESOURCES LTD-SPON ADR WMC	115 000	05/06/2004	14.32058 1.00000	12/06/2004	21.93300 1.00000	1,646.87 1,646.87 2,517.64			870.77	S

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Proceeds	Capital Gains Short Term	Type S	Ordinary Currency Other	Mkt. Disc.
			Price	Fx Rate	Date	Price					
SKILLSOFT PLC - ADR SKIL	225 000	05/27/2004	10 50000	1 00000	12/07/2004	5 65000	1.00000	2,362.50 2,362.50 1,262.22	(1,100.28)	\$	
SKILLSOFT PLC - ADR SKIL	300 000	06/30/2004	7 69000	1 00000	12/07/2004	5.65000	1 00000	2,307.00 2,307.00 1,682.96	(624.04)	\$	
SCHERING PLOUGH CORP SGP	275 000	03/24/2004	16 20000	1 00000	12/08/2004	18 54790	1.00000	4,455.00 4,455.00 5,089.55	634.55	\$	
SCHERING PLOUGH CORP SGP	175 000	12/03/2004	18 63000	1 00000	12/08/2004	18 54790	1 00000	3,260.25 3,260.25 3,238.80	(21.45)	\$	
KYOCERA CORP KYO	36 000	03/23/2004	78 89000	1 00000	12/09/2004	69 60000	1 00000	2,840.04 2,840.04 2,503.74	(336.30)	\$	
MARSH & MCLENNAN COS INC MMC	100 000	03/24/2004	46 05000	1 00000	12/09/2004	29 39380	1 00000	4,605.00 4,605.00 2,934.31	(1,670.69)	\$	
MATSUSHITA ELEC IND MC	203 000	03/23/2004	14 64000	1 00000	12/09/2004	14 50130	1 00000	2,971.92 2,971.92 2,933.54	(38.38)	\$	
UNITED DEFENSE INDS INC UDI	75 000	03/23/2004	31 06000	1 00000	12/09/2004	44 48810	1 00000	2,329.50 2,329.50 3,332.78	1,003.28	\$	
BRINKER INTL INC EAT	150 000	03/24/2004	37 53710	1 00000	12/10/2004	33 93020	1 00000	5,630.56 5,630.56 5,083.41	(547.15)	\$	
HYPERION SOLUTIONS CORP HYSL	75 000	08/19/2004	38 22240	1 00000	12/13/2004	44 23000	1 00000	2,866.68 2,866.68 3,314.92	448.24	\$	

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Price	Date					
PFIZER INC PFE	600 000	03/23/2004	34.000000	12/13/2004	27.07080	20,400.00	(4,181.90)	\$		
PFIZER INC PFE	200 000	03/25/2004	34.070000	12/13/2004	27.07080	6,814.00	6,814.00			(1,407.97) \$
PFIZER INC PFE	270 000	04/07/2004	35.73000	12/13/2004	27.07080	9,647.10	9,647.10			(2,348.96) \$
SCHERING AG-ADR SHR	70 000	03/23/2004	46.23000	12/13/2004	72.26460	3,236.10	3,236.10			
UNITED DEFENSE IND'S INC UDI	50 000	03/23/2004	31.06000	12/13/2004	46.70280	1,553.00	1,553.00			
WILLIS GROUP HOLDINGS LTD WSH	150 000	03/23/2004	37.43000	12/13/2004	40.39480	1,553.00	1,553.00			
METHANEX CORP MX CN	50 000	08/09/2004	12.90360	12/15/2004	17.36980	6,054.58	6,054.58			
METHANEX CORP MX CN	75 000	09/22/2004	13.61213	12/15/2004	17.36990	645.18	645.18			440.08 \$
MONEYGRAM INTERNATIONAL MGI	125 000	10/27/2004	17.96440	12/16/2004	20.65170	866.97	866.97			221.79 \$
NOMURA HOLDINGS INC - ADR NMR	280 000	03/30/2004	18.14239	12/16/2004	13.33290	2,245.55	2,245.55			(1,360.75) \$
					1 00000	1,304.46	1,304.46			3,719.12

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764) June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Ordinary Currency Other	Mkt. Disc.
		Date	Price Fx Rate	Date	Price Fx Rate				
NOMURA HOLDINGS INC - ADR	90 000	07/22/2004	13.85900 1 000000	12/16/2004		13.33290 1 000000	1,247.31 1,247.31 1,195.43	(51.88) \$	
ACADIAN EMERGING MARKET PORT AEMGX	11,668.611	NA	0 000000 1 000000	12/17/2004		0 31430 1 000000	3,667.44	3,667.44 L	
ACADIAN EMERGING MARKET PORT AEMGX	11,668.611	12/16/2004	0 000000 1 000000	12/17/2004		0 14760 1 000000	1,722.29	1,722.29 S	
ENTERCOM COMM CORP ETM	100 000	04/05/2004	46.17070 1 000000	12/20/2004		34 60310 1.000000	4,617.07 4,617.07 3,455.22	(1,161.85) \$	
ENTERCOM COMM CORP ETM	50 000	06/28/2004	37.35000 1 000000	12/20/2004		34 60280 1 000000	1,867.50 1,867.50 1,727.60	(139.90) S	
ENTERCOM COMM CORP ETM	50 000	06/30/2004	37.63000 1 000000	12/20/2004		34 60300 1 000000	1,881.50 1,881.50 1,727.61	(153.89) S	
ENERGY CORP NEW ETR	75 000	06/16/2004	53.99000 1 000000	12/20/2004		66 50210 1 000000	4,049.25 4,049.25 4,983.79	934.54 S	
LIONBRIDGE TECHNOLOGIES INC LIOX	350 000	03/23/2004	8.90000 1 000000	12/20/2004		6.40000 1 000000	3,115.00 3,115.00 2,222.44	(892.56) S	
LIONBRIDGE TECHNOLOGIES INC LIOX	275 000	04/28/2004	9.93000 1 000000	12/20/2004		6.40000 1 000000	2,730.75 2,730.75 1,746.21	(984.54) S	
ANHEUSER BUSCH COS INC BUD	45 000	03/24/2004	50.50000 1 000000	12/21/2004		50.56200 1 000000	2,272.50 2,272.50 2,273.89	1.39 S	

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description <u>NOM</u> <u>Currency</u>	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate					
ANHEUSER BUSCH COS INC BUD	55 000	12/03/2004	50.97000 1 000000	12/21/2004	50 56240 1 000000	2,803.35 2,803.35 2,779.21	(24 14)	S		
COMMUNITY HEALTH SYS INC NEW CYH	150 000	03/23/2004	27 55000 1 000000	12/21/2004	27 58430 1 000000	4,132.50 4,132.50 4,130.04	(2.46)	S		
COMMUNITY HEALTH SYS INC NEW CYH	150 000	03/29/2004	26 80000 1 000000	12/21/2004	27 58410 1 000000	4,020.00 4,020.00 4,130.03	110.03	S		
LUMINEX CORP LMNX	475 000	03/29/2004	9 12000 1 000000	12/21/2004	8 50000 1 000000	4,332.00 4,332.00 4,013.66	(318.34)	S		
HEALTH MGMT ASSOC INC - A HMA	150 000	12/03/2004	22 28000 1 000000	12/22/2004	22 68430 1 000000	3,342.00 3,342.00 3,395.06	53.06	S		
WILLIS GROUP HOLDINGS LTD WSH	125 000	03/23/2004	37 43000 1 000000	12/22/2004	40 93000 1 000000	4,678.75 4,678.75 5,109.88	431.13	S		
WILLIS GROUP HOLDINGS LTD WSH	20 000	06/28/2004	37 25000 1 000000	12/22/2004	40 92000 1 000000	745.00 745.00 817.58	72.58	S		
WILLIS GROUP HOLDINGS LTD WSH	75 000	10/15/2004	33 15933 1 000000	12/22/2004	40 93000 1 000000	2,486.95 2,486.95 3,065.93	578.98	S		
WINNEBAGO INDUSTRIES WGO	200 000	11/02/2004	32 51190 1 000000	12/22/2004	37 78260 1 000000	6,502.38 6,502.38 7,546.34	1,043.96	S		
WINNEBAGO INDUSTRIES WGO	50 000	11/10/2004	35 91000 1 000000	12/22/2004	37 78260 1 000000	1,795.50 1,795.50 1,886.59	91.09	S		

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term \$	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate				
BRINKER INTL INC EAT	200 000	03/24/2004	37.53710 1.00000	12/27/2004	34.80640 1.00000	7,507.42 6,933.11	(534.31)	\$	
BUNGE LIMITED BG	100 000	05/27/2004	36.18000 1.00000	12/28/2004	56.48070 1.00000	3,618.00 5,642.94	2,024.94	\$	
BUNGE LIMITED BG	50 000	06/22/2004	37.54000 1.00000	12/28/2004	56.48080 1.00000	1,877.00 2,821.47	944.47	\$	
INTERCONTINENTAL HOT - ADR	0 428	12/01/2004	14.69860 1.00000	12/29/2004	12.59350 1.00000	6.29 5.39	(0.90)	\$	
HYPERION SOLUTIONS CORP HYSL	150 000	05/21/2004	38.08440 1.00000	12/30/2004	45.89260 1.00000	5,712.66 6,877.73	1,165.07	\$	
HYPERION SOLUTIONS CORP HYSL	25 000	08/19/2004	38.22240 1.00000	12/30/2004	45.89280 1.00000	955.56 1,146.29	190.73	\$	
HYPERION SOLUTIONS CORP HYSL	50 000	08/30/2004	37.39000 1.00000	12/30/2004	45.89240 1.00000	1,869.50 2,292.57	423.07	\$	
HYPERION SOLUTIONS CORP HYSL	25 000	09/15/2004	38.08000 1.00000	12/30/2004	45.89280 1.00000	952.00 1,146.29	194.29	\$	
MATTEL INC MAT	150 000	03/23/2004	18.14000 1.00000	12/30/2004	19.40590 1.00000	2,721.00 2,721.00	183.82	\$	
AVON PRODS INC AVP	100 000	12/29/2004	38.80540 1.00000	12/31/2004	38.56000 1.00000	3,880.54 3,880.54	(29.63)	\$	

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764) June 30, 2004 to June 30, 2005

Security/Description <u>NOM Currency</u>	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term \$	Type Long Term L	Ordinary Currency Other	Mkt. Disc.
			Price Fx Rate	Date	Price Fx Rate	Date					
NEENAH PAPER INC NP	0.091	03/23/2004	32.09890 1 000000	01/03/2005	32.74730 1 000000		2.92 2.98	0.06	\$		
AGL RES INC ATG	75 000	11/19/2004	32.05000 1 000000	01/04/2005	32.75920 1 000000		2,403.75 2,453.13	2,403.75 2,453.13		49 38	S
CIT GROUP INC CIT	50 000	09/30/2004	37.50000 1 000000	01/04/2005	46.20000 1 000000		1,875.00 2,307.44	1,875.00 2,307.44		432 44	S
KOREA ELEC PWR CO KEP	580 000	06/24/2004	9.30431 1 000000	01/04/2005	13.06200 1 000000		5,396.50 7,552.58	5,396.50 7,552.58		2,156.08	S
USE XTO	175 000	03/23/2004	24.78782 1 000000	01/04/2005	33.27000 1 000000		4,337.87 5,813.36	4,337.87 5,813.36		1,475.49	S
ENCANA CORP ECA CN CAD	75 000	03/23/2004	42.01000 1 000000	01/05/2005	53.54000 1 000000		3,150.75 4,011.66	3,150.75 4,011.66		860 91	S
INTL FLAVORS & FRAGRANCES IFF	15 000	05/27/2004	36.71460 1 000000	01/05/2005	40.88930 1 000000		550.72 612.58	550.72 612.58		61 86	S
INTL FLAVORS & FRAGRANCES IFF	35 000	06/03/2004	36.83800 1 000000	01/05/2005	40.89030 1 000000		1,289.33 1,429.37	1,289.33 1,429.37		140 04	S
LEGG MASON INC LM	25 000	12/01/2004	69.74400 1 000000	01/05/2005	69.94000 1 000000		1,743.60 1,747.21	1,743.60 1,747.21		3 61	S
LEGG MASON INC LM	25 000	12/21/2004	71.39040 1 000000	01/05/2005	69.94000 1 000000		1,784.76 1,747.21	1,784.76 1,747.21		(37.55)	S

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Proceeds	Capital Gains Short Term	Type L	Ordinary Currency Other	Mkt. Disc.
		Date	Price Fx Rate	Date	Price Fx Rate					
PENTAIR INC PNR	175 000	04/07/2004	29.31500 1 00000	01/06/2005	40.72180 1 00000	5,130.13 5,130.13 7,117.40	1,987.27	\$		
PETSMART INC PETM	150 000	03/23/2004	25.26000 1 00000	01/06/2005	33.67760 1 00000	3,789.00 3,789.00 5,044.02			1,255.02	\$
CIT GROUP INC CIT	30 000	06/22/2004	37.37820 1 00000	01/10/2005	43.64000 1 00000	1,121.35 1,121.35 1,307.65			186.30	\$
CIT GROUP INC CIT	20 000	06/28/2004	37.43000 1 00000	01/10/2005	43.64000 1 00000	748.60 748.60 871.77			123.17	\$
GENTEX CORP GNTX	150 000	03/23/2004	40.44871 1 00000	01/10/2005	33.14620 1 00000	6,067.31 6,067.31 4,964.27			(1,103.04)	\$
MONEYGRAM INTERNATIONAL MGI	150 000	09/02/2004	17.05000 1 00000	01/10/2005	20.55590 1 00000	2,557.50 2,557.50 3,075.78			518.28	\$
MONEYGRAM INTERNATIONAL MGI	175 000	09/07/2004	17.26891 1 00000	01/10/2005	20.55590 1 00000	3,022.06 3,022.06 3,588.41			566.35	\$
MONEYGRAM INTERNATIONAL MGI	75 000	10/27/2004	17.96440 1 00000	01/11/2005	20.55590 1 00000	1,347.33 1,347.33 1,537.89			190.56	\$
SHARP CORP SHCAY	150 000	03/23/2004	17.05000 1 00000	01/11/2005	15.85000 1 00000	2,557.50 2,557.50 2,371.42			(186.08)	\$
SHARP CORP SHCAY	135 000	03/31/2004	18.00000 1 00000	01/11/2005	15.85000 1 00000	2,430.00 2,430.00 2,134.28			(295.72)	\$

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Price Fx Rate	Date	Price Fx Rate					
EDWARDS A G INC AGE	100 000	12/03/2004	39 76000 1 00000	01/12/2005	41 11030 1.00000	3,976.00 4,105.89	3,976.00 2,413.64	129.89	\$	
FRANKLIN RESOURCES INC BEN	35 000	03/24/2004	54 63000 1 00000	01/12/2005	69 01340 1.00000	1,912.05 1,912.05	1,912.05 4,482.48	501.59	\$	
FRANKLIN RESOURCES INC BEN	65 000	12/03/2004	66 71000 1 00000	01/12/2005	69 01350 1.00000	4,336.15 4,336.15	4,336.15 2,667.91	146.33	\$	
MICROSOFT CORP MSFT	100 000	12/03/2004	27 37000 1 00000	01/12/2005	26 73000 1 00000	2,737.00 2,737.00	2,737.00 948.70	(69.09)	\$	
SEI INVESTMENTS CO SEIC	25 000	03/24/2004	33 50000 1 00000	01/12/2005	37 99920 1 00000	837.50 837.50	837.50 948.70	111.20	\$	
SEI INVESTMENTS CO SEIC	75 000	12/03/2004	39 96000 1 00000	01/12/2005	37 99920 1 00000	2,997.00 2,846.09	2,997.00 2,846.09	(150.91)	\$	
SYSCO CORP SYY	300 000	03/24/2004	38 83700 1 00000	01/12/2005	36 19000 1 00000	11,651.10 10,841.65	11,651.10 2,952.17	(809.45)	\$	
NOMURA HOLDINGS INC - ADR NMR	212 000	03/23/2004	17 06269 1 00000	01/13/2005	13 97580 1 00000	3,617.29 4,466.97	3,617.29 4,466.97	(665.12)	\$	
NOMURA HOLDINGS INC - ADR NMR	300 000	06/03/2004	14 88990 1 00000	01/13/2005	13 97580 1 00000	4,466.97 4,177.60	4,466.97 4,177.60	(289.37)	\$	
TALBOTS INC TLB	189 000	03/23/2004	34 85000 1 00000	01/13/2005	26 47570 1 00000	6,586.65 4,994.29	6,586.65 4,994.29	(1,592.36)	\$	

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Price Fx Rate	Purchase Price Date	Date	Sale Price Fx Rate	Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc
DIEBOLD INC DBD	25 000	05/11/2004	47.35820 1 00000	01/14/2005		55.50000 1.00000	1,183.95 1,183.95 1,386.20	1,183.95 1,183.95 1,386.20	202.25 S		
TALISMAN ENERGY INC TLM	75 000	03/23/2004	19.62667 1 00000	01/18/2005		29.35250 1.00000	1,472.00 1,472.00 2,197.62	1,472.00 1,472.00 2,197.62	725.62 S		
REXAM PLC SPONSORED ADR REXMY	50 000	10/15/2004	39.83360 1.00000	01/20/2005		42.96920 1 00000	1,991.68 1,991.68 2,145.89	1,991.68 1,991.68 2,145.89	154.21 S		
REXAM PLC SPONSORED ADR REXMY	50 000	10/29/2004	40.67680 1.06000	01/20/2005		42.96920 1 00000	2,033.84 2,033.84 2,145.89	2,033.84 2,033.84 2,145.89	112.05 S		
REXAM PLC SPONSORED ADR REXMY	25 000	11/01/2004	41.05000 1 00000	01/20/2005		42.96960 1 00000	1,026.25 1,026.25 1,072.95	1,026.25 1,026.25 1,072.95	46.70 S		
REXAM PLC SPONSORED ADR REXMY	50 000	11/17/2004	42.75000 1 00000	01/20/2005		42.96920 1 00000	2,137.50 2,137.50 2,145.89	2,137.50 2,137.50 2,145.89	8.39 S		
TALBOTS INC TLB	189 000	03/23/2004	34.85000 1 00000	01/20/2005		26.45330 1 00000	6,586.65 6,586.65 4,990.05	6,586.65 6,586.65 4,990.05	(1,596.60) S		
VODAFONE GROUP PLC VOD	800 000	03/23/2004	23.48000 1 00000	01/20/2005		25.88790 1 00000	18,784.00 18,784.00 20,677.64	18,784.00 18,784.00 20,677.64	1,893.64 S		
VODAFONE GROUP PLC VOD	400 000	03/25/2004	23.49000 1 00000	01/20/2005		25.88790 1 00000	9,396.00 9,396.00 10,338.82	9,396.00 9,396.00 10,338.82	942.82 S		
VODAFONE GROUP PLC VOD	390 000	04/07/2004	24.27000 1 00000	01/20/2005		25.88790 1 00000	9,465.30 9,465.30 10,080.35	9,465.30 9,465.30 10,080.35	615.05 S		

