

Form **990-PF**

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

OMB No 1545-0052

2010

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

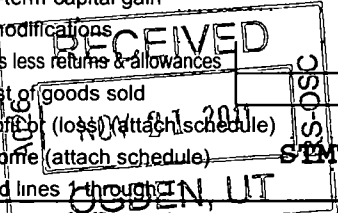
For calendar year 2010, or tax year beginning **07/01/10**, and ending **06/30/11**

G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Name of foundation JOHN WILLIAM POPE FOUNDATION		A Employer identification number 58-1691765
Number and street (or P O box number if mail is not delivered to street address) 4601 SIX FORKS ROAD SUITE 300		B Telephone number (see page 10 of the instructions) 919-861-6444
Room/suite		C If exemption application is pending, check here <input type="checkbox"/>
City or town, state, and ZIP code RALEIGH NC 27609		D 1. Foreign organizations, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<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) \$ 149,206,610	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 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 page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	7,000,000			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	381,061	342,622		
4	Dividends and interest from securities	854,967	854,967		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	4,179,165			
b	Gross sales price for all assets on line 6a 4,179,165				
7	Capital gain net income (from Part IV, line 2)		4,179,165		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns & allowances				
b	Less: Cost of goods sold				
c	Gross profit (loss) (attach schedule)				
11	Other income (attach schedule) STMT 1	72,220			
12	Total. Add lines 1 through 11	12,487,413	5,376,754	0	
13	Compensation of officers, directors, trustees, etc	132,083	33,021		99,062
14	Other employee salaries and wages	86,950			86,950
15	Pension plans, employee benefits	6,285			6,285
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 2	5,115	5,115		
c	Other professional fees (attach schedule) STMT 3	694	694		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) STMT 4	418,953	98,640		11,539
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch) STMT 5	376,917	352,597		24,320
24	Total operating and administrative expenses. Add lines 13 through 23	1,026,997	490,067	0	228,156
25	Contributions, gifts, grants paid	10,452,421			10,452,421
26	Total expenses and disbursements. Add lines 24 and 25	11,479,418	490,067	0	10,680,577
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	1,007,995			
b	Net investment income (if negative, enter -0-)		4,886,687		
c	Adjusted net income (if negative, enter -0-)			0	

SCANNED NOV 25 2011 Revenue



916-18

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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		
Assets	1	Cash—non-interest-bearing		1,911,455	1,028,895	1,028,895
	2	Savings and temporary cash investments		96,274,866	94,602,562	94,602,562
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶		876,412		
	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 page 15 of the 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) SEE STMT 6		348,872	348,872	7,401,607
	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) SEE STATEMENT 7		37,381,844	41,821,115	46,173,546
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶				
15	Other assets (describe ▶))				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		136,793,449	137,801,444	149,206,610	
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	Total liabilities (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 <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		136,793,449	137,801,444	
30	Total net assets or fund balances (see page 17 of the instructions)		136,793,449	137,801,444		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		136,793,449	137,801,444		

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	136,793,449
2	Enter amount from Part I, line 27a	2	1,007,995
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	137,801,444
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	137,801,444

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	FINANCIAL ASCENT K-1 ST	P	VARIOUS	VARIOUS
b	FINANCIAL ASCENT K-1 LT	P	VARIOUS	VARIOUS
c	VALUE PRESERVATION K-1	P	VARIOUS	VARIOUS
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	1,002,793		1,002,793	
b	1,030,156		1,030,156	
c	2,146,216		2,146,216	
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				1,002,793
b				1,030,156
c				2,146,216
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	4,179,165	
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8]	3	1,002,793	

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 page 18 of 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))
2009	9,032,487	113,113,048	0.079854
2008	10,802,838	128,523,309	0.084054
2007	10,779,679	121,875,425	0.088448
2006	11,996,818	53,556,519	0.224003
2005	9,199,649	58,795,587	0.156468
2	Total of line 1, column (d)	2	0.632827
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	0.126565
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	116,022,877
5	Multiply line 4 by line 3	5	14,684,435
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	48,867
7	Add lines 5 and 6	7	14,733,302
8	Enter qualifying distributions from Part XII, line 4	8	10,680,577

