

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust **9806**
Treated as a Private Foundation

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

1997

For calendar year 1997, or tax year beginning 7/1, 1997, and ending 6/30, 1998

| | | |
|---|---|---|
| Use the IRS label. Otherwise, please print or type See Specific Instructions. | Name of organization JOHN WILLIAM POPE FOUNDATION Number and street (or P O box number if mail is not delivered to street address) Room/suite 3401 GRESHAM LAKE ROAD City or town, state, and ZIP + 4 RALEIGH, NC 27615 | A Employer identification number 58-1691765 B State registration number (see instruction F) NORTH CAROLINA C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> G If address changed, check here <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 14,994,712. | | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).) | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received (attach schedule) | 169,568. | | | STATEMENT 1 |
| 2 Contributions from split-interest trusts | | | | |
| 3 Interest on savings and cash investments | 2,333. | 2,333. | N/A | STATEMENT 2 |
| 4 Dividends and interest from securities | 16,057. | 16,057. | | STATEMENT 3 |
| 5a Gross rents | | | | |
| b (Net rental income or (loss)) | | | | |
| 6 Net gain or (loss) from sale of assets not on line 10 | 803,539. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 803,539. | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit or (loss) | | | | |
| 11 Other income | | | | |
| 12 Total. Add lines 1 through 11 | 991,497. | 821,929. | | AUG 18 2005 |
| 13 Compensation of officers, directors, trustees, etc | 29,741. | 0. | | TPR BRANCH OGDEN |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees | | | | |
| b Accounting fees STMT 4 | 270. | 270. | | |
| c Other professional fees | | | | |
| 17 Interest | | | | |
| 18 Taxes STMT 5 | 13,319. | 13,319. | | |
| 19 Depreciation and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses STMT 6 | 1,464. | 1,464. | | |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 44,794. | 15,053. | | 29,741. |
| 25 Contributions, gifts, grants paid | 1,049,500. | | | 1,049,500. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 1,094,294. | 15,053. | | 1,079,241. |
| 27 Subtract line 26 from line 12: | | | | |
| a Excess of revenue over expenses and disbursements | <102,797.> | | | RCVD IN BATCHING AUG 29 2005 |
| b Net investment income (if negative, enter "-0-") | | 806,876. | | |
| c Adjusted net income (if negative, enter "-0-") | | | N/A | |

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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only | | |
|---|---|---|--------------------|-----------------------|
| | | Beginning of year | End of year | |
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | 23,667. | 45,601. | 45,601. |
| | 2 Savings and temporary cash investments | 116,285. | 1,371. | 1,371. |
| | 3 Accounts receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 4 Pledges receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons | | | |
| | 7 Other notes and loans receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments - U.S. and state government obligations | | | |
| | b Investments - corporate stock STMT 7 | 321,843. | 312,026. | 14,947,740. |
| | c Investments - corporate bonds | | | |
| 11 Investments - land, buildings, and equipment basis ▶ | | | | |
| Less accumulated depreciation ▶ | | | | |
| 12 Investments - mortgage loans | | | | |
| 13 Investments - other | | | | |
| 14 Land, buildings, and equipment basis ▶ | | | | |
| Less accumulated depreciation ▶ | | | | |
| 15 Other assets (describe ▶) | | | | |
| 16 Total assets (to be completed by all filers) | 461,795. | 358,998. | 14,994,712. | |
| Liabilities | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable | | | |
| | 22 Other liabilities (describe ▶) | | | |
| 23 Total liabilities (add lines 17 through 22) | 0. | 0. | | |
| Net Assets or Fund Balances | Organizations that follow SFAS 117, check here ▶ <input type="checkbox"/> | | | |
| | and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Organizations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> | | | |
| | and complete lines 27 through 31. | | | |
| | 27 Capital stock, trust principal, or current funds | 0. | 0. | |
| 28 Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | | |
| 29 Retained earnings, accumulated income, endowment, or other funds | 461,795. | 358,998. | | |
| 30 Total net assets or fund balances | 461,795. | 358,998. | | |
| 31 Total liabilities and net assets/fund balances | 461,795. | 358,998. | | |

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 | 461,795. |
| 2 Enter amount from Part I, line 27a | 2 | <102,797.> |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 Add lines 1, 2, and 3 | 4 | 358,998. |
| 5 Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 358,998. |