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Price Fx Rate	Capital Gains Short Term Long Term Type \$	Ordinary Currency Other \$	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate				
VODAFONE GROUP PLC VOD	200 000	12/03/2004	28 46000	01/20/2005	25 88790	5,692.00 5,692.00 1 000000	(522.59) 5,169.41	\$	
CORNING INC GLW	475 000	11/30/2004	12 59509	01/21/2005	11 68080	5,982.67 5,982.67 1 000000	(458.22) 5,524.45	\$	
CORNING INC GLW	175 000	12/15/2004	11 54000	01/21/2005	11 68080	2,019.50 2,019.50 1 000000	15.82	\$	
INTERPUBLIC GROUP COS INC IPG	700 000	03/24/2004	15 06230	01/21/2005	13 14730	10,543.61 10,543.61 1 000000	(1,361.81)	\$	
TALBOTS INC TLB	322 000	03/23/2004	34 85000	01/25/2005	25 32990	11,221.70 11,221.70 1 000000	(3,081.84)	\$	
AVERY DENNISON CORP AVY	50 000	12/07/2004	60 06000	01/26/2005	59 88840	3,003.00 3,003.00 1 000000	(12.18)	\$	
BARD C R INC BCR	50 000	03/23/2004	46 84500	01/26/2005	65 23100	2,342.25 2,342.25 1 000000	917.69	\$	
BRINKER INTL INC EAT	100 000	03/24/2004	37 53710	01/26/2005	37 97000	3,753.71 3,753.71 1 000000	38.17	\$	
BRINKER INTL INC EAT	85 000	12/03/2004	35 04000	01/26/2005	37 97000	2,978.40 2,978.40 1 000000	244.69	\$	
NORFOLK SOUTN CORP NSC	25 000	04/29/2004	24 09832	01/26/2005	33 48200	602.46 602.46 1 000000	233.31	\$	
						835.77			

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate					
NORFOLK SOUTHN CORP NSC	100 000	05/07/2004	24 00000	01/26/2005	33 48190	2,400.00 2,400.00 3,343.08	943.08	\$		
TXU CORP TXU	50 000	03/23/2004	29 16000	01/26/2005	65.49580	1,458.00 1,458.00 3,272.18			1,814.18	\$
VODAFONE GROUP PLC VOD	305 000	03/23/2004	23 47000	01/26/2005	26 46960	7,158.35 7,158.35 8,060.76			902.41	\$
AVERY DENNISON CORP AVY	75 000	12/02/2004	59 15000	01/27/2005	59 67000	4,436.25 4,436.25 4,471.36			35 11	\$
AVERY DENNISON CORP AVY	25 000	12/31/2004	60 06000	01/27/2005	59 67040	1,501.50 1,501.50 1,490.46			(11 04)	\$
JACUZZI BRANDS INC JJZ	521 000	03/23/2004	8 58000	01/27/2005	9 58910	4,470.18 4,470.18 4,974.91			504 73	\$
O2MICRO INTL LTD OIM	340 000	03/23/2004	15 06100	01/27/2005	9 11740	5,120.74 5,120.74 3,089.61			(2,031 13)	\$
O2MICRO INTL LTD OIM	310 000	03/25/2004	16 67400	01/27/2005	9 11740	5,168.94 5,168.94 2,817.00			(2,351 94)	\$
O2MICRO INTL LTD OIM	400 000	03/26/2004	17 11320	01/27/2005	9 11740	6,845.28 6,845.28 3,634.84			(3,210 44)	\$
WALGREEN CO WAG	100 000	12/03/2004	39.21000	01/27/2005	42 23830	3,921.00 3,921.00 4,218.69			297 69	\$

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Price	Date					
YORK INTL CORP NEW YRK	170 000	03/23/2004	37 01000	01/27/2005	35 25500	6,291.70 6,291.70 5,984.65	179.72 179.72 176.02	(307.05)	\$	
YORK INTL CORP NEW YRK	5 000	11/18/2004	35 94360	01/27/2005	35 25400		179.72 179.72 176.02	(3.70)	\$	
YORK INTL CORP NEW YRK	25 000	12/13/2004	38 28000	01/27/2005	35 25520	957.00 957.00 880.10	957.00 957.00 880.10	(76.90)	\$	
PROCTER & GAMBLE CO PG	140 000	08/27/2004	55 61621	01/28/2005	53 72070	7,786.27 7,786.27 7,513.65	7,786.27 7,786.27 7,513.65	(272.62)	\$	
PROCTER & GAMBLE CO PG	30 000	10/07/2004	54 27000	01/28/2005	53 72100	1,628.10 1,628.10 1,610.07	1,628.10 1,628.10 1,610.07	(18.03)	\$	
PROCTER & GAMBLE CO PG	80 000	12/03/2004	55 32000	01/28/2005	53 72060	4,425.60 4,425.60 4,293.51	4,425.60 4,425.60 4,293.51	(132.09)	\$	
JACUZZI BRANDS INC JZ	562 000	03/23/2004	8 58000	02/01/2005	10 16810	4,821.96 4,821.96 5,686.18	4,821.96 4,821.96 5,686.18	864.22	\$	
ELECTRONIC DATA SYS CORP EDS	200 000	03/24/2004	19 17900	02/02/2005	21 09630	3,835.80 3,835.80 4,211.12	3,835.80 3,835.80 4,211.12	375.32	\$	
EVEREST RE GROUP LTD RE	50 000	03/23/2004	83 74330	02/02/2005	84 88000	4,187.16 4,187.16 4,241.36	4,187.16 4,187.16 4,241.36	54.19	\$	
MICROSOFT CORP MSFT	100 000	05/05/2004	26 50070	02/02/2005	26 36060	2,650.07 2,650.07 2,633.72	2,650.07 2,650.07 2,633.72	(16.35)	\$	

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S	Ordinary Currency Other	Mkt. Disc.
			Price	Fx Rate	Date	Fx Rate					
SYSCO CORP SYY	150 000	08/26/2004	31 90400	1 000000	02/02/2005	34 48000	4,785 60 1 000000	4,785 60 5,164 33			
SYSCO CORP SYY	50 000	09/13/2004	32 68000	1 000000	02/02/2005	34 48000	1,634 00 1 000000	1,634 00 1,721 44			
TXU CORP TXU	50 000	03/23/2004	29 16000	1 000000	02/02/2005	73 21660		1,458 00 1 000000	1,458 00 3,658 21		
YUM! BRANDS INC YUM	50 000	03/23/2004	36 80000	1 000000	02/02/2005	45 57680		1,840 00 1 000000	1,840 00 2,276 26		
APACHE CORP APA	150 000	03/24/2004	41 75000	1 000000	02/03/2005	55 05000		6,262 50 1 000000	6,262 50 8,249 73		
ELECTRONIC DATA SYS CORP EDS	100 000	03/24/2004	19 17900	1 000000	02/03/2005	21 02330		1,917 90 1 000000	1,917 90 2,098 26		
GOODRICH B F CO GR	25 000	10/25/2004	29 86000	1 000000	02/03/2005	33 96000		746 50 1 000000	746 50 848 22		
GOODRICH B F CO GR	100 000	01/21/2005	31 58550	1 000000	02/03/2005	33 96000		3,158 55 1 000000	3,158 55 3,392 89		
INTERNATIONAL PAPER CO IP	200 000	03/24/2004	40 30000	1 000000	02/03/2005	39 31990		8,060 00 1 000000	8,060 00 7,858 72		
INTERNATIONAL PAPER CO IP	100 000	12/03/2004	40 53000	1 000000	02/03/2005	39 31990		4,053 00 1 000000	4,053 00 3,929 36		

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Price	Date					
KYOCERA CORP YRK	80 000	05/26/2004	81 87225	02/03/2005	70 21380	1.000000	6,549.78 5,612.92	(936.86)	\$	
YORK INTL CORP NEW YRK	5 000	10/27/2004	31 35000	02/03/2005	37 59000	1.000000	156.75 156.75 187.80	31.05	\$	
YORK INTL CORP NEW YRK	50 000	11/01/2004	31 65000	02/03/2005	37 59260	1.000000	1,582.50 1,582.50 1,878.07	295.57	\$	
YORK INTL CORP NEW YRK	100 000	11/05/2004	35 78640	02/03/2005	37 59280	1.000000	3,578.64 3,578.64 3,756.15	177.51	\$	
YORK INTL CORP NEW YRK	45 000	11/18/2004	35 94360	02/03/2005	37 59290	1.000000	1,617.46 1,617.46 1,690.27	72.81	\$	
ALLIED DOMEQ PLC AED	125 000	09/07/2004	33 54880	02/04/2005	39 12380	1.000000	4,193.60 4,193.60 4,884.05	690.45	\$	
ALLIED DOMEQ PLC AED	25 000	09/13/2004	34 30000	02/04/2005	39 12360	1.000000	857.50 857.50 976.81	119.31	\$	
ELECTRONIC DATA SYS CORP EDS	200 000	03/24/2004	19 17900	02/04/2005	21 00110	1.000000	3,835.80 3,835.80 4,192.08	356.28	\$	
INTEGRATED CIRCUIT SYS INC ICST	800 000	03/23/2004	24 27000	02/04/2005	18 58250	1.000000	19,416.00 19,416.00 14,841.51	(4,574.49)	\$	
WELLPOINT INC WLP	25 000	12/02/2004	106 00000	02/04/2005	123 40000	1.000000	2,650.00 2,650.00 3,083.65	433.65	\$	

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Price Fx Rate	Date	Price Fx Rate					
SUNGARD DATA SYS INC SDS	610 000	03/24/2004	27 37000 1 00000	02/08/2005	26 72030 1 00000	16,695.70 16,288.35	(427.35)	\$		
SUNGARD DATA SYS INC SDS	140 000	12/03/2004	26 46000 1 00000	02/08/2005	26 72030 1 00000	3,704.40 3,704.40	3,733.72		29 32	\$
HCA-HEALTHCARE CO HCA	100 000	03/24/2004	40 11820 1.000000	02/09/2005	46 00000 1 000000	4,011.82 4,011.82	4,597.59		585 77	\$
IAC/INTERACTIVECORP IACI	200 000	12/03/2004	24 83000 1 000000	02/09/2005	23 82000 1 000000	4,966.00 4,966.00	4,759.34		(206 66)	\$
INTERNATIONAL PAPER CO IP	100 000	03/24/2004	40 30000 1 000000	02/09/2005	37 38000 1 000000	4,030.00 4,030.00	3,735.62		(294 38)	\$
UNOVA INC UNA	100 000	03/23/2004	20 75000 1 000000	02/09/2005	23 48440 1 000000	2,075.00 2,075.00	2,343.36		268 36	\$
UNOVA INC UNA	100 000	04/21/2004	18 63880 1 000000	02/09/2005	23 48420 1 000000	1,863.88 1,863.88	2,343.35		479 47	\$
WELLPOINT INC WLP	25 000	11/09/2004	100 62504 1 000000	02/09/2005	120 12000 1 000000	2,515.63 2,515.63	3,001.65		486 02	\$
ENCANA CORP ECA CN	25 000	03/23/2004	42 01000 1 000000	02/11/2005	61 56040 1 000000	1,050.25 1,050.25	1,537.71		487 46	\$
AFFORDABLE RESIDENTIAL COMMU ARC	202 000	03/23/2004	18 39000 1 000000	02/11/2005	12 86720 1 000000	3,714.78 2,589.00	3,714.78 2,589.00		(1,125 78)	\$

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Price Fx Rate	Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type \$	Ordinary Currency Other	Mkt. Disc.
			Price	Date	Price	Rate						
AFFORDABLE RESIDENTIAL COMMU ARC	20 000	07/09/2004	16.40000	02/11/2005	12.86750		1.00000	328.00 328.00 256.34	(71.66)	\$		
AFFORDABLE RESIDENTIAL COMMU ARC	51 000	10/14/2004	14.77000	02/11/2005	12.86710		1.00000	753.27 753.27 653.65	(99.62)	\$		
ALLIED DOMEQ PLC AED	75 000	09/07/2004	33.54880	02/11/2005	39.20090		1.00000	2,516.16 2,516.16 2,936.22	420.06	\$		
AVALONBAY CMNTYS INC AVB	5 000	03/23/2004	54.05000	02/11/2005	69.85000		1.00000	270.25 270.25 348.99	78.74	\$		
BARD C R INC BCR	50 000	12/03/2004	59.70000	02/11/2005	68.44000		1.00000	2,985.00 2,985.00 3,419.39	434.39	\$		
BROOKFIELD PROPERTIES CORP BPO	16 000	03/23/2004	30.86000	02/11/2005	38.15000		1.00000	493.76 493.76 609.57	115.81	\$		
BROOKFIELD PROPERTIES CORP BPO	3 000	10/14/2004	32.49000	02/11/2005	38.15000		1.00000	97.47 97.47 114.30	16.83	\$		
EQUITY OFFICE PPTYS TR EOP	180 000	03/23/2004	29.88000	02/11/2005	29.91290		1.00000	5,378.40 5,378.40 5,375.14	(3.26)	\$		
FEDERAL REALTY INV'T TRUST FRT	2 000	03/23/2004	44.78000	02/11/2005	50.43000		1.00000	89.56 89.56 100.76	11.20	\$		
FEDERAL REALTY INV'T TRUST FRT	1 000	10/14/2004	45.74000	02/11/2005	50.43000		1.00000	45.74 45.74 50.38	4.64	\$		

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Price Fx Rate	Date Fx Rate	Price Fx Rate	Date Fx Rate					
GENERAL GROWTH PPTYS INC GGP	51 000	03/23/2004	34.290000	02/11/2005	36.400000	1 000000	1,748.79 1,748.79 1,853.79	105.00	S		
HEWLETT PACKARD CO HPQ	250 000	03/24/2004	21.860000	02/11/2005	21.230000	1 000000	5,465.00 5,465.00 5,294.82	(170.18)	S		
HOST MARRIOTT CORP NEW HMT	14 000	03/23/2004	12.280000	02/11/2005	16.010000	1 000000	171.92 171.92 223.43		S		
MACERICH CO MAC	95 000	03/23/2004	52.220000	02/11/2005	59.681700	1 000000	4,960.90 4,960.90 5,664.83		S		
OSHKOSH TRUCK CORP OSK	150 000	03/23/2004	54.602500	02/11/2005	74.679000	1 000000	8,190.38 8,190.38 11,193.98		S		
PAN PACIFIC RETAIL PPTYS INC PNP	23 000	10/14/2004	56.13991	02/11/2005	60.17350	1 000000	1,291.22 1,291.22 1,382.79		S		
PROLOGIS TR PLD	84 000	10/14/2004	36.24798	02/11/2005	39.40000	1 000000	3,044.83 3,044.83 3,305.29		S		
REALTY INCOME CORP O	104 000	10/14/2004	23.39537	02/11/2005	24.44850	1 000000	2,433.12 2,433.12 2,537.35		S		
SHURGARD STORAGE CENTERS - A SHU	14 000	03/23/2004	38.92000	02/11/2005	41.80000	1 000000	544.88 544.88 584.48		S		
SHURGARD STORAGE CENTERS - A SHU	50 000	10/14/2004	39.15000	02/11/2005	41.80000	1 000000	1,957.50 1,957.50 2,087.43		S		

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

Capital Gains and Losses

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate					
SIMON PTY GROUP INC NEW SPG	7 000	03/23/2004	\$7.52000 1.00000	02/11/2005		64.15000 1.00000	402.64 448.68	46.04	\$	
STARWOOD HOTELS & RESORTS HOT	24 000	10/14/2004	46.54733 1.00000	02/11/2005		58.97000 1.00000	1,117.14 1,117.14 1,414.03	296.89	\$	
UNITED DOMINION RLTY TR INC UDR	23 000	10/14/2004	19.68148 1.00000	02/11/2005		22.48000 1.00000	452.67 452.67 515.87	63.20	\$	
VORNADO REALTY TR VNO	46 000	03/23/2004	59.81000 1.00000	02/11/2005		71.42000 1.00000	2,751.26 2,751.26 3,282.91	531.65	\$	
NATIONAL-OILWELL INC NOW NOV	450 000	03/23/2004	27.85778 1.00000	02/14/2005		39.88180 1.00000	12,536.00 12,536.00 17,923.71	5,387.71	\$	
YORK INTL CORP NEW YRK	150 000	10/25/2004	31.10900 1.00000	02/14/2005		37.88390 1.00000	4,666.35 4,666.35 5,674.90	1,008.55	\$	
YORK INTL CORP NEW YRK	45 000	10/27/2004	31.35000 1.00000	02/14/2005		37.88400 1.00000	1,410.75 1,410.75 1,702.47	291.72	\$	
ADVANCED INFO SVCS - SPON ADR AVIFY	1,479 000	03/23/2004	2.40000 1.00000	02/15/2005		2.97930 1.00000	3,549.60 3,549.60 4,361.87	812.27	\$	
VORNADO REALTY TR VNO	189 000	NA	0.00000 1.00000	02/15/2005		0.05000 1.00000	9.45	9.45	L	
VORNADO REALTY TR VNO	61 000	NA	0.00000 1.00000	02/15/2005		0.05000 1.00000	3.05	3.05	L	

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Type Short Term S Long Term L	Ordinary Currency Other	Mkt. Disc.
		Date	Price Fx Rate	Date	Price Fx Rate				
DONNELLEY R R & SONS CO RRD	150 000	03/23/2004	28.27000 1.00000	02/16/2005	33 10200 1 00000	4,240.50 4,240.50 4,959.13	718.63 S		
DONNELLEY R R & SONS CO RRD	100 000	05/11/2004	29.57720 1 00000	02/16/2005	33 10200 1 00000	2,957.72 2,957.72 3,306.09	348.37 S		
GENUINE PARTS CO GPC	250 000	03/23/2004	32.88000 1 00000	02/16/2005	43 87530 1 00000	8,220.00 8,220.00 10,955.96	2,735.96 S		
GENUINE PARTS CO GPC	10 000	06/28/2004	39 52000 1 00000	02/16/2005	43.87500 1 00000	395.20 395.20 438.24	43.04 S		
L3 COMMUNICATIONS HDGS INC LLL	160 000	12/03/2004	74.97000 1 00000	02/16/2005	72 62580 1 00000	11,995.20 11,995.20 11,611.75	(383.45) S		
REXAM PLC SPONSORED ADR REXMY	100 000	10/15/2004	39 83360 1 00000	02/16/2005	43 28600 1 00000	3,983.36 3,983.36 4,323.46	340.10 S		
ACTUANT CORP ATU	75 000	03/23/2004	38 16000 1 00000	02/17/2005	53 04600 1 00000	2,862.00 2,862.00 3,974.57	1,112.57 S		
ANHEUSER BUSCH COS INC BUD	265 000	03/24/2004	50 50000 1 00000	02/17/2005	48 00010 1 00000	13,382.50 13,382.50 12,709.01	(673.49) S		
BANK OF NEW YORK INC BK	1,080 000	05/14/2004	29 03000 1 00000	02/17/2005	29 83700 1 00000	31,352.40 31,352.40 32,168.90	816.50 S		
BANK OF NEW YORK INC BK	200 000	12/03/2004	33 12000 1 00000	02/17/2005	29 83700 1 00000	6,624.00 6,624.00 5,957.20	(666.80) S		