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
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	1	97,734
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	97,734
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	97,734
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	60,800
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	60,800
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	861
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	37,795
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2011 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 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		X
3 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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ NC		
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	X	
9 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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ JAMES ARTHUR POPE, PRESIDENT 4601 SIX FORKS ROAD, STE 300 Located at ▶ RALEIGH NC ZIP+4 ▶ 27609	Telephone no ▶ 919-861-6444		
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 ▶ 15	▶ <input type="checkbox"/>		
16	At any time during calendar year 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/> N/A	1b	
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 2010? N/A	1c	
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 , 20 , 20 , 20		
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 page 22 of the instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20		
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 2010 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 2010) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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 2010?	4b	X

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

5a 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))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** **X**

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b** **N/A**

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 page 22 of the 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
JOYCE W. POPE 4601 SIX FORKS RD STE 300 RALEIGH NC 27609	<i>JWP</i> MEMBER/DIR	0.00	0	0
JAMES ARTHUR POPE 4601 SIX FORKS RD STE 300 RALEIGH NC 27609	<i>JAP</i> PRESIDENT/DI	10.00 <i>Chairman</i>	0	0
AMANDA J. POPE 4601 SIX FORKS RD STE 300 RALEIGH NC 27609	DIRECTOR	0.00	0	0
DAVID RIGGS - AVAIL UPON REQUEST 4601 SIX FORKS RD, STE 300 RALEIGH NC 27609	EXECUTIVE VP	40.00	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 — see page 23 of the 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
NONE				

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 page 23 of the 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 page 24 of the 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	
3 All other program-related investments. See page 24 of the instructions	

Total. Add lines 1 through 3 ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	51,603,205
b	Average of monthly cash balances	1b	66,186,518
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	117,789,723
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	117,789,723
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	1,766,846
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	116,022,877
6	Minimum investment return. Enter 5% of line 5	6	5,801,144

Part XI Distributable Amount (see page 25 of the 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	5,801,144
2a	Tax on investment income for 2010 from Part VI, line 5	2a	97,734
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	97,734
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,703,410
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	5,703,410
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,703,410

Part XII Qualifying Distributions (see page 25 of the 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	10,680,577
b	Program-related investments—total from Part IX-B	1b	
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	10,680,577
5	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 page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	10,680,577

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				5,703,410
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005	7,648,979			
b From 2006	11,936,850			
c From 2007	7,879,839			
d From 2008	6,605,107			
e From 2009	3,697,907			
f Total of lines 3a through e	37,768,682			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 10,680,577				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				5,703,410
e Remaining amount distributed out of corpus	4,977,167			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	42,745,849			
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 page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	7,648,979			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	35,096,870			
10 Analysis of line 9				
a Excess from 2006	11,936,850			
b Excess from 2007	7,879,839			
c Excess from 2008	6,605,107			
d Excess from 2009	3,697,907			
e Excess from 2010	4,977,167			

Part XIV Private Operating Foundations (see page 27 of the 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 2010, enter the date of the ruling				
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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				(e) Total
	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon.				
a	"Assets" alternative test—enter				
	(1) Value of all assets				
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c	"Support" alternative test—enter				
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
	(3) Largest amount of support from an exempt organization				
	(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed
JAMES ARTHUR POPE 919-861-6444
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
BY JANUARY 1ST OF EACH YEAR

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED SCHEDULE	NONE	501 C ORGS. TO FURTHER THE RECIPIENTS CHARITABLE PURPOSE		10,452,421
Total				▶ 3a 10,452,421
b Approved for future payment N/A				
Total				▶ 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 page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	381,061	
4 Dividends and interest from securities			14	854,967	
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					4,179,165
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b MISCELLANEOUS					72,220
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)			0	1,236,028	4,251,385
13 Total. Add line 12, columns (b), (d), and (e)				13 1,236,028	5,487,413

(See worksheet in line 13 instructions on page 29 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 page 29 of the 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
8	
8	
8	
PROM	
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Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting 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
N/A			

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
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer or trustee: <i>[Signature]</i>	Date: 11/14/2011	Title: PRESIDENT
	Paid Preparer Use Only	Preparer's name: DOUG DREHER	Preparer's signature: <i>[Signature]</i> CPA
		Date: 11/14/11	Check <input type="checkbox"/> if self-employed
Firm's name: GOSPODAREK, C.P.A., P.A.		PTIN: P00543597	Firm's EIN: 56-2344058
Firm's address: 4101 LAKE BOONE TRL STE 215 RALEIGH, NC 27607		Phone no: 919-510-9399	

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

2010

▶ Attach to Form 990, 990-EZ, or 990-PF.

