

Form **990-PF**

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

OMB No 1545-0043

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning **07/01/11** and ending **06/30/12**

Name of foundation: **JOHN WILLIAM POPE FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address): **4601 SIX FORKS ROAD SUITE 300**

Room/suite: _____

City or town, state, and ZIP code: **RALEIGH NC 27609**

A Employer identification number: **58-1691765**

B Telephone number (see instructions): **919-861-6444**

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

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): **\$ 148,158,420**

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) (see instructions))		(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 (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	34,268	31,116		
	4 Dividends and interest from securities	1,504,235	1,504,235		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a	32,215,667			
	7 Capital gain net income (from Part IV, line 2)		2,215,614		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns & allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) STMT 1	27,814				
12 Total. Add lines 1 through 11	3,781,931	3,750,965	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	119,792	29,948		89,844
	14 Other employee salaries and wages	37,502			37,502
	15 Pension plans, employee benefits	4,290			4,290
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	5,415	5,415		
	c Other professional fees (attach schedule) STMT 3	71,099	71,099		
	17 Interest STMT 4	151,691	147,000		4,691
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) STMT 5	472,123	434,519		37,604
	24 Total operating and administrative expenses. Add lines 13 through 23	861,912	687,981	0	173,931
	25 Contributions, gifts, grants paid	9,311,808			9,311,808
26 Total expenses and disbursements. Add lines 24 and 25	10,173,720	687,981	0	9,485,739	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-6,391,789				
b Net investment income (if negative, enter -0-)		3,062,984			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year		End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	1,028,895	1,995,118	1,995,118	
	2	Savings and temporary cash investments	94,602,562	1,232,177	1,232,177	
	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 (attach schedule) (see instructions)				
	7	Other notes and loans receivable (att. schedule) ▶ Less: allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U.S. and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule) SEE STMT 6	348,872	598,872	10,329,107	
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment base ▶ Less: accumulated depreciation (attach sch.) ▶				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule) SEE STATEMENT 7	41,821,115	127,583,488	134,602,018	
	14	Land, buildings, and equipment base ▶ Less: accumulated depreciation (attach sch.) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item i)	137,801,444	131,409,655	148,158,420		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	137,801,444	131,409,655		
30	Total net assets or fund balances (see instructions)	137,801,444	131,409,655			
31	Total liabilities and net assets/fund balances (see instructions)	137,801,444	131,409,655			

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	137,801,444
2	Enter amount from Part I, line 27a	2	-6,391,789
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	131,409,655
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	131,409,655

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	COLUMBIA FDS SER TR TAX EXEMPT	P	VARIOUS	VARIOUS
b	FINANCIAL ASCENT K-1 ST	P	VARIOUS	VARIOUS
c	FINANCIAL ASCENT K-1 LT	P	VARIOUS	VARIOUS
d	VALUE PRESERVATION K-1 ST	P	VARIOUS	VARIOUS

	(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	30,000,000		30,000,000	
b			53	-53
c	995,001			995,001
d	1,220,666			1,220,666

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/09			(i) Gain (Col. (h) gain minus col. (k), but not less than 0) or Losses (from col. (h))
(j) FMV as of 12/31/09	(k) Adjusted basis as of 12/31/09	(l) Excess of col. (j) over col. (k), if any	
a			-53
b			995,001
c			1,220,666

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	2,215,614
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	1,220,613

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	10,680,577	116,022,877	0.092056
2009	9,032,487	113,113,048	0.079854
2008	10,802,838	128,523,309	0.084054
2007	10,779,679	121,875,425	0.088448
2006	11,996,818	53,556,519	0.224003

2	Total of line 1, column (d)	2	0.568415
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.113683
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	143,604,096
5	Multiply line 4 by line 3	5	16,325,344
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	30,630
7	Add lines 5 and 6	7	16,355,974
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	9,485,739

