

STATUTE CLEARED AUG 17 2005
0436505524 M. MULLEN

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2000

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

For calendar year 2000, or tax year beginning **JUL 1, 2000**, and ending **JUN 30, 2001**

Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, 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): **3401 GRESHAM LAKE ROAD**

Room/suite: _____

City or town, state, and ZIP code: **RALEIGH, NC 27615**

A Employer identification number
58-1691765

B Telephone number
(919) 876-6000

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. 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

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) **\$ 12,786,452.** (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 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) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received | 1,203,336. | | | STATEMENT 1 |
| | 2 Distributions from split-interest trusts | | | | STATEMENT 2 |
| | 3 Interest on savings and temporary cash investments | 21,034. | 21,034. | | STATEMENT 3 |
| | 4 Dividends and interest from securities | 91,727. | 91,727. | | STATEMENT 4 |
| | 5a Gross rents | | | | |
| | b (Net rental income or (loss)) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 6,176,747. | | | |
| | b Gross sales price for all assets on line 6a | 7,285,083. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 6,176,747. | | |
| | 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 | 7,492,844. | 6,289,508. | | OGDEN, UTAH | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | 0. | 0. | | 0. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees | | | | |
| | b Accounting fees | 10,185. | 10,185. | | 0. |
| | c Other professional fees | | | | |
| | 17 Interest | | | | |
| | 18 Taxes | | | | |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | | |
| 22 Printing and publications | | | | | |
| 23 Other expenses | 2,128. | 2,128. | | 0. | |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 12,313. | 12,313. | | 0. | |
| 25 Contributions, gifts, grants paid | 1,688,666. | | | 1,688,666. | |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 1,700,979. | 12,313. | | 1,688,666. | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | 5,791,865. | | | | |
| b Net investment income (if negative, enter -0-) | | 6,277,195. | | | |
| c Adjusted net income (if negative, enter -0-) | | | N/A | | |

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RCVD IN BATCHING AUG 15 2005 Form 990-PF (2000)

| 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 | (a) Book Value | (b) Book Value | (c) Fair Market Value | |
| Assets | 1 | Cash - non-interest-bearing | 23,174. | 5,545. | 5,545. | | | |
| | 2 | Savings and temporary cash investments | 230,358. | 6,039,852. | 6,039,852. | | | |
| | 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 | 223,289. | 223,289. | 6,741,055. | | | |
| | 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) | 476,821. | 6,268,686. | 12,786,452. | | | | |
| 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 | 476,821. | 6,268,686. | | | | | |
| 30 | Total net assets or fund balances | 476,821. | 6,268,686. | | | | | |
| 31 | Total liabilities and net assets/fund balances | 476,821. | 6,268,686. | | | | | |

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 | 476,821. |
| 2 | Enter amount from Part I, line 27a | 2 | 5,791,865. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 | Add lines 1, 2, and 3 | 4 | 6,268,686. |
| 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 | 6,268,686. |

From 990-PF (2000)

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 FAMILY DOLLAR STOCK | | D | VARIOUS | VARIOUS |
| b | | | | |
| 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 7,285,083. | | 1,108,336. | 6,176,747. | |
| b | | | | |
| 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 | | | 6,176,747. | |
| b | | | | |
| 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 | 6,176,747. | |
| 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)) |
|---|--|--|---|
| 1999 | 2,089,993. | 9,251,852. | .2259000 |
| 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 |
| 2 Total of line 1, column (d) | | | 2 .7269495 |
| 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 .1453899 |
| 4 Enter the net value of noncharitable-use assets for 2000 from Part X, line 5 | | | 4 8,090,479. |
| 5 Multiply line 4 by line 3 | | | 5 1,176,274. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 62,772. |
| 7 Add lines 5 and 6 | | | 7 1,239,046. |
| 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 1,688,666. |

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 foundations, domestic organizations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments (6a-6d), total credits, penalty, tax due, overpayment, and amount credited to 2001 estimated tax.

Part VII-A Statements Regarding Activities

Table with 13 rows for activity statements. Includes questions about influencing legislation, political purposes, Form 1120-POL, political expenditures, IRS reporting, unrelated business income, liquidation, section 508(e) requirements, assets, state reporting, Form 990-PF distribution, private operating foundation status, substantial contributors, public inspection requirements, and books in care.