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

Organization type (check one)

- | Filers of: | Section: |
|--------------------|---|
| Form 990 or 990-EZ | <input type="checkbox"/> 501(c)() (enter number) organization |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation |
| | <input type="checkbox"/> 527 political organization |
| Form 990-PF | <input checked="" type="checkbox"/> 501(c)(3) exempt private foundation |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | <input type="checkbox"/> 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 an organization 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 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions 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 990-EZ that received from any one contributor, during the year, 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. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

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

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JAMES A. POPE 4601 SIX FORKS ROAD SUITE 300 RALEIGH NC 27609	\$ 3,500,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	AMANDA POPE 4601 SIX FORKS ROAD SUITE 300 RALEIGH NC 27609	\$ 3,500,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS	\$ 72,220	\$	\$
TOTAL	\$ 72,220	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	\$ 5,115	\$ 5,115	\$	\$
TOTAL	\$ 5,115	\$ 5,115	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	\$ 694	\$ 694	\$	\$
TOTAL	\$ 694	\$ 694	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PAYROLL TAX	\$ 13,587	\$ 2,048	\$	\$ 11,539
FEDERAL TAXES	88,494	88,494		
FOREIGN TAXES	8,098	8,098		
STATE TAXES	308,774			
TOTAL	\$ 418,953	\$ 98,640	\$ 0	\$ 11,539

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
INSURANCE	10,800	1,628		9,172
UTILITIES	1,436	718		718
EDUCATION	8,750	4,375		4,375
BANK CHARGES	777	389		388
MISCELLANEOUS	19,334	9,667		9,667
INVESTMENT EXPENSES FROM K-1	335,820	335,820		
TOTAL	\$ 376,917	\$ 352,597	\$ 0	\$ 24,320

Federal Statements

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		\$ 5,959,249
BANK OF AMERICA SHARES	69,385	69,385		186,320
WAL-MART SHARES	2,286	2,286		1,034,530
CATO SHARES	2,300	2,300		8,640
FAMILY DOLLAR SHARES	663	663		212,868
TOTAL	\$ 348,872	\$ 348,872		\$ 7,401,607

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	\$ 15,133,092	\$ 17,155,475		\$ 20,265,480
VALUE PRESERVATION	22,248,752	24,665,640		25,908,066
TOTAL	\$ 37,381,844	\$ 41,821,115		\$ 46,173,546