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 CDI STOCK | D | VARIOUS | VARIOUS |
| b RICHLANDS, VA PROPERTY | D | 08/25/97 | 09/17/97 |
| c CDI STOCK | P | VARIOUS | VARIOUS |
| d | | | |
| e | | | |

| (e) Gross sales price minus expense of sale | (f) Depreciation allowed (or allowable) | (g) Cost or other basis | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|---|-------------------------|---|
| a 376,466. | 0. | 4,908. | 371,558. |
| b 70,990. | 0. | 10,568. | 60,422. |
| c 376,466. | 0. | 4,907. | 371,559. |
| d | | | |
| e | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|-----------------------------------|--|---|
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | |
| a | | | 371,558. |
| b | | | 60,422. |
| c | | | 371,559. |
| 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 | 803,539. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 | 3 | N/A |

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the organization does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|---|---------------------------------------|---|--|
| 1996 | 1,025,220. | 8,914,944. | .1150002 |
| 1995 | 865,711. | 4,884,455. | .1772380 |
| 1994 | 687,221. | 1,904,453. | .3608495 |
| 1993 | 594,241. | 958,362. | .6200590 |
| 1992 | 355,448. | 958,362. | .3708912 |

| | | |
|---|---|-------------|
| 2 Total of line 1, column (d) | 2 | 1.6440379 |
| 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 | .3288076 |
| 4 Enter the net value of noncharitable-use assets for 1997 from Part X, line 5 | 4 | 19,319,246. |
| 5 Multiply line 4 by line 3 | 5 | 6,352,315. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 8,069. |
| 7 Add lines 5 and 6 | 7 | 6,360,384. |
| 8 Enter qualifying distributions from Part XII, line 4 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. | 8 | 1,079,241. |

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

Table with 11 rows for excise tax calculations. Line 1: 16,138. Line 2: 0. Line 3: 16,138. Line 4: 0. Line 5: 16,138. Line 7: 0. Line 9: 16,138. Line 11: Refunded.

Part VII-A Statements Regarding Activities

Table with 13 rows for activity statements. Columns: Question, Yes, No. Row 1a: No (X). Row 1b: No (X). Row 1c: No (X). Row 2: No (X). Row 3: No (X). Row 4a: No (X). Row 4b: N/A. Row 5: No (X). Row 6: Yes (X). Row 7: Yes (X). Row 8a: N/A. Row 8b: Yes (X). Row 9: No (X). Row 10: Yes (X). Row 11a: No (X). Row 11b: N/A. Row 12: James Arthur Pope, President, 3401 Gresham Lake Road, Raleigh, NC. Telephone: (919) 876-6000. ZIP: 27615. Row 13: Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here. N/A.

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.

1 Self-dealing (section 4941):

a During the year did the organization (either directly or indirectly):

- (1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the organization agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)

b If the answer is "Yes" to 1a(1)-(6), did ANY of the acts fail to qualify under the exemptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 18 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here

c Did the organization engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 1997?

2 Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

a At the end of tax year 1997, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 1997? If "Yes," list the years

b Are there any years listed in 2a for which the organization is NOT applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to ALL years listed, answer "No" and attach statement - see instructions.)

c If the provisions of section 4942(a)(2) are being applied to ANY of the years listed in 2a, list the years here.

3 Taxes on excess business holdings (section 4943):

a Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

b If "Yes," did it have excess business holdings in 1997 as a result of (1) any purchase by the organization or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the organization had excess business holdings in 1997.)

4 Taxes on investments that jeopardize charitable purposes (section 4944):

a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?

b Did the organization make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 1997?

5 Taxes on taxable expenditures (section 4945) and political expenditures (section 4955):

a During the year did the organization pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(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)?
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant?

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

Table with 3 columns: Question ID, Yes, No. Rows include 1b, 1c, 2b, 3b, 4a, 4b, 5b.

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|--|---|---|---|---------------------------------------|
| JOYCE W. POPE 3401 GRESHAM LAKE ROAD RALEIGH, NC 27615 | CHAIRMAN/DIRECTOR | 0 | 0. | 0. |
| JAMES ARTHUR POPE 3401 GRESHAM LAKE ROAD RALEIGH, NC 27615 | PRESIDENT/DIRECTOR | 12 | 29,741. | 0. |
| JOHN W. POPE 3401 GRESHAM LAKE ROAD RALEIGH, NC 27615 | VICE PRES/DIRECTOR | 0 | 0. | 0. |
| AMANDA J. POPE 3401 GRESHAM LAKE ROAD RALEIGH, NC 27615 | DIRECTOR | 0 | 0. | 0. |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|--|------------------|---|---------------------------------------|
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| | | |