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.

1a 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?
b If the 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 20 of the instructions)?
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 2000?
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 2000, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2000?
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?
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a 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 2000 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?
4a 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 2000?
5a 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)?
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?
6a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?
b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
If you answered "Yes" to 6b, also file Form 8870.

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 | 8 | 0. | 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 the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount |
|---|--------|
| 1 N/A | |
| 2 | |
| All other program-related investments. See instructions. | |
| 3 | |

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 | 5,699,947. |
| b Average of monthly cash balances | 1b | 2,513,737. |
| c Fair market value of all other assets | 1c | |
| d Total (add lines 1a, b, and c) | 1d | 8,213,684. |
| 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 | 8,213,684. |
| 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 123,205. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 8,090,479. |
| 6 Minimum investment return. Enter 5% of line 5. | 6 | 404,524. |

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 | 404,524. |
| 2a Tax on investment income for 2000 from Part VI, line 5 | 2a | 62,772. |
| b Income tax for 2000. (This does not include the tax from Part VI.) | 2b | |
| c Add lines 2a and 2b | 2c | 62,772. |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 341,752. |
| 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 | 341,752. |
| 6 Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 341,752. |

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 | 1,688,666. |
| 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 | 1,688,666. |
| 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 | 62,772. |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 1,625,894. |

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 1999 | (c) 1999 | (d) 2000 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2000 from Part XI, line 7 | | | | 341,752. |
| 2 Undistributed income, if any, as of the end of 1999 | | | | |
| a Enter amount for 1999 only | | | 0. | |
| b Total for prior years 19 __, 19 __, 19 __ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2000 | | | | |
| a From 1995 | 582,546. | | | |
| b From 1996 | 596,051. | | | |
| c From 1997 | 129,417. | | | |
| d From 1998 | 1,182,082. | | | |
| e From 1999 | 1,646,365. | | | |
| f Total of lines 3a through e | 4,136,461. | | | |
| 4 Qualifying distributions for 2000 from Part XII, line 4: ▶ \$ 1,688,666. | | | | |
| a Applied to 1999, 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 2000 distributable amount | | | | 341,752. |
| e Remaining amount distributed out of corpus | 1,346,914. | | | |
| 5 Excess distributions carryover applied to 2000 (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 | 5,483,375. | | | |
| 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 1999. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2000. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2001 | | | | 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 1995 not applied on line 5 or line 7 | 582,546. | | | |
| 9 Excess distributions carryover to 2001. Subtract lines 7 and 8 from line 6a | 4,900,829. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 1996 | 596,051. | | | |
| b Excess from 1997 | 129,417. | | | |
| c Excess from 1998 | 1,182,082. | | | |
| d Excess from 1999 | 1,646,365. | | | |
| e Excess from 2000 | 1,346,914. | | | |

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 2000, 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 | | | | (e) Total |
|---|----------|----------|---------------|----------|-----------|
| | (a) 2000 | (b) 1999 | Prior 3 years | | |
| | | | (c) 1998 | (d) 1997 | |
| 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-see page 26 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).)

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 | 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) | | | | |
| <p>a <i>Paid during the year</i></p> <p>SEE ATTACHED</p> | | | | |
| <p>Total</p> | | | ▶ 3a | 0. |
| <p>b <i>Approved for future payment</i></p> <p>NONE</p> | | | | |
| <p>Total</p> | | | ▶ 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 (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments (14, 21,034), 4 Dividends and interest from securities (14, 91,727), 5 Net rental income or (loss) from real estate (a-b), 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, 6,176,747), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (0, 6,289,508, 0), 13 Total (0, 6,289,508, 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).