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Price Fx Rate	Date					
COST PLUS INC CALIFORNIA CPWM	100 000	03/23/2004	40 02000	02/17/2005	26 85580	4,002 00	(1,321.51)	S		
HARMAN INTERNATIONAL INDS INC HAR	50 000	03/23/2004	74 27000	02/17/2005	112 62000	3,713 50	3,713 50		1,914 81	\$
LAUREATE EDUCATION INC LAUR	50 000	05/18/2004	34 58072	02/17/2005	45 83090	1,729 04	1,729 04		559 88	\$
REXAM PLC SPONSORED ADR REXMY	50 000	10/14/2004	38 90304	02/17/2005	43 77280	1,945 15	1,945 15		240.92	\$
REXAM PLC SPONSORED ADR REXMY	25 000	10/15/2004	39 83360	02/17/2005	43 77320	2,186 07	2,186 07			
AUTOLIV INC ALV	100 000	03/23/2004	39 70000	02/18/2005	50 44310	995 84	995 84		97.20	\$
HEINEKEN NV HINKY	162 000	03/23/2004	32 12000	02/18/2005	34 30000	1,093 04	1,093 04		1,069 14	\$
PG&E CORP (HOLDING COMPANY) PCG	100 000	03/23/2004	28 58000	02/18/2005	36 00000	5,203 44	5,203 44		3,970 00	
ACXIOM CORP ACXM	200 000	04/13/2004	24 54391	02/22/2005	22 19000	2,858 00	2,858 00		736 88	\$
AGL RES INC ATG	50 000	07/30/2004	29 73412	02/22/2005	34 41860	(4,427.86)	4,427.86		(480.92)	\$
					1 00000	1 00000	1 00000		231 67	\$
						1,718 38	1,718 38			

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Price Fx Rate	Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate						
AGL RES INC ATG	50 000	09/30/2004	30 72000	02/22/2005	34 41900	1 000000	1,536.00 1,536.00 15,009.49	1,536.00 11,910.00 11,910.00	182.39	\$	
AUTOLIV INC ALV	300 000	03/23/2004	39 70000	02/22/2005	50 08330	1 000000					3,099.49 \$
DELTA PETROLEUM CORP DPTR	75 000	03/29/2004	11 08000	02/22/2005	14 63000	1 000000					262.46 \$
DELTA PETROLEUM CORP DPTR	175 000	07/21/2004	13 70130	02/22/2005	14 63000	1 000000					2,397.73 \$
DONALDSON INC DCI	125 000	03/23/2004	26 92000	02/22/2005	31 59180	1 000000					2,397.73 \$
MCCORMICK & SCHMICKS SEAFOOD MSSR	200 000	07/20/2004	12 00000	02/22/2005	15 34060	1 000000					2,551.42 \$
NCI BLDG SYSTEM INC NCS	100 000	03/23/2004	22 88371	02/22/2005	36 60000	1 000000					3,365.00 \$
NOBLE ENERGY INC NBL	220 000	03/23/2004	46 19000	02/22/2005	65 51740	1 000000					3,942.59 \$
PG&E CORP (HOLDING COMPANY) PCG	25 000	03/23/2004	28 58000	02/22/2005	35 69000	1 000000					2,288.37 \$
STARTEK INC SRT	25 000	07/08/2004	34 41000	02/22/2005	22 75440	1 000000					2,288.37 \$

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Fx Rate	Price	Date	Fx Rate					
STARTEK INC SRT	125 000	08/20/2004	30 49336	02/22/2005	22 75440	1 00000	3,811.67 3,811.67 2,837.96	(973.71)	S		
TECHNITROL INC TNL	425 000	03/23/2004	18 09080	02/22/2005	18 03000	1 00000	7,688.59 7,688.59 7,641.25	(47.34)	S		
CENTERPOINT ENERGY INC CNP	100 000	11/17/2004	11 26670	02/23/2005	11 84000	1 00000	1,126.67 1,126.67 1,178.96	52.29	S		
CENTERPOINT ENERGY INC CNP	100 000	12/15/2004	11 30060	02/23/2005	11 84000	1 00000	1,130.06 1,130.06 1,178.96	48.90	S		
HEWLETT PACKARD CO HPQ	350 000	03/24/2004	21 86000	02/25/2005	20 68000	1 00000	7,651.00 7,651.00 7,220.26	(430.74)	S		
SELECT MEDICAL CORP SEM	575 000	03/23/2004	15 34940	02/25/2005	18 00000	1 00000	8,825.91 8,825.91 10,350.00	1,524.09	S		
SPEEDWAY MOTORSports INC TRK	132 000	03/23/2004	29 59120	02/28/2005	31 86550	1 00000	3,906.04 3,906.04 4,991.48	1,085.44	S		
EVEREST RE GROUP LTD RE	25 000	03/23/2004	83 74328	02/28/2005	87 20000	1 00000	2,093.58 2,093.58 2,178.67	85.09	S		
LINCOLN NATL CORP LNC	100 000	06/02/2004	46 80000	03/01/2005	47 45000	1 00000	4,680.00 4,680.00 4,739.84	59.84	S		
LINCOLN NATL CORP LNC	150 000	08/03/2004	44 00000	03/01/2005	47 45000	1 00000	6,600.00 6,600.00 7,109.77	509.77	S		

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

Capital Gains and Losses

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Fx Rate	Price	Date	Fx Rate					
SPEEDWAY MOTORSPORTS INC TRK	139 000	03/23/2004	29.59120	03/01/2005	37.40460	1.00000	4,113.18 4,113.18 5,192.11	1,078.93	\$		
AMERICAN INTL GROUP INC AIG	150 000	03/24/2004	69.59000	03/02/2005	64.96200	1.00000	10,438.50 10,438.50 9,736.48	(702.02)	\$		
DELL INC DELL	105 000	03/24/2004	33.47000	03/02/2005	40.30820	1.00000	3,514.35 3,514.35 4,226.97	712.62	\$		
DELL INC DELL	145 000	12/03/2004	41.87000	03/02/2005	40.30820	1.00000	6,071.15 6,071.15 5,837.25	(233.90)	\$		
DONNELLEY R R & SONS CO RRD	100 000	03/23/2004	28.27000	03/02/2005	31.85400	1.00000	2,827.00 2,827.00 3,180.29	353.29	\$		
ECOLAB INC ECL	15 000	03/24/2004	26.94000	03/03/2005	32.17270	1.00000	404.10 404.10 481.83	77.73	\$		
ECOLAB INC ECL	85 000	12/03/2004	34.79000	03/03/2005	32.17340	1.00000	2,957.15 2,957.15 2,730.40	(226.75)	\$		
THOMAS SA ADR TMS	50 000	12/30/2004	26.57000	03/03/2005	26.60660	1.00000	1,328.50 1,328.50 1,327.79	(0.71)	\$		
THOMAS SA ADR TMS	75 000	12/31/2004	26.67640	03/03/2005	26.60670	1.00000	2,000.73 2,000.73 1,991.68	(9.05)	\$		
AIR PRODUCTS & CHEM INC APD	50 000	12/03/2004	57.91000	03/04/2005	64.50000	1.00000	2,895.50 2,895.50 3,222.90	327.40	\$		

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Price	Date					
AMERICAN INTL GROUP INC AIG	110 000	03/24/2004	69 59000 1.000000	03/04/2005	64 54000 1 000000	7,654.90 7,094.77	(560.13)	\$	(49 14)	\$
AMERICAN INTL GROUP INC AIG	45 000	12/03/2004	65 59000 1.000000	03/04/2005	64 54020 1 000000	2,951.55 2,951.55 2,902.41				
BARD C R INC BCR	40 000	03/24/2004	46 61500 1 000000	03/04/2005	66 51480 1 000000	1,864.60 1,864.60 2,658.50			793.90	\$
BARD C R INC BCR	10 000	12/03/2004	59 70000 1 000000	03/04/2005	66 51400 1 000000	597.00 597.00 664.62			67.62	\$
LEAR CORP LEA	100 000	09/07/2004	55 85000 1 000000	03/04/2005	46 10780 1 000000	5,585.00 5,585.00 4,605.63			(979.37)	\$
THOMASSA ADR TMS	290 000	03/23/2004	17 41000 1 000000	03/04/2005	27 73310 1 000000	5,048.90 5,048.90 8,027.84			2,978.94	\$
TORCHMARK CORP TMK	100 000	03/24/2004	52 36670 1 000000	03/04/2005	53 04000 1 000000	5,236.67 5,236.67 5,301.57			64.90	\$
TXU CORP TXU	25 000	03/23/2004	29 16000 1.000000	03/09/2005	77 60000 1 000000	729.00 729.00 1,938.69			1,209.69	\$
TYCO INTERNATIONAL LTD TYC	100 000	12/03/2004	34 46000 1 000000	03/09/2005	35 97000 1 000000	3,446.00 3,446.00 3,594.63			148.63	\$
BENETTON GROUP SPA ADR BNG	140 000	03/23/2004	21 50000 1 000000	03/11/2005	20 73330 1 000000	3,010.00 3,010.00 2,895.56			(114.44)	\$

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Fx Rate	Price	Date	Fx Rate					
DONNELLEY R R & SONS CO RRD	150 000	03/23/2004	28.27000	03/11/2005	30.45480	1.00000	4,240.50 4,240.50 4,560.57	320.07	\$		
INT'L FLAVORS & FRAGRANCES IFF	50 000	05/27/2004	36.71460	03/11/2005	40.91460	1.00000	1,835.73 1,835.73 2,043.16	207.43	\$		
MATTEL INC MAT	250 000	03/23/2004	18.14000	03/11/2005	20.68000	1.00000	4,535.00 4,535.00 5,157.33	622.33	\$		
DONNELLEY R R & SONS CO RRD	100 000	03/23/2004	28.27000	03/14/2005	30.74350	1.00000	2,827.00 2,827.00 3,070.25	243.25	\$		
INT'L FLAVORS & FRAGRANCES IFF	100 000	05/27/2004	36.71460	03/15/2005	41.10000	1.00000	3,671.46 3,671.46 4,104.86	433.40	\$		
KEY ENERGY SVCS INC KEGS	420 000	03/23/2004	12.18000	03/16/2005	11.89670	1.00000	5,115.60 5,115.60 4,979.64	(135.96)	\$		
REXAM PLC SPONSORED ADR REXMY	75 000	10/14/2004	38.90304	03/16/2005	45.49000	1.00000	2,917.73 2,917.73 3,407.89	490.16	\$		
SYSCO CORP SYY	50 000	09/15/2004	31.63000	03/16/2005	33.20100	1.00000	1,581.50 1,581.50 1,657.49	75.99	\$		
SYSCO CORP SYY	100 000	09/17/2004	31.53390	03/17/2005	33.20080	1.00000	3,153.39 3,153.39 3,314.97	161.58	\$		
DELPHI CORPORATION DPH	825 000	03/23/2004	9.82000	03/17/2005	4.61500	1.00000	8,101.50 8,101.50 3,782.50	(4,319.00)	\$		

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Fx Rate	Price Fx Rate	Date	Price Fx Rate					
DELPHI CORPORATION DPH	310 000	12/03/2004	9 08000	03/17/2005	4,61500	2,814.80 1 00000	2,814.80 1,421.30	(1,393.50)	S		
HOSPIRA INC HSP	45 000	03/23/2004	24 94462	03/17/2005	31,22220	1,122.51 1 00000	1,122.51 1,402.71	280.20	S		
INTERNATIONAL PAPER CO IP	300 000	03/24/2004	40 30000	03/17/2005	38,24840	12,090.00 1 00000	12,090.00 11,462.14	(627.86)	S		
KEY ENERGY SVCS INC KEGS	425 000	03/23/2004	12 18000	03/17/2005	11,76060	5,176.50 1 00000	5,176.50 4,976.84	(199.66)	S		
NEENAH PAPER INC NP	9 000	03/23/2004	32 09400	03/17/2005	34,00000	288.85 1 00000	288.85 305.54	16.69	S		
KEY ENERGY SVCS INC KEGS	864 000	03/23/2004	12 18000	03/18/2005	11 58390	10,523.52 1 00000	10,523.52 9,973.60	(549.92)	S		
LEAR CORP LEA	100 000	09/02/2004	54 30000	03/18/2005	45 10630	5,430.00 1 00000	5,430.00 4,506.48	(923.52)	S		
PENTAIR INC PNR	100 000	03/23/2004	27 09500	03/18/2005	39 81620	2,709.50 1 00000	2,709.50 3,977.49	1,267.99	S		
PENTAIR INC PNR	225 000	04/07/2004	29 31500	03/18/2005	39 81620	6,595.88 1 00000	6,595.88 8,949.35	2,353.48	S		
KEY ENERGY SVCS INC KEGS	541 000	03/23/2004	12 18000	03/21/2005	11 57090	6,589.38 1 00000	6,589.38 6,238.01	(351.37)	S		

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764) June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Price Fx Rate	Date	Price Fx Rate					
MATTEL INC MAT	275 000	03/23/2004	18 14000 1.000000	03/21/2005	20 34990 1.000000	4,988.50 4,988.50 5,585.03	596.53	S		
MATTEL INC MAT	75 000	11/01/2004	17 53147 1.000000	03/21/2005	20 34990 1.000000	1,314.86 1,314.86 1,523.19	208.33	S		
CENTERPOINT ENERGY INC CNP	525 000	11/17/2004	11 26670 1 000000	03/22/2005	11 88600 1 000000	5,915.02 5,915.02 6,213.69	298.67	S		
LEGG MASON INC LM	25 000	12/01/2004	69 74400 1 000000	03/22/2005	83 21080 1 000000	1,743.60 1,743.60 2,078.95	335.35	S		
BARD C R INC BCR	120 000	03/24/2004	46 61500 1 000000	03/23/2005	66 05310 1 000000	5,593.80 5,593.80 7,920.11	2,326.31	S		
M & T BANK CORP MTB	50 000	03/23/2004	89 44000 1 000000	03/23/2005	98 44000 1 000000	4,472.00 4,472.00 4,919.33	447.33	S		
CENTERPOINT ENERGY INC CNP	450 000	11/17/2004	11 26670 1 000000	03/24/2005	11 72420 1 000000	5,070.01 5,070.01 5,257.72	187.71	S		
CENTERPOINT ENERGY INC CNP	225 000	11/23/2004	11 03160 1 000000	03/24/2005	11 72420 1 000000	2,482.11 2,482.11 2,628.86	146.75	S		
CENTERPOINT ENERGY INC CNP	100 000	12/01/2004	11 22740 1 000000	03/24/2005	11 72420 1 000000	1,122.74 1,122.74 1,168.38	45.64	S		
CENTERPOINT ENERGY INC CNP	200 000	12/07/2004	11 04710 1 000000	03/24/2005	11 72420 1 000000	2,209.42 2,209.42 2,336.76	127.34	S		

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Price	Fx Rate	Date	Price Fx Rate					
ALTRIA GROUP INC MO	100 000	03/24/2004	53.090000	1.000000	03/28/2005	64.360000	1 000000	5,309.00 5,309.00 6,433.53	1,124 53 L		
COMCAST CORP CL A CMCSA	300 000	12/03/2004	29.690000	1 000000	03/28/2005	33.640000	1 000000	8,907.00 8,907.00 10,084.91	1,177 91 S		
HCA-HEALTHCARE CO HCA	500 000	03/24/2004	40.11820	1 000000	03/28/2005	48.99180	1 000000	20,059.10 20,059.10 24,483.84	4,424 74 L		
HCA-HEALTHCARE CO HCA	100 000	12/03/2004	40.03000	1 000000	03/28/2005	48.99180	1 000000	4,003.00 4,003.00 4,896.77	893 77 S		
JOHNSON & JOHNSON JNJ	200 000	03/24/2004	49.89670	1 000000	03/28/2005	68.34000	1 000000	9,979.34 9,979.34 13,663.05	3,683 71 L		
LIBERTY MEDIA CORP - A L	200 000	06/10/2004	9.37980	1 000000	03/28/2005	10.28000	1 000000	1,875.96 1,875.96 2,051.43	175 47 S		
LIBERTY MEDIA CORP - A L	400 000	12/03/2004	10.47000	1 000000	03/28/2005	10.28000	1 000000	4,188.00 4,188.00 4,102.86	(85 14) S		
LIMITED BRANDS INC LTD	1,000 000	03/24/2004	19.64000	1 000000	03/28/2005	23.90350	1 000000	19,640.00 19,640.00 23,880.21	4,240 21 L		
MORGAN STANLEY MWD	100 000	03/24/2004	36.69000	1 000000	03/28/2005	55.42790	1 000000	5,669.00 5,669.00 5,538.60	(130 40) L		
MORGAN STANLEY MWD	100 000	04/20/2004	53.70370	1 000000	03/28/2005	55.42770	1 000000	5,370.37 5,370.37 5,538.59	168 22 S		

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764) June 30, 2004 to June 30, 2005

Security/Description <u>NOM</u> <u>Currency</u>	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate					
PITNEY BOWES INC PBI	300 000	03/24/2004	41.39000	03/28/2005	45.28330	12,417.00 12,417.00 13,577.79	1,160.79	L		
TYCO INTERNATIONAL LTD TYC	300 000	03/24/2004	27.02000	01/28/2005	34.12000	8,106.00 8,106.00 10,228.91	2,122.91	L		
FIRST HORIZON NATIONAL CORP FHN	150 000	12/28/2004	42.74991	03/29/2005	40.15870	6,412.49 6,412.49 6,016.12	(396.37)	S		
FIRST HORIZON NATIONAL CORP FHN	50 000	12/29/2004	42.82000	03/29/2005	40.15900	2,141.00 2,141.00 2,005.38	(135.62)	S		
TALISMAN ENERGY INC TLM	125 000	03/23/2004	19.62666	03/29/2005	32.81560	2,453.33 2,453.33 4,095.56	1,642.23	L		
LEAR CORP LEA	100 000	09/09/2004	54.17350	03/31/2005	44.23770	5,417.35 5,417.35 4,419.63	(997.72)	S		
LEAR CORP LEA	25 000	11/01/2004	53.98220	03/31/2005	44.23800	1,349.73 1,349.73 1,104.91	(244.82)	S		
UNITED TECHNOLOGIES CORP UTX	100 000	03/24/2004	84.58170	03/31/2005	101.82620	8,458.17 8,458.17 10,179.78	1,721.61	L		
UNITED TECHNOLOGIES CORP UTX	100 000	12/03/2004	98.35000	03/31/2005	101.82620	9,835.00 9,835.00 10,179.78	344.78	S		
AMERICAN INT'L GROUP INC AIG	100 000	03/24/2004	69.74000	04/01/2005	52.68030	6,974.00 6,974.00 5,263.80	(1,710.20)	L		