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	61,260
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	61,260
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	61,260
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	97,736
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	97,736
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	36,476
11	Enter the amount of line 10 to be Credited to 2012 estimated tax 36,476 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ WWW.JWPF.ORG	13	X	
14	The books are in care of ▶ JAMES ARTHUR POPE, PRESIDENT 4601 SIX FORKS ROAD, STE 300 Located at ▶ RALEIGH NC ZIP+4 ▶ 27609 Telephone no ▶ 919-861-6444			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	N/A	1c
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ▶ 20 , 20 , 20 , 20	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

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

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

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

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

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

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

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

5a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No **5b** **X**

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 5b, file Form 8870. Yes No **7b**

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9				

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

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

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

0

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 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	138,511,798
b	Average of monthly cash balances	1b	7,279,162
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	145,790,960
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	145,790,960
4	Cash deemed held for charitable activities. Enter 1% of line 3 (for greater amount, see instructions)	4	2,186,864
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	143,604,096
6	Minimum investment return. Enter 5% of line 5	6	7,180,205

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	7,180,205
2a	Tax on investment income for 2011 from Part VI, line 5	2a	61,260
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	61,260
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,118,945
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	7,118,945
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	7,118,945

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	9,485,739
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	9,485,739
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,485,739

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				7,118,945
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006			11,936,850	
b From 2007			7,879,839	
c From 2008			6,605,107	
d From 2009			3,697,907	
e From 2010			4,977,167	
f Total of lines 3a through e		35,096,870		
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 9,485,739				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				7,118,945
e Remaining amount distributed out of corpus	2,366,794			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	37,463,664			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		11,936,850		
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		25,526,814		
10 Analysis of line 9:				
a Excess from 2007		7,879,839		
b Excess from 2008		6,605,107		
c Excess from 2009		3,697,907		
d Excess from 2010		4,977,167		
e Excess from 2011		2,366,794		

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year		Prior 3 years		(e) Total
	(a) 2011	(b) 2010	(c) 2008	(d) 2008	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed
JAMES ARTHUR POPE 919-861-6444
4601 SIX FORKS RD, STE 300 RALEIGH NC 27609

b The form in which applications should be submitted and information and materials they should include
REQUEST FOR GRANT WITH REASONS FOR NEED

c Any submission deadlines
BY JANUARY 1ST OF EACH YEAR

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

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a Paid during the year SEE ATTACHED SCHEDULE</p>	<p>NONE</p>	<p>501 C ORGS. TO FURTHER THE RECEIPIENTS</p>	<p>CHARITABLE PURPOSE</p>	<p>9,311,808</p>
<p>Total</p>				<p>▶ 3a 9,311,808</p>
<p>b Approved for future payment N/A</p>				
<p>Total</p>				<p>▶ 3b</p>