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

| Describe any program-related investments made by the foundation during the tax year. | Amount |
|--|--------|
| 1 N/A | |
| 2 | |
| 3 | |

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

| | | |
|---|----|-------------|
| 1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a Average monthly fair market value of securities | 1a | 19,189,442. |
| b Average of monthly cash balances | 1b | 424,006. |
| c Fair market value of all other assets | 1c | |
| d Total (add lines 1a, b, and c) | 1d | 19,613,448. |
| 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 | 19,613,448. |
| 4 Cash deemed held for charitable activities - Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 294,202. |
| 5 Net value of noncharitable-use assets - Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 19,319,246. |
| 6 Minimum investment return (Enter 5% of line 5.) | 6 | 965,962. |

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

| | | | |
|--|----|----------|----------|
| 1 Minimum investment return from Part X, line 6 | | 1 | 965,962. |
| 2a Tax on investment income for 1997 from Part VI, line 5 | 2a | 16,138. | |
| b Income tax for 1997. (This does not include the tax from Part VI.) | 2b | | |
| c Add lines 2a and 2b | 2c | 16,138. | |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 949,824. | |
| 4a Recoveries of amounts treated as qualifying distributions | 4a | 0. | |
| b Income distributions from section 4947(a)(2) trusts | 4b | 0. | |
| c Add lines 4a and 4b | 4c | 0. | |
| 5 Add lines 3 and 4c | 5 | 949,824. | |
| 6 Deduction from distributable amount | 6 | 0. | |
| 7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 949,824. | |

Part XII Qualifying Distributions (see instructions)

| | | |
|---|----|------------|
| 1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 | 1a | 1,079,241. |
| b Program-related investments - total of lines 1-3 of Part IX-B | 1b | 0. |
| 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 Amounts set aside for specific charitable projects that satisfy the: | | |
| a Suitability test (prior IRS approval required) | 3a | |
| b Cash distribution test (attach the required schedule) | 3b | |
| 4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4. | 4 | 1,079,241. |
| 5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5 | 0. |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 1,079,241. |

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 1996 | (c) 1996 | (d) 1997 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 1997 from Part XI, line 7 | | | | 949,824. |
| 2 Undistributed income, if any, as of the end of 1996 | | | | |
| a Enter amount for 1996 only | | | 0. | |
| b Total for prior years 19 __, 19 __, 19 __ | | 0. | | |
| 3 Excess distributions carryover, if any, to 1997 | | | | |
| a From 1992 | 307,606. | | | |
| b From 1993 | 496,938. | | | |
| c From 1994 | 454,316. | | | |
| d From 1995 | 582,546. | | | |
| e From 1996 | 596,051. | | | |
| f Total of lines 3a through e | 2,437,457. | | | |
| 4 Qualifying distributions for 1997 from Part XII, line 4: ▶ \$ 1,079,241. | | | | |
| a Applied to 1996, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 1997 distributable amount | | | | 949,824. |
| e Remaining amount distributed out of corpus | 129,417. | | | |
| 5 Excess distributions carryover applied to 1997 (If an amount appears in column (d), the same amount must be shown in column (a)) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 2,566,874. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 1996. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 1997. Subtract lines 4d and 5 from line 1. This amount must be distributed in 1998 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 1992 not applied on line 5 or line 7 | 307,606. | | | |
| 9 Excess distributions carryover to 1998. Subtract lines 7 and 8 from line 6a | 2,259,268. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 1993 | 496,938. | | | |
| b Excess from 1994 | 454,316. | | | |
| c Excess from 1995 | 582,546. | | | |
| d Excess from 1996 | 596,051. | | | |
| e Excess from 1997 | 129,417. | | | |

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 1997, enter the date of the ruling ▶
 b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

| | Tax year | Prior 3 years | | | (e) Total |
|---|----------|---------------|----------|----------|-----------|
| | (a) 1997 | (b) 1996 | (c) 1995 | (d) 1994 | |
| 2 a 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 organization had \$5,000 or more in assets at any time during the year)

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).)