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Price	Fx Rate	Date	Fx Rate					
E.ON AG EON	90 000	03/23/2004	21.06000	1.00000	04/01/2005	28.60360	1,895.40 1,895.40 2,569.71	674.31	L		
ABN AMRO HLDG NV ADR ABN	220 000	03/23/2004	22.02868	1.00000	04/05/2005	24.90550	4,846.31 4,846.31 5,470.18	623.87	L		
ALLIED DOMEQ PLC AED	50 000	09/07/2004	33.54880	1.00000	04/05/2005	47.32020	1,677.44 1,677.44 2,363.41	685.97	S		
ASSURANT INC AIZ	50 000	01/21/2005	31.35510	1.00000	04/05/2005	32.81200	1,567.76 1,567.76 1,638.03	70.27	S		
ASSURANT INC AIZ	75 000	01/31/2005	32.58880	1.00000	04/05/2005	32.81200	2,444.16 2,444.16 2,457.05	12.89	S		
HILTON HOTELS CORP HLT	50 000	12/22/2004	22.60000	1.00000	04/05/2005	22.69000	1,130.00 1,130.00 1,131.95	1.95	S		
HILTON HOTELS CORP HLT	75 000	12/28/2004	22.76427	1.00000	04/05/2005	22.69000	1,707.32 1,707.32 1,697.93	(9.39)	S		
HILTON HOTELS CORP HLT	25 000	01/31/2005	22.45120	1.00000	04/05/2005	22.69000	561.28 561.28 565.98	4.70	S		
INTERCONTINENTAL HOT - ADR	175 000	12/01/2004	14.69932	1.00000	04/05/2005	11.70280	2,572.38 2,572.38 2,042.66	(529.72)	S		
L-3 COMMUNICATIONS HLDGS INC LLL	130 000	04/07/2004	61.12740	1.00000	04/05/2005	71.57360	7,946.56 7,946.56 9,297.68	1,351.12	S		

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Type Short Term S Long Term L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate				
L-3 COMMUNICATIONS HLDS INC LLL	40 000	12/03/2004	74.97000	04/05/2005	71.57350	2,998.80	2,998.80 2,998.80 2,860.82		
LEGG MASON INC LM	75 000	10/27/2004	60.83000	04/05/2005	76.70910	4,562.25	1,186.94 4,562.25	S	
LEGG MASON INC LM	25 000	12/01/2004	69.74400	04/05/2005	76.70920	5,749.19	1,743.60 1,743.60 1,916.40		
ALLIED DOMECQ PLC AED	50 000	09/03/2004	33.02232	04/06/2005	47.52500	1,651.12	722.53 1,651.12 2,373.65	S	
ALLIED DOMECQ PLC AED	25 000	09/07/2004	33.54880	04/06/2005	47.52520	838.72 838.72	348.11 1,186.83		
BROOKFIELD PROPERTIES CORP BPO	0 500	03/23/2004	20.57400	04/06/2005	25.24000	10.29 10.29 12.62	2.33 2.33 L		
AMERICAN INTL GROUP INC AIG	200 000	03/24/2004	69.74000	04/11/2005	51.84900	13,948.00 13,948.00 10,364.36	(3,583.64) L		
CHEVRON CORP CVX	100 000	03/24/2004	43.32195	04/11/2005	56.90450	4,332.19 4,332.19 5,687.21	1,355.02 L		
INTERCONTINENTAL HOT - ADR	29 892	10/29/2004	13.86097	04/11/2005	11.92730	414.33 414.33 355.32	(59.01) S		
INTERCONTINENTAL HOT - ADR	25 465	12/01/2004	14.69931	04/11/2005	11.92770	374.32 374.32 302.71	(71.61) S		

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Price Fx Rate	Fx Rate	Date	Price Fx Rate					
INTERCONTINENTAL HOT - ADR	44 643	12/03/2004	14.61595	04/11/2005	11.92770		632.50	(121.82)	S		
ITO YOKADO LTD - ADR IYCLY	130 000	06/02/2004	40.49446	04/11/2005	38.93000	1 00000	5,264.28	5,264.28		(210.09)	\$
ALLIED DOMECQ PLC AED	68 000	09/02/2004	32.77450	04/12/2005	48.05260	1 00000	2,228.67	2,228.67		1,035.37	\$
ALLIED DOMECQ PLC AED	32 000	09/03/2004	33.02231	04/12/2005	48.05250	1 00000	1,056.71	1,056.71		479.31	\$
AMERICA SERVICE GROUP INC ASGR	225 000	03/23/2004	21.34000	04/12/2005	20.47370	1 00000	4,801.50	4,801.50		(201.87)	L
YUM' BRANDS INC YUM	25 000	03/23/2004	36.80000	04/12/2005	50.13000	1 00000	920.00	920.00		331.94	L
BARD CR INC BCR	50 000	03/23/2004	46.34500	04/13/2005	69.73000	1 00000	1,251.94			2,342.25	
PRAXAIR INC PX	50 000	06/08/2004	37.66500	04/13/2005	47.10000	1 00000	3,483.85	3,483.85		1,141.60	L
PRAXAIR INC PX	75 000	06/22/2004	38.01000	04/13/2005	47.10000	1 00000	1,883.25	1,883.25		469.15	\$
DIEBOLD INC DBD	30 000	05/11/2004	47.35820	04/14/2005	54.72000	1 00000	2,850.75	2,850.75		677.85	\$
							3,528.60			219.28	\$
										1,420.75	
										1,420.75	
										1,640.03	

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate					
DIEBOLD INC DBD	20 000	08/16/2004	4715000	04/14/2005	5472000	94300 94300 1,093.36	729.00 729.00 2,086.66	1,357.66	L	
TXU CORP TXU	25 000	03/23/2004	2916000	04/14/2005	83.52000	1 000000	729.00	1,357.66	L	
AIR PRODUCTS & CHEM INC APD	50 000	12/03/2004	57.91000	04/15/2005	5724460	1.000000	2,895.50 2,895.50 2,860.11	(35.39)	S	
APACHE CORP APA	100 000	03/24/2004	4175000	04/15/2005	5574750	1 000000	4,175.00 4,175.00 5,570.52	1,395.52	L	
ENCANA CORP ECA CN CAD	105 000	03/23/2004	4211492	04/18/2005	6395190	1 000000	4,422.07 4,422.07 6,709.42	2,287.35	L	
PERKINELMER INC PKI	150 000	02/02/2005	2324740	04/18/2005	1967000	1 000000	3,487.11 3,487.11 2,944.38	(542.73)	S	
WEATHERFORD INTL LTD WFT	200 000	03/23/2004	4185000	04/18/2005	5445350	1 000000	8,370.00 8,370.00 10,880.24	2,510.24	L	
CEMEX SA - SPONS ADR CX REPRESENTS 5 CPO	85 000	03/23/2004	2863709	04/19/2005	3580040	1 000000	2,434.15 2,434.15 3,040.36	606.21	L	
ALLIED DOMECQ PLC AED	72 000	09/02/2004	3277450	04/20/2005	5026220	1 000000	2,359.76 2,359.76 3,615.13	1,255.37	S	
CLEAR CHANNEL COMM CCU	200 000	12/07/2004	3344910	04/20/2005	3258860	1 000000	6,689.82 6,689.82 6,508.44	(181.38)	S	

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Price	Fx Rate	Date	Price					
FORTUNE BRANDS INC FO	10 000	03/23/2004	74.51000	1 00000	04/20/2005	83.67000	1.00000	745.10 836.16	91.06 L		
FORTUNE BRANDS INC FO	40 000	06/28/2004	75.03000	1.00000	04/20/2005	83.66970	1 00000	3,001.20 3,344.65	343.45 S		
TXU CORP TXU	25 000	03/23/2004	29.16000	1 00000	04/20/2005	83.98000	1 00000	729.00 2,098.16	1,369.16 L		
COMPASS GRP PLC - ADR CMPGY	387 000	03/23/2004	6.89000	1 00000	04/21/2005	4.45000	1 00000	2,666.43 1,710.47	(955.96) L		
AMDOCS LTD DOX	25 000	12/30/2004	26.40000	1 00000	04/22/2005	26.95080	1 00000	660.00 672.49	12.49 S		
AMDOCS LTD DOX	125 000	12/31/2004	26.42088	1 00000	04/22/2005	26.95070	1 00000	3,302.61 3,362.45	59.84 S		
OFFICE DEPOT INC ODP	300 000	03/21/2005	22.85000	1 00000	04/25/2005	20.44440	1 00000	6,855.00 6,124.06	(730.94) S		
SCOTTISH PWR PLC SPI	170 000	03/23/2004	27.68000	1 00000	04/25/2005	32.16750	1 00000	4,705.60 5,459.75	754.15 L		
ELECTRONIC DATA SYS CORP EDS	200 000	03/24/2004	19.17900	1 00000	04/26/2005	19.52580	1 00000	3,835.80 3,897.00	61.20 L		
ELECTRONIC DATA SYS CORP EDS	400 000	07/21/2004	17.75550	1 00000	04/26/2005	19.52580	1 00000	7,102.20 7,102.20	691.79 S		

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description Nom. Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate					
PERKINELMER INC PKJ	125 000	01/31/2005	23.04440	04/26/2005	19.97000	2,880.55	2,880.55	S	(390.65)	\$
EXPRESS SCRIPTS INC ESRX	50 000	06/22/2004	77.19260	04/27/2005	89.13240	3,859.63	3,859.63	S	594.30	\$
AIR PRODUCTS & CHEM INC APD	5 000	03/24/2004	47.77000	04/28/2005	57.66200	238.85	238.85	L	49.20	
AIR PRODUCTS & CHEM INC APD	50 000	10/05/2004	54.53000	04/28/2005	57.66320	2,726.50	2,726.50	S	154.04	\$
AIR PRODUCTS & CHEM INC APD	45 000	12/03/2004	57.91000	04/28/2005	57.66310	2,880.54	2,880.54	S	(13.47)	\$
EXXON MOBIL CORP XOM	150 000	12/03/2004	50.31000	04/28/2005	56.52000	2,605.95	2,605.95	S	923.65	\$
EXXON MOBIL CORP XOM	100 000	01/27/2005	51.67540	04/28/2005	56.52000	7,546.50	7,546.50	S	479.22	\$
GILEAD SCIENCES INC GILD	190 000	12/03/2004	35.49000	04/28/2005	37.08000	5,167.54	5,167.54	S	6,743.10	\$
OFFICE DEPOT INC ODP	25 000	03/21/2005	22.85000	05/02/2005	19.73320	7,035.40	7,035.40	S	571.25	\$
OFFICE DEPOT INC ODP	100 000	03/23/2005	22.66000	05/02/2005	19.73320	492.06	492.06	S	(297.76)	\$

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Price Fx Rate	Date	Price Fx Rate					
OFFICE DEPOT INC ODP	50 000	04/05/2005	22 64600 1 00000	05/02/2005		19 73320 1 00000	1,132 30 1,132 30 984 12	(148.18)	S	
TXU CORP TXU	25 000	03/23/2004	29 16000 1 00000	05/03/2005		81 05120 1 00000	729.00 729.00 2,024 95			1,295 95 L
BORLAND SOFTWARE CORP COM BORL WRTS ATTACH EXP 12/20/201,700 000	03/23/2004		8 92000 1 00000	05/04/2005		5 46230 1 00000	15,164 00 15,164 00 9,234 52			(5,929 48) L
GOODRICH B F CO GR	75 000	10/25/2004	29 86000 1 00000	05/04/2005		41 92000 1 00000	2,239 50 2,239 50 3,140 87			901 37 S
HILTON HOTELS CORP HLT	25 000	12/13/2004	21 62440 1 00000	05/05/2005		22 42000 1 00000	540 61 540 61 559 23			18 62 S
HILTON HOTELS CORP HLT	50 000	12/14/2004	21 89860 1 00000	05/05/2005		22 42000 1 00000	1,094 93 1,094 93 1,118 45			23 52 S
HILTON HOTELS CORP HLT	100 000	12/21/2004	22 38000 1 00000	05/05/2005		22 42000 1 00000	2,238 00 2,238 00 2,236 90			(1 10) S
ITT INDUSTRIES INC ITT	25 000	01/31/2005	85 75000 1 00000	05/05/2005		90 40000 1 00000	2,143 75 2,143 75 2,258 66			114 91 S
METHANEX CORP MX CN CAD	250 000	08/09/2004	12 90160 1 00000	05/09/2005		18 02420 1 00000	3,225 90 3,225 90 4,495 87			1,269 97 S
DOLLAR TREE STORES INC DLTR	50 000	03/23/2004	28 43000 1 00000	05/09/2005		23 72920 1 00000	1,421 50 1,421 50 1,184 41			(237 09) L

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Price	Fx Rate	Date	Price					
DOLLAR TREE STORES INC DLTR	100 000	04/20/2004	29 77000 1 00000	05/09/2005		23 72910 1 00000	2,977 00 2,388.81	2,977 00 2,388.81	(608.19) L		
HUNTSMAN CORPORATION HUN	25 000	02/11/2005	24 64388 1 00000	05/09/2005		22 62040 1 00000	616 10 564 24	616 10 564 24	(51.86) S		
HUNTSMAN CORPORATION HUN	200 000	02/16/2005	26 29920 1 00000	05/09/2005		22 62060 1 00000	5,259 84 4,513.92	5,259 84 4,513.92	(745.92) S		
GENERAL DYNAMICS CORP GD	100 000	01/11/2005	101 14780 1.00000	05/10/2005		104 99230 1 00000	10,114 78 10,496.29	10,114 78 10,496.29	381 51 S		
WELLPOINT INC WLP	50 000	11/09/2004	100 62502 1 00000	05/10/2005		135 70000 1 00000	5,031 25 6,782.21	5,031 25 6,782.21	1,750 96 S		
SCRIPPS E W CO - A SSP	25 000	12/29/2004	48 32660 1 00000	05/16/2005		51 07000 1 00000	1,208.16 1,275.45	1,208.16 1,275.45	67 29 S		
SCRIPPS E W CO - A SSP	50 000	12/31/2004	48 50000 1 00000	05/16/2005		51 07020 1 00000	2,425 00 2,550.90	2,425 00 2,550.90	125 90 S		
TXU CORP TXU	50 000	03/23/2004	29 16000 1 00000	05/16/2005		75 77000 1 00000	1,458 00 3,785.84	1,458 00 3,785.84	2,327 84 L		
ENCANA CORP ECA CN	50 000	03/23/2004	42 01000 1 00000	05/17/2005		65 37000 1 00000	2,100 50 3,265.87	2,100 50 3,265.87	1,165 37 L		
CYTEC IND'S INC CYT	100 000	10/08/2004	48 24711 1 00000	05/18/2005		42 09760 1 00000	4,824 71 4,205.59	4,824 71 4,205.59	(619.12) S		

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Proceeds	Capital Gains Short Term	Type S	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate					
CYTEC IND'S INC CYT	50 000	12/01/2004	49 10000	05/18/2005	42.09780	2,435.00	(352.20)	S		
WELLPOINT INC WLP	25 000	11/09/2004	100 62504	05/19/2005	132.97000	2,515.63	2,435.00	2,102.80		
YUM' BRANDS INC YUM	75 000	03/23/2004	36 89000	05/19/2005	50 10000	2,760.00	2,760.00	3,753.59		
PHARMACEUTICAL PRODUCT DEVEL PPDI	151 000	03/23/2004	28 68000	05/20/2005	46 85880	4,330.68	4,330.68	7,067.83		
YUM' BRANDS INC YUM	25 000	03/23/2004	36 80000	05/20/2005	50 46200	920.00	920.00	1,260.24		
BARR LABS INC BRL	175 000	03/23/2004	46 95000	05/23/2005	49 85180	8,216.25	8,216.25	8,714.94		
PEP BOYS - MANNY MOE & JACK PBY	250 000	03/23/2004	26 02410	05/23/2005	13 34180	6,506.02	6,506.02	3,325.31		
INTEL CORP INTC	200 000	09/15/2004	20 50000	05/25/2005	26 82390	4,100.00	4,100.00	5,358.56		
INTEL CORP INTC	200 000	12/03/2004	24 15000	05/25/2005	26 82390	4,830.00	4,830.00	5,358.55		
INTEL CORP INTC	200 000	03/28/2005	23 60250	05/25/2005	26 82390	4,720.50	4,720.50	5,358.55		

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Proceeds	Capital Gains Short Term	Type S	Ordinary Currency Other	Mkt. Disc.
			Fx Rate	Price	Date	Fx Rate					
AMB PROPERTY CORP AMB	53 000	03/23/2004	36.43000	05/26/2005	39.93320	1.00000	1,930.79 2,113.71	1,930.79 1,930.79	182.92	L	8.65
AMB PROPERTY CORP AMB	8 000	02/11/2005	38.80000	05/26/2005	39.93250	1 00000	310.40 319.05	310.40 1,794.65	310.40 1,794.65		497.45
AVALONBAY CMNTYS INC AVB	24 000	03/23/2004	54.05000	05/26/2005	74.83000	1.00000	1,297.20 1,794.65	1,297.20 1,794.65	497.45	L	3.57
BIOMED REALTY TRUST INC BMR	3 000	02/11/2005	20.07000	05/26/2005	21.31000	1 00000	60.21 63.78	60.21 63.78	60.21		3.57
BOSTON PROPERTIES INC BXP	15 000	03/23/2004	54.30000	05/26/2005	66.38000	1 00000	814.50 994.91	814.50 994.91	814.50 994.91		180.41
BOSTON PROPERTIES INC BXP	12 000	10/14/2004	57.46917	05/26/2005	66.38000	1 00000	68.63 79.93	68.63 79.93	68.63 79.93		106.30
BOSTON PROPERTIES INC BXP	20 000	02/11/2005	59.77000	05/26/2005	66.38000	1 00000	1,195.40 1,326.54	1,195.40 1,326.54	1,195.40 1,326.54		131.14
CAMDEN PROPERTY TRUST CPT	11 000	02/11/2005	46.43000	05/26/2005	51.06000	1 00000	510.73 561.09	510.73 561.09	510.73 561.09		50.36
CORPORATE OFFICE PROPERTIES OFC	31 000	03/23/2004	22.79000	05/26/2005	23.01000	1 00000	706.49 866.72	706.49 866.72	706.49 866.72		160.23
CORPORATE OFFICE PROPERTIES OFC	4 000	10/14/2004	27.00000	05/26/2005	28.01000	1 00000	103.00 111.84	103.00 111.84	103.00 111.84		3.84

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Price Fx Rate	Date	Price Fx Rate	Date					
CORPORATE OFFICE PROPERTIES OFC	24 000	02/11/2005	26.70000	05/26/2005	28.01000		640.80	640.80			
COSTCO WHSL CORP COST	100 000	12/03/2004	48.99000	05/26/2005	45.15000	1 000000	4,899.00	4,899.00		(387.19)	\$
EQUITY OFFICE PPTYS TR EOP	107 000	03/23/2004	29.88000	05/26/2005	32.56000	1 000000	3,197.16	3,197.16		281.26	L
EQUITY RESIDENTIAL PROPS EQR	15 000	03/23/2004	30.04000	05/26/2005	35.98000	1 000000	450.60	450.60		88.32	L
EQUITY RESIDENTIAL PROPS EQR	29 000	07/09/2004	30.11000	05/26/2005	35.98000	1 000000	873.19	873.19		168.74	S
EQUITY RESIDENTIAL PROPS EQR	13 000	10/14/2004	32.49154	05/26/2005	35.98000	1 000000	422.39	422.39		44.68	S
EQUITY RESIDENTIAL PROPS EQR	8 000	02/11/2005	32.75000	05/26/2005	35.98000	1 000000	262.00	262.00		25.43	S
FEDERAL REALTY INV'T TRUST FRT	8 000	03/23/2004	44.78000	05/26/2005	55.84000	1 000000	358.24	358.24		88.06	L
HIGHWOODS PROPERTIES INC HW	8 000	10/14/2004	25.58513	05/26/2005	27.57000	1 000000	204.68	204.68		15.47	S
HILTON HOTELS CORP HLT	21 000	02/11/2005	21.66000	05/26/2005	23.81000	1 000000	454.86	454.86		44.08	S