100822051

FY 2011-2012 Grants

Check No.	Amount	Date Written	Recipient Organization	Organization Address	City	State	Zipcode
3349	10,000.00	6/1/2012	Heartland Institute	19 South LaSalle Street #903	Chicago	IL	60603
3157	5,000.00	12/8/2011	Henderson YMCA	380 Kain Creek Rd	Henderson	NC	27536
3250	50,000.00	6/1/2012	Heritage Foundation	214 Massachusetts Ave NE	Washington	DC	20002
3158	5,000.00	12/8/2011	Hope Reins	P O Box 99152	Raleigh	NC	27607
3159	10,000.00	12/8/2011	Hope Reins	250 Hooper Circle	Raleigh	NC	27607
3251	10,000.00	6/1/2012	Hope Of Wake County Foundation	35-17 N. Moore Street, #2A	New York	NY	10013
3253	50,000.00	6/1/2012	Independent Women's Forum	3301 N. Fairfax Dr., Ste 440	Arlington	VA	22201
3254	30,000.00	6/1/2012	Institute For Humane Studies	3301 N. Fairfax Dr., Ste 440	Arlington	VA	22201
3121	250,000.00	10/11/2011	Institute For Humane Studies	3301 N. Fairfax Dr., Ste 440	Arlington	VA	22201
3252	125,000.00	6/1/2012	Institute For Humane Studies	3301 N. Fairfax Dr., Ste 440	Arlington	VA	22201
3255	75,000.00	6/1/2012	Institute For Justice	901 N. Glebe Road, Suite 900	Arlington	VA	22203
3096	50,000.00	7/29/2011	Institute Of Political Leadership	c/o UNCC Dept. of Political Science, P O Box 261	Greensboro	NC	27402
3217	33,000.00	3/1/2012	Institute Of Political Leadership	c/o UNCC Dept. of Political Science, P O Box 261	Greensboro	NC	27402
3160	5,000.00	12/8/2011	Interfaith Food Shuttle	PO Box 14638	Raleigh	NC	27630
3256	50,000.00	6/1/2012	Jesse Helms Center Foundation	Post Office Box 247	Wingate	NC	28174
3259	65,000.00	6/1/2012	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601
3085	212,459.00	7/1/2011	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601
3097	212,459.00	8/1/2011	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601
3105	212,459.00	9/1/2011	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601
3117	212,459.00	10/1/2011	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601
3123	212,459.00	11/1/2011	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601
3132	212,459.00	12/1/2011	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601
3200	212,459.00	1/1/2012	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601
3206	212,459.00	2/1/2012	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601
3212	212,459.00	3/1/2012	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601
3222	212,459.00	4/2/2012	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601
3228	212,459.00	5/1/2012	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601
3275	212,459.00	6/1/2012	John Locke Foundation	200 West Morgan Street, Suite 200	Raleigh	NC	27601
3086	115,000.00	7/1/2011	John W. Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603
3099	115,000.00	8/1/2011	John W. Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603
3106	115,000.00	9/1/2011	John W. Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603
3119	115,000.00	10/1/2011	John W. Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603
3124	115,000.00	11/1/2011	John W. Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603
3133	115,000.00	12/1/2011	John W. Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603
3203	115,000.00	1/1/2012	John W. Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603
3207	115,000.00	2/1/2012	John W. Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603
3213	115,000.00	3/1/2012	John W. Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603
3223	115,000.00	4/2/2012	John W. Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603
3230	115,000.00	5/1/2012	John W. Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603
3276	115,000.00	6/1/2012	John W. Pope Civitas Institute	100 S Harrington St	Raleigh	NC	27603
3161	3,000.00	12/8/2011	Life Line Outreach, Inc	P.O. Box 1632	Henderson	NC	27536