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

| CONTRIBUTOR'S NAME | CONTRIBUTOR'S ADDRESS | DATE OF GIFT | AMOUNT |
|---------------------------|---|--------------|----------|
| VARIETY WHOLESALERS | 3401 GRESHAM LAKE ROAD - RALEIGH, NC 27608 | 09/26/00 | 100,000. |
| JOHN W. POPE | 3401 GRESHAM LAKE ROAD - RALEIGH, NC 27608 | 09/26/00 | 20,000. |
| AMANDA POPE | 3401 GRESHAM LAKE ROAD - RALEIGH, NC 27608 | 09/26/00 | 20,000. |
| JAMES ARTHUR POPE | 3401 GRESHAM LAKE ROAD - RALEIGH, NC 27608 | 09/26/00 | 20,000. |
| TOTAL INCLUDED ON LINE 1A | | | 160,000. |

JOHN WILLIAM POPE FOUNDATION
E.I.N. 58-1691765
2000 FORM PF-990
PART XV, LINE 3A, GRANTS CONTRIBUTIONS

| <u>Recipient</u> | | | <u>Relation</u> | <u>Status</u> | <u>Purpose</u> | <u>Amount</u> |
|--|--------------------------------------|---------------------------|-----------------|---------------|----------------|---------------|
| American Academy for Liberal Education | 1050 17th Street, NW - Ste 400 | Washington, DC 20036 | None | Public | Grant | \$2,500.00 |
| American Conservative Union Foundation | 1007 Cameron Street | Alexandria, VA 22314 | None | Public | Grant | \$10,000.00 |
| American Conservative Union Foundation | 1007 Cameron Street | Alexandria, VA 22314 | None | Public | Grant | \$5,000.00 |
| American Council of Trustee/Alumni | 1726 M Street, NW, Ste 800 | Washington, DC 20036-4525 | None | Public | Grant | \$5,000.00 |
| Americans for Tax Reform Foundation | 1920 L Street, NW, Ste 200 | Washington, DC 20036 | None | Public | Grant | \$2,500.00 |
| Atlas Economic Research Foundation | 4084 University Drive, Ste 103 | Fairfax, VA 22030-6812 | None | Public | Grant | \$25,000.00 |
| Capitol Research Center | 1513 16th Street, NW | Washington, NC 20036-1480 | None | Public | Grant | \$5,000.00 |
| Carolina Ballet | 3401-131 Atlantic Avenue | Raleigh, NC 27604 | None | Public | Grant | \$25,000.00 |
| Center For Education Reform | 1001 Connecticut Avenue, NW, Ste 204 | Washington, DC 20036 | None | Public | Grant | \$2,500.00 |
| Center for Popular Culture | 4401 Wilshire Blvd, 4th Floor | Los Angeles, CA 90010 | None | Public | Grant | \$25,000.00 |
| Chi Phi Fraternity | 850 Indian Train Road NW, Ste 100 | Lilburn, 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 | \$25,000.00 |
| Citizens United Against the Lottery Foundation | PO Box 20887 | Raleigh, NC 27619 | None | Public | Grant | \$15,000.00 |
| Communities In Schools | 871 Harp Street | Raleigh, NC 27604 | None | Public | Grant | \$12,000.00 |
| Council for National Policy | 3030 Clarendon Blvd, Ste 340 | Arlington, VA 22201 | None | Public | Grant | \$2,500.00 |
| Eagle Forum Education Center | PO Box 618 | Alton, IL 60102 | None | Public | Grant | \$2,500.00 |
| Faith Lutheran School | 1809 Capital Blvd. | Raleigh, NC 27604 | None | Public | Grant | \$25,000.00 |
| Frank Porter Graham Child Development Center | 105 Smith Level Road | Chapel Hill, NC 27599 | None | Public | Grant | \$1,000.00 |
| Free Congress Foundation | 717 Second Street, NE | Washington, DC 20002 | None | Public | Grant | \$5,000.00 |
| Institute for Justice | 1717 Pennsylvania Avenue NW, Ste 200 | Washington, DC 20006 | None | Public | Grant | \$25,000.00 |
| Institute for Policy Innovations | 1660 S. Stemmons Freeway, Ste 475 | Lewisville, TX 75067 | None | Public | Grant | \$500.00 |
| 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 | \$150,000.00 |
| 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 | \$25,000.00 |
| John Locke Foundation | 200 West Morgan Street, Ste 200 | Raleigh, NC 27601 | None | Public | Grant | \$35,000.00 |
| John Locke Foundation | 200 West Morgan Street, Ste 200 | Raleigh, NC 27601 | None | Public | Grant | \$43,000.00 |
| John Locke Foundation | 200 West Morgan Street, Ste 200 | Raleigh, NC 27601 | None | Public | Grant | \$20,000.00 |
| John Locke Foundation | 200 West Morgan Street, Ste 200 | Raleigh, NC 27601 | None | Public | Grant | \$20,000.00 |
| John Locke Foundation | 200 West Morgan Street, Ste 200 | Raleigh, NC 27601 | None | Public | Grant | \$167,000.00 |
| John Locke Foundation | 200 West Morgan Street, Ste 200 | Raleigh, NC 27601 | None | Public | Grant | \$83,333.33 |
| John Locke Foundation | 200 West Morgan Street, Ste 200 | Raleigh, NC 27601 | None | Public | Grant | \$83,333.33 |
| John Locke Foundation | 200 West Morgan Street, Ste 200 | Raleigh, NC 27601 | None | Public | Grant | \$83,333.33 |
| John Locke Foundation | 200 West Morgan Street, Ste 200 | Raleigh, NC 27601 | None | Public | Grant | \$83,333.00 |
| John Locke Foundation | 200 West Morgan Street, Ste 200 | Raleigh, NC 27601 | None | Public | Grant | \$90,000.00 |

