

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

1999

Department of the Treasury Internal Revenue Service

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

For calendar year 1999, or tax year beginning JUL 1, 1999, and ending JUN 30, 2000

Use the IRS label. Name of organization: JOHN WILLIAM POPE FOUNDATION. A Employer identification number: 58-1691765. B Telephone number: (919) 876-6000. H Check type of organization: [X] Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 8,105,720. J Accounting method: [X] Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Contributions, Net gain, Total revenue, Total expenses, and Net investment income.

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STATUTE RECEIVED AUG 03 2005 ITPR BRANCH OGDEN

STATUTE RECEIVED JUL 28 2005 OGDEN, UT IRS-OSC

RCVD IN N/A BATCHING AUG 09 2005

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	11,640.	23,174.	23,174.
	2 Savings and temporary cash investments	325,685.	230,358.	230,358.
	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 5	268,037.	223,289.	7,852,188.
	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)	605,362.	476,821.	8,105,720.	
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 and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	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	605,362.	476,821.	
30 Total net assets or fund balances	605,362.	476,821.		
31 Total liabilities and net assets/fund balances	605,362.	476,821.		

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	605,362.
2 Enter amount from Part I, line 27a	2	<128,541.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	476,821.
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	476,821.

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	P	VARIOUS	VARIOUS
b	CDI STOCK	D	VARIOUS	VARIOUS
c				
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	968,143.	22,374.	945,769.	
b	968,143.	22,374.	945,769.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			945,769.	
b			945,769.	
c				
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	1,891,538.	
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))
1998	1,700,000.	11,114,900.	.1529478
1997	1,079,241.	19,319,246.	.0558635
1996	1,025,220.	8,914,944.	.1150002
1995	865,711.	4,884,455.	.1772380
1994	687,221.	1,904,453.	.3608495
2	Total of line 1, column (d)	2	.8618990
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	.1723798
4	Enter the net value of noncharitable-use assets for 1999 from Part X, line 5	4	9,251,852.
5	Multiply line 4 by line 3	5	1,594,832.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18,965.
7	Add lines 5 and 6	7	1,613,797.
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	2,089,993.

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

Table with 11 rows for excise tax calculations. Includes fields for exempt organizations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments, total credits, and tax due/overpayment.

Part VII-A Statements Regarding Activities

Table with 11 rows for activity statements. Includes questions about political campaigns, tax on political expenditures, unrelated business gross income, and substantial contributors.

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.

Table with columns for question details, Yes, and No. Rows include questions 1 through 5 regarding self-dealing, taxes on failure to distribute income, taxes on excess business holdings, taxes on investments, and taxes on taxable expenditures.

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOYCE W. POPE 3401 GRESHAM LAKE ROAD RALEIGH, NC 27615	CHAIRMAN/DIRECTOR 0	0.	0.	0.
JAMES ARTHUR POPE 3401 GRESHAM LAKE ROAD RALEIGH, NC 27615	PRESIDENT/DIRECTOR 8	0.	0.	0.
JOHN W. POPE 3401 GRESHAM LAKE ROAD RALEIGH, NC 27615	VICE PRES/DIRECTOR 0	0.	0.	0.
AMANDA J. POPE 3401 GRESHAM LAKE ROAD RALEIGH, NC 27615	DIRECTOR 0	0.	0.	0.

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	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	9,204,958.
b Average of monthly cash balances	1b	187,785.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	9,392,743.
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	9,392,743.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	140,891.
5 Net value of noncharitable-use asset. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,251,852.
6 Minimum investment return. Enter 5% of line 5.	6	462,593.

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	462,593.
2a Tax on investment income for 1999 from Part VI, line 5	2a	18,965.
b Income tax for 1999. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	18,965.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	443,628.
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	443,628.
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	443,628.

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	2,089,993.
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	2,089,993.
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	2,089,993.