NONE

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.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc., 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) 876-6000
3401 GRESHAM LAKE ROAD, RALEIGH, NC 27615

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|--|--------------------------------------|-------------------------------------|----------------|
| <p>a Paid during the year</p> <p>SEE ATTACHED</p> | | | | |
| Total | | | | ▶ 3a 0. |
| <p>b Approved for future payment</p> <p>NONE</p> | | | | |
| Total | | | | ▶ 3b 0. |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue; 2 Membership dues and assessments; 3 Interest on savings and temporary cash investments; 4 Dividends and interest from securities; 5 Net rental income or (loss) from real estate; 6 Net rental income or (loss) from personal property; 7 Other investment income; 8 Gain or (loss) from sales of assets other than inventory; 9 Net income or (loss) from special events; 10 Gross profit or (loss) from sales of inventory; 11 Other revenue; 12 Subtotal; 13 TOTAL.

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

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

Table with 2 columns: 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 organization's exempt purposes (other than by providing funds for such purposes).

JOHN WILLIAM POPE FOUNDATION
E.I.N. 58-1691765
1997 FORM PF-990
PART XV, LINE 3A, GRANTS CONTRIBUTIONS

| <u>Recipient</u> | <u>Relation Status</u> | <u>Purpose</u> | <u>Amount</u> |
|---|------------------------|----------------------------|---------------|
| ACU P.O. Box 29131 Abilene, TX 79699 | None | Public Grant, Restricted | \$5,000.00 |
| Alexis De Tocqueville Institute 2000 15th St. North, Suite 501 Arlington, VA 22201 | None | Public Grant, Unrestricted | \$5,000.00 |
| American Academy for Liberal Education 1050 17th Street, NW, Suite 400 Washington, DC 20036 | None | Public Grant, Unrestricted | \$5,000.00 |
| American Cancer Society P.O. Box 102454 Atlanta, GA 30368 | None | Public Grant, Unrestricted | \$1,000.00 |
| American Civil Rights Institute P.O. Box 188350 Sacramento, CA 95818 | None | Public Grant, Unrestricted | \$5,000.00 |
| American Conservative Union Foundation 1007 Cameron Street Alexandria, VA 22314 | None | Public Grant, Unrestricted | \$10,000.00 |
| Americans for Tax Reform Foundation 1920 L Street, NW, Suite 200 Washington, DC 20036 | None | Public Grant, Unrestricted | \$5,000.00 |
| Atlas Economic Research Foundation 4048 University Drive, Suite 103 Fairfax, VA 22030-6812 | None | Public Grant, Unrestricted | \$25,000.00 |
| Big Brothers/Big Sisters Of Gainesville 1155 NW 13th Street Gainesville, FL 32601 | None | Public Grant, Unrestricted | \$1,000.00 |
| Capitol Research Center 72715th. St., NW 8th Floor Washington, DC 20005-1599 | None | Public Grant, Unrestricted | \$10,000.00 |

JOHN WILLIAM POPE FOUNDATION
E.I.N. 58-1691765
1997 FORM PF-990
PART XV, LINE 3A, GRANTS CONTRIBUTIONS

| <u>Recipient</u> | <u>Relation Status</u> | <u>Purpose</u> | <u>Amount</u> |
|--|------------------------|----------------------------|---------------|
| Carolina Ballet Theatre 887-B Washington Street Raleigh, NC 27605 | None | Public Grant, Unrestricted | \$1,000.00 |
| Carolina Fund P.O. Box 309 Chapel Hill, NC 27514 | None | Public Grant, Unrestricted | \$1,000.00 |
| Center For Education Reform 1001 Conecticut Avenue, NW, Suite 204 Washington, DC 20036 | None | Public Grant, Unrestricted | \$5,000.00 |
| Center For Equal Opportunity 14 Pidgeon Hill Drive, Suite 500 Sterling, VA 20165 | None | Public Grant, Unrestricted | \$1,000.00 |
| Chi Phi Fraternity Education Fund Peachtree Road, NE, Suite 1011 Atlanta, GA 30326 | None | Public Grant, Unrestricted | \$500.00 |
| Citizens for a Sound Economy 1250 H Street, NW Washington, DC 20005-3908 | None | Public Grant, Unrestricted | \$50,000.00 |
| Communities In Schools 277 S Washington Street, Suite 210 Alexandria, VA 22314 | None | Public Grant, Unrestricted | \$500.00 |
| Competitive Enterprise Institute Pennsylvania Avenue, SE Washington, DC 20003 | None | Public Grant, Unrestricted | \$5,000.00 |
| Council for National Policy 311 Massachusetts Ave, NE Washington, DC 20036 | None | Public Grant, Unrestricted | \$5,000.00 |
| Daniel's PTA 2816 Oberlin Road Raleigh, NC 27608 | None | Public Grant, Unrestricted | \$2,500.00 |