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

BY JANUARY 1ST OF EACH YEAR

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

Description

NO FORMAL RESTRICTIONS

FY 2010-2011 Grants

Agency	Account	Project	Start Date	End Date	Amount	Organization	Address	City	State	Zip
2943	\$10,000.00	11/24/2010	11/24/2010	Alliance Medical Ministry	101 Donald Ross Drive	Raleigh	NC	27610		
3056	\$10,000.00	5/13/2011	5/13/2011	American Enterprise Institute For Public Policy Rese	1150 Seventeenth Street, N.W	Washington	DC	20036		
3029	\$5,000.00	4/7/2011	4/7/2011	American Red Cross-Triangle Chapter	100 North Peartree Lane	Raleigh	NC	27610		
3037	\$25,000.00	4/28/2011	4/28/2011	American Red Cross-Triangle Chapter	100 North Peartree Lane	Raleigh	NC	27610		
2910	\$500,000.00	7/15/2010	7/15/2010	Americans For Prosperity Foundation	2111 Wilson Blvd, Ste 350	Arlington	VA	22201		
2920	\$250,000.00	9/14/2010	9/14/2010	Americans For Prosperity Foundation	2111 Wilson Blvd, Ste 350	Arlington	VA	22201		
2925	\$500,000.00	9/27/2010	9/27/2010	Americans For Prosperity Foundation	2111 Wilson Blvd, Ste. 350	Arlington	VA	22201		
3004	\$100,000.00	1/24/2011	1/24/2011	Americans For Prosperity Foundation	2111 Wilson Blvd, Ste. 350	Arlington	VA	22201		
3057	\$25,000.00	5/13/2011	5/13/2011	Americans for Tax Reform Foundation	722 12th Street NW, Suite 400	Washington	DC	20005		
3040	\$50,000.00	5/13/2011	5/13/2011	Atlas Economic Research Foundation	1201 L St NW	Washington	DC	20005		
2956	\$10,000.00	11/12/2010	11/12/2010	Barium Springs Home For Children	Post Office Box 1	Barium Springs	NC	28677		
3041	\$25,000.00	5/13/2011	5/13/2011	Bill Of Rights Institute	200 North Glebe Road, Ste 200	Arlington	VA	22203		
2952	\$10,000.00	11/12/2010	11/12/2010	Blessed Sacrament School	515 Hillcrest Ave	Burlington	NC	27215		
2990	\$300,000.00	12/10/2010	12/10/2010	Campbell University Law School	225 Hillsborough St, Suite 401	Raleigh	NC	27603		
2969	\$10,000.00	12/10/2010	12/10/2010	Capitol Commission	P.O. Box 63118	Charlotte	NC	28263-3118		
2938	\$25,000.00	12/1/2010	12/1/2010	Carolina Ballet	3401-131 Atlantic Ave	Raleigh	NC	27604		
3091	\$5,000.00	6/22/2011	6/22/2011	Carolina Ballet	3401-131 Atlantic Ave	Raleigh	NC	27604		
3042	\$10,000.00	5/13/2011	5/13/2011	Cato Institute	1000 Massachusetts Ave., N W	Washington	DC	20001		
3079	\$1,000.00	6/22/2011	6/22/2011	Center For Equal Opportunity	7700 Leesburg Pike, Suite 231	Falls Church	VA	22043		
2987	\$5,000.00	12/10/2010	12/10/2010	Central YMCA	1601 Hillsborough Street	Raleigh	NC	27605		
3019	\$25,000.00	3/15/2011	3/15/2011	Central YMCA	1601 Hillsborough Street	Raleigh	NC	27605		
3050	\$25,000.00	5/13/2011	5/13/2011	Clemson University Foundation	Clemson University, 325 Sirmme Hall - Box 34131	Clemson	SC	29634-1310		
3059	\$10,000.00	5/13/2011	5/13/2011	Competitive Enterprise Institute	1899 L St, NW, 12th Floor	Washington	DC	20036		
2973	\$5,000.00	12/10/2010	12/10/2010	Disabilities Education Support Center	118 S Person Street	Raleigh	NC	27601		
3001	\$25,750.00	1/19/2011	1/19/2011	Duke University Law School	Towerview Rd. & Science Dr	Durham	NC	27708		
3020	\$175,000.00	3/15/2011	3/15/2011	Duke University HOPE Center	Duke University Box 90097	Durham	NC	27708		
3077	\$50,000.00	6/22/2011	6/22/2011	Elon University	Elon University	Elon	NC	27244		
3060	\$10,000.00	5/13/2011	5/13/2011	Family Research Council	801 G Street, NW	Washington	DC	20001		
2944	\$5,000.00	11/12/2010	11/12/2010	Food Bank Of Central & Eastern NC	3808 Tarheel Dr	Raleigh	NC	27609		
2930	\$75,000.00	10/1/2010	10/1/2010	Foundation For Ethics In Public Service	333 Fayetteville St., Suite 506	Raleigh	NC	27601		
3030	\$37,500.00	4/7/2011	4/7/2011	Foundation For Ethics In Public Service	333 Fayetteville St., Suite 506	Raleigh	NC	27601		
2970	\$25,000.00	12/10/2010	12/10/2010	Full Gospel Tabernacle	5005 Willow Oak Drive	Lumberton	NC	28358		
3061	\$10,000.00	5/13/2011	5/13/2011	George Mason University Foundation-Law&Econ Ce	GMU School of Law 3301 Fairfax Dr.	Arlington	VA	22201		
2942	\$5,000.00	12/22/2010	12/22/2010	Godwin Presybterian Church	P.O. Box 116	Godwin	NC	28344		
2979	\$10,000.00	12/10/2010	12/10/2010	H. Leslie Perry Memorial Library, Inc	205 Breckenridge St	Henderson	NC	27536		
2945	\$10,000.00	11/12/2010	11/12/2010	Habitat For Humanity - Wake County	2420 Raleigh Blvd	Raleigh	NC	27604		
3080	\$15,000.00	6/22/2011	6/22/2011	Heartland Institute	19 South LaSalle Street #903	Chicago	IL	60603		
2980	\$5,000.00	12/10/2010	12/10/2010	Henderson YMCA	380 Ruin Creek Rd	Henderson	NC	27536		
3044	\$50,000.00	5/13/2011	5/13/2011	Heritage Foundation	214 Massachusetts Ave NE	Washington	DC	20002		
3084	\$5,000.00	6/22/2011	6/22/2011	Hope Rems	P.O. Box 99152	Raleigh	NC	27624		