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Fx Rate	Price	Date	Fx Rate					
HOST MARRIOTT CORP NEW HMT	75 000	03/23/2004	12.28000	05/26/2005	16.75000	1.00000	921.00 921.00 1,252.45	331.45 331.45 L			
KILROY REALTY CORP KRC	35 000	03/23/2004	34.73000	05/26/2005	45.41000	1.00000	1,215.55 1,215.55 1,587.53	371.98 371.98 L			
LIBERTY PROPERTY TRUST LRY	1 000	03/23/2004	44.92300	05/26/2005	40.95000	1.00000	44.92 44.92 40.89	(4.03) (4.03) L			
MACERICH CO MAC	45 000	03/23/2004	52.22000	05/26/2005	61.02910	1.00000	2,349.90 2,349.90 2,743.95	394.05 394.05 L			
PROLOGIS TR PLD	13 000	03/23/2004	35.54000	05/26/2005	40.87000	1.00000	462.02 462.02 530.64	68.62 68.62 L			
PROLOGIS TR PLD	5 000	10/14/2004	36.24800	05/26/2005	40.87000	1.00000	181.24 181.24 204.09	22.85 22.85 S			
REGENCY CENTERS CORP REG	34 000	03/23/2004	45.24000	05/26/2005	54.74940	1.00000	1,538.16 1,538.16 1,859.71	321.55 321.55 L			
REGENCY CENTERS CORP REG	31 000	02/11/2005	49.97000	05/26/2005	54.74940	1.00000	1,549.07 1,549.07 1,695.61	146.54 146.54 S			
SHURGARD STORAGE CENTERS - A SHU	61 000	03/23/2004	38.92000	05/26/2005	42.13720	1.00000	2,374.12 2,374.12 2,567.21	193.09 193.09 L			
TRIZEC PROPERTIES INC TRZ	163 000	02/11/2005	18.50000	05/26/2005	19.72880	1.00000	3,015.50 3,015.50 3,207.50	192.00 192.00 S			

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate					
VORNADO REALTY TR VNO	7 000	03/23/2004	59.81000	05/26/2005	78 85000	1 00000	418 67	418 67	132 90	L
GENERAL ELEC CO GE	100 000	04/28/2004	30 24050	05/31/2005	36 77480	1 00000	3,024 05	3,024 05	649 27	L
GENERAL ELEC CO GE	200 000	12/03/2004	35 72000	05/31/2005	36 77480	1 00000	7,144 00	7,144 00	202 65	S
BANK OF FUKUOKA-UNSPON ADR BFRKAY	100 000	12/27/2004	62 53000	06/01/2005	60 12710	1 00000	6,253 00	6,253 00	(245 54)	S
BANK OF FUKUOKA-UNSPON ADR BFRKAY	25 000	01/14/2005	63 30000	06/01/2005	60 12680	1 00000	1,582 50	1,582 50	(80 64)	S
ELKCORP ELK	175 000	03/23/2004	27 38000	06/01/2005	31 94140	1 00000	4,791 50	4,791 50	791 01	L
GAMESTOP CORP - A GME	300 000	03/23/2004	16 86520	06/01/2005	29 86960	1 00000	5,059 56	5,059 56	3,885 95	L
STATE STREET CORP STT	25 000	08/24/2004	45 08000	06/01/2005	48 39000	1 00000	1,127 00	1,127 00	81 45	S
STATE STREET CORP STT	25 000	09/13/2004	45 46000	06/01/2005	48 39000	1 00000	1,136 50	1,136 50	71 95	S
CVS CORP CVS	50 000	04/12/2004	37 36000	06/03/2005	57 28000	1 00000	1,868 00	1,868 00	993 38	L

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Type Long Term	\$	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate					
CANON INC - SPON ADR CAJ	121 000	03/23/2004	48.28000	06/06/2005	54.76900	5,841.88	5,841.88	5,841.88	767.70	L
ST PAUL TRAVELERS COS INC STA	100 000	03/24/2004	39.04014	06/07/2005	38.75000	3,904.01	3,904.01	3,870.83	(33.18)	L
ATI TECHNOLOGIES INC ATYT	550 000	04/01/2005	17.39831	06/08/2005	12.89890	9,569.07	9,569.07	7,077.60	(2,491.47)	S
ATI TECHNOLOGIES INC ATYT	75 000	04/18/2005	15.77000	06/08/2005	12.89880	1,182.75	1,182.75	965.12	(217.63)	S
ATI TECHNOLOGIES INC ATYT	75 000	04/22/2005	16.12000	06/08/2005	12.89890	1,209.00	1,209.00	965.13	(243.87)	S
ATI TECHNOLOGIES INC ATYT	75 000	04/25/2005	16.31000	06/08/2005	12.89890	1,223.25	1,223.25	965.13	(258.12)	S
ATI TECHNOLOGIES INC ATYT	150 000	05/16/2005	16.43600	06/08/2005	12.89890	2,465.40	2,465.40	1,930.26	(535.14)	S
EVEREST RE GROUP LTD RE	50 000	03/23/2004	83.74330	06/08/2005	90.53000	4,187.16	4,187.16	4,523.81	336.65	L
OFFICE DEPOT INC ODP	300 000	03/15/2005	21.40820	06/08/2005	21.41720	6,422.46	6,422.46	6,415.89	(6.57)	S
OFFICE DEPOT INC ODP	75 000	04/13/2005	21.70000	06/08/2005	21.41720	1,627.50	1,627.50	1,603.97	(23.53)	S

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Price Fx Rate	Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate						
STATE STREET CORP STT	50 000	08/19/2004	45.05000	06/08/2005	50 15280	1.00000	2,252.50 2,252.50 2,506.03	1,127.00 1,127.00 1,253.01	126.01	S	
STATE STREET CORP STT	25 000	09/16/2004	45.08000	06/08/2005	50 15240	1.00000	4,916.80 4,916.80 5,518.17	4,916.80 4,916.80 5,518.17	601.37	S	
BLOCK H & R INC HRB	100 000	11/05/2004	49.16800	06/09/2005	55 22400	1.00000	4,995.01 4,995.01 5,518.18	4,995.01 4,995.01 5,518.18	523.17	S	
BLOCK H & R INC HRB	100 000	11/15/2004	49.95010	06/09/2005	55 22420	1.00000	27.31 27.31 35.88	27.31 27.31 35.88	8.57	S	
CEMEX SA - SPONS ADR CX REPRESENTS 5 CPO	0 891	06/09/2005	30 64646	06/09/2005	40 26940	1.00000	10,618.00 10,618.00 13,795.36	10,618.00 10,618.00 13,795.36	3,177.36	L	
ALTRIA GROUP INC MO	200 000	03/24/2004	53.09000	06/10/2005	69 01970	1.00000	162.15 162.15 238.52	162.15 162.15 238.52	76.37	L	
AVALONBAY CMNTYS INC AVB	3 000	03/23/2004	54.05000	06/13/2005	79 56000	1.00000	289.26 289.26 306.56	289.26 289.26 306.56	17.30	S	
BROOKFIELD PROPERTIES CORP BPO	11 000	05/26/2005	26.29627	06/13/2005	27 92000	1.00000	371.44 371.44 438.86	371.44 371.44 438.86	67.42	S	
CAMDEN PROPERTY TRUST CPT	8 000	02/11/2005	46.43000	06/13/2005	54 91000	1.00000	19,040.13 19,040.13 24,490.59	19,040.13 19,040.13 24,490.59	5,450.46	L	
CATELLUS DEVELOPMENT CORP CDX	727 000	03/23/2004	26 19000	06/13/2005	33 73860	1.00000					

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Fx Rate	Price	Date	Fx Rate					
CATELLUS DEVELOPMENT CORP CDX	49 000	07/09/2004	25.25000	06/13/2005		33.73880	1,237.25				
			1 000000			1 000000	1,237.25				
							1,630.68				
CATELLUS DEVELOPMENT CORP CDX	118 000	10/14/2004	27.29983	06/13/2005		33.73860	3,221.38				
			1 000000			1 000000	3,221.38				
							3,975.09				
CATELLUS DEVELOPMENT CORP CDX	45 000	02/11/2005	27.96000	06/13/2005		33.73840	1,258.20				
			1 000000			1 000000	1,258.20				
							1,515.92				
CATELLUS DEVELOPMENT CORP CDX	27 000	05/26/2005	29.03000	06/13/2005		33.73850	783.81				
			1 000000			1 000000	783.81				
							909.55				
DEVELOPERS DIVERS RL TY DDR	4 000	02/11/2005	41.80000	06/13/2005		46.86000	167.20				
			1 000000			1 000000	167.20				
							187.24				
GENERAL GROWTH PPTYS INC GGP	4 000	05/26/2005	38.69000	06/13/2005		40.50000	154.76				
			1 000000			1 000000	154.76				
							161.79				
MACERICH CO MAC	1 000	03/23/2004	52.22000	06/13/2005		64.29000	52.22				
			1 000000			1 000000	52.22				
							64.23				
OMEGA HEALTHCARE INVS INC OHI	10 000	05/26/2005	11.81000	06/13/2005		12.52000	118.10				
			1 000000			1 000000	118.10				
							124.70				
PAN PACIFIC RETAIL PPTYS INC PNP	1 000	05/26/2005	62.83500	06/13/2005		66.33100	62.84				
			1 000000			1 000000	62.84				
							66.28				
PRENTISS PPTYS TR PP	2 000	03/23/2004	36.69000	06/13/2005		36.55000	73.38				
			1 000000			1 000000	73.38				
							72.99				

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate					
REGENCY CENTERS CORP REG	6 000	03/23/2004	45.24000	06/13/2005	58.94000	271.44	271.44		81.89	L
STARWOOD HOTELS & RESORTS HOT	3 000	05/26/2005	54.78000	06/13/2005	57.07000	164.34	164.34		6.71	S
TAUBMAN CTRS INC TCO	7 000	05/26/2005	31.58571	06/13/2005	33.61000	221.10	221.10		13.81	S
ACXIOM CORP ACXM	50 000	04/13/2004	24.54390	06/14/2005	21.27000	1,227.19	1,227.19		(166.24)	L
AEROFLX INCORPORATED ARXX	75 000	05/06/2004	13.09888	06/14/2005	8.35000	982.42	982.42		(359.95)	L
ALLIANCE DATA SYS CORP ADS	25 000	08/17/2004	36.94504	06/14/2005	36.97000	923.63	923.63		(0.67)	S
ASSURANT INC AIZ	50 000	01/21/2005	31.35510	06/14/2005	35.92200	1,567.76	1,567.76		228.26	S
ATMI INC ATMI	25 000	03/23/2004	25.27000	06/14/2005	28.89000	631.75	631.75		89.21	L
AVOCENT CORP AVCT	25 000	03/23/2004	36.93000	06/14/2005	27.22000	923.25	923.25		(244.01)	L
BARR LABS INC BRL	25 000	03/23/2004	46.95000	06/14/2005	50.17000	1,173.75	1,173.75		79.19	L

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Fx Rate	Price	Date	Fx Rate					
BENCHMARK ELECTRS INC BHE	25 000	03/23/2004	33.01888	06/14/2005		31.41000	1 000000	825.47 825.47 783.96	(41.51) L		
CERIDIAN CORP CEN	50 000	03/23/2004	19.96000	06/14/2005		19.35000	1 000000	998.00 998.00 964.95	(33.05) L		
CHICAGO BRIDGE & IRON NY SHS CBI	25 000	03/23/2004	13.41400	06/14/2005		23.01000	1 000000	335.35 335.35 573.97	238.62 L		
CHOICEPOINT INC CPS	25 000	04/28/2004	43.57720	06/14/2005		39.68000	1 000000	1,089.43 1,089.43 990.70	(98.73) L		
COLDWATER CREEK INC CWTR	50 000	03/23/2004	8.91112	06/14/2005		22.69000	1 000000	445.56 445.56 1,131.95	686.39 L		
CONNETICS CORP CNCT	25 000	04/26/2005	28.05224	06/14/2005		16.48000	1 000000	701.31 701.31 410.73	(290.58) S		
CORE LABORATORIES N V CLB	25 000	09/28/2004	24.43120	06/14/2005		26.48000	1 000000	610.78 610.78 660.72	49.94 S		
COVANCE INC CVD	25 000	04/28/2004	35.04948	06/14/2005		47.01000	1 000000	876.24 876.24 1,173.95	277.00 277.00 288.23	297.71 L	
DELTA PETROLEUM CORP DPTR	25 000	03/29/2004	11.08000	06/14/2005		11.58000	1 000000				
DEVRY INC DEL DV	25 000	04/07/2004	31.81428	06/14/2005		21.57000	1 000000	795.36 795.36 537.97	(257.39) L		

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	\$ L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate					
DIGITAS INC DTAS	50 000	03/23/2004	10 25000	06/14/2005	11 10000	512 50 512 50 552 47	512 50	39.97	L	
ELKCORP ELK	25 000	03/23/2004	27 38000	06/14/2005	32 19000	684 50 803 46	684 50 569 87	118.96	L	(96.39)
EMULEX CORP ELX	25 000	03/29/2004	22 79468	06/14/2005	18 99000	569 87 473 48	569 87 918 32	(13.11)	L	
FAIRISAAC & CO INC FIC	25 000	03/23/2004	36 73292	06/14/2005	36 26000	918 32 905 21	918 32 521 50	47.97	L	
FEICO FEIC	25 000	03/23/2004	20 86000	06/14/2005	22 83000	521 50 569 47	521 50 514 75			
FREDS INC CL A FRED	25 000	05/21/2004	20 59000	06/14/2005	16 01000	1 00000	1 00000 398 98	(115.77)	L	
GAMESTOP CORP - A GME	25 000	03/23/2004	16 86520	06/14/2005	32 15000	421 63 802 46	421 63 414 75			
GENTEX CORP GNTX	25 000	03/23/2004	20 22436	06/14/2005	18 03000	505 61 1 00000	505 61 449 48			
HEWITT ASSOC INC CL A HEW	25 000	03/23/2004	29 78228	06/14/2005	25 66000	744 56 640 22	744 56 640 22	(104.34)	L	
INSIGHT ENTERPRISES INC NSIT	50 000	03/23/2004	18 58000	06/14/2005	19 79000	929 00 1 00000	929 00 986 95	57.95	L	

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate					
INTERMAGNETICS GENERAL CORP IMGC	25 000	01/06/2005	25.81128	06/14/2005	27.65000	645.28	645.28	S	44.69	
INTERNATIONAL RECTIFIER CORP IRF	25 000	03/23/2004	42.52000	06/14/2005	48.83000	1,063.00	1,063.00	L	156.44	
ITT INDUSTRIES INC ITT	100 000	12/03/2004	84.21000	06/14/2005	94.62000	8,421.00	8,421.00		1,035.60	S
LAUREATE EDUCATION INC LAUR	25 000	05/18/2004	34.58072	06/14/2005	47.67000	864.52	864.52	L	325.93	
MACDERMID INC MRD	25 000	03/23/2004	35.95000	06/14/2005	30.50000	898.75	898.75		(137.54)	L
MAXIMUS INC MMS	25 000	03/23/2004	35.43220	06/14/2005	34.63000	885.80	885.80		(21.34)	L
MICHAEL'S STORES INC MIK	25 000	03/23/2004	23.75000	06/14/2005	41.95000	593.75	593.75		453.70	L
MOBILE MINI INC MINI	25 000	05/13/2004	20.10000	06/14/2005	36.37000	502.50	502.50		405.46	L
MPS GROUP INC MPS	50 000	04/28/2004	11.45188	06/14/2005	10.04000	572.59	572.59		(73.12)	L
MSC INDUSTRIAL DIRECT INC CL A MSM	25 000	05/03/2004	28.85000	06/14/2005	29.73000	721.25	721.25		20.71	L

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	\$	Ordinary Currency Other	Mkt. Disc.
			Fx Rate	Price	Date	Fx Rate					
NAVIGANT CONSULTING INC NCI	25 000	04/20/2004	18.95000	06/14/2005		17 74000	473 75 1 000000	473 75 442 23	(31.52)	L	
NCI BLDG SYSTEM INC NCS	25 000	03/23/2004	22.88372	06/14/2005		33 09000	572 09 1 000000	572 09 825 96	253.87	L	
NIKO RESOURCES LTD NKRSF	25 000	03/23/2004	25 47000	06/14/2005		46 05000	636 75 1 000000	636 75 1,150 45	513.70	L	
OPNET TECHNOLOGIES INC OPNT	25 000	03/29/2004	13 57000	06/14/2005		8 04000	339 25 1 000000	339 25 199 74	(139.51)	L	
PARALLEL PETROLEUM CORP PLL	25 000	03/01/2005	7 18028	06/14/2005		8 05000	179 51 1 000000	179 51 199 99	20.48	S	
PENN NATL GAMING INC PENN	25 000	09/22/2004	20 00148	06/14/2005		31 41000	500 04 1 000000	500 04 783 96	283.92	S	
PENTAIR INC PNR	25 000	03/23/2004	27 09500	06/14/2005		43 26000	677 38 1 000000	677 38 1,080 20	402.83	L	
PEP BOYS - MANNY MOE & JACK PBY	25 000	03/23/2004	26 02408	06/14/2005		13 53000	650 60 1 000000	650 60 336 98	(313.62)	L	
PERFORMANCE FOOD GROUP CO PFGC	25 000	12/20/2004	26 13152	06/14/2005		28 10000	653 29 1 000000	653 29 701 22	47.93	S	
PETSMART INC PETM	25 000	03/23/2004	25 26000	06/14/2005		31 07000	631 50 1 000000	631 50 775 46	143.96	L	

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Price Fx Rate	Date	Price Fx Rate					
POLYCOM INC PLCM	25.000	03/23/2004	19.36432 1.000000	06/14/2005	17.77000 1.000000	484.11 442.98	(41.13)	L		
PROGRESS SOFTWARE CORP PRGS	25.000	03/23/2004	23.66000 1.000000	06/14/2005	28.60000 1.000000	591.50 591.50	122.22	L		
PSS WORLD MEDICAL INC PSSI	50.000	08/25/2004	11.55300 1.000000	06/14/2005	12.03000 1.000000	577.65 577.65	21.32	S		
RED ROBIN GOURMET BURGERS RRGB	25.000	04/23/2004	29.07000 1.000000	06/14/2005	56.88000 1.000000	726.75 1,420.69	693.94	L		
RESMED INC RMD	25.000	05/18/2004	48.40000 1.000000	06/14/2005	61.75000 1.000000	1,210.00 1,210.00	332.43	L		
RESPIRONICS INC RESP	25.000	03/23/2004	26.47500 1.000000	06/14/2005	35.13000 1.000000	661.88 661.88	215.09	L		
RICHARDSON ELECTRONICS LTD RELL	25.000	12/02/2004	11.44000 1.000000	06/14/2005	8.46000 1.000000	286.00 210.24	(75.76)	S		
ROGERS CORP ROG W/RTS EXP 03/30/07	25.000	03/23/2004	51.35000 1.000000	06/14/2005	44.83000 1.000000	1,283.75 1,119.45	(164.30)	L		
RUBY TUESDAY INC RI	25.000	03/23/2004	30.81212 1.000000	06/14/2005	25.99000 1.000000	770.30 648.47	(121.83)	L		
SALIX PHARMACEUTICALS LTD SLXP	25.000	12/07/2004	16.22020 1.000000	06/14/2005	18.05000 1.000000	405.50 449.98	44.48	S		

