

Form **990-PF**

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

OMB No 1545-0052

**2012**

Department of the Treasury  
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning **07/01/12**, and ending **06/30/13**

Name of foundation <b>JOHN WILLIAM POPE FOUNDATION</b>		A Employer identification number <b>58-1691765</b>
Number and street (or P O box number if mail is not delivered to street address) <b>4601 SIX FORKS ROAD SUITE 300</b>	Room/suite	B Telephone number (see instructions) <b>919-861-6444</b>
City or town, state, and ZIP code <b>RALEIGH NC 27609</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 145,857,004</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	62,704	62,482		
	4 Dividends and interest from securities	1,551,550	1,551,550		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	7,623,946			
	b Gross sales price for all assets on line 6a <b>11,173,380</b>				
	7 Capital gain net income (from Part IV, line 2)		7,623,946		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) <b>STMT 1</b>	135,210				
12 Total. Add lines 1 through 11	9,373,410	9,237,978	0		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	135,000	31,250		93,750
	14 Other employee salaries and wages	63,561			3,561
	15 Pension plans, employee benefits	5,400			5,400
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) <b>STMT 2</b>	5,820	5,820		
	c Other professional fees (attach schedule) <b>STMT 3</b>	23,495	23,495		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) <b>STMT 4</b>	87,717	73,546		14,171
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) <b>STMT 5</b>	519,189	498,913		20,276
	24 Total operating and administrative expenses. Add lines 13 through 23	840,182	633,024	0	137,158
	25 Contributions, gifts, grants paid	9,714,808			9,714,808
26 Total expenses and disbursements. Add lines 24 and 25	10,554,990	633,024	0	9,851,966	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,181,580				
b Net investment income (if negative, enter -0-)		8,604,954			
c Adjusted net income (if negative, enter -0-)			0		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash – non-interest-bearing	1,995,118	1,404,303	1,404,306			
	2	Savings and temporary cash investments	1,232,177	1,511,731	1,511,731			
	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 (attach schedule) (see instructions)						
	7	Other notes and loans receivable (att. schedule) ▶ Less: allowance for doubtful accounts ▶	0					
	8	Inventories for sale or use						
	9	Prepaid expenses and deferred charges						
	10a	Investments – U S and state government obligations (attach schedule)						
	b	Investments – corporate stock (attach schedule) <b>SEE STMT 6</b>	598,872	598,872	9,338,545			
	c	Investments – corporate bonds (attach schedule)						
	11	Investments – land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶						
	12	Investments – mortgage loans						
	13	Investments – other (attach schedule) <b>SEE STATEMENT 7</b>	127,583,488	126,713,169	133,602,422			
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶						
15	Other assets (describe ▶ )							
16	<b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item I)	131,409,655	130,228,075	145,857,004				
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 (attach schedule)						
	22	Other liabilities (describe ▶ )						
	23	<b>Total liabilities</b> (add lines 17 through 22)	0	0				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>							
	24	Unrestricted						
	25	Temporarily restricted						
	26	Permanently restricted						
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>							
	27	Capital stock, trust principal, or current funds						
	28	Paid-in or capital surplus, or land, bldg, and equipment fund						
29	Retained earnings, accumulated income, endowment, or other funds	131,409,655	130,228,075					
30	<b>Total net assets or fund balances</b> (see instructions)	131,409,655	130,228,075					
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	131,409,655	130,228,075					

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	131,409,655
2	Enter amount from Part I, line 27a	2	-1,181,580
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	130,228,075
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) – Part II, column (b), line 30	6	130,228,075

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a SEE WORKSHEET</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) 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		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2 Capital gain net income or (net capital loss)</b>		[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]	<b>2</b>	<b>7,623,946</b>
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b>			<b>3</b>	<b>4,159,861</b>
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8				

**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 foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year, see the 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))
2011	<b>9,485,739</b>	<b>143,604,096</b>	<b>0.066055</b>
2010	<b>10,680,577</b>	<b>116,022,877</b>	<b>0.092056</b>
2009	<b>9,032,487</b>	<b>113,113,048</b>	<b>0.079854</b>
2008	<b>10,802,838</b>	<b>128,523,309</b>	<b>0.084054</b>
2007	<b>10,779,679</b>	<b>121,875,425</b>	<b>0.088448</b>
<b>2 Total of line 1, column (d)</b>			<b>2 0.410467</b>
<b>3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years</b>			<b>3 0.082093</b>
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>			<b>4 178,351,345</b>
<b>5 Multiply line 4 by line 3</b>			<b>5 14,641,397</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6 86,050</b>
<b>7 Add lines 5 and 6</b>			<b>7 14,727,447</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8 9,851,966</b>
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	<b>172,099</b>
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	<b>0</b>
<b>3</b>	Add lines 1 and 2	<b>3</b>	<b>172,099</b>
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	<b>0</b>
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	<b>172,099</b>
<b>6</b>	Credits/Payments.		
<b>a</b>	2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	<b>61,260</b>
<b>b</b>	Exempt foreign organizations – tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	<b>61,260</b>
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	<b>1,633</b>
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	<b>112,472</b>
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		<b>X</b>
<b>1b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		<b>X</b>
<b>1c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		<b>X</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers. <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		<b>X</b>
<b>3</b> Has the foundation 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		<b>X</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<b>X</b>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		<b>X</b>
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	<b>X</b>	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	<b>X</b>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <b>NC</b>		
<b>b</b> If the answer is "Yes" to line 7, has the foundation 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	<b>X</b>	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		<b>X</b>
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		<b>X</b>