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FY 2011-2012 Grants

Check No.	Amount	Date Written	Recipient Organization	Organization Address	City	State	Zipcode
3260	25,000.00	6/1/2012	Manhattan Institute For Policy Research	52 Vandertill Avenue 3301 North Fairfax Drive, Suite 450	New York Arlington	NY VA	10017 22201
3261	4,000.00	3/15/2012	Mercurius Center	640 Nelson Street	Durham	NC	27707
3219	25,000.00	7/18/2011	NC Free Enterprise Foundation, Inc	P.O. Box 12406	Raleigh	NC	27609
3093	25,000.00	9/28/2011	NC Free Enterprise Foundation, Inc	P.O. Box 12406	Raleigh	NC	27609
3116	25,000.00	12/8/2011	NC Free Enterprise Foundation, Inc	P.O. Box 12406	Raleigh	NC	27609
3162	25,000.00	3/1/2012	NC Free Enterprise Foundation, Inc	P.O. Box 12406	Raleigh	NC	27609
3215	25,000.00	6/1/2012	NC Free Enterprise Foundation, Inc	P.O. Box 12406	Raleigh	NC	27609
3263	5,000.00	12/8/2011	NC Youth Legislative Assembly Administration	1319 Mail Service Center 7660 Falls of Neuse Road	Raleigh	NC	27609
3166	2,500.00	12/8/2011	Neuse Christian Academy	PO Box 20607	Raleigh	NC	27619
3262	100,000.00	6/1/2012	North Carolina Family Policy Council	414 Fayetteville St., Ste. G	Raleigh	NC	27601
3087	50,000.00	7/1/2011	North Carolina Institute For Constitutional Law	414 Fayetteville St., Ste G	Raleigh	NC	27601
3100	50,000.00	8/1/2011	North Carolina Institute For Constitutional Law	414 Fayetteville St., Ste G	Raleigh	NC	27601
3107	50,000.00	9/1/2011	North Carolina Institute For Constitutional Law	414 Fayetteville St., Ste G	Raleigh	NC	27601
3118	50,000.00	10/1/2011	North Carolina Institute For Constitutional Law	414 Fayetteville St., Ste G	Raleigh	NC	27601
3125	50,000.00	11/1/2011	North Carolina Institute For Constitutional Law	414 Fayetteville St., Ste G	Raleigh	NC	27601
3134	50,000.00	12/1/2011	North Carolina Institute For Constitutional Law	414 Fayetteville St., Ste G	Raleigh	NC	27601
3202	31,250.00	1/1/2012	North Carolina Institute For Constitutional Law	414 Fayetteville St., Ste G	Raleigh	NC	27601
3208	31,250.00	2/1/2012	North Carolina Institute For Constitutional Law	414 Fayetteville St., Ste G	Raleigh	NC	27601
3214	31,250.00	3/1/2012	North Carolina Institute For Constitutional Law	414 Fayetteville St., Ste G	Raleigh	NC	27601
3224	31,250.00	4/2/2012	North Carolina Institute For Constitutional Law	414 Fayetteville St., Ste G	Raleigh	NC	27601
3229	31,250.00	5/1/2012	North Carolina Institute For Constitutional Law	414 Fayetteville St., Ste G	Raleigh	NC	27601
3277	31,250.00	6/1/2012	North Carolina Institute For Constitutional Law	414 Fayetteville St., Ste G	Raleigh	NC	27601
3163	10,000.00	12/8/2011	North Carolina Opera Company	414 Fayetteville St., Ste G	Raleigh	NC	27601
3265	140,000.00	6/1/2012	North Carolina State University	NCSU Campus Box 8151	Raleigh	NC	27601
3164	25,000.00	12/8/2011	North Carolina Symphony	3700 Glenwood Ave., Suite 130	Raleigh	NC	27612
3264	10,000.00	6/1/2012	North Carolina Symphony	3700 Glenwood Ave., Suite 130	Raleigh	NC	27612
3165	25,000.00	12/8/2011	North Carolina Theatre	One East South Street	Raleigh	NC	27601
3168	40,000.00	12/8/2011	Oceaneethee Council Boy Scouts Of America	PO Box 41229	Raleigh	NC	27609
3169	10,000.00	12/8/2011	Oceaneethee Council Boy Scouts Of America	PO Box 41229	Raleigh	NC	27609
3266	10,000.00	6/1/2012	Pacific Research Institute	One Emburyadero Center, Suite 350	Raleigh	NC	27609
3170	5,000.00	12/8/2011	Performance Edge	1408 Dixie Trail	Raleigh	NC	27607
3267	25,000.00	6/1/2012	Philanthropy Roundtable, The	1150 17th Street, NW Suite 503	Washington	DC	20036
wire	45,233.33	7/1/2011	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	Raleigh	NC	27609
wire	45,233.33	8/1/2011	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	Raleigh	NC	27609
wire	45,233.33	9/1/2011	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	Raleigh	NC	27609
wire	45,233.33	10/1/2011	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	Raleigh	NC	27609
wire	45,233.33	11/1/2011	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	Raleigh	NC	27609
wire	45,233.33	12/1/2011	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	Raleigh	NC	27609
wire	45,233.33	1/1/2012	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	Raleigh	NC	27609
wire	45,233.33	2/1/2012	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	Raleigh	NC	27609