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 1998	(c) 1998	(d) 1999
1 Distributable amount for 1999 from Part XI, line 7				443,628.
2 Undistributed income, if any, as of the end of 1998				
a Enter amount for 1998 only			0.	
b Total for prior years 19 __, 19 __, 19 __		0.		
3 Excess distributions carryover, if any, to 1999				
a From 1994	454,316.			
b From 1995	582,546.			
c From 1996	596,051.			
d From 1997	129,417.			
e From 1998	1,182,082.			
f Total of lines 3a through e	2,944,412.			
4 Qualifying distributions for 1999 from Part XII, line 4: ▶ \$ 2,089,993.				
a Applied to 1998, 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 1999 distributable amount				443,628.
e Remaining amount distributed out of corpus	1,646,365.			
5 Excess distributions carryover applied to 1999 (If an amount appears in column (d), the same amount must be shown in column (a).)				0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,590,777.			
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 1998. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 1999. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2000				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 1994 not applied on line 5 or line 7	454,316.			
9 Excess distributions carryover to 2000. Subtract lines 7 and 8 from line 6a	4,136,461.			
10 Analysis of line 9:				
a Excess from 1995	582,546.			
b Excess from 1996	596,051.			
c Excess from 1997	129,417.			
d Excess from 1998	1,182,082.			
e Excess from 1999	1,646,365.			

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><i>a</i> Paid during the year</p> <p>SEE ATTACHED</p>				
Total				0.
<p><i>b</i> Approved for future payment</p> <p>NONE</p>				
Total				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 (14, 5,864.); 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 (18, 1,891,538.); 9 Net income or (loss) from special events; 10 Gross profit or (loss) from sales of inventory; 11 Other revenue; 12 Subtotal (0., 1,897,402., 0.); 13 TOTAL (0., 1,897,402., 0.).

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
1999 FORM PF-990
PART XV, LINE 3A, GRANTS CONTRIBUTIONS

<u>Recipient</u>			<u>Relation</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Alexis De Tocqueville Institute	10 Benning Street #151	West Lebanon, NH 03784	None	Public	Grant	\$5,000.00
American Academy for Liberal Education	1050 17th Street, NW - Ste 400	Washington, DC 20036	None	Public	Grant	\$5,000.00
American Civil Rights Institute	PO Box 188350	Sacramento, CA 95818	None	Public	Grant	\$10,000.00
American Conservative Union Foundation	1007 Cameron Street	Alexandria, VA 22314	None	Public	Grant	\$10,000.00
American Council of Trustee/Alumni	1726 M Street, NW, Ste 800	Washington, DC 20036-4525	None	Public	Grant	\$10,000.00
Americans for Tax Reform Foundation	1920 L Street, NW, Ste 200	Washington, DC 20036	None	Public	Grant	\$5,000.00
Atlas Economic Research Foundation	4084 University Drive, Ste 103	Fairfax, VA 22030-6812	None	Public	Grant	\$45,000.00
Bill Of Rights Institute	1001 Connecticut Avenue, NW, Ste 219	Washington, DC 20036	None	Public	Grant	\$5,000.00
Blessed Sacrament School	515 Hillcrest Avenue	Burlington, NC 27215	None	Public	Grant	\$10,000.00
Capitol Research Center	1513 16th Street, NW	Washington, NC 20036-1480	None	Public	Grant	\$10,000.00
Carolina Ballet	3401-131 Atlantic Avenue	Raleigh, NC 27604	None	Public	Grant	\$25,000.00
Carolina Ballet	3401-131 Atlantic Avenue	Raleigh, NC 27604	None	Public	Grant	\$25,000.00
Center For Economic Opportunity	777 N Capitol Street, NE, Ste 800	Washington, DC 20002	None	Public	Grant	\$2,500.00
Center For Education Reform	1001 Connecticut Avenue, NW, Ste 204	Washington, DC 20036	None	Public	Grant	\$5,000.00
Center for Popular Culture	4401 Wilshire Blvd, 4th Floor	Los Angeles, CA 90010	None	Public	Grant	\$50,000.00
Chi Phi Fraternity	850 Indian Train Road NW, Ste 100	Liilbum, GA 30047-6866	None	Public	Grant	\$500.00
Citizens for a Sound Economy	1900 M Street NW, Ste 500	Washington, DC 20036	None	Public	Grant	\$50,000.00
Citizens for a Sound Economy	1900 M Street NW, Ste 500	Washington, DC 20036	None	Public	Grant	\$50,000.00
Citizens for a Sound Economy	1900 M Street NW, Ste 500	Washington, DC 20036	None	Public	Grant	\$50,000.00
Communities In Schools	871 Harp Street	Raleigh, NC 27604	None	Public	Grant	\$12,000.00
Competitive Enterprise Institute	1001 Connecticut Avenue NW, Ste 1250	Washington, DC 20036	None	Public	Grant	\$5,000.00
Council for National Policy	3030 Clarendon Blvd, Ste 340	Arlington, VA 22201	None	Public	Grant	\$5,000.00
Daniels Middle School	2816 Oberlin Road	Raleigh, NC 27608	None	Public	Grant	\$1,000.00
Defenders Of Property Rights	1350 Connecticut Avenue NE, Ste 410	Washington, DC 20036	None	Public	Grant	\$5,000.00
Eagle Forum Education Center	PO Box 618	Alton, IL 60102	None	Public	Grant	\$5,000.00
Frank Porter Graham Child Development Center	105 Smith Level Road	Chapel Hill, NC 27599	None	Public	Grant	\$1,000.00
Frankie Lemmon School & Development Center	1800 Glenwood Avenue	Raleigh, NC 27608	None	Public	Grant	\$1,000.00
Free Congress Foundation	717 Second Street, NE	Washington, DC 20002	None	Public	Grant	\$10,000.00
Hurricane Floyd Disaster Relief Fund	310 New Bern Avenue, Ste 122	Raleigh, NC 27601	None	Public	Grant	\$2,500.00
Institute For a Civil Society	800 West El Camino Road, Ste 180	Mountain View, CA 94040	None	Public	Grant	\$10,000.00
Institute for Justice	1717 Pennsylvania Avenue NW, Ste 200	Washington, DC 20006	None	Public	Grant	\$50,000.00
Institute for Policy Innovations	1660 S. Stemmons Freeway, Ste 475	Lewisville, TX 75067	None	Public	Grant	\$1,000.00
Intercollegiate Studies Institute, Inc.	PO Box 4431	Wilmington, DE 19807-0431	None	Public	Grant	\$10,000.00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	\$100,000.00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	\$50,000.00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	\$12,500.00