N/A

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			<b>X</b>
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			<b>X</b>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <b>WWW.JWPF.ORG</b>	<b>X</b>		
14	The books are in care of ▶ <b>JAMES ARTHUR POPE, PRESIDENT</b> <b>4601 SIX FORKS ROAD, STE 300</b> Located at ▶ <b>RALEIGH</b> NC ZIP+4 ▶ <b>27609</b> Telephone no. ▶ <b>919-861-6444</b>			
15	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		<b>15</b>	<input type="checkbox"/>
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			<b>X</b>

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (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 foundation 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c Did the foundation 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 2012?	N/A	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ▶ 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20	N/A	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation 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 foundation had excess business holdings in 2012.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		<b>X</b>
b Did the foundation 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 2012?		<b>X</b>

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

<b>5a</b> During the year did the foundation 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)? (see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>b</b> If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	<b>N/A</b>		<b>5b</b>
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>		
<b>c</b> If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<b>N/A</b> <input type="checkbox"/> Yes <input type="checkbox"/> No		
If "Yes," attach the statement required by Regulations section 53.4945–5(d)			
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			<b>6b</b>
If "Yes" to 6b, file Form 8870			<b>X</b>
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<b>N/A</b>		<b>7b</b>

**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 (see instructions).**

(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
SEE STATEMENT 8				

**2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). 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
DAVID BASS 4601 SIX FORKS ROAD, STE 300	RALEIGH NC 27609	60,000	1,650	0

**Total number of other employees paid over \$50,000** **0**

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

**3 Five highest-paid independent contractors for professional services (see instructions). 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** ▶

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see instructions)**

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** ▶

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	<b>178,464,809</b>
<b>b</b>	Average of monthly cash balances	<b>1b</b>	<b>2,602,546</b>
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	<b>0</b>
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	<b>181,067,355</b>
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	<b>0</b>
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	<b>0</b>
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	<b>181,067,355</b>
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	<b>4</b>	<b>2,716,010</b>
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	<b>178,351,345</b>
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	<b>8,917,567</b>

**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 )

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	<b>8,917,567</b>
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	<b>172,099</b>
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	<b>172,099</b>
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	<b>8,745,468</b>
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	<b>8,745,468</b>
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	<b>8,745,468</b>

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	<b>1a</b>	<b>9,851,966</b>
<b>b</b>	Program-related investments – total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	<b>9,851,966</b>
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	<b>0</b>
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	<b>9,851,966</b>

**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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				<b>8,745,468</b>
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only				
b	Total for prior years: 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2012:				
a	From 2007	<b>7,879,839</b>			
b	From 2008	<b>6,605,107</b>			
c	From 2009	<b>3,697,907</b>			
d	From 2010	<b>4,977,167</b>			
e	From 2011	<b>2,366,794</b>			
f	<b>Total</b> of lines 3a through e	<b>25,526,814</b>			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <b>9,851,966</b>				
a	Applied to 2011, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required – see instructions)				
c	Treated as distributions out of corpus (Election required – see instructions)				
d	Applied to 2012 distributable amount				<b>8,745,468</b>
e	Remaining amount distributed out of corpus	<b>1,106,498</b>			
5	Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	<b>Enter the net total of each column as indicated below:</b>				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	<b>26,633,312</b>			
b	Prior years' undistributed income Subtract line 4b from line 2b				
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				
d	Subtract line 6c from line 6b Taxable amount – see instructions				
e	Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount – see instructions				
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				<b>0</b>
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	<b>7,879,839</b>			
9	<b>Excess distributions carryover to 2013.</b> Subtract lines 7 and 8 from line 6a	<b>18,753,473</b>			
10	Analysis of line 9				
a	Excess from 2008	<b>6,605,107</b>			
b	Excess from 2009	<b>3,697,907</b>			
c	Excess from 2010	<b>4,977,167</b>			
d	Excess from 2011	<b>2,366,794</b>			
e	Excess from 2012	<b>1,106,498</b>			

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test – enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test – enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)**

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)  
**N/A**

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.  
**N/A**

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

**a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed  
**JAMES ARTHUR POPE 919-861-6444**  
**4601 SIX FORKS RD, STE 300 RALEIGH NC 27609**

**b** The form in which applications should be submitted and information and materials they should include  
**REQUEST FOR GRANT WITH REASONS FOR NEED**

**c** Any submission deadlines.  
**NO FORMAL SUBMISSION DEADLINES.**

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors  
**NO FORMAL RESTRICTIONS**

**Part XV** Supplementary Information (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year <b>SEE ATTACHED SCHEDULE</b>	NONE	501 C ORGS. SEE ATTACHED  CHARITABLE PURPOSE		9,714,808
<b>Total</b>			▶ 3a	9,714,808
b Approved for future payment N/A				
<b>Total</b>			▶ 3b	

**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 (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments					
<b>3</b> Interest on savings and temporary cash investments			14	62,704	
<b>4</b> Dividends and interest from securities			14	1,551,550	
<b>5</b> Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income					
<b>8</b> Gain or (loss) from sales of assets other than inventory					7,623,946
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue a _____					
b <b>MISCELLANEOUS</b>			14	135,210	
c _____					
d _____					
e _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e)			0	1,749,464	7,623,946
<b>13 Total.</b> Add line 12, columns (b), (d), and (e)					13 9,373,410

(See worksheet in line 13 instructions to verify calculations.)