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate					
SI INTERNATIONAL INC SINT	25 000	12/09/2004	28.72000	06/14/2005	28.61000	718.00 1 000000	718.00 713.97	(4.03)	S	
SILICON IMAGE INC SIMG	25 000	04/06/2005	10.04120	06/14/2005	11.20000	251.03 1 000000	251.03 278.73			
SONOSITE INC SONO	25 000	08/20/2004	23.47000	06/14/2005	30.63000	586.75 1 000000	586.75 764.46			
TBC CORP TBCC	25 000	03/29/2004	28.29000	06/14/2005	27.16000	707.25 1 000000	707.25 677.72			(29.53) L
TEKELEC TKLC	25 000	03/29/2004	16.73000	06/14/2005	16.82000	418.25 1 000000	418.25 419.23			0.98 L
THOMAS & BETTS CORP TNB	135 000	12/03/2004	31.64811	06/14/2005	29.02000	4,272.49 1 000000	4,272.49 3,910.78			(361.71) S
TIDEWATER INC TDW	25 000	12/23/2004	36.29808	06/14/2005	36.65000	907.45 1 000000	907.45 914.96			
TOLLGRADE COMMUNICATIONS INC TLGD	25 000	03/23/2004	15.79032	06/14/2005	7.64000	394.76 1 000000	394.76 189.74			(205.02) L
TRACTOR SUPPLY CO TSCO	25 000	12/21/2004	35.60256	06/14/2005	48.39000	890.06 1 000000	890.06 1,208.44			318.38 S
ULTRA PETE CORP UPL	50 000	09/29/2004	24.12140	06/14/2005	27.78000	1,206.07 1 000000	1,206.07 1,386.44			180.37 S

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate					
UNITED SURGICAL PARTNERS USPI	25 000	09/09/2004	36.98960	06/14/2005	53.00000	924.74	924.74	S	398.95	\$
WHITING PETROLEUM CORP WLL	25 000	11/15/2004	29.33108	06/14/2005	38.56000	733.28	733.28	L	229.42	\$
ENCANA CORP ECA CN	75 000	03/23/2004	21.00500	06/15/2005	39.87000	1,575.38	1,575.38	L	1,410.99	\$
METHANEX CORP MX CN	100 000	08/09/2004	12.90360	06/15/2005	18.91000	1,290.36	1,290.36	S	595.56	\$
METHANEX CORP MX CN	75 000	09/15/2004	12.85000	06/15/2005	18.91000	1,885.92	1,885.92	S	450.69	\$
ABM INDS INC ABM	550 000	03/23/2004	17.37000	06/15/2005	18.47000	9,553.50	9,553.50	L	582.57	\$
ACUITY BRANDS INC AYI	195 000	06/21/2004	26.22938	06/15/2005	24.55000	5,114.71	5,114.71	S	(335.46)	\$
ACUITY BRANDS INC AYI	191 000	06/23/2004	27.12932	06/15/2005	24.55000	5,181.70	5,181.70	S	(500.49)	\$
ACUITY BRANDS INC AYI	224 000	07/20/2004	24.19129	06/15/2005	24.55000	5,418.85	5,418.85	S	71.16	\$
AGL RES INC ATG	125 000	07/30/2004	29.73411	06/15/2005	37.28000	3,716.76	3,716.76	S	936.79	\$

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Price Fx Rate	Date	Price Fx Rate					
ALLIED WASTE IND'S INC AW	712 000	04/18/2005	7 07340 1 00000	06/15/2005	8 18000 1 00000	5,036.26 5,036.26 5,795.43	759.17	S		
ALLIED WASTE IND'S INC AW	712 000	04/20/2005	7.07699 1.00000	06/15/2005	8 18000 1 00000	5,038.82 5,038.82 5,795.44	756.62	S		
ALLIED WASTE IND'S INC AW	727 000	04/22/2005	7 16171 1 00000	06/15/2005	8 18000 1 00000	5,206.56 5,206.56 5,917.53	710.97	S		
ALTANA AKTIENGESELLSCHAFT- ADR AAA	50 000	03/18/2005	65 70740 1 00000	06/15/2005	57 40000 1 00000	3,285.37 3,285.37 2,867.38	(417.99)	S		
ALTANA AKTIENGESELLSCHAFT- ADR AAA	25 000	03/22/2005	64 75000 1 00000	06/15/2005	57 40000 1 00000	1,618.75 1,618.75 1,433.69	(185.06)	S		
AMDOCS LTD DOX	150 000	12/30/2004	26 40000 1 00000	06/15/2005	26 30000 1 00000	3,960.00 3,960.00 3,937.33	(22.67)	S		
AMERICAN GREETINGS CORP AM	1,100 000	03/23/2004	22 13360 1 00000	06/15/2005	26 75090 1 00000	24,346.96 24,346.96 29,380.75	5,033.79	L		
AMERICAN STANDAR CO ASD	75 000	06/28/2004	39 84000 1 00000	06/15/2005	42 99990 1 00000	2,988.00 2,988.00 3,221.11	233.11	S		
AMERICAN STANDAR CO ASD	25 000	05/19/2005	44 14880 1 00000	06/15/2005	43 00040 1 00000	1,103.72 1,103.72 1,073.71	(30.01)	S		
APPLEBEE'S INT'L INC APPB	50 000	06/03/2005	27 52862 1.00000	06/15/2005	28 11000 1 00000	1,376.43 1,376.43 1,402.94	26.51	S		

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Price Fx Rate	Date	Price Fx Rate	Date					
ARBITRON INC ARB	75 000	03/21/2005	42 00200	06/15/2005	43 27000	1 000000	3,130.15 3,130.15 3,241.36	3,130.15 2,171.25 2,171.25 2,687.14	515.89	S	
ASSURANT INC AIZ	75 000	11/15/2004	28 95000	06/15/2005	35 88000	1 000000	1,517.50 1,517.50 1,791.42	1,517.50 1,171.13 1,171.13 1,730.42	273.92	S	
ASSURANT INC AIZ	50 000	12/29/2004	30.35000	06/15/2005	35.88000	1 000000	1,517.50 1,517.50 1,791.42	1,517.50 1,171.13 1,171.13 1,730.42	559.30	L	
BARD C R INC BCR	25 000	03/23/2004	46 84500	06/15/2005	69 27000	1 000000	4,620.59 4,620.59 4,799.79	4,620.59 3,450.00 3,450.00 4,799.79	179.20	S	
BRASCAN CORP CL A LTD VOTING S BNN	125 000	04/22/2005	36 96472	06/15/2005	38 45000	1 000000	4,997.14 4,997.14 4,516.58	4,997.14 4,620.59 4,516.58	(480.56)	S	
BRIGGS & STRATTON CORP BGG	133 000	03/17/2005	37 57248	06/15/2005	34 00070	1 000000	5,019.76 5,019.76 4,550.55	5,019.76 3,400.070 3,400.070 4,550.55	(469.21)	S	
BRIGGS & STRATTON CORP BGG	134 000	03/18/2005	37 46090	06/15/2005	34 00070	1 000000	4,994.84 4,994.84 4,516.58	4,994.84 3,400.070 3,400.070 4,516.58	(478.26)	S	
BRIGGS & STRATTON CORP BGG	133 000	03/21/2005	37 55519	06/15/2005	34 00070	1 000000	6,402.60 6,402.60 5,739.12	6,402.60 3,400.070 3,400.070 5,739.12	(663.48)	S	
BRINK'S COMPANY BCO	169 000	03/22/2005	37 88521	06/15/2005	32 01000	1 000000	20,296.00 20,296.00 25,574.92	20,296.00 20,296.00 25,574.92	5,278.92	L	

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase Price Fx Rate	Date	Sale Price Fx Rate	Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
BROCADE COMMUNICATIONS SYS I BRCDE	2,477.000	02/01/2005	6.42230 1.00000	06/15/2005	4.07000 1.00000	15,908.04 9,981.88	(5,926.16)	\$		
CBRL GROUP INC CBRL	130.000	03/29/2004	39.01254 1.00000	06/15/2005	40.20600 1.00000	5,071.63 5,221.36	149.73	L		
CBRL GROUP INC CBRL	130.000	03/30/2004	39.35038 1.00000	06/15/2005	40.20600 1.00000	5,115.55 5,221.36	105.81	L		
CBRL GROUP INC CBRL	240.000	04/01/2004	39.87550 1.00000	06/15/2005	40.20600 1.00000	9,570.12 9,639.43	69.31	L		
CDW CORP CDWC	75.000	07/21/2004	62.29351 1.00000	06/15/2005	54.81000 1.00000	4,672.01 4,106.82	(565.19)	S		
CERDIAN CORP CEN	125.000	05/12/2005	18.59240 1.00000	06/15/2005	19.56000 1.00000	2,324.05 2,431.14	107.09	S		
CHOICEPOINT INC CPS	100.000	04/25/2005	40.70000 1.00000	06/15/2005	39.64000 1.00000	4,070.00 3,958.83	(111.17)	S		
CIT GROUP INC CIT	50.000	06/17/2004	37.35000 1.00000	06/15/2005	42.01000 1.00000	1,867.50 2,097.91	230.41	S		
CIT GROUP INC CIT	20.000	06/22/2004	37.37820 1.00000	06/15/2005	42.01000 1.00000	747.56 839.16	91.60	S		
CIT GROUP INC CIT	30.000	07/1/2004	37.17000 1.00000	06/15/2005	42.01000 1.00000	1,115.10 1,258.75	143.65	S		

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description <u>NOM</u> <u>Currency</u>	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Fx Rate	Price	Date	Fx Rate					
CNF TRANSPORTATION INC CNF	25 000	12/08/2004	47.49600 1 000000	06/15/2005	44.27000 1 000000	1.000000	1,187.40 1,187.40 1,105.46	(81.94)	S		
CNF TRANSPORTATION INC CNF	25 000	12/13/2004	48.02000 1 000000	06/15/2005	44.27000 1 000000	1.000000	1,200.50 1,200.50 1,105.45			(95.05)	S
CNF TRANSPORTATION INC CNF	25 000	12/14/2004	48.04520 1 000000	06/15/2005	44.27000 1 000000	1.000000	1,201.13 1,201.13 1,105.45			(95.68)	S
CNF TRANSPORTATION INC CNF	25 000	12/30/2004	50.14160 1 000000	06/15/2005	44.27000 1 000000	1.000000	1,253.54 1,253.54 1,105.45			(148.09)	S
CNF TRANSPORTATION INC CNF	25 000	12/31/2004	50.18000 1 000000	06/15/2005	44.27000 1 000000	1.000000	1,254.50 1,254.50 1,105.45			(149.05)	S
COGNEX CORP CGNX	183 000	02/08/2005	27.44902 1 000000	06/15/2005	26.62300 1 000000	1.000000	5,023.17 5,023.17 4,864.47			(158.70)	S
COGNEX CORP CGNX	185 000	02/10/2005	27.04519 1 000000	06/15/2005	26.62290 1 000000	1.000000	5,003.36 5,003.36 4,917.63			(85.73)	S
COGNEX CORP CGNX	327 000	02/16/2005	28.13110 1 000000	06/15/2005	26.62290 1 000000	1.000000	9,198.87 9,198.87 8,692.24			(506.63)	S
COHERENT INC COHR	158 000	03/21/2005	31.84013 1 000000	06/15/2005	35.88940 1 000000	1.000000	5,030.74 5,030.74 5,663.96			633.22	S
COHERENT INC COHR	152 000	03/22/2005	32.93283 1 000000	06/15/2005	35.88940 1 000000	1.000000	5,005.79 5,005.79 5,448.88			443.09	S

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Proceeds	Capital Gains Short Term	Type S	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate					
COHERENT INC COHR	148 000	03/31/2005	33.72243	06/15/2005	35.88940	4,990.92	314.57	S		
COHERENT INC COHR	229 000	04/07/2005	33.72319	06/15/2005	35.88940	4,990.92	314.57	S		
CSG SYS INTL INC CSGS	310 000	03/25/2004	16.50090	06/15/2005	19.05170	5,115.28	778 10	L		
CSG SYS INTL INC CSGS	300 000	03/26/2004	16.69930	06/15/2005	19.05170	5,115.28	778 10	L		
CSG SYS INTL INC CSGS	590 000	03/31/2004	17.13841	06/15/2005	19.05170	5,893.38	5,703.27			
CSX CORP CSX	100 000	04/29/2004	31.14000	06/15/2005	42.73000	10,111.66	10,111.66			
CVS CORP CVS	50 000	04/16/2004	18.66500	06/15/2005	29.17000	3,114.00	3,114.00			
CYTEC IND INC CYT	75 000	10/08/2004	48.24711	06/15/2005	41.97000	3,618.53	3,618.53			
DEL MONTE FOODS CO DLM	448 000	01/07/2005	11.19850	06/15/2005	10.61320	3,143.86	3,143.86			
DEL MONTE FOODS CO DLM	446 000	01/10/2005	11.24910	06/15/2005	10.61320	5,016.93	5,016.93			
						4,736.59	4,736.59			
						5,017.10	5,017.10			
						4,715.45	4,715.45			
						(280 34)	(280 34)	S		
						(474 67)	(474 67)	S		
						5,016.93	5,016.93			
						5,722.68	5,722.68			
						933.25	933.25			
						1,455.93	1,455.93			
						(280 34)	(280 34)	S		
						(301 65)	(301 65)	S		

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Price Fx Rate	Date	Price Fx Rate	Date					
DEL MONTE FOODS CO DLM	447 000	01/11/2005	11.21380 1.00000	06/15/2005	10.61320 1.00000		5,012.57 5,012.57 4,726.02	(286.55)	\$		
DEL MONTE FOODS CO DLM	743 000	01/14/2005	11.22359 1.00000	06/15/2005	10.61320 1.00000		8,339.13 8,339.13 7,855.56	(483.57)	\$		
DELTA & PINE LD CO DLP	213 000	04/22/2004	24.44300 1.00000	06/15/2005	25.85000 1.00000		5,206.36 5,206.36 5,497.29	290.93	L		
DELTA & PINE LD CO DLP	205 000	04/28/2004	24.60868 1.00000	06/15/2005	25.85000 1.00000		5,044.78 5,044.78 5,290.83	246.05	L		
DELTA & PINE LD CO DLP	225 000	05/05/2004	24.50520 1.00000	06/15/2005	25.85000 1.00000		5,513.67 5,513.67 5,807.01	293.34	L		
DIEBOLD INC DBD	100 000	05/03/2005	49.12000 1.00000	06/15/2005	50.15000 1.00000		4,912.00 4,912.00 5,009.79	97.79	S		
DOLLAR THRIFTY AUTOMOTIVE DTG	375 000	01/26/2005	30.99971 1.00000	06/15/2005	37.11400 1.00000		11,624.89 11,624.89 13,902.16	2,277.27	S		
DOLLAR THRIFTY AUTOMOTIVE DTG	128 000	02/02/2005	31.24961 1.00000	06/15/2005	37.11400 1.00000		3,999.95 3,999.95 4,745.27	745.32	S		
DOLLAR TREE STORES INC DLTR	125 000	03/23/2004	28.43000 1.00000	06/15/2005	24.06000 1.00000		3,553.75 3,553.75 3,001.12	(552.63)	L		
DOMINOS PIZZA INC DPZ	375 000	07/29/2004	13.36981 1.00000	06/15/2005	22.45180 1.00000		5,013.68 5,013.68 8,404.07	3,390.39	S		

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Price Fx Rate	Date	Price Fx Rate					
DOMINOS PIZZA INC DPZ	358 000	08/03/2004	14.03070 1.00000	06/15/2005	22.45180 1.00000	5,022.99 5,022.99 8,023.09	3,000.10	S		
DOMINOS PIZZA INC DPZ	363 000	08/09/2004	13.71061 1 00000	06/15/2005	22.45180 1.00000	4,984.21 4,984.21 8,135.14	3,150.93	S		
DUN & BRADSTREET CORP DEL NEW DNB	75 000	05/04/2005	61.47340 1.00000	06/15/2005	61.47000 1.00000	4,610.51 4,610.51 4,606.30	(4.20)	S		
E*TRADE GROUP INC ET	175 000	12/01/2004	14.50663 1 00000	06/15/2005	13.05000 1 00000	2,538.66 2,538.66 2,274.90	(263.76)	S		
E*TRADE GROUP INC ET	75 000	12/13/2004	14.89000 1 00000	06/15/2005	13.05000 1 00000	1,116.75 1,116.75 974.96	(141.79)	S		
E*TRADE GROUP INC ET	75 000	12/14/2004	14.98000 1 00000	06/15/2005	13.05000 1 00000	1,123.50 1,123.50 974.96	(148.54)	S		
ENERSYS INC ENS	877 000	07/30/2004	12.54710 1 00000	06/15/2005	12.91000 1 00000	11,003.81 11,003.81 11,286.51	282.70	S		
EQUITABLE RESOURCES INC EQT	25 000	06/03/2005	66.85000 1 00000	06/15/2005	67.49000 1 00000	1,671.25 1,671.25 1,685.92	14.67	S		
EVEREST RE GROUP LTD RE	25 000	03/23/2004	83.74332 1 00000	06/15/2005	89.78000 1 00000	2,093.58 2,093.58 2,243.15	149.57	L		
FEDERATED DEPT STORES INC FD	25 000	03/15/2005	64.36000 1 00000	06/15/2005	73.40000 1 00000	1,609.00 1,609.00 1,833.67	224.67	S		

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Price	Fx Rate	Date	Fx Rate					
FEDERATED DEPT STORES INC FD	25 000	03/17/2005	63 32000	06/15/2005		73 39960	1.000000	1,583 00 1,583 00 1,833 67	250 67	\$	
FEDERATED DEPT STORES INC FD	50 000	04/05/2005	64 84000	06/15/2005		73 40020	1 000000	3,242 00 3,242 00 3,667 35	425 35	\$	
FIRST HORIZON NATIONAL CORP FHN	75 000	12/28/2004	42.74991	06/15/2005		41.69000	1.000000	3,206 24 3,206 24 3,122 86	(83 38)	\$	
FLORIDA EAST COAST IND'S A FLA	50 000	03/23/2004	33.96000	06/15/2005		42 20000	1 000000	1,698 00 1,698 00 2,107 41	409 41	L	
FLORIDA EAST COAST IND'S A FLA	50 000	09/22/2004	38 33520	06/15/2005		42 20000	1 000000	1,916 76 1,916 76 2,107 41	190 65	\$	
FOOT LOCKER INC FL	800 000	03/23/2004	23 49000	06/15/2005		26 53500	1 000000	18,792 00 18,792 00 21,187 11	2,395 11	L	
FOOT LOCKER INC FL	50 000	09/22/2004	23 93746	06/15/2005		26 15000	1 000000	1,196 87 1,196 87 1,304 95	108 08	\$	
FOOT LOCKER INC FL	50 000	12/21/2004	26 67000	06/15/2005		26 15000	1 000000	1,333 50 1,333 50 1,304 94	(28 56)	\$	
FOOT LOCKER INC FL	75 000	05/31/2005	26 27000	06/15/2005		26 15000	1 000000	1,970 25 1,970 25 1,957 41	(12 84)	S	
FORTUNE BRANDS INC FO	25 000	05/18/2005	87 23000	06/15/2005		87 88000	1 000000	2,180 75 2,180 75 2,195 65	14 90	\$	