JOHN WILLIAM POPE FOUNDATION
E.I.N. 58-1691765
2000 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 | \$83,333.33 |
| National Journalism Center - Education and Research Institute | 110 Eiden Street | Herndon, VA 20170 | None | Public | Grant | \$2,500.00 |
| North Carolina Girl Scouts | PO Box 52294 | Raleigh, NC 27612 | None | Public | Grant | \$5,000.00 |
| North Carolina Heritage, Inc. | PO Box 10347 | Raleigh, NC 27605-0347 | None | Public | Grant | \$2,500.00 |
| 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 Symphony | 2 East South Street | Raleigh, NC 27601 | None | Public | Grant | \$25,000.00 |
| North Carolina Theater | One East South Street | Raleigh, NC 27601 | None | Public | Grant | \$10,000.00 |
| Oconeechee Council Boy Scouts Of America | PO Box 41229 | Raleigh, NC 27629-1229 | None | Public | Grant | \$10,000.00 |
| Pennsylvania Institute of Technology | 800 Manchester Avenue | Media, PA 19063 | None | Public | Grant | \$25,000.00 |
| Raleigh Fine Arts Society | PO Box 10614 | Raleigh, NC 27605 | None | Public | Grant | \$25,000.00 |
| Ravenscroft School | 7409 Falls of Neuse Road | Raleigh, NC 27615 | None | Public | Grant | \$20,000.00 |
| Ravenscroft School | 7409 Falls of Neuse Road | Raleigh, NC 27615 | None | Public | Grant | \$5,000.00 |
| Social Philosophy & Policy Center | Bowling Green State University 225 Troup Street | Bowling Green, OH 43403 | 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 | \$25,000.00 |
| The Federalist Society | 1015 18th Street NW, Ste 425 | Washington, DC 20036 | None | Public | Grant | \$5,000.00 |
| The Fund for American Studies | 1706 New Hampshire Avenue, NW | Washington, DC 20009 | None | Public | Grant | \$5,000.00 |
| The Heritage Foundation | 214 Massachusetts Avenue, NE | Washington, DC 20002-4999 | None | Public | Grant | \$25,000.00 |
| 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 | \$5,000.00 |
| The Jesse Helms Center Foundation | PO Box 247 | Wingate, NC 28174-0247 | 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 Philanthropy Roundtable | 1150 17th Street NW, Ste 530 | Washington, DC 20036 | None | Public | Grant | \$2,500.00 |
| The Reason Foundation | 3415 S. Sepulveda Blvd, Ste 400 | Los Angeles, CA 90034 | None | Public | Grant | \$10,000.00 |
| The Tax Foundation | 1900 M Street NW, Ste. 550 | Washington, DC 20036-3508 | None | Public | Grant | \$5,000.00 |
| Tryon Palace Council of Friends | PO Box 1007 | New Bern, NC 28563 | None | Public | Grant | \$1,000.00 |
| 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 | \$5,000.00 |
| 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 | \$10,000.00 |
| White Memorial Presybterian Church | 1704 Oberlin Road | Raleigh, NC 27608 | None | Public | Grant | \$25,000.00 |
| | | Totals | | | | <u>\$1,688,666.32</u> |