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions )
3	THE FUNDS PROVIDED BY THESE ACTIVITIES ALLOW THE ORGANIZATION TO PROMOTE ITS PURPOSE
4	THE FUNDS PROVIDED BY THESE ACTIVITIES ALLOW THE ORGANIZATION TO PROMOTE ITS PURPOSE
8	THE FUNDS PROVIDED BY THESE ACTIVITIES ALLOW THE ORGANIZATION TO PROMOTE ITS PURPOSE
11B	THE FUNDS PROVIDED BY THESE ACTIVITIES ALLOW THE ORGANIZATION TO PROMOTE ITS PURPOSE

**Part XVII 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                                  |
|---|-----|-------------------------------------|
| <b>1a(1)</b> Transfers from the reporting foundation to a noncharitable exempt organization of:<br>(1) Cash |     | <input checked="" type="checkbox"/> |
| <b>1a(2)</b> Other assets   |     | <input checked="" type="checkbox"/> |
| <b>b</b> Other transactions:  |     |                                     |
| <b>1b(1)</b> Sales of assets to a noncharitable exempt organization   |     | <input checked="" type="checkbox"/> |
| <b>1b(2)</b> Purchases of assets from a noncharitable exempt organization                                   |     | <input checked="" type="checkbox"/> |
| <b>1b(3)</b> Rental of facilities, equipment, or other assets   |     | <input checked="" type="checkbox"/> |
| <b>1b(4)</b> Reimbursement arrangements   |     | <input checked="" type="checkbox"/> |
| <b>1b(5)</b> Loans or loan guarantees   |     | <input checked="" type="checkbox"/> |
| <b>1b(6)</b> Performance of services or membership or fundraising solicitations                             |     | <input checked="" type="checkbox"/> |
| <b>1c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees                  |     | <input checked="" type="checkbox"/> |
- d** If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
<b>N/A</b>			

**2a** Is the foundation 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
<b>N/A</b>		

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) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature of officer or trustee: *John A. Pope*      Date: 11/13/2013      Title: PRESIDENT

May the IRS discuss this return with the preparer shown below (see instructions)?  Yes  No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>DOUG DREHER</b>		Preparer's signature <i>Doug Dreher</i>	Date <b>11/12/13</b>	Check <input type="checkbox"/> if self-employed
	Firm's name ▶ <b>GOSPODAREK &amp; DREHER, C.P.A., P.A.</b>			PTIN <b>P00543597</b>	Firm's EIN ▶ <b>56-2344058</b>
	Firm's address ▶ <b>4101 LAKE BOONE TRL STE 215 RALEIGH, NC 27607</b>			Phone no <b>919-510-9399</b>	

**Capital Gains and Losses for Tax on Investment Income**

Form **990-PF**

**2012**

For calendar year 2012, or tax year beginning **07/01/12**, and ending **06/30/13**

Name  
**JOHN WILLIAM POPE FOUNDATION**

Employer Identification Number  
**58-1691765**

(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.)
(1) AMERICAN ELECTRIC POWER CO	P	VARIOUS	10/04/12
(2) BT GROUP PLC ADR	P	VARIOUS	10/04/12
(3) DUKE REALTY CORP	P	VARIOUS	10/04/12
(4) OLIN CORP NEW	P	VARIOUS	10/04/12
(5) UNIVERSAL CORP VA	P	VARIOUS	10/04/12
(6) ABBOT LABORATORIES	P	VARIOUS	10/03/12
(7) LILLY ELI & CO	P	VARIOUS	10/03/12
(8) LILLY ELI & CO	P	VARIOUS	10/03/12
(9) LOCKHEED MARTIN CO	P	VARIOUS	10/03/12
(10) MERCK & CO	P	VARIOUS	10/03/12
(11) PFIZER INC	P	VARIOUS	10/03/12
(12) SUNOCO LOGISTICS	P	VARIOUS	10/03/12
(13) AT&T	P	VARIOUS	10/03/12
(14) PROCTOR & GAMBLE	P	VARIOUS	10/03/12
(15) AT&T	P	08/18/11	09/12/12

(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)
(1) 178,354		148,401	29,953
(2) 186,632		132,513	54,119
(3) 132,644		96,974	35,670
(4) 150,423		128,864	21,559
(5) 156,282		114,894	41,388
(6) 278,992		214,104	64,888
(7) 437,510		330,579	106,931
(8) 145,019		104,942	40,077
(9) 468,737		371,970	96,767
(10) 321,789		226,953	94,836
(11) 101,198		75,322	25,876
(12) 97,099		55,075	42,024
(13) 344,199		253,075	91,124
(14) 554,828		504,627	50,201
(15) 113,725		84,722	29,003

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than 0-) OR Losses (from col (h))
			29,953
			54,119
			35,670
			21,559
			41,388
			64,888
			106,931
			40,077
			96,767
			94,836
			25,876
			42,024
			91,124
			50,201
			29,003

**Capital Gains and Losses for Tax on Investment Income**

Form **990-PF** **2012**

For calendar year 2012, or tax year beginning **07/01/12**, and ending **06/30/13**

Name **JOHN WILLIAM POPE FOUNDATION** Employer Identification Number **58-1691765**

(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.)
(1) BT GROUP PLC ADR	P	08/25/11	09/12/12
(2) PFIZER INC	P	08/18/11	09/12/12
(3) SUNOCO LOGISTICS	P	09/06/11	09/12/12
(4) BB&T CAPITAL TRUST	P	VARIOUS	07/18/12
(5) FINANCIAL ASCENT LP K-1 ST	P	VARIOUS	VARIOUS
(6) FINANCIAL ASCENT LP K-1 LT	P	VARIOUS	VARIOUS
(7) VALUE PRESERVATION K-1 ST	P	VARIOUS	VARIOUS
(8) VALUE PRESERVATION K-1 LT	P	VARIOUS	VARIOUS
(9) DUKE ENERGY CASH IN LIEU	P	VARIOUS	VARIOUS
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