JOHN WILLIAM POPE FOUNDATION
E.I.N. 58-1691765
1997 FORM PF-990
PART XV, LINE 3A, GRANTS CONTRIBUTIONS

| <u>Recipient</u> | <u>Relation Status</u> | <u>Purpose</u> | <u>Amount</u> |
|---|------------------------|----------------------------|---------------|
| Defenders Of Property Rights 6235 33rd Street, NW Washington, DC 20015 | None | Public Grant, Unrestricted | \$5,000.00 |
| Eagle Forum Education Center P.O. Box 618 Alton, IL 62002 | None | Public Grant, Unrestricted | \$5,000.00 |
| Education and Research Institute 800 Maryland Avenue, NE Washington, DC 20002 | None | Public Grant, Unrestricted | \$5,000.00 |
| Family Research Council 700 Thirteenth Street, NW, Suite 500 Washington, DC 20005 | None | Public Grant, Unrestricted | \$5,000.00 |
| Foundation Endowment 611 Cameron Street Alexandria, VA 22314 | None | Public Grant, Unrestricted | \$1,000.00 |
| Frankie Lemmon School Glenwood Avenue Raleigh, NC 27608 | None | Public Grant, Unrestricted | \$1,000.00 |
| Free Congress Foundation 717 Second Street, NW Washington, DC 20002 | None | Public Grant, Unrestricted | \$20,000.00 |
| Free Nation Foundation 111 West Corbin Street Hillsborough, NC 27278 | None | Public Grant, Unrestricted | \$500.00 |
| Full Gospel Tabernacle 155 Falconridge Cres NE Calgary, Alberta T3J 1Z9, Canada | None | Public Grant, Unrestricted | \$25,000.00 |
| Fund for American Studies 1526 Eighteenth Street, NW Washington, DC 20036 | None | Public Grant, Unrestricted | \$5,000.00 |

JOHN WILLIAM POPE FOUNDATION
E.I.N. 58-1691765
1997 FORM PF-990
PART XV, LINE 3A, GRANTS CONTRIBUTIONS

| <u>Recipient</u> | <u>Relation Status</u> | <u>Purpose</u> | <u>Amount</u> |
|--|------------------------|----------------------------|---------------|
| Heritage Foundation 214 Massachusetts Avenue, NE Washington, DC 20036 | None | Public Grant, Unrestricted | \$50,000.00 |
| Hudson Institute Herman Kahn Center, P.O. Box 26-919 Indianapolis, IN | None | Public Grant, Unrestricted | \$1,000.00 |
| Institute For Children 110 Human Ecology Lansing, MI 48824 | None | Public Grant, Unrestricted | \$5,000.00 |
| Institute for Civil Society 42 Glen Avenue Newton Centre, MA 02459 | None | Public Grant, Unrestricted | \$10,000.00 |
| Institute for Health Freedom 1825 Eye Street, NW, Suite 400 Washington, DC 20006 | None | Public Grant, Unrestricted | \$5,000.00 |
| Institute for Humane Studies 4084 University Drive, Suite 101 Fairfax, VA 22030-6812 | None | Public Grant, Unrestricted | \$15,000.00 |
| Institute for Humane Studies 4084 University Drive, Suite 101 Fairfax, VA 22030-6812 | None | Public Grant, Restricted | \$15,000.00 |
| Institute for Justice 1001 Pennsylvania Ave., NW, Suite 200 S. Washington, DC 20004-2505 | None | Public Grant, Unrestricted | \$50,000.00 |
| Institute for Policy Innovations 250 S. Stemmons Lewisville, TX 75067 | None | Public Grant, Unrestricted | \$1,000.00 |
| Intercollegiate Studies Institute, Inc. South Byrn Mawr Avenue Byrn Mawr, PA 19010 | None | Public Grant, Unrestricted | \$10,000.00 |