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FY 2011-2012 Grants

Check No.	Amount	Date Written	Recipient Organization	Organization Address	City	State	Zipcode
wire	45,233.33	3/1/2012	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	Raleigh	NC	27609
wire	45,233.33	4/2/2012	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	Raleigh	NC	27609
wire	45,233.33	5/1/2012	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	Raleigh	NC	27609
wire	45,233.33	6/1/2012	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	Raleigh	NC	27609
3171	25,000.00	12/8/2011	Prevent Child Abuse NC	3701 National Drive, Suite 211	Raleigh	NC	27612
3268	20,000.00	6/1/2012	Prevent Child Abuse NC	3701 National Drive, Suite 211	Raleigh	NC	27612
3269	25,000.00	6/1/2012	Property & Environment Research Center	2048 Analytia Dr., Suite A	Boozman	MT	59718
3172	25,000.00	12/8/2011	Raleigh Charter High School	1111 Haynes St	Raleigh	NC	27604
3173	25,000.00	12/8/2011	Raleigh Fine Arts Society	3409 Williamsonborough Court	Raleigh	NC	27609
3174	5,000.00	12/8/2011	Raleigh Rescue Mission	P O Box 27391	Raleigh	NC	27611
3175	25,000.00	12/8/2011	Ravenscroft School	7409 Falls of Neuse Rd	Raleigh	NC	27615
3270	50,000.00	6/1/2012	Reason Foundation	1747 Connecticut Avenue, NW	Washington	DC	20009
3177	5,000.00	12/8/2011	Rex Healthcare Foundation	2500 Blue Ridge Road, Suite 325	Raleigh	NC	27607
3178	5,000.00	12/8/2011	SAFE Haven	8431-137 Garvey Drive	Raleigh	NC	27616
3179	5,000.00	12/8/2011	Salvation Army *	PO Box 27584	Raleigh	NC	27611
3180	5,000.00	12/8/2011	Shepherd's Table	PO Box 28024	Raleigh	NC	27611
3271	25,000.00	6/1/2012	State Policy Network	2020 North 14th Street, Suite 250	Raleigh	NC	27611
3181	25,000.00	12/8/2011	StepUp Ministries	1701 Oberlin Rd	Arlington	VA	22201
3274	50,000.00	6/1/2012	UNC CH Arts & Sciences Foundation	UNC College of Arts & Sciences, Box 3100	Raleigh	NC	27608
3272	30,000.00	6/1/2012	UNC CH School Of Government	UNC Campus Box 3330, Knapp-Sanders Building	Chapel Hill	NC	27599-3300
3183	10,000.00	12/8/2011	United Way Of Vance County	214 Edney Drive	Henderson	NC	27536
3185	10,000.00	12/8/2011	Upper Room Christian Academy	3300 Idlewood Village	Raleigh	NC	27610
3187	10,000.00	12/8/2011	Urban Ministries Of Wake County	P O Box 26475	Raleigh	NC	27611
3188	5,000.00	12/8/2011	Vance County Historical Society	213 South Garnett Street	Henderson	NC	27536
3221	25,000.00	3/29/2012	Virginia Episcopal School	400 VES Rd	Lynchburg	VA	24503
3190	50,000.00	12/8/2011	White Memorial Presbyterian Church	1704 Oberlin Rd	Raleigh	NC	27608
Total	9,311,808						

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Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS	\$ 27,814	\$	\$
TOTAL	\$ 27,814	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	\$ 5,415	\$ 5,415	\$	\$
TOTAL	\$ 5,415	\$ 5,415	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT OTHER PROFESSIONAL FEES	\$ 71,099	\$ 71,099	\$	\$
TOTAL	\$ 71,099	\$ 71,099	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PAYROLL TAX	\$ 5,794	\$ 1,103	\$	\$ 4,691
FEDERAL TAXES	135,648	135,648		
FOREIGN TAXES	10,249	10,249		
TOTAL	\$ 151,691	\$ 147,000	\$ 0	\$ 4,691