(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)
(1) 74,836		53,521	21,315
(2) 144,655		105,962	38,693
(3) 48,867		27,503	21,364
(4) 475,000		493,745	-18,745
(5) 1,780,672			1,780,672
(6) 3,023,465			3,023,465
(7) 1,958,431			1,958,431
(8)		25,669	-25,669
(9) 23		19	4
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) OR Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)			21,315
(2)			38,693
(3)			21,364
(4)			-18,745
(5)			1,780,672
(6)			3,023,465
(7)			1,958,431
(8)			-25,669
(9)			4
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

**Federal Statements**

**Statement 1 - Form 990-PF, Part I, Line 11 - Other Income**

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS	\$ 135,210	\$	\$
TOTAL	\$ 135,210	\$ 0	\$ 0

**Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	\$ 5,820	\$ 5,820	\$	\$
TOTAL	\$ 5,820	\$ 5,820	\$ 0	\$ 0

**Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
WEBSITE DESIGN	\$ 23,495	\$ 23,495	\$	\$
TOTAL	\$ 23,495	\$ 23,495	\$ 0	\$ 0

**Statement 4 - Form 990-PF, Part I, Line 18 - Taxes**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PAYROLL TAX	\$ 16,986	\$ 2,815	\$	\$ 14,171
FEDERAL TAXES	49,218	49,218		
FOREIGN TAXES	21,513	21,513		
TOTAL	\$ 87,717	\$ 73,546	\$ 0	\$ 14,171



**Federal Statements**

**Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
INSURANCE	11,606	1,923		9,683
UTILITIES	1,914	957		957
BANK CHARGES	24	12		12
MISCELLANEOUS	19,248	9,624		9,624
INVESTMENT EXPENSES FROM K-1	486,397	486,397		
TOTAL	\$ 519,189	\$ 498,913	\$ 0	\$ 20,276

**Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CDI CORPORATION	\$ 274,238	\$ 274,238	MARKET	\$ 7,159,310
BANK OF AMERICA SHARES	69,385	69,385	MARKET	218,620
WAL-MART SHARES	2,286	2,286	MARKET	1,450,171
CATO SHARES	2,300	2,300	MARKET	7,488
FAMILY DOLLAR SHARES	663	663	MARKET	252,356
BBT - PFD	250,000	250,000	MARKET	250,600
TOTAL	\$ 598,872	\$ 598,872		\$ 9,338,545

**Statement 7 - Form 990-PF, Part II, Line 13 - Other Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
FINANCIAL ASCENT LP	\$ 18,139,511	\$ 23,108,843	MARKET	\$ 26,988,374
VALUE PRESERVATION	36,279,304	38,460,563	MARKET	39,850,636
BOA MUTUAL FUND	1,660,841	1,661,063	MARKET	1,661,063
VANGUARD	71,503,832	63,482,700	MARKET	65,102,349
TOTAL	\$ 127,583,488	\$ 126,713,169		\$ 133,602,422

**Statement 8 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.**

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
JOYCE W. POPE 4601 SIX FORKS RD STE 300 RALEIGH NC 27609	DIRECTOR	0.00	0	0	0
JAMES ARTHUR POPE 4601 SIX FORKS RD STE 300 RALEIGH NC 27609	PRES/CHAIR	2.00	0	0	0
AMANDA J. POPE 4601 SIX FORKS RD STE 300 RALEIGH NC 27609	VC/SEC/TREAS	0.00	0	0	0
DAVID RIGGS 4601 SIX FORKS RD, STE 300 RALEIGH NC 27609	EVP	40.00	125,000	0	0
DAVID M. STOVER 4601 SIX FORKS ROAD, STE 300 RALEIGH NC 27609	BOARD MEMBER	5.00	10,000	0	0

**Federal Statements**

**Form 990-PF, Part XV, Line 2b - Application Format and Required Contents**

Description

REQUEST FOR GRANT WITH REASONS FOR NEED

**Form 990-PF, Part XV, Line 2c - Submission Deadlines**

Description

NO FORMAL SUBMISSION DEADLINES.

**Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**

Description

NO FORMAL RESTRICTIONS

JOHN WILLIAM POPE FOUNDATION

Form **990-W**

**Estimated Tax on Unrelated Business Taxable  
Income for Tax-Exempt Organizations**

OMB No 1545-0976

(Worksheet)  
Department of the Treasury  
Internal Revenue Service

(and on Investment Income for Private Foundations)  
(Keep for your records. Do not send to the Internal Revenue Service.)

**2013**

1	Unrelated business taxable income expected in the tax year	1
2	Tax on the amount on line 1. See instructions for tax computation	2
3	Alternative minimum tax (see instructions)	3
4	Total. Add lines 2 and 3	4
5	Estimated tax credits (see instructions)	5
6	Subtract line 5 from line 4	6
7	Other taxes (see instructions)	7
8	Total. Add lines 6 and 7	8
9	Credit for federal tax paid on fuels (see instructions)	9
10a	Subtract line 9 from line 8 <b>Note.</b> If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions	10c
10b	Enter the tax shown on the 2012 return (see instructions) <b>Caution.</b> If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c	
10c	<b>2013 Estimated Tax.</b> Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	

		(a)	(b)	(c)	(d)
11	Installment due dates (see instructions)	11			
12	Required installments. Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions)	12			
13	2012 Overpayment (see instructions)	13			
14	Payment due. (Subtract line 13 from line 12)	14			

For Paperwork Reduction Act Notice, see instructions.