JOHN WILLIAM POPE FOUNDATION
E.I.N. 58-1691765
1999 FORM PF-990
PART XV, LINE 3A, GRANTS CONTRIBUTIONS

<u>Recipient</u>			<u>Relation</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	\$40,000.00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	\$50,000.00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	\$100,000.00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	\$12,500.00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	\$40,000.00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	\$70,000.00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	\$33,333.00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	\$16,660.00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	\$36,000.00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	\$45,000.00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	\$60,000.00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	\$25,000.00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	\$30,000.00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	\$70,000.00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	\$60,000.00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	\$15,000.00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	\$65,000.00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	\$82,500.00
John Locke Foundation	200 West Morgan Street, Ste 200	Raleigh, NC 27601	None	Public	Grant	\$75,000.00
Lacy Elementary School PTA	2012 Nakoma Place	Raleigh, NC 27607	None	Public	Grant	\$2,500.00
Law and Economics Center - George Mason University	3301 North Fairfax Drive	Arlington, VA 22201-4498	None	Public	Grant	\$1,000.00
Lexington Institute	1600 Wilson Blvd, Ste 900	Arlington, VA 22209	None	Public	Grant	\$2,500.00
Mercatus Center	3301 North Fairfax Drive, Ste 450	Arlington, VA 22201	None	Public	Grant	\$10,000.00
National Center For Policy Analysis	12770 Coit Road, Ste. 800	Dallas, TX 75251	None	Public	Grant	\$10,000.00
National Journalism Center - Education and Research Institute	110 Eiden Street	Herndon, VA 20170	None	Public	Grant	\$5,000.00
North Carolina Civil War Tourism	PO Box 31522	Raleigh, NC 27622	None	Public	Grant	\$1,000.00
North Carolina Family Policy Council	PO Box 20607	Raleigh, NC 27619	None	Public	Grant	\$25,000.00
North Carolina Memorial Childrens Hospital	101 Manning Drive	Chapel Hill, NC 27514	None	Public	Grant	\$1,000.00
North Carolina Symphony	2 East South Street	Raleigh, NC 27601	None	Public	Grant	\$25,000.00
North Carolina Theatre	One East South Street	Raleigh, NC 27601	None	Public	Grant	\$10,000.00
Occoneechee Council Boy Scouts Of America	PO Box 41229	Raleigh, NC 27629-1229	None	Public	Grant	\$15,000.00
Political Economy Research Institute	9211 N. Tryon Street, #4-187	Charlotte, NC 28262	None	Public	Grant	\$5,000.00
Raleigh Fine Arts Society	PO Box 10614	Raleigh, NC 27605	None	Public	Grant	\$25,000.00
Salvation Army - flood relief	2337 Dickson Avenue	Greenville, NC 27853-00113	None	Public	Grant	\$2,500.00
Social Philosophy & Policy Center	Bowling Green State University 225 Troup Street	Bowling Green, OH 43403	None	Public	Grant	\$5,000.00
South Carolina Policy Council	1323 Pendleton Street	Columbia, SC 29201	None	Public	Grant	\$10,000.00