JOHN WILLIAM POPE FOUNDATION
E.I.N. 58-1691765
2000 FORM PF-990
PART XV, LINE 3A, GRANTS CONTRIBUTIONS

| <u>Recipient</u> | | | <u>Relation</u> | <u>Status</u> | <u>Purpose</u> | <u>Amount</u> |
|--|--------------------------------------|---------------------------|-----------------|---------------|----------------|---------------|
| American Academy for Liberal Education | 1050 17th Street, NW - Ste 400 | Washington, DC 20036 | None | Public | Grant | \$2,500.00 |
| American Conservative Union Foundation | 1007 Cameron Street | Alexandria, VA 22314 | None | Public | Grant | \$10,000.00 |
| American Conservative Union Foundation | 1007 Cameron Street | Alexandria, VA 22314 | None | Public | Grant | \$5,000.00 |
| American Council of Trustee/Alumni | 1726 M Street, NW, Ste 800 | Washington, DC 20036-4525 | None | Public | Grant | \$5,000.00 |
| Americans for Tax Reform Foundation | 1920 L Street, NW, Ste 200 | Washington, DC 20036 | None | Public | Grant | \$2,500.00 |
| Atlas Economic Research Foundation | 4084 University Drive, Ste 103 | Fairfax, VA 22030-6812 | None | Public | Grant | \$25,000.00 |
| Capitol Research Center | 1513 16th Street, NW | Washington, NC 20036-1480 | None | Public | Grant | \$5,000.00 |
| Carolina Ballet | 3401-131 Atlantic Avenue | Raleigh, NC 27604 | None | Public | Grant | \$25,000.00 |
| Center For Education Reform | 1001 Connecticut Avenue, NW, Ste 204 | Washington, DC 20036 | None | Public | Grant | \$2,500.00 |
| Center for Popular Culture | 4401 Wilshire Blvd, 4th Floor | Los Angeles, CA 90010 | None | Public | Grant | \$25,000.00 |
| Chi Phi Fraternity | 850 Indian Train Road NW, Ste 100 | Lilburn, 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 | \$25,000.00 |
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| Council for National Policy | 3030 Clarendon Blvd, Ste 340 | Arlington, VA 22201 | None | Public | Grant | \$2,500.00 |
| Eagle Forum Education Center | PO Box 618 | Alton, IL 60102 | None | Public | Grant | \$2,500.00 |
| Faith Lutheran School | 1809 Capital Blvd. | Raleigh, NC 27604 | None | Public | Grant | \$25,000.00 |
| Frank Porter Graham Child Development Center | 105 Smith Level Road | Chapel Hill, NC 27599 | None | Public | Grant | \$1,000.00 |
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| Institute for Justice | 1717 Pennsylvania Avenue NW, Ste 200 | Washington, DC 20006 | None | Public | Grant | \$25,000.00 |
| Institute for Policy Innovations | 1660 S. Stemmons Freeway, Ste 475 | Lewisville, TX 75067 | None | Public | Grant | \$500.00 |
| 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 | \$150,000.00 |
| 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 | \$25,000.00 |
| John Locke Foundation | 200 West Morgan Street, Ste 200 | Raleigh, NC 27601 | None | Public | Grant | \$35,000.00 |
| John Locke Foundation | 200 West Morgan Street, Ste 200 | Raleigh, NC 27601 | None | Public | Grant | \$43,000.00 |
| John Locke Foundation | 200 West Morgan Street, Ste 200 | Raleigh, NC 27601 | None | Public | Grant | \$20,000.00 |
| John Locke Foundation | 200 West Morgan Street, Ste 200 | Raleigh, NC 27601 | None | Public | Grant | \$20,000.00 |
| John Locke Foundation | 200 West Morgan Street, Ste 200 | Raleigh, NC 27601 | None | Public | Grant | \$167,000.00 |
| John Locke Foundation | 200 West Morgan Street, Ste 200 | Raleigh, NC 27601 | None | Public | Grant | \$83,333.33 |
| John Locke Foundation | 200 West Morgan Street, Ste 200 | Raleigh, NC 27601 | None | Public | Grant | \$83,333.33 |
| John Locke Foundation | 200 West Morgan Street, Ste 200 | Raleigh, NC 27601 | None | Public | Grant | \$83,333.33 |
| John Locke Foundation | 200 West Morgan Street, Ste 200 | Raleigh, NC 27601 | None | Public | Grant | \$83,333.00 |
| John Locke Foundation | 200 West Morgan Street, Ste 200 | Raleigh, NC 27601 | None | Public | Grant | \$90,000.00 |