FY 2010-2011 Grants

2946	\$10,000.00	12/22/2010	Hospice Of Wake County Foundation	250 Hosprice Circle	Raleigh	NC	27607
3068	\$10,000.00	5/13/2011	Independent Women's Forum	35-37 N. Moore Street, #2A	New York	NY	10013
3052	\$30,000.00	5/13/2011	Institute for Humane Studies	3301 N. Fairfax Dr., Ste. 440	Arlington	VA	22201
3053	\$50,000.00	5/13/2011	Institute for Humane Studies	3301 N. Fairfax Dr., Ste. 440	Arlington	VA	22201
3054	\$125,000.00	5/13/2011	Institute For Humane Studies	3301 N. Fairfax Dr., Ste. 440	Arlington	VA	22201
3075	\$75,000.00	6/22/2011	Institute for Justice	901 N. Glebe Road, Suite 900	Arlington	VA	22203
3055	\$3,500.00	5/24/2011	Institute Of Political Leadership	c/o UNCG Dept of Political Science, P. O. Box 26 Greensboro	Arlington	NC	27402
2947	\$5,000.00	11/17/2010	Interfaith Food Shuttle	PO Box 14638	Raleigh	NC	27620
3039	\$50,000.00	5/13/2011	Jesse Helms Center Foundation	Post Office Box 247	Wingate	NC	28174
3083	\$100,000.00	6/22/2011	Job Creators Alliance	5956 Sherry Lane, Suite 1000	Dallas	TX	75225
2896	\$212,459.00	7/1/2010	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601
2905	\$212,459.00	8/1/2010	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601
2916	\$212,459.00	9/1/2010	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601
2927	\$212,459.00	10/1/2010	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601
2932	\$212,459.00	11/1/2010	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601
2961	\$212,459.00	12/1/2010	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601
2996	\$212,459.00	1/1/2011	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601
3005	\$212,459.00	2/1/2011	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601
3013	\$212,459.00	3/1/2011	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601
3023	\$65,000.00	3/22/2011	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601
3024	\$212,459.00	4/1/2011	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601
3034	\$212,459.00	5/1/2011	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601
3064	\$212,459.00	6/1/2011	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601
2897	\$75,000.00	7/1/2010	John W. Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603
2917	\$75,000.00	9/1/2010	John W. Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603
2928	\$75,000.00	10/1/2010	John W. Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603
2933	\$75,000.00	11/1/2010	John W. Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603
2962	\$75,000.00	12/1/2010	John W. Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603
2989	\$85,000.00	12/10/2010	John W. Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603
2997	\$100,000.00	1/1/2011	John W. Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603
3006	\$115,000.00	2/1/2011	John W. Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603
3014	\$115,000.00	3/1/2011	John W. Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603
3025	\$115,000.00	4/1/2011	John W. Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603
3028	\$5,000.00	4/7/2011	John W. Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603
3035	\$115,000.00	5/1/2011	John W. Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603
3069	\$115,000.00	6/1/2011	John W. Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603
2906	\$75,000.00	8/1/2010	John W. Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603
2903	\$3,000.00	7/15/2010	Liberty And Law Institute	914 Greenwood Circle	Cary	NC	27511
3088	\$2,500.00	6/22/2011	Liberty And Law Institute	914 Greenwood Circle	Cary	NC	27511
2981	\$3,000.00	12/10/2010	Life Line Outreach, Inc.	P O Box 1632	Henderson	NC	27536
3045	\$15,000.00	5/13/2011	Mercatus Center	3301 North Fairfax Drive, Suite 450	Arlington	VA	22201
3074	\$5,000.00	6/22/2011	Milton & Rose D. Friedman Foundation	4900 Falls of Neuse Rd, Suite 155	Raleigh	NC	27609