JOHN WILLIAM POPE FOUNDATION
E.I.N. 58-1691765
1999 FORM PF-990
PART XV, LINE 3A, GRANTS CONTRIBUTIONS

<u>Recipient</u>			<u>Relation</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Southeastern Legal Foundation	3340 Peachtree Road NE, Ste 2515	Atlanta, GA 30326	None	Public	Grant	\$5,000.00
The Acton Institute for the Study of Religion & Liberty	161 Ottawa Avenue, NW, Ste 301	Grand Rapids, MI 49503	None	Public	Grant	\$1,000.00
The Asheville School	360 Asheville School Road	Asheville, NC 28806	None	Public	Grant	\$25,000.00
The Cato Institute	1000 Massachusetts Avenue, NW	Washington, DC 20001-5430	None	Public	Grant	\$50,000.00
The Federalist Society	1015 18th Street NW, Ste 425	Washington, DC 20036	None	Public	Grant	\$10,000.00
The Foundation for Economic Education, Inc.	30 South Broadway	Irvington-on-Hudson, NY 10533	None	Public	Grant	\$1,000.00
The Fund for American Studies	1706 New Hampshire Avenue, NW	Washington, DC 20009	None	Public	Grant	\$10,000.00
The Heritage Foundation	214 Massachusetts Avenue, NE	Washington, DC 20002-4999	None	Public	Grant	\$50,000.00
The Institute for Humane Studies	3301 N. Fairfax Drive, Ste 440	Arlington, VA 22201	None	Public	Grant	\$15,000.00
The Institute for Humane Studies	3301 N. Fairfax Drive, Ste 440	Arlington, VA 22201	None	Public	Grant	\$25,000.00
The Jesse Helms Center Foundation	PO Box 247	Wingate, NC 28174-0247	None	Public	Grant	\$25,000.00
The Leadership Institute	1101 North Highland Street	Arlington, VA 22201	None	Public	Grant	\$1,000.00
The Leukemia Society Of America	600 Third Avenue, 4th Floor	New York, NY 10016	None	Public	Grant	\$500.00
The Lundy Chair Of The Philosophy Of Business Campbell University	PO Box 218	Buies Creek, NC 27506	None	Public	Grant	\$10,000.00
The Philanthropy Roundtable	1150 17th Street NW, Ste 530	Washington, DC 20036	None	Public	Grant	\$5,000.00
The Progress & Freedom Foundation	1401 H Street NW, Ste 1075	Washington, DC 20005	None	Public	Grant	\$1,000.00
The Reason Foundation	3415 S. Sepulveda Blvd, Ste 400	Los Angeles, CA 90034	None	Public	Grant	\$20,000.00
The Tax Foundation	1900 M Street NW, Ste. 550	Washington, DC 20036-3508	None	Public	Grant	\$10,000.00
United Way Of Vance County	PO Box 37	Henderson, NC 27536	None	Public	Grant	\$5,000.00
US Term Limits	1125 15th Street NW, Ste 501	Washington, DC 20005	None	Public	Grant	\$10,000.00
Virginia Episcopal School	PO Box 408	Lynchburg, VA 24505	None	Public	Grant	\$25,000.00
Washington Legal Foundation	2009 Massachusetts Avenue, NW	Washington, DC 20036	None	Public	Grant	\$25,000.00
White Memorial Presybertian Church	1704 Oberlin Road	Raleigh, NC 27608	None	Public	Grant	\$25,000.00
Totals						<u>\$2,089,993.00</u>