Form **990-W** (2013)

**LIABILITY IS BELOW THE THRESHOLD, ESTIMATES ARE NOT REQUIRED.  
TO GENERATE ESTIMATES USE ESTIMATE DECLARATION CODE 3.**

JOHN WILLIAM POPE FOUNDATION

Form **990-W**

(Worksheet)  
Department of the Treasury  
Internal Revenue Service

**Estimated Tax on Unrelated Business Taxable  
Income for Tax-Exempt Organizations**  
(and on Investment Income for Private Foundations)  
(Keep for your records. Do not send to the Internal Revenue Service.)

OMB No 1545-0976

**2013**

1	Unrelated business taxable income expected in the tax year	1	
2	Tax on the amount on line 1. See instructions for tax computation	2	
3	Alternative minimum tax (see instructions)	3	
4	Total Add lines 2 and 3	4	
5	Estimated tax credits (see instructions)	5	
6	Subtract line 5 from line 4	6	
7	Other taxes (see instructions)	7	
8	Total Add lines 6 and 7	8	
9	Credit for federal tax paid on fuels (see instructions)	9	
10a	Subtract line 9 from line 8 <b>Note.</b> If less than \$500, the organization is not required to make estimated tax payments Private foundations, see instructions	10a	172,100
b	Enter the tax shown on the 2012 return (see instructions) <b>Caution.</b> If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c	10b	
c	<b>2013 Estimated Tax.</b> Enter the smaller of line 10a or line 10b If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	10c	172,100

		(a)	(b)	(c)	(d)	
11	Installment due dates (see instructions)	11	11/15/13	12/16/13	03/17/14	06/16/14
12	Required installments. Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions)	12	43,025	43,025	43,025	43,025
13	2012 Overpayment (see instructions)	13				
14	Payment due. (Subtract line 13 from line 12)	14	43,025	43,025	43,025	43,025

For Paperwork Reduction Act Notice, see instructions.

Form **990-W** (2013)

58-1691765

**Federal Statements**

FYE:6/30/2013

**Taxable Interest on Investments**

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
WELLS FARGO	\$ 59,841		14		
FINANCIAL ASCENT K-1	1,059		14		
VALUE PRESERVATION K-1	1,582		14		
TOTAL	\$ <u>62,482</u>				

**Tax-Exempt Interest on Investments**

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	InState Muni (\$ or %)
BANK OF AMERICA #6110	\$ 222		14		
TOTAL	\$ <u>222</u>				

**Taxable Dividends from Securities**

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
FINANCIAL ASCENT K-1	\$ 251,647		14		
VALUE PRESERVATION K-1	546,110		14		
AMERIPRISE DIVIDENDS	279,055		14		
VANGUARD DIVIDENDS	474,738		14		
TOTAL	\$ <u>1,551,550</u>				