JOHN WILLIAM POPE FOUNDATION
E.I.N. 58-1691765
1997 FORM PF-990
PART XV, LINE 3A, GRANTS CONTRIBUTIONS

| <u>Recipient</u> | <u>Relation</u> | <u>Status</u> | <u>Purpose</u> | <u>Amount</u> |
|--|-----------------|---------------|---------------------------|---------------|
| Jesse Helms Center Foundation Wingate College Monroe, NC | None | Public | Grant, Unrestricted | \$25,000.00 |
| John Locke Foundation P.O. Box 17822 Raleigh, NC 27619 | None | Public | Grant, Unrestricted | \$30,000.00 |
| John Locke Foundation P.O. Box 17822 Raleigh, NC 27619 | None | Public | Grant, Unrestricted | \$50,000.00 |
| John Locke Foundation P.O. Box 17822 Raleigh, NC 27619 | None | Public | Restricted Pope Center | \$2,500.00 |
| John Locke Foundation P.O. Box 17822 Raleigh, NC 27619 | None | Public | Grant, Unrestricted | \$10,000.00 |
| John Locke Foundation P.O. Box 17822 Raleigh, NC 27619 | None | Public | Grant, Unrestricted | \$31,250.00 |
| John Locke Foundation P.O. Box 17822 Raleigh, NC 27619 | None | Public | Grant, Unrestricted | \$60,000.00 |
| John Locke Foundation P.O. Box 17822 Raleigh, NC 27619 | None | Public | Grant, Unrestricted | \$60,000.00 |
| John Locke Foundation P.O. Box 17822 Raleigh, NC 27619 | None | Public | Restricted Pope Center | \$31,000.00 |
| John Locke Foundation P.O. Box 17822 Raleigh, NC 27619 | None | Public | Grant, Unrestricted | \$25,000.00 |

JOHN WILLIAM POPE FOUNDATION
E.I.N. 58-1691765
1997 FORM PF-990
PART XV, LINE 3A, GRANTS CONTRIBUTIONS

| <u>Recipient</u> | <u>Relation Status</u> | <u>Purpose</u> | <u>Amount</u> |
|--|------------------------|----------------------------------|---------------|
| John Locke Foundation P.O. Box 17822 Raleigh, NC 27619 | None | Public Grant, Unrestricted | \$10,000.00 |
| Lacy's PTA 1904 Victoria Road Raleigh, NC 27608 | None | Public Grant, Unrestricted | \$2,500.00 |
| Landmark Legal Foundation 19415 Deerfield Avenue, Suite 312 Leesburg, VA 20176 | None | Public Grant, Unrestricted | \$5,000.00 |
| Locke Foundation P.O. Box 17822 Raleigh, NC 27619 | None | Public Restricted Pope Center | \$31,250.00 |
| Locke Foundation P.O. Box 17822 Raleigh, NC 27619 | None | Public Grant, Unrestricted | \$60,000.00 |
| Lundy Chair Of The Philosophy Of Business - Campbell University P.O. Box 1145 Buies Creek, NC 27506 | None | Public Grant, Unrestricted | \$5,000.00 |
| Manhattan Institute For Policy Research Spring Street New York, NY 10012-9945 | None | Public Grant, Unrestricted | \$1,000.00 |
| National Center For Policy Analysis 12655 N Central Expressway, Suite 720 Dallas, TX 75243 | None | Public Grant, Unrestricted | \$10,000.00 |
| National Right to Work 8001 Braddock Road Springfield, VA 22160 | None | Public Grant, Unrestricted | \$5,000.00 |
| NC Depressive & Manic Depressive Assoc 3900 Arrow Drive Raleigh, NC 27612 | None | Public Grant, Unrestricted | \$1,000.00 |

JOHN WILLIAM POPE FOUNDATION
E.I.N. 58-1691765
1997 FORM PF-990
PART XV, LINE 3A, GRANTS CONTRIBUTIONS

| <u>Recipient</u> | <u>Relation Status</u> | <u>Purpose</u> | <u>Amount</u> |
|---|------------------------|----------------------------|---------------|
| NCTU 3901 Barrett Drive - Suite 100 Raleigh, NC 27609 | None | Public Grant, Unrestricted | \$5,000.00 |
| North Carolina Civil War Tourism P.O. Box 31522 Raleigh, NC 27622 | None | Public Grant, Unrestricted | \$1,000.00 |
| North Carolina Council On Economic Education P.O. Box 5086 Greensboro, NC | None | Public Grant, Unrestricted | \$1,000.00 |
| NC Family Policy Council P.O. Box 20607 Raleigh, NC 27619 | None | Public Grant, Unrestricted | \$20,000.00 |
| North Carolina Symphony 2 E South Street Raleigh, NC 27601 | None | Public Grant, Unrestricted | \$10,000.00 |
| North Carolina Taxpayers United Educational Fd 3901 Barrett Drive, Suite 100 Raleigh, NC 27609 | None | Public Grant, Unrestricted | \$5,000.00 |
| NC Theater One East South Street Raleigh, NC 27601 | None | Public Grant, Unrestricted | \$1,000.00 |
| Occoneechee Council Boy Scouts Of America P.O. Box 41229 3231 Atlantic Avenue Raleigh, NC 27629-1229 | None | Public Grant, Unrestricted | \$5,000.00 |
| Pacific Research Institute for Public Policy Post Street San Francisco, CA 94108 | None | Public Grant, Unrestricted | \$5,000.00 |
| Philanthropy Roundtable 320 North Meridian Street Indianapolis, IN 46204-1725 | None | Public Grant, Unrestricted | \$5,000.00 |

