

Form **990-PF**

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

OMB No 1545-0052

2010Department 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

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

4601 SIX FORKS ROAD SUITE 300

City or town, state, and ZIP code

RALEIGH**NC 27609**

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 149,206,610** (Part I, column (d) must be on cash basis.)
 J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)

A Employer identification number

58-1691765

B Telephone number (see page 10 of the instructions)

919-861-6444C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**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)

7,000,0002 Check ☐ 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 or (loss) (attach schedule)

11 Other income (attach schedule)

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

For Paperwork Reduction Act Notice, see page 30 of the instructions.

DAA

Form **990-PF** (2010)SCANNED NOV 25 2011
Revenue

Operating and Administrative Expenses

916-18

25

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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds					
	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) FMV 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))
a			1,002,793
b			1,030,156
c			2,146,216
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	4,179,165
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> 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 </div>	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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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) <input type="checkbox"/> 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		
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	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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? 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 page 22 of the 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		
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	
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))?	<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 page 22 of the 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 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 		<input type="checkbox"/>		
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 <input type="checkbox"/> Yes <input type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		N/A	7b	

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	CHAIRMAN/DIR	0.00	0	0
JAMES ARTHUR POPE 4601 SIX FORKS RD STE 300 RALEIGH NC 27609	PRESIDENT/DI 10.00 Chairman	0	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

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

3

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:	42,745,849			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				
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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHED 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	

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	Employer identification number
JOHN WILLIAM POPE FOUNDATION	58-1691765

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For 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)

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

Page 1 of 1 of Part I

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

58-1691765

Federal Statements

FYE: 6/30/2011

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

58-1691765

Federal Statements

FYE: 6/30/2011

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

58-1691765

Federal Statements

FYE: 6/30/2011

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

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

FY 2010-2011 Grants

2946	\$10,000.00	12/22/2010	Hospice Of Wake County Foundation	250 Hospice 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	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

FY 2010-2011 Grants

3062	\$5,000 00	5/13/2011	National Center For Policy Analysis	601 Pennsylvania Ave. NW, Suite 900 South Building	Washington	DC	20004
2914	\$11,500 00	8/19/2010	NC Central University - Law School	640 Nelson Street	Durham	NC	27707
2895	\$50,000 00	7/1/2010	NC Free Enterprise Foundation, Inc	P O Box 12406	Raleigh	NC	27609
2924	\$10,000 00	9/27/2010	NC Free Enterprise Foundation, Inc.	P O Box 12406	Raleigh	NC	27609
2935	\$15,000.00	10/30/2010	NC Free Enterprise Foundation, Inc	P.O Box 12406	Raleigh	NC	27609
3021	\$25,000 00	3/15/2011	NC Free Enterprise Foundation, Inc.	P O Box 12406	Raleigh	NC	27609
2959	\$5,000 00	12/1/2010	NC Youth Legislative Assembly Administration	1319 Mail Service Center	Raleigh	NC	27699
3012	\$2,500 00	2/23/2011	Neuse Christian Academy	7600 Falls of Neuse Road	Raleigh	NC	27615
2923	\$50,000 00	9/22/2010	North Carolina Family Policy Council	PO Box 20607	Raleigh	NC	27619
3081	\$50,000.00	6/22/2011	North Carolina Family Policy Council	PO Box 20607	Raleigh	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	Raleigh	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	Raleigh	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	Raleigh	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	Raleigh	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	Raleigh	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	Raleigh	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	Raleigh	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	Raleigh	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	Raleigh	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	Raleigh	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	Raleigh	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	Raleigh	NC	27609
2939	\$10,000 00	11/16/2010	North Carolina Opera Company	414 Fayetteville Street, Suite 100	Raleigh	NC	27601
3047	\$140,000 00	5/13/2011	North Carolina State University	NCSU Campus Box 8101	Raleigh	NC	27695-8101
2940	\$25,000 00	11/24/2010	North Carolina Symphony	3700 Glenwood Ave , Suite 130	Raleigh	NC	27612
2941	\$25,000 00	11/12/2010	North Carolina Theatre	One East South Street	Raleigh	NC	27601
2984	\$40,000.00	12/10/2010	Occoneechee Council Boy Scouts Of America	PO Box 41229	Raleigh	NC	27629
2985	\$10,000.00	12/10/2010	Occoneechee Council Boy Scouts Of America	PO Box 41229	Raleigh	NC	27629
3063	\$10,000 00	5/13/2011	Pacific Research Institute	One Embarcadero Center, Suite 350	San Francisco	CA	94111
2967	\$5,000.00	12/10/2010	Performance Edge	1408 Dixie Trail	Raleigh	NC	27607
2986	\$5,000 00	12/10/2010	Poe Center For Health Education	224 Sunnybrook Rd	Raleigh	NC	27610
wire	\$45,233.33	7/1/2010	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	Raleigh	NC	27609
wire	\$45,233 33	8/2/2010	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	Raleigh	NC	27609
wire	\$45,233 33	9/1/2010	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	Raleigh	NC	27609
wire	\$45,233 33	10/1/2010	Pope Center For Higher Education	333 E Six Forks Road, Suite 150	Raleigh	NC	27609
wire	\$45,233 33	11/1/2010	Pope Center For Higher Education	333 E Six Forks Road, Suite 150	Raleigh	NC	27609
wire	\$45,233 33	12/1/2010	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	Raleigh	NC	27609
wire	\$45,233.33	1/1/2011	Pope Center For Higher Education	333 E Six Forks Road, Suite 150	Raleigh	NC	27609
wire	\$45,233 33	2/1/2011	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	Raleigh	NC	27609
wire	\$45,233 33	3/1/2011	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	Raleigh	NC	27609
wire	\$45,233 33	4/1/2011	Pope Center For Higher Education	333 E Six Forks Road, Suite 150	Raleigh	NC	27609
wire	\$45,233 33	5/1/2011	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	Raleigh	NC	27609