John William Pope Foundation Grants FY 2012/2013

Amount	Date Written	Recipient Organization	Organization Address	City	State	Zip Code	Purpose
10,000.00	12/11/12	Alliance Medical Ministry	101 Donald Ross Drive	Raleigh	NC	27610	General Operation Support
5,000.00	6/24/13	America's Future Foundation	1899 L Street NW, Suite 1200	Washington	DC	20036	General Operation Support
1,000,000.00	7/18/12	Americans for Prosperity Foundation	2111 Wilson Blvd, Ste. 350	Arlington	VA	22201	General Operation Support
100,000.00	8/27/12	Americans for Tax Reform Foundation	722 12th Street NW, Suite 400	Washington	DC	20005	General Operation Support
100,000.00	9/7/12	Americans of Faith	Post Office Box 957736	Duluth	GA	30095	General Operation Support
50,000.00	12/3/12	Ashville School	360 Ashville School Road	Ashville	NC	28806	General Operation Support
175,000.00	12/3/12	Ashville School	360 Ashville School Road	Ashville	NC	28806	General Operation Support
30,000.00	6/24/13	Atlas Economic Research Foundation	1201 L St. NW, 2nd Floor	Washington	DC	20005	Western Civilization Program
10,000.00	12/3/12	Barium Springs Home for Children	Post Office Box 1	Washington	DC	20005	General Operation Support
10,000.00	12/3/12	Blessed Sacrament School	515 Hillcrest Ave	Burham Springs	NC	28715	General Operation Support
10,000.00	12/3/12	Boy Scouts of America Oconeechee Council	Post Office Box 41229	Raleigh	NC	27629	General Operation Support
40,000.00	12/3/12	Boy Scouts of America Oconeechee Council	Post Office Box 41229	Raleigh	NC	27629	General Operation Support
300,000.00	6/24/13	Campbell Law School	225 Hillsborough St, Suite 401	Raleigh	NC	27603	Law School Building
10,000.00	6/24/13	Capital Research Center	1513 16th Street, NW	Washington	DC	20036	General Operation Support
5,000.00	12/11/12	Capitol Commission	Post Office Box 63118	Charlotte	NC	28263-3118	General Operation Support
25,000.00	12/3/12	Carolina Ballet	3401-131 Atlantic Ave	Raleigh	NC	27604	General Operation Support
10,000.00	9/7/12	Carolina Liberty Foundation	500 Whitaker Street	Chapel Hill	NC	27516-2227	General Operation Support
10,000.00	6/24/13	Cato Institute	1000 Massachusetts Ave, N.W.	Washington	DC	20001	General Operation Support
5,000.00	6/24/13	Center for Equal Opportunity	7700 Leesburg Pike, Suite 231	Falls Church	VA	22043	General Operation Support
25,000.00	6/24/13	Clemson University Foundation	Clemson University, 325 Sirmine Hall - Box 341310	Clemson	SC	29634-1310	Institute for the Study of Capitalism
10,000.00	6/24/13	Competitive Enterprise Institute	1899 L St NW, 12th Floor	Washington	DC	20036	General Operation Support
5,000.00	12/3/12	Disabilities Education Support Center	118 S Penson Street	Raleigh	NC	27601	General Operation Support
10,000.00	6/24/13	Family Research Council	801 G Street, NW	Washington	DC	20036	General Operation Support
50,000.00	6/24/13	Federalist Society	1015 18th Street, NW, Suite 425	Washington	DC	20036	General Operation Support
5,000.00	12/3/12	Food Bank of Central and Eastern NC	3808 Tarheel Dr	Raleigh	NC	27609	General Operation Support
5,000.00	6/24/13	Foundation for Economic Education	30 S. Broadway	Irvington-Hudson	NY	10533	General Operation Support
25,000.00	12/3/12	Full Gospel Tabernacle	5005 Willow Oak Drive	Lumberton	NC	28358	General Operation Support
25,000.00	6/24/13	Fund for American Studies	1706 New Hampshire Ave NW	Washington	DC	20009	General Operation Support
10,000.00	6/24/13	George Mason University Law & Economics Center	George Mason University, School of Law	Arlington	VA	22201	General Operation Support
5,000.00	12/3/12	Green Chair Project	Post Office Box 116	Godwin	NC	28344	General Operation Support
10,000.00	12/11/12	Habitat for Humanity of Raleigh	Post Office Box 12761	Raleigh	NC	27605	General Operation Support
10,000.00	12/3/12	H. Leslie Perry Memorial Library, Inc.	205 Breckenridge St.	Henderson	NC	27536	General Operation Support
5,000.00	12/3/12	Helping Horse Therapeutic Riding Program	2420 Raleigh Blvd	Raleigh	NC	27604	General Operation Support
5,000.00	12/3/12	Henderson YMCA	Post Office Box 99609	Raleigh	NC	27624	General Operation Support
5,000.00	12/11/12	Hope Reins	380 Ruin Creek Rd	Henderson	NC	27536	General Operation Support
10,000.00	12/3/12	Hospice of Wake County	Post Office Box 99152	Raleigh	NC	27624	General Operation Support
10,000.00	12/3/12	Howard N. Lee Institute	250 Hospice Circle	Raleigh	NC	27607	General Operation Support
25,000.00	8/10/12	Howard N. Lee Institute	Post Office Box 14570	RTP	NC	27709	NC Education Summit
25,000.00	8/10/12	Independent Women's Forum	Post Office Box 14570	RTP	NC	27709	General Operation Support
250,000.00	12/11/12	Institute for Humane Studies	1875 I Street NW, Suite 500	Washington	DC	20006	General Operation Support
125,000.00	6/24/13	Institute for Humane Studies	3351 Fairfax Dr, MSN 1C5	Arlington	VA	22201	Capital Campaign
50,000.00	6/24/13	Institute for Humane Studies	3351 Fairfax Dr, MSN 1C5	Arlington	VA	22201	General Operation Support
30,000.00	6/24/13	Institute for Humane Studies	3351 Fairfax Dr, MSN 1C5	Arlington	VA	22201	NC Scholarships
75,000.00	6/24/13	Institute for Justice	901 North Glebe Road, Suite 900	Arlington	VA	22203	General Operation Support
50,000.00	8/27/12	Institute of Political Leadership	Post Office Box 8009	Arlington	VA	22419	General Operation Support
5,000.00	12/3/12	Interfaith Food Shuttle	Post Office Box 14638	Raleigh	NC	27620	General Operation Support
40,000.00	6/24/13	Jesse Helms Center	Post Office Box 247	Wingate	NC	28174	General Operation Support
8,000.00	1/4/13	Job Creators Alliance	15455 North Dallas Parkway	Addison	TX	75001	General Operation Support
212,459.00	7/11/12	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601	General Operation Support
212,459.00	8/11/12	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601	General Operation Support
212,459.00	9/11/12	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601	General Operation Support
212,459.00	10/11/12	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601	General Operation Support
212,459.00	11/11/12	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601	General Operation Support