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Price Fx Rate	Date	Price Fx Rate	Date					
GARTNBR INC CL A IT	750 000	03/23/2004	11.31000 1 00000	06/15/2005	10.25000 1 00000		8,482.50 8,482.50 7,657.18		(825.32)	L	
GARTNER INC CL A IT	420 000	05/07/2004	12.11290 1 00000	06/15/2005	10.25000 1 00000		5,087.42 5,087.42 4,288.02		(799.40)	L	
GARTNER INC CL A IT	480 000	05/12/2004	11.83800 1 00000	06/15/2005	10.25000 1 00000		5,682.24 5,682.24 4,900.59		(781.65)	L	
GENTEX CORP GNTX	296 000	02/25/2005	16.93321 1.00000	06/15/2005	18.02330 1 00000		5,018.15 5,018.15 5,322.83		304.68	S	
GENTEX CORP GNTX	296 000	02/28/2005	16.88740 1 00000	06/15/2005	18.02330 1 00000		4,998.67 4,998.67 5,322.83		324.16	S	
GENTEX CORP GNTX	516 000	03/02/2005	16.72510 1 00000	06/15/2005	18.02330 1 00000		8,630.15 8,630.15 9,279.00		648.85	S	
GOODRICH B F CO GR	50 000	03/26/2004	28.31000 1 00000	06/15/2005	41.02000 1 00000		1,415.50 1,415.50 2,048.41		632.91	L	
GOODRICH B F CO GR	50 000	03/30/2004	27.94000 1 00000	06/15/2005	41.02000 1 00000		1,397.00 1,397.00 2,048.41		651.41	L	
HARMONIC INC HLIT	540 000	03/23/2005	9.30591 1 00000	06/15/2005	5.66000 1 00000		5,025.19 5,025.19 3,034.67		(1,990.52)	S	
HARMONIC INC HLIT	523 000	03/24/2005	9.61371 1 00000	06/15/2005	5.66000 1 00000		5,027.97 5,027.97 2,939.14		(2,088.83)	S	

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Proceeds	Capital Gains Short Term	Type S	Ordinary Currency Other	Mkt. Disc.
		Date	Price Fx Rate	Date	Price Fx Rate					
HARMONIC INC HLIT	664 000	03/29/2005	10.04541 1 000000	06/15/2005	5.66000 1 000000	6,670.15 3,731.52	(2,938.63)	S		
HARRAHS ENTMT INC HET	50 000	02/17/2005	69.73000 1.000000	06/15/2005	74 06000 1 000000	3,486.50 3,486.50	1,059.50 3,700.34	L	213.84	\$
HILTON HOTELS CORP HLT	50 000	12/07/2004	21.19000 1 000000	06/15/2005	24.17980 1 000000	1,059.50 1,206.44	1,081.22 1,081.22	L	146.94	\$
HILTON HOTELS CORP HLT	50 000	12/13/2004	21.62440 1 000000	06/15/2005	24 18020 1 000000	1,081.22 1,206.45	1,081.22 1,206.45	L	125.23	\$
HUGHES SUPPLY INC HUG	800 000	03/23/2004	24.78875 1 000000	06/15/2005	28 47000 1 000000	19,831.00 22,743.04	19,831.00 22,743.04	L	2,912.04	L
HUNTSMAN CORPORATION HUN	125 000	02/11/2005	24.64390 1 000000	06/15/2005	20 10000 1 000000	3,080.49 2,506.14	3,080.49 2,506.14	L	(574.35)	\$
ICU MEDICAL INC ICUI	450 000	03/23/2004	28.34000 1 000000	06/15/2005	30 95000 1 000000	12,753.00 13,908.91	12,753.00 13,908.91	L	1,155.91	L
IMS HEALTH INC RX	125 000	03/22/2005	24.67368 1 000000	06/15/2005	23 29000 1 000000	3,084.21 2,904.87	3,084.21 2,904.87	L	(179.34)	\$
IMS HEALTH INC RX	50 000	05/31/2005	24.65480 1 000000	06/15/2005	23 29000 1 000000	1,232.74 1,161.95	1,232.74 1,161.95	L	(70.79)	\$
INTERCONTINENTAL HOT - ADR	0 428	10/14/2004	13.39486 1 000000	06/15/2005	12 42990 1 000000	5.73 5.30	5.73 5.30	L	(0.43)	\$

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	\$	Ordinary Currency Other	Mkt. Disc.
			Fx Rate	Price	Date	Fx Rate					
INTERCONTINENTAL HOT - ADR	178 571	10/15/2004	13.53882	06/15/2005	12 44000	1.00000	2,417.64 2,417.64 2,212.40	2,370.24 2,370.24 2,118.61	(205.24)	\$	
INTERCONTINENTAL HOT - ADR	171 001	10/29/2004	13.86096	06/15/2005	12 44000	1.00000					(251.63) S
INTL FLAVORS & FRAGRANCES IFF	50 000	05/27/2004	36 71460	06/15/2005	37 46000	1.00000	1,835.73 1,835.73 1,870.42	1,835.73 1,835.73 1,870.42			34.69 L
ITT INDUSTRIES INC ITT	25 000	11/15/2004	85 00000	06/15/2005	94 60000	1.00000	2,125.00 2,125.00 2,363.65	2,125.00 2,125.00 2,363.65			238.65 S
ITT INDUSTRIES INC ITT	25 000	12/07/2004	83 32000	06/15/2005	94 60000	1.00000	2,083.00 2,083.00 2,363.65	2,083.00 2,083.00 2,363.65			280.65 S
JACUZZI BRANDS INC JJZ	1,167 000	03/23/2004	8 58000	06/15/2005	10 77740	1.00000	10,012.86 10,012.86 12,530.02	10,012.86 10,012.86 12,530.02			2,517.16 L
JOURNAL COMMUNICATIONS INC-A JRN	1,235 000	06/09/2004	18 25000	06/15/2005	16 43980	1.00000	22,538.75 22,538.75 20,314.64	22,538.75 22,538.75 20,314.64			(2,224.11) L
M & T BANK CORP MTB	25 000	03/23/2004	89 44000	06/15/2005	105 45000	1.00000	2,236.00 2,236.00 2,634.88	2,236.00 2,236.00 2,634.88			398.88 L
MANPOWER INC MAN	25 000	10/25/2004	45 34480	06/15/2005	40 73000	1.00000	1,133.62 1,133.62 1,016.95	1,133.62 1,133.62 1,016.95			(116.67) S
MANPOWER INC MAN	25 000	12/08/2004	47 04000	06/15/2005	40 73000	1.00000	1,176.00 1,176.00 1,016.96	1,176.00 1,176.00 1,016.96			(159.04) S

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate					
MANPOWER INC MAN	25 000	12/13/2004	48.03000	06/15/2005	40.73000	1,200.75	(183.79)	S		
MANPOWER INC MAN	50 000	12/21/2004	47.29000	06/15/2005	40.73000	2,364.50	(330.59)	S		
MBIA INC MBI	75 000	03/23/2004	62.21669	06/15/2005	58.45000	4,666.25	(286.44)	L		
MERCURY GEN CORP MCY	450 000	03/23/2004	49.63778	06/15/2005	55.38670	22,337.00	22,337.00			
MILLIPORE CORP MIL	100 000	02/02/2005	44.37690	06/15/2005	54.60000	4,437.69	24,904.97			
MPS GROUP INC MPS	1,100 000	03/23/2004	10.40000	06/15/2005	9.90090	11,440.00	11,440.00			
NCR CORP NCR	75 000	05/16/2005	37.13187	06/15/2005	36.82000	2,784.89	2,784.89			
NOBLE ENERGY INC NBL	330 000	03/23/2004	46.19000	06/15/2005	76.66790	15,242.70	15,242.70			
NORFOLK SOUTN CORP NSC	50 000	04/22/2005	32.85860	06/15/2005	31.94000	1,642.93	1,642.93			
NORFOLK SOUTN CORP NSC	25 000	04/25/2005	33.37000	06/15/2005	31.94000	1,594.43	1,594.43			

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764) June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	S L	Ordinary Currency Other	Mkt. Disc.
		Date	Price Fx Rate	Date	Price Fx Rate					
NORFOLK SOUTHLN CORP NSC	50 000	05/02/2005	32.23000 1 000000	06/15/2005	31.94000 1.000000	1,611.50 1,611.50 1,594.43	(17.07)	S		
NORTH FORK BANCORP INC N Y NFB	75 000	12/08/2004	27.90000 1.000000	06/15/2005	27.70000 1 000000	2,092.50 2,092.50 2,073.66	(18.84)	S		
NORTH FORK BANCORP INC N Y NFB	50 000	12/13/2004	28.94000 1 000000	06/15/2005	27.70000 1.000000	1,447.00 1,447.00 1,382.44	(64.56)	S		
NORTH FORK BANCORP INC N Y NFB	25 000	12/21/2004	29.02000 1 000000	06/15/2005	27.70000 1 000000	725.50 725.50 691.22	(34.28)	S		
NORTH FORK BANCORP INC N Y NFB	50 000	04/22/2005	27.85330 1 000000	06/15/2005	27.70000 1 000000	1,392.66 1,392.66 1,382.44	(10.22)	S		
NUVEEN INVESTMENTS CL A JNC	50 000	04/07/2005	34.17000 1 000000	06/15/2005	36.88000 1 000000	1,708.50 1,708.50 1,841.42	132.92	S		
NUVEEN INVESTMENTS CL A JNC	25 000	05/18/2005	34.38560 1 000000	06/15/2005	36.88000 1 000000	859.64 859.64 920.71	61.07	S		
NUVEEN INVESTMENTS CL A JNC	25 000	05/19/2005	34.79360 1 000000	06/15/2005	36.88000 1 000000	869.84 869.84 920.71	50.87	S		
O'REILLY AUTOMOTIVE INC ORLY	346 000	03/23/2004	38.97000 1 000000	06/15/2005	59.05000 1 000000	13,483.62 13,483.62 20,416.60	6,932.98	L		
OHIO CASUALTY CORP OCAS	1,250 000	03/23/2004	19.16000 1 000000	06/15/2005	24.54880 1 000000	23,950.00 23,950.00 30,634.71	6,684.71	L		

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Price Fx Rate	Original Cost Adjusted Basis Proceeds	Capital Gains Short Term \$ Long Term \$	Ordinary Currency Other	Mkt. Disc.
			Price	Date	Price	Rate					
OMNICARE INC OCR	50 000	03/23/2004	43 17000	06/15/2005	38.97000	1.00000		2,158.50 1,945.91	(212.59)	L	(970.45)
ORBITAL SCIENCES CORP ORB	1,000 000	03/23/2004	11 53000	06/15/2005	10.60000	1.00000		11,530.00 10,559.55	(970.45)	L	
PACTIV CORP PTV	50 000	01/27/2005	21 53340	06/15/2005	22 33000	1 00000		1,076.67 1,076.67	37.28	S	
PACTIV CORP PTV	75 000	06/01/2005	23 17347	06/15/2005	22 33000	1 00000		1,738.01 1,738.01	(67.08)	S	
PATTERSON-UTI ENERGY INC PTEN	514 000	12/16/2004	19 47130	06/15/2005	23 19000	1 00000		10,008.25 14,468.49	4,460.24	S	
PATTERSON-UTI ENERGY INC PTEN	260 000	12/16/2004	19 27019	06/15/2005	28 19000	1 00000		5,010.25 7,318.69	2,308.44	S	
PATTERSON-UTI ENERGY INC PTEN	585 000	12/17/2004	19 92161	06/15/2005	28 19000	1 00000		11,654.14 16,467.06	4,812.92	S	
PERKINELMER INC PKI	494 000	10/29/2004	20 25520	06/15/2005	19 60000	1 00000		10,006.07 9,662.23	(343.84)	S	
PERKINELMER INC PKI	525 000	11/01/2004	20 88830	06/15/2005	19 60000	1 00000		10,966.36 10,268.57	(697.79)	S	
PERKINELMER INC PKI	25 000	01/31/2005	23 04440	06/15/2005	19 57000	1 00000		576.11 576.11	(88.13)	S	487.98

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate					
PERKINELMER INC PKI	75 000	03/23/2005	21.77640	06/15/2005	19.57000	1,633.23 1,633.23 1,463.93	(169.30)	S		
PEROT SYS CORP PER	380 000	08/20/2004	13.20239	06/15/2005	14.02070	5,016.91 5,016.91 5,312.44			295.53	S
PEROT SYS CORP PER	374 000	08/25/2004	13.40551	06/15/2005	14.02070	5,013.66 5,013.66 5,228.56			214.90	S
PEROT SYS CORP PER	630 000	08/31/2004	13.51200	06/15/2005	14.02070	8,512.56 8,512.56 8,807.47			294.91	S
PG&E CORP (HOLDING COMPANY) PCG	100 000	03/23/2004	28.58000	06/15/2005	36.36000	2,858.00 2,858.00 3,630.84			772.84	L
PHARMACEUTICAL PRODUCT DEVEL PPDI	299 000	03/23/2004	28.68000	06/15/2005	47.30000	8,575.32 8,575.32 14,130.14			5,554.82	L
PRAXAIR INC PX	50 000	06/08/2004	37.66500	06/15/2005	47.10000	1,883.25 1,883.25 2,352.40			469.15	L
QUANTA SVCS INC PWR	1,727 000	09/30/2004	5.75000	06/15/2005	9.13490	9,930.25 9,930.25 15,706.23			5,775.98	S
QUESTAR CORP STR	75 000	12/20/2004	51.22813	06/15/2005	65.15000	3,842.11 3,842.11 4,882.29			1,040.18	S
QUESTAR CORP STR	25 000	12/22/2004	51.15000	06/15/2005	65.15000	1,278.75 1,278.75 1,627.43			348.68	S

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description Nom Currency	Units	Purchase		Sale		Original Cost Proceeds	Capital Gains Short Term	Type S	Ordinary Currency Other	Mkt. Disc.
		Date	Price Fx Rate	Date	Price Fx Rate					
REPUBLIC SERVICES INC RSG	900 000	03/23/2004	26.07000 1 00000	06/15/2005	36.17670 1 00000	23,463.00	23,463.00	9,058.66	L	
REYNOLDS & REYNOLDS CL A REY	850 000	03/23/2004	27.91591 1 00000	06/15/2005	27.18000 1 00000	23,728.52	23,728.52	(660.49)	L	
ROYAL CARIBBEAN CRUISES RCL	100 000	02/24/2005	46.92450 1.00000	06/15/2005	46.26000 1 00000	4,632.45	4,632.45	(71.65)	S	
SCHOLASTIC CORP SCHL	180 000	05/04/2004	29.10678 1 00000	06/15/2005	37.87000 1 00000	5,239.22	5,239.22	1,569.90	L	
SCHOLASTIC CORP SCHL	338 000	05/07/2004	29.48231 1 00000	06/15/2005	37.87000 1 00000	9,965.02	9,965.02	2,820.98	L	
SCRIPPS E W CO - A SSP	25 000	12/22/2004	48.08868 1.00000	06/15/2005	49.26960 1 00000	1,202.22	1,202.22	28.22	S	
SCRIPPS E W CO - A SSP	25 000	12/29/2004	48.32660 1.00000	06/15/2005	49.27040 1 00000	1,230.44	1,230.44	22.29	S	
SHERWIN WILLIAMS CO SHW	50 000	12/29/2004	44.71000 1 00000	06/15/2005	45.10020 1 00000	1,235.50	1,235.50	16.91	S	
SHERWIN WILLIAMS CO SHW	25 000	12/30/2004	44.87800 1 00000	06/15/2005	45.10000 1 00000	1,121.95	1,121.95	4.25	S	
SHERWIN WILLIAMS CO SHW	25 000	05/04/2005	43.74000 1 00000	06/15/2005	45.09960 1 00000	1,093.50	1,093.50	32.70	S	

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase Price Fx Rate	Date	Sale Price Fx Rate	Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
SMITHFIELD FOODS INC SFD	850 000	03/23/2004	25.98000	06/15/2005	27.86350 1.00000	22,083.00 22,083.00 23,648.99			1,565.99	L
STANLEY WKS SWK	50 000	03/23/2004	39.22000 1.00000	06/15/2005	44.62000 1.00000	1,961.00 1,961.00 2,228.40			267.40	L
STATE STREET CORP STT	25 000	07/16/2004	44.07160 1.00000	06/15/2005	49.12000 1.00000	1,101.79 1,101.79 1,226.69			124.90	S
STATE STREET CORP STT	25 000	12/01/2004	45.04720 1.00000	06/15/2005	49.12000 1.00000	1,126.18 1,126.18 1,226.70			100.52	S
STATE STREET CORP STT	25 000	01/31/2005	44.71120 1.00000	06/15/2005	49.12000 1.00000	1,117.78 1,117.78 1,226.70			108.92	S
SWIFT TRANSPORTATION CO INC SWFT	260 000	11/11/2004	19.26281 1.00000	06/15/2005	23.07000 1.00000	5,008.33 5,008.33 5,987.55			979.22	S
SWIFT TRANSPORTATION CO INC SWFT	559 000	11/15/2004	19.61970 1.00000	06/15/2005	23.07000 1.00000	10,967.41 10,967.41 12,873.23			1,905.82	S
THOMAS S A ADR TMS	150 000	03/11/2005	28.01913 1.00000	06/15/2005	25.05000 1.00000	4,202.87 4,202.87 3,749.84			(453.03)	S
THOMAS S A ADR TMS	25 000	03/24/2005	27.79000 1.00000	06/15/2005	25.05000 1.00000	694.75 694.75 624.97			(69.78)	S
THOMAS S A ADR TMS	50 000	03/28/2005	27.79860 1.00000	06/15/2005	25.05000 1.00000	1,389.93 1,389.93 1,249.95			(139.98)	S