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

CONTRIBUTOR'S NAME	CONTRIBUTOR'S ADDRESS	DATE OF GIFT	AMOUNT
JOHN W. POPE	3401 GRESHAM LAKE ROAD - RALEIGH, NC 27608	03/24/00	21,667.
AMANDA J. POPE	3401 GRESHAM LAKE ROAD - RALEIGH, NC 27608	03/24/00	21,666.
JAMES ARTHUR POPE	3401 GRESHAM LAKE ROAD - RALEIGH, NC 27608	03/24/00	21,666.

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

SOURCE	AMOUNT
VARIOUS	5,864.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5,864.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTANT	418.	418.		0.
TO FORM 990-PF, PG 1, LN 16B	418.	418.		0.

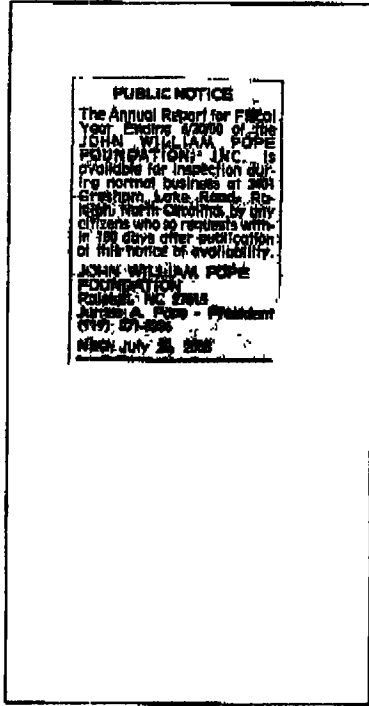
FORM 990-PF	OTHER EXPENSES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	532.	532.		0.
TO FORM 990-PF, PG 1, LN 23	532.	532.		0.

FORM 990-PF	CORPORATE STOCK		STATEMENT 5
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CDI CORPORATION NCNB SHARES	199,874. 23,415.	7,508,188. 344,000.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	223,289.	7,852,188.	

6/00

AFFIDAVIT OF PUBLICATION

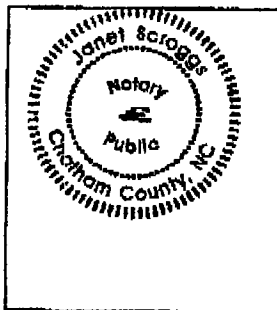
NORTH CAROLINA.
Wake County.)
Se.



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.

**JOHN WILLIAM POPE FOUNDATION
REQUEST FOR PENALTY ABATEMENT
58-1691765**

The taxpayer hereby requests an abatement of all tax penalties for reasonable cause.

For the period from 1996 to early 1999 the taxpayer employed only one part time officer, the President of the Foundation. For the rest of 1999 to present, the taxpayer has had no employees, but relied on volunteer officers, including the President serving as a volunteer without compensation.

The initial delay in filing a timely return for the Fiscal Year Ending June 30, 1996, was due to the interruption caused by Hurricane Fran, which interrupted the major business of the President and kept him from performing the tax filing duties for this Foundation on a timely basis. Furthermore, the President of the Foundation was experiencing personal problems, including a separation from his wife in June, 1996; divorce in 1997; and on going custody issues, that later resulted in his daughter residing solely with him.

Due to the initial failure to file the 6/30/96 return on a timely basis, subsequent returns could not be filed on a timely basis.

Upon beginning the preparation of the returns, errors were discovered in the accounting of the cost basis for donated marketable securities (the donor's original transfer basis rather than the fair market value on the date of donation), and additional time was required to trace the donor's original cost basis for several substantial donations of marketable securities.

While this return was not filed on a timely basis, the return has now been filed with the proper cost basis of the donated marketable securities and reporting of any resulting capital gain, and the return shows that the taxpayer greatly exceeded the primary requirement of making qualified grants of greater than five percent of its corpus.

For these reasons, a waiver of the penalties for reasonable cause is respectfully requested.