JOHN WILLIAM POPE FOUNDATION
E.I.N. 58-1691765
1997 FORM PF-990
PART XV, LINE 3A, GRANTS CONTRIBUTIONS

| <u>Recipient</u> | <u>Relation Status</u> | <u>Purpose</u> | <u>Amount</u> |
|---|------------------------|----------------------------|---------------|
| Reason Foundation 2716 Ocean Park Boulevard Santa Monica, CA 90405 | None | Public Grant, Unrestricted | \$15,000.00 |
| Social Philosophy & Policy Center Bowling Green University Bowling Green, OH 43403-0188 | None | Public Grant, Unrestricted | \$1,000.00 |
| Southeastern Legal Foundation Chamblee-Tucker Road, Bldg 4 Atlanta, GA 30341 | None | Public Grant, Unrestricted | \$2,500.00 |
| Tax Foundation 1250 H Street, NW, Suite 750 Washington, DC 20005-3908 | None | Public Grant, Unrestricted | \$10,000.00 |
| The Acton Institute 161 Ottawa Ave, NW, Suite 405-K Grand Rapids, MI 49502-3404 | None | Public Grant, Unrestricted | \$2,500.00 |
| The Asheville School 360 Asheville School Road Asheville, NC 28806 | None | Public Grant, Unrestricted | \$5,000.00 |
| The Cato Institute 1000 Massachusetts Avenue, NW Washington, DC 20001-5430 | None | Public Grant, Unrestricted | \$50,000.00 |
| The Federalist Society K Street, NW Washington, DC 20006 | None | Public Grant, Unrestricted | \$5,000.00 |
| The Foundation Endowment 611 Cameron Street Alexandria, VA 22314 | None | Public Grant, Unrestricted | \$1,000.00 |
| The Fraser Institute 626 Bute Street Vancouver, British Columbia V6E 3M1 Canada | None | Public Grant, Unrestricted | \$1,000.00 |

JOHN WILLIAM POPE FOUNDATION
E.I.N. 58-1691765
1997 FORM PF-990
PART XV, LINE 3A, GRANTS CONTRIBUTIONS

| <u>Recipient</u> | <u>Relation Status</u> | <u>Purpose</u> | <u>Amount</u> |
|---|------------------------|----------------------------|-----------------------|
| The Leadership Institute 8001 Braddock Road, Suite 502 Springfield, VA 22151 | None | Public Grant, Unrestricted | \$1,000.00 |
| The Progress & Freedom Foundation 1401 H Street, NW, Suite 1075 Washington, DC 20005 | None | Public Grant, Unrestricted | \$1,000.00 |
| U.S. Term Limits 1511 K Street, NW Washington, DC 20005 | None | Public Grant, Unrestricted | \$10,000.00 |
| UNC Lineberger Cancer Research School of Medicine CB # 7295 University of North Carolina at Chapel Hill Chapel Hill, NC 27599-7295 | None | Public Grant, Unrestricted | \$1,000.00 |
| Virginia Episcopal School P.O. Box 408 Lynchburg, VA 24505 | None | Public Grant, Unrestricted | \$5,000.00 |
| Wake Education Partnership 706 Hillsborough Street, Suite A Raleigh, NC 27603 | None | Public Grant, Unrestricted | \$12,000.00 |
| Washington Legal Foundation 1705 N Street, NW Washington, DC | None | Public Grant, Unrestricted | \$25,000.00 |
| White Memorial Presbyterian Church Oberlin Road Raleigh, NC 27608 | None | Public Grant, Unrestricted | <u>\$10,000.00</u> |
| | | | <u>\$1,049,500.00</u> |