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Price Fx Rate	Date	Price Fx Rate					
TIDEWATER INC TDW	750 000	03/23/2004	29.62000	06/15/2005	36.93470	22,215.00 22,215.00 27,669.87			5,454.87 L	
TRANSACTION SYS ARCHITECTS TSAI	260 000	06/03/2004	19.55019	06/15/2005	23 541.80	5,083.05 5,083.05 6,110.21			1,027.16 L	
TRANSACTION SYS ARCHITECTS TSAI	249 000	06/22/2004	20.09390	06/15/2005	23 541.80	5,003.38 5,003.38 5,851.70			848.32 S	
TRANSACTION SYS ARCHITECTS TSAI	244 000	06/24/2004	20.53168	06/15/2005	23 541.80	5,009.73 5,009.73 5,734.20			724.47 S	
TRANSACTION SYS ARCHITECTS TSAI	302 000	07/01/2004	21 30669	06/15/2005	23 541.80	6,434.62 6,434.62 7,097.25			662.63 S	
TUPPERWARE CORP TUP	302 000	08/10/2004	16 62841	06/15/2005	23 02000	5,021.78 5,021.78 6,939.67			1,917.89 S	
TUPPERWARE CORP TUP	398 000	08/16/2004	17 21090	06/15/2005	23 02000	6,849.94 6,849.94 9,145.65			2,295.71 S	
TXU CORP TXU	25 000	03/23/2004	29 16000	06/15/2005	83 29000	729.00 729.00 2,080.91			1,351.91 L	
UNIVERSAL HEALTH SVCS INC UHS	113 000	11/05/2004	44 34301	06/15/2005	62 07000	5,010.76 5,010.76 7,009.10			1,998.34 S	
UNIVERSAL HEALTH SVCS INC UHS	222 000	11/09/2004	45 22680	06/15/2005	62 07000	10,040.35 10,040.35 13,770.08			3,729.73 S	

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (999999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Price Fx Rate	Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate						
UNIVERSAL HEALTH SVCS INC UHS	245 000	11/10/2004	45.14559	06/15/2005	62.07000	1 000000	11,060.67 11,060.67 15,196.71	4,136.04	S		
UNOVA INC UNA	125 000	04/21/2004	18.63880	06/15/2005	20.80000	1 000000	2,329.85 2,329.85 2,593.64	263.79	L		
VALASSIS COMM INC VCI	800 000	03/23/2004	30.44000	06/15/2005	36.20000	1 000000	24,352.00 24,352.00 28,926.78	4,574.78	L		
VALSPAR CORP VAL	400 000	03/23/2004	47.60250	06/15/2005	47.84000	1 000000	19.04.00 19.04.00 19,119.20	78.20	L		
WCI COMMUNITIES INC WCI	229 000	07/14/2004	21.86480	06/15/2005	30.44000	1 000000	5,007.04 5,007.04 6,961.31	1,954.27	S		
WCI COMMUNITIES INC WCI	229 000	07/15/2004	21.87581	06/15/2005	30.44000	1 000000	5,009.56 5,009.56 6,961.31	1,951.75	S		
WCI COMMUNITIES INC WCI	247 000	07/21/2004	22.10660	06/15/2005	30.44000	1 000000	5,460.33 5,460.33 7,508.48	2,048.15	S		
WELLPOINT INC WLP	50 000	11/09/2004	50.31252	06/15/2005	69.13000	1 000000	2,515.63 2,515.63 3,453.85	938.22	S		
WERNER ENTERPRISES INC WERN	1,100 000	03/23/2004	18.56000	06/15/2005	18.38000	1 000000	20,416.00 20,416.00 20,173.15	(242.85)	L		
WINNEBAGO INDUSTRIES WGO	100 000	03/17/2005	32.07140	06/15/2005	33.32000	1 000000	3,207.14 3,207.14 3,326.86	119.72	S		

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764) June 30, 2004 to June 30, 2005

Security/Description NOM. Currency	Units	Purchase		Sale		Price Fx Rate	Price Fx Rate	Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate							
YUM' BRANDS INC YUM	25 000	03/23/2004	36.80000	06/15/2005	52.34000	1.00000	1.00000	92.00	92.00 1,307.19	387.19	L	
ZEBRA TECHNOLOGIES CORP ZBRA	316 000	03/23/2004	44.52000	06/15/2005	44.15000	1.00000	1.00000	14,068.32 13,938.17	14,068.32 13,938.17	(130.15)	L	
TAIWAN SEMICONDUCTOR MFG CO TSM	550 000	05/12/2004	8.10069	06/16/2005	9.13000	1.00000	1.00000	4,455.38 4,455.38	4,455.38 4,455.38	543.91	L	
BANK OF AMERICA CORP BAC	220 000	03/24/2004	39.23000	06/17/2005	46.63060	1.00000	1.00000	8,630.60 8,630.60	8,630.60 8,630.60	1,618.90	L	
BANK OF AMERICA CORP BAC	85 000	12/03/2004	46.30000	06/17/2005	46.63070	1.00000	1.00000	3,935.50 3,935.50	3,935.50 3,935.50	24.54	S	
BANK OF AMERICA CORP BAC	100 000	01/26/2005	45.78540	06/17/2005	46.63060	1.00000	1.00000	4,578.54 4,578.54	4,578.54 4,578.54	80.33	S	
BANK OF AMERICA CORP BAC	100 000	04/15/2005	44.91940	06/17/2005	46.63050	1.00000	1.00000	4,491.94 4,658.87	4,491.94 4,658.87	166.92	S	
BANK OF AMERICA CORP BAC	380 000	06/14/2005	45.99000	06/17/2005	46.63060	1.00000	1.00000	17,476.20 17,476.20	17,476.20 17,476.20	227.49	S	
BED BATH & BEYOND INC BBBY	100 000	11/01/2004	41.55000	06/17/2005	43.26570	1.00000	1.00000	4,155.00 4,155.00	4,155.00 4,321.39	166.39	S	
BED BATH & BEYOND INC BBBY	50 000	06/14/2005	41.35000	06/17/2005	43.26580	1.00000	1.00000	2,067.50 2,067.50	2,067.50 2,160.70	93.20	S	

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Price	Fx Rate	Date	Fx Rate					
LILLY ELI & CO LLY	230 000	03/24/2004	67.03	0.0000	06/17/2005	58.60	0.9990 1 000000	15,416.90 13,470.51	(1,946.39)	L	
LILLY ELI & CO LLY	210 000	06/14/2005	57.33	0.0000	06/17/2005	58.61	0.0000 1 000000	12,039.30 12,299.17	259.87	S	
ASSURANT INC AIZ	25 000	11/05/2004	28.51	0.0000	06/20/2005	35.39	0.0000 1 000000	712.83 883.46	170.63	S	
BAUSCH & LOMB INC BOL	60 000	06/15/2005	75.07	0.0000	06/20/2005	74.25	0.0000 1 000000	4,504.20 4,453.61	(50.59)	S	
CABLEVISION SYS CORP CVC	120 000	06/15/2005	27.02	0.0000	06/20/2005	32.84	0.580 1 000000	3,242.40 3,936.53	694.13	S	
ADMINISTAFF INC ASF	140 000	06/15/2005	22.39	0.0000	06/21/2005	23.33	0.0000 1 000000	3,135.80 3,257.74	121.94	S	
ASSURANT INC AIZ	75 000	11/05/2004	28.51	0.0000	06/21/2005	35.84	0.890 1 000000	2,138.50 2,684.81	546.31	S	
MERCURY INTERACTIVE CORP MERQ	5 000	06/15/2005	40.12	0.0000	06/21/2005	39.51	1.600 1 000000	200.64 197.47	(3.17)	S	
MERCURY INTERACTIVE CORP MERQ	35 000	06/15/2005	40.12	0.0000	06/21/2005	39.63	430 1 000000	1,404.48 1,385.74	(18.74)	S	
NAVTEQ CORP NVT	66 000	06/15/2005	36.49	0.0000	06/21/2005	35.82	610 1 000000	2,408.34 2,361.78	(46.56)	S	

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Price	Fx Rate	Date	Fx Rate					
NAVTEQ CORP NVT	44 000	06/15/2005	36.49000	0.621/2005	35 66000	1.00000	1,605.56 1,605.56 1,588.09	1,605.56 2,102.41 3,276.37	1,173.96 1,173.96 S		
QUESTAR CORP STR	50 000	07/21/2004	42.04814	0.621/2005	65 58000	1 00000	2,102.41 2,102.41	2,102.41 3,276.37			
SPEEDWAY MOTORSPORTS INC TRK	529 000	03/23/2004	29.59120	0.621/2005	36.57000	1 00000	15,653.75 15,653.75 19,328.85	15,653.75 15,653.75 19,328.85	3,675.10 3,675.10 L		
ADMINISTAFF INC ASF	230 000	06/15/2005	22.39860	0.622/2005	23 34940	1 00000	5,151.68 5,151.68 5,356.33	5,151.68 5,151.68 5,356.33	204.65 204.65 S		
ADMINISTAFF INC ASF	100 000	06/15/2005	22.39860	0.623/2005	23 32000	1 00000	2,239.86 2,239.86 2,325.90	2,239.86 2,239.86 2,325.90	86.04 86.04 S		
MBIA INC MBI	50 000	03/23/2004	62.21670	0.623/2005	59 20220	1 00000	3,110.84 3,110.84 2,957.49	3,110.84 3,110.84 2,957.49	(153.35) (153.35) L		
MINERALS TECHNOLOGIES INC MTX	60 000	06/15/2005	68.46000	0.623/2005	61 01900	1 00000	4,107.60 4,107.60 3,658.58	4,107.60 4,107.60 3,658.58	(449.02) (449.02) S		
NORTH FORK BANCORP INC N Y NFB	25 000	03/23/2004	27.26000	0.623/2005	27 81160	1 00000	68.50 68.50 694.01	68.50 68.50 694.01	12.51 12.51 L		
NORTH FORK BANCORP INC N Y NFB	50 000	04/22/2005	27.85330	0.623/2005	27 81140	1 00000	1,392.66 1,392.66 1,388.01	1,392.66 1,392.66 1,388.01	(4.65) (4.65) S		
NORTH FORK BANCORP INC N Y NFB	50 000	05/12/2005	27.82000	0.623/2005	27 81140	1 00000	1,391.00 1,391.00 1,388.01	1,391.00 1,391.00 1,388.01	(2.99) (2.99) S		

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Fx Rate	Price	Date	Price					
CABLEVISION SYS CORP CVC	49 000	06/15/2005	27.02000	06/24/2005	32.36330	1.00000	1,323.98 1,323.98 1,583.77	259.79	S		
CABLEVISION SYS CORP CVC	36 000	06/15/2005	27.02000	06/24/2005	32.40000	1 00000	972.72 972.72 1,164.91	192.19	S		
CABLEVISION SYS CORP CVC	69 000	06/15/2005	27.02000	06/24/2005	32.37280	1 00000	1,864.38 1,864.38 2,230.86	366.48	S		
MANPOWER INC MAN	50 000	10/21/2004	44.44720	06/24/2005	39.55000	1 00000	2,222.36 2,222.36 1,975.92	(246.44)	S		
MANPOWER INC MAN	25 000	02/02/2005	44.88000	06/24/2005	39.55000	1 00000	1,122.00 1,122.00 987.96	(134.04)	S		
MANPOWER INC MAN	50 000	03/03/2005	44.55000	06/24/2005	39.55000	1 00000	2,227.50 2,227.50 1,975.92	(251.58)	S		
MASSEY ENERGY COMPANY MEE	250 000	06/15/2005	40.21400	06/24/2005	38.14910	1 00000	10,053.50 10,053.50 9,524.38	(529.12)	S		
RESPIRONICS INC RESP	50 000	03/23/2004	26.47500	06/24/2005	36.12020	1 00000	1,323.75 1,323.75 1,803.43	479.68	L		
UNOVA INC UNA	100 000	04/21/2004	18.63880	06/24/2005	25.26790	1 00000	1,863.88 1,863.88 2,522.69	658.81	L		
CYTEC IND'S INC CYT	50 000	10/08/2004	48.24712	06/27/2005	39.74840	1 00000	2,412.36 2,412.36 1,984.83	(427.53)	S		

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Price Fx Rate	Date	Price Fx Rate	Date					
CYTEC IND NDS INC CYT	50 000	10/25/2004	45.86640 1 000000	06/27/2005	39.74800 1 000000		2,293.32 1,984.81	(308.51)	\$		
CYTEC IND NDS INC CYT	25 000	11/01/2004	46.56000 1.000000	06/27/2005	39.74840 1 000000		1,164.00 1,164.00 992.42	(1,164.00 1,164.00 992.42)		(171.58)	\$
CYTEC IND NDS INC CYT	25 000	11/15/2004	47.53000 1.000000	06/27/2005	39.74840 1 000000		1,188.25 1,188.25 992.42	(1,188.25 1,188.25 992.42)		(195.83)	\$
CYTEC IND NDS INC CYT	25 000	12/09/2004	47.43840 1 000000	06/27/2005	39.74840 1 000000		1,185.96 1,185.96 992.42	(1,185.96 1,185.96 992.42)		(193.54)	\$
CYTEC IND NDS INC CYT	25 000	12/13/2004	47.52000 1 000000	06/27/2005	39.74840 1 000000		1,188.00 1,188.00 992.42	(1,188.00 1,188.00 992.42)		(195.58)	\$
MICHAELS STORES INC MIK	75 000	03/23/2004	23.75000 1 000000	06/27/2005	40.24080 1 000000		1,781.25 1,781.25 3,014.19	(1,781.25 1,781.25 3,014.19)		1,232.94	L
CYTEC IND NDS INC CYT	25 000	10/25/2004	45.86640 1 000000	06/28/2005	40.03560 1 000000		1,146.66 1,146.66 999.60	(1,146.66 1,146.66 999.60)		(147.06)	\$
CYTEC IND NDS INC CYT	75 000	10/28/2004	45.72373 1 000000	06/28/2005	40.03590 1 000000		3,429.28 3,429.28 2,998.81	(3,429.28 3,429.28 2,998.81)		(430.47)	\$
MINERALS TECHNOLOGIES INC MTX	80 000	06/15/2005	68.46000 1 000000	06/28/2005	60.07160 1 000000		5,476.80 5,476.80 4,802.32	(5,476.80 5,476.80 4,802.32)		(674.48)	\$
RICHARDSON ELECTRONICS LTD RELL	300 000	07/02/2004	10.34950 1 000000	06/28/2005	6.85000 1 000000		3,104.85 3,104.85 2,039.92	(3,104.85 3,104.85 2,039.92)		(1,064.93)	\$

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)

June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
		Date	Fx Rate	Date	Fx Rate					
RICHARDSON ELECTRONICS LTD RELL	100 000	12/02/2004	11.44000	06/28/2005	6.85000	1,144.00	1,144.00	S		
TREEHOUSE FOODS INC THS	104 000	06/15/2005	30.29949	06/28/2005	29.96500	3,151.15	3,151.15	L	(37.01)	\$
TREEHOUSE FOODS INC THS	78 000	06/15/2005	30.29949	06/28/2005	29.96490	2,363.36	2,363.36	L	(29.32)	\$
YUM' BRANDS INC YUM	100 000	03/23/2004	36.80000	06/28/2005	51.91000	3,680.00	3,680.00	L	1,506.79	
DONALDSON INC DCI	175 000	03/23/2004	26.92000	06/29/2005	30.08220	5,186.79	5,186.79	L	544.41	
NCI BLDG SYSTEM INC NCS	125 000	03/23/2004	22.88370	06/29/2005	32.60000	4,711.00	4,711.00	L	2,860.46	
CERIDIAN CORP CEN	175 000	04/18/2005	17.09137	06/30/2005	19.46180	4,069.83	4,069.83	L	2,860.46	
CERIDIAN CORP CEN	200 000	04/29/2005	16.71760	06/30/2005	19.46180	3,990.99	3,990.99	L	2,990.99	
CERIDIAN CORP CEN	25 000	05/12/2005	18.59240	06/30/2005	19.46200	3,343.52	3,343.52	L	3,343.52	
CVS CORP CVS	200 000	04/15/2004	18.55000	06/30/2005	29.42000	464.81	464.81	L	3,710.00	
					1 00000	485.53	485.53		5,875.84	

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JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
Capital Gains and Losses
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Units	Date	Purchase		Sale		Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
			Price Fx Rate	Date	Price Fx Rate	Date					
CVS CORP CVS	150 000	04/16/2004	18.66500	06/30/2005	29.42000		2,799.75			1,607.13	L
DIEBOLD INC DBD	30 000	08/16/2004	47.15000	06/30/2005	46.08000	1 00000	1,414.50			(33.66)	S
DIEBOLD INC DBD	50 000	09/30/2004	47.00920	06/30/2005	46.08000	1 00000	2,350.46			(49.06)	S
DIEBOLD INC DBD	20 000	10/14/2004	46.93240	06/30/2005	46.08000	1 00000	938.65			(18.08)	S
DIEBOLD INC DBD	25 000	05/03/2005	49.12000	06/30/2005	46.08000	1 00000	1,228.00			(77.30)	S
INT'L FLAVORS & FRAGRANCES IFF	50 000	05/27/2004	36.71460	06/30/2005	36.26220	1 00000	1,835.73			(25.20)	L
MBNA CORP KRB	700 000	04/27/2005	19.01030	06/30/2005	26.42220	1 00000	13,307.21			5,159.55	S
MBNA CORP KRB	300 000	06/14/2005	21.45000	06/30/2005	26.42220	1 00000	6,435.00			1,479.33	S
PACTIV CORP PTV	75 000	03/23/2004	21.21000	06/30/2005	21.65290	1 00000	1,590.75			30.15	L
PACTIV CORP PTV	50 000	01/27/2005	21.53340	06/30/2005	21.65280	1 00000	1,076.67			3.93	S

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Capital Gains and Losses

JOHN WILLIAM POPE FOUNDATION COMPOSITE (99999764)
June 30, 2004 to June 30, 2005

Security/Description NOM Currency	Purchase			Sale			Original Cost Adjusted Basis Proceeds	Capital Gains Short Term Long Term	Type S L	Ordinary Currency Other	Mkt. Disc.
	Units	Date	Price Fx Rate	Price Fx Rate	Date	Price Fx Rate					
TOTAL			44.93/54.56	47117.00006			82,719.79		S	80,028.98	
			4693/54.56	47117.00006			149,792.16		L		
			49.22/975.70	49449.52201							

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JOHN WILLIAM POPE FOUNDATION

58-1691765

Year Ended June 30, 2005

Penalty Waiver Request

The taxpayer hereby requests a waiver of the underpayment penalty for the year ended June 30, 2005 for the following reasons:

1. During the year ended June 30, 2005, the taxpayer received a transfer of S Corporation stock from a trust of which it was the remainder beneficiary, after the death of the income beneficiary. The taxpayer did not find out until after June 30, 2005 what amount of income from the S corporation would be assessed to the Foundation for this year. It was impossible to estimate the income for the taxpayer for the year ended June 30, 2005 without the income from the S corporation. In prior years the taxpayer did not hold this S corporation stock and had no income from the stock.
2. Furthermore, the transfer of the S Corporation stock is subject to litigation for an "elective share claim" by the surviving spouse - the income beneficiary, and other claims by the estate of the income beneficiary, which could result in the Foundation being divested of the stock, and/or part of the income from the stock being transferred and allocated to the spouse or estate of the beneficiary. The Foundation had expected the litigation to be settled or judgment entered into by the court as of before this date, but instead the litigation is still pending and active without resolution. The Foundation has determined the best course of action is to file the PF-990 and pay any excise tax due on income from the stock based on the status quo, and then amend the PF-990 if necessary depending on any judgment by the court or other settlement of the litigation.
3. Finally, the deceased income beneficiary of the Trust was a member of the family of the representative of the taxpayer and a member of the Board of Directors of the taxpayer, and the taxpayer's representatives were diverted from their normal duties of taking care of the administrative responsibilities of the trust, and the ensuing litigation

For these reasons, we respectfully request a waiver of the underpayment penalty.