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3062	\$5,000.00	5/13/2011	National Center For Policy Analysis	601 Pennsylvania Ave. NW, Suite 900 South Buitl Washington	DC	20004
2914	\$11,500.00	8/19/2010	NC Central University - Law School	640 Nelson Street	NC	27707
2895	\$50,000.00	7/1/2010	NC Free Enterprise Foundation, Inc	P O Box 12406	Raleigh	27609
2924	\$10,000.00	9/27/2010	NC Free Enterprise Foundation, Inc.	P O Box 12406	Raleigh	27609
2935	\$15,000.00	10/30/2010	NC Free Enterprise Foundation, Inc	P.O Box 12406	Raleigh	27609
3021	\$25,000.00	3/15/2011	NC Free Enterprise Foundation, Inc.	P O Box 12406	Raleigh	27609
2959	\$5,000.00	12/1/2010	NC Youth Legislative Assembly Administration	1319 Mail Service Center	NC	27699
3012	\$2,500.00	2/23/2011	Neuse Christian Academy	7600 Falls of Neuse Road	NC	27615
2923	\$50,000.00	9/22/2010	North Carolina Family Policy Council	PO Box 20607	NC	27619
3081	\$50,000.00	6/22/2011	North Carolina Family Policy Council	PO Box 20607	NC	27619
2898	\$60,000.00	7/1/2010	North Carolina Institute For Constitutional Law	Six Forks Place I, 333 E Six Forks Rd, Suite 180	NC	27609
2907	\$60,000.00	8/1/2010	North Carolina Institute For Constitutional Law	Six Forks Place I, 333 E Six Forks Rd, Suite 180	NC	27609
2918	\$60,000.00	9/1/2010	North Carolina Institute For Constitutional Law	Six Forks Place I, 333 E Six Forks Rd, Suite 180	NC	27609
2929	\$60,000.00	10/1/2010	North Carolina Institute For Constitutional Law	Six Forks Place I, 333 E Six Forks Rd, Suite 180	NC	27609
2934	\$60,000.00	11/1/2010	North Carolina Institute For Constitutional Law	Six Forks Place I, 333 E Six Forks Rd, Suite 180	NC	27609
2963	\$60,000.00	12/1/2010	North Carolina Institute For Constitutional Law	Six Forks Place I, 333 E Six Forks Rd, Suite 180	NC	27609
2998	\$60,000.00	1/1/2011	North Carolina Institute For Constitutional Law	Six Forks Place I, 333 E Six Forks Rd, Suite 180	NC	27609
3007	\$60,000.00	2/1/2011	North Carolina Institute For Constitutional Law	Six Forks Place I, 333 E Six Forks Rd, Suite 180	NC	27609
3015	\$60,000.00	3/1/2011	North Carolina Institute For Constitutional Law	Six Forks Place I, 333 E Six Forks Rd, Suite 180	NC	27609
3026	\$60,000.00	4/1/2011	North Carolina Institute For Constitutional Law	Six Forks Place I, 333 E Six Forks Rd, Suite 180	NC	27609
3036	\$60,000.00	5/1/2011	North Carolina Institute For Constitutional Law	Six Forks Place I, 333 E Six Forks Rd, Suite 180	NC	27609
3070	\$50,000.00	6/1/2011	North Carolina Institute For Constitutional Law	Six Forks Place I, 333 E Six Forks Rd, Suite 180	NC	27609
2939	\$10,000.00	11/16/2010	North Carolina Opera Company	414 Fayetteville Street, Suite 100	NC	27601
3047	\$140,000.00	5/13/2011	North Carolina State University	NCSU Campus Box 8101	NC	27695-8101
2940	\$25,000.00	11/24/2010	North Carolina Symphony	3700 Glenwood Ave , Suite 130	NC	27612
2941	\$25,000.00	11/12/2010	North Carolina Theatre	One East South Street	NC	27601
2984	\$40,000.00	12/10/2010	Occoneechee Council Boy Scouts Of America	PO Box 41229	NC	27629
2985	\$10,000.00	12/10/2010	Occoneechee Council Boy Scouts Of America	PO Box 41229	NC	27629
3063	\$10,000.00	5/13/2011	Pacific Research Institute	One Embarcadero Center, Suite 350	CA	94111
2967	\$5,000.00	12/10/2010	Performance Edge	1408 Dixie Trail	NC	27607
2986	\$5,000.00	12/10/2010	Poe Center For Higher Education	224 Sunnybrook Rd	NC	27610
wire	\$45,233.33	7/1/2010	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	NC	27609
wire	\$45,233.33	8/2/2010	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	NC	27609
wire	\$45,233.33	9/1/2010	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	NC	27609
wire	\$45,233.33	10/1/2010	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	NC	27609
wire	\$45,233.33	11/1/2010	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	NC	27609
wire	\$45,233.33	12/1/2010	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	NC	27609
wire	\$45,233.33	1/1/2011	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	NC	27609
wire	\$45,233.33	2/1/2011	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	NC	27609
wire	\$45,233.33	3/1/2011	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	NC	27609
wire	\$45,233.33	4/1/2011	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	NC	27609
wire	\$45,233.33	5/1/2011	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	NC	27609