John William Pope Foundation Grants FY 2012/2013

212,459.00	12/1/12	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601	General Operation Support
212,459.00	1/1/13	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601	General Operation Support
212,459.00	2/1/13	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601	General Operation Support
212,459.00	3/1/13	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601	General Operation Support
212,459.00	4/1/13	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601	General Operation Support
212,459.00	5/1/13	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601	General Operation Support
212,459.00	6/3/13	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601	EA Morris Fellowship
65,000.00	6/24/13	John Locke Foundation	100 S Harrington St	Raleigh	NC	27603	General Operation Support
115,000.00	7/1/12	John William Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603	General Operation Support
115,000.00	8/1/12	John William Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603	General Operation Support
115,000.00	9/1/12	John William Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603	General Operation Support
115,000.00	10/1/12	John William Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603	General Operation Support
115,000.00	11/1/12	John William Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603	General Operation Support
115,000.00	12/1/12	John William Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603	General Operation Support
115,000.00	1/1/13	John William Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603	General Operation Support
115,000.00	2/1/13	John William Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603	General Operation Support
115,000.00	3/1/13	John William Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603	General Operation Support
90,000.00	4/1/13	John William Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603	General Operation Support
90,000.00	5/1/13	John William Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603	General Operation Support
90,000.00	6/3/13	John William Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603	General Operation Support
5,000.00	8/2/12	Kennesaw State University	1000 Chastam Road, MD 2201, Building 22, Room 5010	Kennesaw	GA	30144-5591	General Operation Support
5,000.00	7/18/12	Liberty and Law Institute	914 Greenwood Circle	Cary	NC	27511	General Operation Support
5,000.00	6/24/13	Liberty and Law Institute	914 Greenwood Circle	Cary	NC	27511	General Operation Support
3,000.00	12/1/12	Lifeline Outreach, Inc	Post Office Box 1632	Henderson	NC	27536	General Operation Support
25,000.00	6/24/13	Manhattan Institute	52 Vanderbilt Avenue	New York	NY	10017	Adam Smith Society Project
100,000.00	9/7/12	Mercatus Center	3301 North Fairfax Drive, Suite 450	Arlington	VA	22201	General Operation Support
5,000.00	12/1/12	Mimelle League of the Triangle	Post Office Box 4193	Cary	NC	27519	General Operation Support
10,000.00	6/24/13	National Center for Policy Analysis	601 Pennsylvania Avenue NW, Suite 900, South Building	Washington	DC	20004	General Operation Support
50,000.00	6/24/13	NC Family Policy Council	Post Office Box 20607	Raleigh	NC	27619	General Operation Support
25,000.00	9/7/12	NC Free Enterprise Foundation	Post Office Box 12406	Raleigh	NC	27605	General Operation Support
25,000.00	12/1/12	NC Free Enterprise Foundation	Post Office Box 12406	Raleigh	NC	27605	General Operation Support
25,000.00	3/23/13	NC Free Enterprise Foundation	Post Office Box 12406	Raleigh	NC	27605	General Operation Support
31,250.00	7/1/12	NC Institute for Constitutional Law	414 Fayetteville St, Ste G	Raleigh	NC	27601	General Operation Support
31,250.00	8/1/12	NC Institute for Constitutional Law	414 Fayetteville St, Ste G	Raleigh	NC	27601	General Operation Support
31,250.00	9/1/12	NC Institute for Constitutional Law	414 Fayetteville St, Ste G	Raleigh	NC	27601	General Operation Support
31,250.00	10/1/12	NC Institute for Constitutional Law	414 Fayetteville St, Ste G	Raleigh	NC	27601	General Operation Support
31,250.00	11/1/12	NC Institute for Constitutional Law	414 Fayetteville St, Ste G	Raleigh	NC	27601	General Operation Support
31,250.00	12/1/12	NC Institute for Constitutional Law	414 Fayetteville St, Ste G	Raleigh	NC	27601	General Operation Support
31,250.00	1/1/13	NC Institute for Constitutional Law	414 Fayetteville St, Ste G	Raleigh	NC	27601	General Operation Support
31,250.00	2/1/13	NC Institute for Constitutional Law	414 Fayetteville St, Ste G	Raleigh	NC	27601	General Operation Support
31,250.00	3/1/13	NC Institute for Constitutional Law	414 Fayetteville St, Ste G	Raleigh	NC	27601	General Operation Support
31,250.00	4/1/13	NC Institute for Constitutional Law	414 Fayetteville St, Ste G	Raleigh	NC	27601	General Operation Support
31,250.00	5/1/13	NC Institute for Constitutional Law	414 Fayetteville St, Ste G	Raleigh	NC	27601	General Operation Support
31,250.00	6/3/13	NC Institute for Constitutional Law	414 Fayetteville St, Ste G	Raleigh	NC	27601	General Operation Support
10,000.00	12/3/12	NC Opera Company	612 Wade Avenue, Suite 100	Raleigh	NC	27605	General Operation Support
25,000.00	12/3/12	NC Symphony	3700 Glenwood Ave., Suite 130	Raleigh	NC	27612	General Operation Support
25,000.00	12/3/12	NC Theatre	One East South Street	Raleigh	NC	27601	General Operation Support
5,000.00	12/3/12	NC Youth Legislative Assembly Administration	1319 Mail Service Center	Raleigh	NC	27699	General Operation Support
140,000.00	6/24/13	NCSU	NCSU Campus Box 8101	Raleigh	NC	27695-8101	Public Choice, Law & Economics
2,500.00	12/3/12	Neuse Christian Academy	7600 Falls of Neuse Road	Raleigh	NC	27615	General Operation Support
10,000.00	6/24/13	Pacific Research Institute	One Embarcadero Center, Suite 350	San Francisco	CA	94111	General Operation Support
5,000.00	12/3/12	Performance Edge	1408 Dixie Trail	Raleigh	NC	27607	General Operation Support
25,000.00	6/24/13	Philanthropy Roundtable	1730 M Street NW, Suite 601	Washington	DC	20036	General Operation Support
45,233.33	7/1/12	Pope Center for Higher Education Policy	353 E. Six Forks Road, Suite 200	Raleigh	NC	27609	General Operation Support
45,233.33	8/1/12	Pope Center for Higher Education Policy	353 E. Six Forks Road, Suite 200	Raleigh	NC	27609	General Operation Support