JOHN WILLIAM POPE FOUNDATION
E.I.N. 58-1691765
2000 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 | \$83,333.33 |
| National Journalism Center - Education and Research Institute | 110 Elden Street | Herndon, VA 20170 | None | Public | Grant | \$2,500.00 |
| North Carolina Girl Scouts | PO Box 52294 | Raleigh, NC 27612 | None | Public | Grant | \$5,000.00 |
| North Carolina Heritiage, Inc. | PO Box 10347 | Raleigh, NC 27605-0347 | None | Public | Grant | \$2,500.00 |
| 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 Symphony | 2 East South Street | Raleigh, NC 27601 | None | Public | Grant | \$25,000.00 |
| North Carolina Theater | One East South Street | Raleigh, NC 27601 | None | Public | Grant | \$10,000.00 |
| Occoneechee Council Boy Scouts Of Amerca | PO Box 41229 | Raleigh, NC 27629-1229 | None | Public | Grant | \$10,000 00 |
| Pennsylvania Institute of Technology | 800 Manchester Avenue | Media, PA 19063 | None | Public | Grant | \$25,000.00 |
| Raleigh Fine Arts Society | PO Box 10614 | Raleigh, NC 27605 | None | Public | Grant | \$25,000.00 |
| Ravenscroft School | 7409 Falls of Neuse Road | Raleigh, NC 27615 | None | Public | Grant | \$20,000.00 |
| Ravenscroft School | 7409 Falls of Neuse Road | Raleigh, NC 27615 | None | Public | Grant | \$5,000.00 |
| Social Philosophy & Policy Center | Bowling Green State University 225 Troup Street | Bowling Green, OH 43403 | 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 | \$25,000.00 |
| The Federalist Society | 1015 18th Street NW, Ste 425 | Washington, DC 20036 | None | Public | Grant | \$5,000.00 |
| The Fund for American Studies | 1706 New Hampshire Avenue, NW | Washington, DC 20009 | None | Public | Grant | \$5,000.00 |
| The Heritage Foundation | 214 Massachusetts Avenue, NE | Washington, DC 20002-4999 | None | Public | Grant | \$25,000.00 |
| 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 | \$5,000.00 |
| The Jesse Helms Center Foundation | PO Box 247 | Wingate, NC 28174-0247 | 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 Philanthropy Roundtable | 1150 17th Street NW, Ste 530 | Washington, DC 20036 | None | Public | Grant | \$2,500.00 |
| The Reason Foundation | 3415 S. Sepulveda Blvd, Ste 400 | Los Angeles, CA 90034 | None | Public | Grant | \$10,000.00 |
| The Tax Foundation | 1900 M Street NW, Ste. 550 | Washington, DC 20036-3508 | None | Public | Grant | \$5,000.00 |
| Tryon Palace Council of Friends | PO Box 1007 | New Bern, NC 28563 | None | Public | Grant | \$1,000.00 |
| 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 | \$5,000 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 | \$10,000.00 |
| White Memorial Presybterian Church | 1704 Oberlin Road | Raleigh, NC 27608 | None | Public | Grant | \$25,000.00 |
| | | Totals | | | | <u>\$1,688,666.32</u> |