FORM 990-PF CASH CONTRIBUTIONS OF \$5000 OR MORE STATEMENT 1
 INCLUDED ON PART I, LINE 1

| CONTRIBUTOR'S NAME | CONTRIBUTOR'S ADDRESS | DATE OF GIFT | AMOUNT |
|--------------------|---|--------------|---------|
| JOHN W POPE | 3401 GRESHAM LAKE ROAD - RALEIGH, NC 27608 | 08/05/97 | 53,000. |
| JAMES ARTHUR POPE | 3401 GRESHAM LAKE ROAD - RALEIGH, NC 27608 | 01/11/97 | 53,000. |
| AMANDA J POPE | 3401 GRESHAM LAKE ROAD - RALEIGH, NC 27608 | 11/22/97 | 53,000. |
| | | 08/25/97 | 10,568. |

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

| SOURCE | AMOUNT |
|--|--------|
| VARIOUS | 2,333. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 2,333. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| OLDE | 16,057. | 0. | 16,057. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 16,057. | 0. | 16,057. |

| FORM 990-PF | ACCOUNTING FEES | | | STATEMENT | 4 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| ACCOUNTANT | 270. | 270. | | 0. | |
| TO FORM 990-PF, PG 1, LN 16B | 270. | 270. | | 0. | |

| FORM 990-PF | TAXES | | | STATEMENT | 5 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| PAYROLL TAXES | 13,319. | 13,319. | | 0. | |
| TO FORM 990-PF, PG 1, LN 18 | 13,319. | 13,319. | | 0. | |

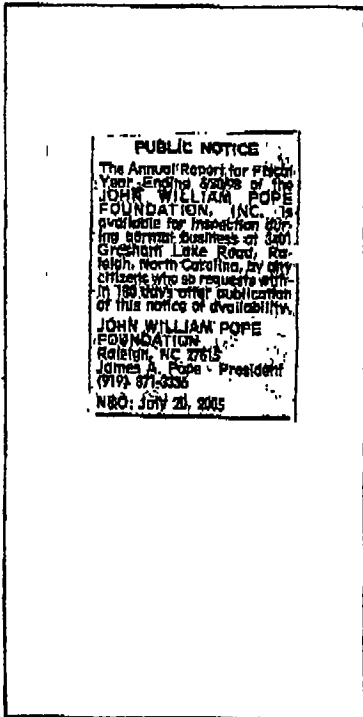
| FORM 990-PF | OTHER EXPENSES | | | STATEMENT | 6 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| MISCELLANEOUS | 1,464. | 1,464. | | 0. | |
| TO FORM 990-PF, PG 1, LN 23 | 1,464. | 1,464. | | 0. | |

| FORM 990-PF | CORPORATE STOCK | | STATEMENT | 7 |
|---|---------------------|-------------------------|-----------|---|
| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE | | |
| CDI CORPORATION NCNB SHARES | 288,611. 23,415. | 14,366,700. 581,040. | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 312,026. | 14,947,740. | | |

6198

AFFIDAVIT OF PUBLICATION

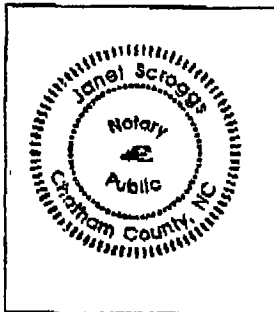
NORTH CAROLINA.
Wake County.) Se.



Before the undersigned, a Notary Public of Chatham County North Carolina, duly commissioned and authorized to administer oaths, affirmations, etc., personally appeared Donna Clayton, who, being duly sworn or affirmed, according to law, doth depose and say that she is Billing Manager-Legal Advertising of The News and Observer a corporation organized and doing business under the Laws of the State of North Carolina, and publishing a newspaper known as The News and Observer, in the City of Raleigh, Wake County and State aforesaid, the said newspaper in which such notice, paper, document, or legal advertisement was published was, at the time of each and every such publication, a newspaper meeting all of the requirements and qualifications of Section 1-597 of the General Statutes of North Carolina and was a qualified newspaper within the meaning of Section 1-597 of the General Statutes of North Carolina, and that as such she makes this affidavit; that she is familiar with the books, files and business of said corporation and by reference to the files of said publication the attached advertisement for JOHN POPE FOUNDATION was inserted in the aforesaid newspaper on dates as follows: 07/20/05

Account Number: 87133040

The above is correctly copied from the books and files of the aforesaid Corporation and publication.



Donna Clayton

Billing Manager-Legal Advertising

Sworn or affirmed to, and subscribed before me, this 21 day of JULY, 2005 AD

In Testimony Whereof, I have hereunto set my hand and affixed my official seal, the day and year aforesaid.

Janet Scroggs
_____ Notary Public

My commission expires 14th of March 2009.

✓