John William Pope Foundation Grants FY 2012/2013

45,233.33	9/1/12	Pope Center for Higher Education Policy	353 E. Six Forks Road, Suite 200	Raleigh	NC	27609	General Operation Support
45,233.33	10/1/12	Pope Center for Higher Education Policy	353 E. Six Forks Road, Suite 200	Raleigh	NC	27609	General Operation Support
45,233.33	11/1/12	Pope Center for Higher Education Policy	353 E. Six Forks Road, Suite 200	Raleigh	NC	27609	General Operation Support
45,233.33	12/1/12	Pope Center for Higher Education Policy	353 E. Six Forks Road, Suite 200	Raleigh	NC	27609	General Operation Support
45,233.33	1/1/13	Pope Center for Higher Education Policy	353 E. Six Forks Road, Suite 200	Raleigh	NC	27609	General Operation Support
45,233.33	2/1/13	Pope Center for Higher Education Policy	353 E. Six Forks Road, Suite 200	Raleigh	NC	27609	General Operation Support
45,233.33	3/1/13	Pope Center for Higher Education Policy	353 E. Six Forks Road, Suite 200	Raleigh	NC	27609	General Operation Support
45,233.33	4/1/13	Pope Center for Higher Education Policy	353 E. Six Forks Road, Suite 200	Raleigh	NC	27609	General Operation Support
45,233.33	5/1/13	Pope Center for Higher Education Policy	353 E. Six Forks Road, Suite 200	Raleigh	NC	27609	General Operation Support
45,233.33	6/3/13	Pope Center for Higher Education Policy	353 E. Six Forks Road, Suite 200	Raleigh	NC	27609	General Operation Support
25,000.00	12/3/12	Prevent Child Abuse NC	3716 National Drive, Suite 118	Raleigh	NC	27612	General Operation Support
25,000.00	6/24/13	Prevent Child Abuse NC	3716 National Drive, Suite 118	Raleigh	NC	27612	General Operation Support
10,000.00	6/24/13	Property and Environment Research Center	2048 Analysis Dr., Suite A	Bozeman	MT	59718	General Operation Support
25,000.00	12/3/12	Raleigh Charter High School	1307 Glenwood Avenue	Raleigh	NC	27605	General Operation Support
25,000.00	12/3/12	Raleigh Fine Arts Society	3409 Williamsborough Court	Raleigh	NC	27609	General Operation Support
5,000.00	12/3/12	Raleigh Rescue Mission	Post Office Box 27391	Raleigh	NC	27611	General Operation Support
25,000.00	12/3/12	Ravenscroft School	7409 Falls of Neuse Road	Raleigh	NC	27615	General Operation Support
50,000.00	6/24/13	Reason Foundation	1747 Connecticut Avenue, NW	Washington	DC	20009	General Operation Support
5,000.00	12/3/12	SAFE Haven for Cats	8431-137 Garvey Drive	Raleigh	NC	27616	General Operation Support
5,000.00	12/3/12	Salvation Army of Wake County	Post Office Box 27584	Raleigh	NC	27611	General Operation Support
25,000.00	12/3/12	SECU Family House at UNC Hospitals	123 Old Mason Farm Rd	Chapel Hill	NC	27517	Family Assistance Fund
5,000.00	12/3/12	Shepherd's Table	Post Office Box 28024	Raleigh	NC	27611	General Operation Support
1,000.00	11/1/12	State Policy Network	1655 North Fort Myer Drive, Suite 360	Arlington	VA	22209-3108	Tom Roe Award Dinner
25,000.00	6/24/13	State Policy Network	1655 North Fort Myer Drive, Suite 360	Arlington	VA	22209-3108	General Operation Support
25,000.00	12/11/12	StepUp Ministry	1701 Oberlin Rd	Raleigh	NC	27608	General Operation Support
1,000,000.00	6/24/13	The Educational Foundation	Post Office Box 2446	Chapel Hill	NC	27515	JWP Student Athlete Academic Support Center
50,000.00	6/24/13	The Heritage Foundation	214 Massachusetts Ave NE	Washington	DC	20002	General Operation Support
5,000.00	6/24/13	The Philanthropic Enterprise (@ Protect Liberty, Inc)	109 N Henry St	Alexandria	VA	22314	General Operation Support
50,000.00	3/29/13	UNC CH Arts & Sciences Foundation	101 Caldwell Hall	Chapel Hill	NC	27599	Philosophy, Politics & Economics Program
10,000.00	12/3/12	United Way of Vance County	212 Dabney Drive	Henderson	NC	27536	General Operation Support
10,000.00	12/11/12	United Way of Vance County	212 Dabney Drive	Henderson	NC	27536	General Operation Support
10,000.00	12/11/12	Upper Room Christian Academy	3300 Idlewood Village	Raleigh	NC	27610	Scholarship Dinner
5,000.00	12/11/12	Vance County Historical Society	Post Office Box 1850	Henderson	NC	27536	General Operation Support
18,000.00	1/4/13	Veterans Leadership Council of North Carolina-CARES	Post Office Box 37087	Raleigh	NC	27627	General Operation Support
25,000.00	12/3/12	Virginia Episcopal School	400 VES Rd	Lynchburg	VA	24503	General Operation Support
50,000.00	12/3/12	White Memorial Presbyterian Church	1704 Oberlin Rd	Raleigh	NC	27608	General Operation Support
5,000.00	12/3/12	YMCA of the Triangle Area	1601 Hillsborough Street	Raleigh	NC	27605	General Operation Support
25,000.00	12/3/12	YMCA of the Triangle Area	1601 Hillsborough Street	Raleigh	NC	27605	Y Learning Program

9,714,807.96