FORM 990-PF NONCASH CONTRIBUTIONS OF \$5000 OR MORE STATEMENT 2
 INCLUDED ON PART I, LINE 1A

| CONTRIBUTOR'S NAME | CONTRIBUTOR'S ADDRESS | PROPERTY DESCRIPTION | DATE OF GIFT | FMV OF GIFT |
|--------------------|---|---------------------------------------|--------------|-------------|
| JOHN W. POPE | 3401 GRESHAM LAKE ROAD - RALEIGH, NC 27608 | 100,000 SHARES OF FAMILY DOLLAR STOCK | 12/04/00 | 2,262,500. |

| CONTRIBUTOR'S NAME | CONTRIBUTOR'S ADDRESS | PROPERTY DESCRIPTION | DATE OF GIFT | FMV OF GIFT |
|--------------------|---|---------------------------------------|--------------|-------------|
| JOHN W. POPE | 3401 GRESHAM LAKE ROAD - RALEIGH, NC 27608 | 100,000 SHARES OF FAMILY DOLLAR STOCK | 01/04/01 | 2,018,750. |

| CONTRIBUTOR'S NAME | CONTRIBUTOR'S ADDRESS | PROPERTY DESCRIPTION | DATE OF GIFT | FMV OF GIFT |
|--------------------|---|---------------------------------------|--------------|-------------|
| JOHN W. POPE | 3401 GRESHAM LAKE ROAD - RALEIGH, NC 27608 | 100,000 SHARES OF FAMILY DOLLAR STOCK | 02/24/01 | 2,466,000. |

TOTAL INCLUDED ON LINE 1A 6,747,250.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 3

| SOURCE | AMOUNT |
|--|---------|
| VARIOUS | 21,034. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 21,034. |

| FORM 990-PF | DIVIDENDS AND INTEREST FROM SECURITIES | STATEMENT | 4 |
|----------------------------------|--|----------------------------|----------------------|
| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
| VARIOUS | 91,727. | 0. | 91,727. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 91,727. | 0. | 91,727. |

| FORM 990-PF | ACCOUNTING FEES | | | STATEMENT | 5 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| PROFESSIONAL FEES | 10,185. | 10,185. | | 0. | |
| TO FORM 990-PF, PG 1, LN 16B | 10,185. | 10,185. | | 0. | |

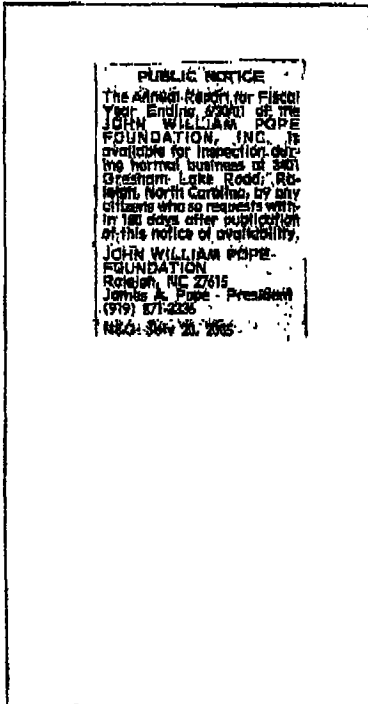
| FORM 990-PF | OTHER EXPENSES | | | STATEMENT | 6 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| MISCELLANEOUS | 1,761. | 1,761. | | 0. | |
| BANK SERVICE CHARGES | 367. | 367. | | 0. | |
| TO FORM 990-PF, PG 1, LN 23 | 2,128. | 2,128. | | 0. | |

| FORM 990-PF | CORPORATE STOCK | | STATEMENT | 7 |
|---|-----------------|------------|----------------------|---|
| DESCRIPTION | | BOOK VALUE | FAIR MARKET VALUE | |
| CDI CORPORATION | | 199,874. | 6,260,815. | |
| NCNB SHARES | | 23,415. | 480,240. | |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | | 223,289. | 6,741,055. | |

6/01

AFFIDAVIT OF PUBLICATION

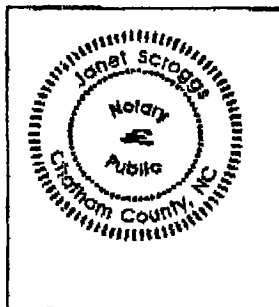
NORTH CAROLINA.
Wake County.) ss.



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.