FY 2010-2011 Grants

wire	\$45,233.33	6/1/2011	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	Raleigh	NC	27609
2974	\$25,000.00	12/10/2010	Prevent Child Abuse NC	3701 National Drive, Suite 211	Raleigh	NC	27612
3082	\$15,000.00	6/22/2011	Prevent Child Abuse NC	3701 National Drive, Suite 211	Raleigh	NC	27612
3046	\$25,000.00	5/13/2011	Property & Environment Research Center	2048 Analysis Dr., Suite A	Bozeman	MT	59718
2953	\$25,000.00	11/12/2010	Raleigh Charter High School	1111 Haynes St	Raleigh	NC	27604
2968	\$25,000.00	12/10/2010	Raleigh Fine Arts Society	3409 Williamsborough Court	Raleigh	NC	27609
2975	\$5,000.00	12/10/2010	Raleigh Rescue Mission	P.O. Box 27391	Raleigh	NC	27611
2954	\$25,000.00	1/21/2011	Ravenscroft School	7409 Falls of Neuse Rd	Raleigh	NC	27615
3076	\$25,000.00	6/22/2011	Reason Foundation	1747 Connecticut Avenue, NW	Washington	DC	20009
2937	\$5,000.00	11/12/2010	SAFE Haven	8431-137 Garvey Drive	Raleigh	NC	27616
2948	\$5,000.00	12/1/2010	Salvation Army	PO Box 27584	Raleigh	NC	27611
2949	\$5,000.00	11/16/2010	Shepherd's Table	PO Box 28024	Raleigh	NC	27611
3067	\$1,000.00	5/13/2011	Social Philosophy & Policy Center	Bowling Green State University	Bowling Green	OH	43403
2976	\$5,000.00	12/10/2010	Special Operations Warrior Foundation	P O Box 13483	Tampa	FL	33629
3066	\$25,000.00	5/13/2011	State Policy Network	2020 North 14th Street, Suite 250	Arlington	VA	22201
2950	\$25,000.00	11/12/2010	StepUp Ministries	1701 Oberlin Rd	Raleigh	NC	27608
3089	\$5,000.00	6/22/2011	Acton Institute for the Study of Religion, The	161 Ottawa Ave NW, Suite 301	Grand Rapids	MI	49503
2977	\$50,000.00	12/10/2010	Asheville School, The	360 Asheville School Road	Asheville	NC	28806
2978	\$130,000.00	12/10/2010	Asheville School, The	360 Asheville School Road	Asheville	NC	28806
2995	\$10,000.00	12/22/2010	Asheville School, The	360 Asheville School Road	Asheville	NC	28806
2899	\$18,431.58	7/1/2010	Capitol Monitor, Inc	711 Coliseum Plaza Court	W-S	NC	27106
2908	\$18,431.58	8/1/2010	Capitol Monitor, Inc.	711 Coliseum Plaza Court	W-S	NC	27106
2988	\$1,000.00	12/10/2010	The Center Foundation	220 North Jackson Street	Media	PA	19063
3031	\$1,000,000.00	4/7/2011	The Educational Foundation - UNC	P O Box 2446	Chapel Hill	NC	27515
3043	\$50,000.00	5/13/2011	Federalist Society, The	1015 18th Street, NW, Suite 425	Washington	DC	20036
3049	\$1,000.00	5/13/2011	Foundation for Economic Education, The	30 S. Broadway	Irvington-Hudson	NY	10533
3078	\$50,000.00	6/22/2011	Fund for American Studies, The	1706 New Hampshire Ave NW	Washington	DC	20009
3065	\$25,000.00	5/13/2011	Philanthropy Roundtable, The	1150 17th Street, NW Suite 503	Washington	DC	20036
3022	\$75,000.00	3/15/2011	UNC CH Arts & Sciences Foundation	UNC College of Arts & Sciences, Box 3100	Chapel Hill	NC	27599-3100
2982	\$10,000.00	12/10/2010	United Way Of Vance County	212 Dabney Drive	Henderson	NC	27536
3090	\$10,000.00	6/22/2011	Upper Room Christian Academy	3300 Idlewood Village	Raleigh	NC	27610
2951	\$10,000.00	11/16/2010	Urban Ministries Of Wake County	P O. Box 26476	Raleigh	NC	27611
2983	\$5,000.00	12/10/2010	Vance County Historical Society	213 South Garnett Street	Henderson	NC	27536
2955	\$25,000.00	11/23/2010	Virginia Episcopal School	400 VES Rd	Lynchburg	VA	24503
2971	\$150,000.00	12/10/2010	White Memorial Presybterian Church	1704 Oberlin Rd	Raleigh	NC	27608
2972	\$50,000.00	12/10/2010	White Memorial Presybterian Church	1704 Oberlin Rd	Raleigh	NC	27608

TOTAL \$10,452,421.12