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wire																				
2974	\$45,233.33	6/1/2011	Pope Center For Higher Education															Raleigh	NC	27609
3082	\$25,000.00	12/10/2010	Prevent Child Abuse NC															Raleigh	NC	27612
3046	\$15,000.00	6/22/2011	Prevent Child Abuse NC															Raleigh	NC	27612
2953	\$25,000.00	5/13/2011	Property & Environment Research Center															Bozeman	MT	59718
2968	\$25,000.00	11/12/2010	Raleigh Charter High School															Raleigh	NC	27604
2975	\$25,000.00	12/10/2010	Raleigh Fine Arts Society															Raleigh	NC	27609
2954	\$5,000.00	12/10/2010	Raleigh Rescue Mission															Raleigh	NC	27611
3076	\$25,000.00	1/21/2011	Ravenscroft School															Raleigh	NC	27615
2937	\$25,000.00	6/22/2011	Reason Foundation															Washington	DC	20009
2948	\$5,000.00	11/12/2010	SAFE Haven															Raleigh	NC	27616
2949	\$5,000.00	12/11/2010	Salvation Army															Raleigh	NC	27611
3067	\$5,000.00	11/16/2010	Shepherd's Table															Raleigh	NC	27611
2976	\$1,000.00	5/13/2011	Social Philosophy & Policy Center															Bowling Green	OH	43403
3066	\$5,000.00	12/10/2010	Special Operations Warrior Foundation															Tampa	FL	33629
2950	\$25,000.00	5/13/2011	State Policy Network															Arlington	VA	22201
3089	\$25,000.00	11/12/2010	StepUp Ministries															Raleigh	NC	27608
2977	\$5,000.00	6/22/2011	Action Institute for the Study of Religion. The															Grand Rapids	MI	49503
2978	\$50,000.00	12/10/2010	Asheville School. The															Asheville	NC	28806
2995	\$130,000.00	12/10/2010	Asheville School. The															Asheville	NC	28806
2899	\$10,000.00	12/22/2010	Asheville School. The															Asheville	NC	28806
2908	\$18,431.58	7/1/2010	Capitol Monitor, Inc															W-S	NC	27106
2988	\$18,431.58	8/1/2010	Capitol Monitor, Inc.															W-S	NC	27106
3031	\$1,000.00	12/10/2010	The Center Foundation															Media	PA	19063
3043	\$1,000,000.00	4/7/2011	The Educational Foundation - UNC															Chapel Hill	NC	27515
3049	\$50,000.00	5/13/2011	Federalist Society. The															Washington	DC	20036
3078	\$1,000.00	5/13/2011	Foundation for Economic Education. The															Irvington-Hudson	NY	10533
3065	\$50,000.00	6/22/2011	Fund for American Studies, The															Washington	DC	20009
3022	\$25,000.00	5/13/2011	Philanthropy Roundtable. The															Washington	DC	20036
2982	\$75,000.00	3/15/2011	UNC CH Arts & Sciences Foundation															Chapel Hill	NC	27599-3100
3090	\$10,000.00	12/10/2010	United Way Of Vance County															Henderson	NC	27536
2951	\$10,000.00	6/22/2011	Upper Room Christian Academy															Raleigh	NC	27610
2983	\$10,000.00	11/16/2010	Urban Ministries Of Wake County															Raleigh	NC	27611
2955	\$5,000.00	12/10/2010	Vance County Historical Society															Henderson	NC	27536
2971	\$25,000.00	11/23/2010	Virginia Episcopal School															Lynchburg	VA	24503
2972	\$150,000.00	12/10/2010	White Memorial Presbyterian Church															Raleigh	NC	27608
	\$50,000.00	12/10/2010	White Memorial Presbyterian Church															Raleigh	NC	27608

TOTAL **\$10,452,421.12**