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
INSURANCE	4,972	947		4,025
UTILITIES	1,706	853		853
BANK CHARGES	594	297		297
MISCELLANEOUS	64,858	32,429		32,429
INVESTMENT EXPENSES FROM K-1	399,993	399,993		
TOTAL	\$ 472,123	\$ 434,519	\$ 0	\$ 37,604

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Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CDI CORPORATION	\$ 274,238	\$ 274,238	MARKET	\$ 8,291,956
BANK OF AMERICA SHARES	69,385	69,385	MARKET	135,060
WAL-MART SHARES	2,286	2,286	MARKET	1,357,309
CATO SHARES	2,300	2,300	MARKET	9,138
FAMILY DOLLAR SHARES	663	663	MARKET	269,244
BBT - PFD		250,000	MARKET	262,500
TOTAL	\$ 348,872	\$ 598,872		\$ 10,329,107

Statement 7 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
FINANCIAL ASCENT LP	\$ 17,155,475	\$ 18,139,511	MARKET	\$ 21,048,393
VALUE PRESERVATION	24,665,640	36,279,304	MARKET	38,171,182
BOA MUTUAL FUND		1,660,841	MARKET	1,660,841
VANGUARD		71,503,832	MARKET	72,921,602
TOTAL	\$ 41,821,115	\$ 122,583,488		\$ 139,602,018

POPEFOUNDAT JOHN WILLIAM POPE FOUNDATION

11/8/2012 2:17 PM

Federal Statements

58-1691765

FYE: 8/30/2012

Statement 1 - Form 990-PF, Part VII-A, Line 12 - Distribution Information

Description

DONORSTRUST WAS ESTABLISHED AS A SOLUTION TO PUBLIC CHARITY TO ENSURE THE INTENT OF DONORS WHO ARE DEDICATED TO THE IDEALS OF LIMITED GOVERNMENT, PERSONAL RESPONSIBILITY, AND FREE ENTERPRISE. AS SUCH, DONORSTRUST PROVIDES AN INNOVATIVE CHARITABLE VEHICLE FOR DONORS WHO WISH TO SAFEGUARD THEIR CHARITABLE INTENT TO FUND ORGANIZATIONS THAT UPHOLD AMERICA'S FOUNDING PRINCIPLES.

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Statement 9 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
JOYCE W. POPE 4601 SIX FORKS RD STE 300 RALEIGH NC 27609	CHAIRMAN/DIR	0.00	0	0	0
JAMES ARTHUR POPE 4601 SIX FORKS RD STE 300 RALEIGH NC 27609	PRESIDENT/DI	10.00	0	0	0
AMANDA J. POPE 4601 SIX FORKS RD STE 300 RALEIGH NC 27609	DIRECTOR	0.00	0	0	0
DAVID RIGGS - AVAIL UPON REQUEST 4601 SIX FORKS RD, STE 300 RALEIGH NC 27609	EXECUTIVE VP	40.00	0	0	0
DAVID M. STOVER 4601 SIX FORKS ROAD, STE 300 RALEIGH NC 27609	DIRECTOR	4.00	10,000	0	0

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FY 2011-2012 Grants

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Check No.	Amount	Date Written	Recipient Organization	Organization Address	City	State	Zipcode
3143	10,000.00	12/8/2011	Alliance Medical Ministry	101 Donald Ross Drive	Raleigh	NC	27610
3233	25,000.00	6/1/2012	American Enterprise Institute For Public Policy Research	1150 Seventeenth Street, N.W.	Washington	DC	20036
3144	5,000.00	12/8/2011	American Red Cross-Triangle Chapter	100 North Peartree Lane	Raleigh	NC	27610
3104	75,000.00	8/18/2011	Americans For Prosperity Foundation	2111 Wilson Blvd, Ste. 350	Arlington	VA	22201
3234	75,000.00	6/1/2012	Americans For Prosperity Foundation	2111 Wilson Blvd, Ste. 350	Arlington	VA	22201
3235	25,000.00	6/1/2012	Americans for Tax Reform Foundation	722 12th Street NW, Suite 400	Washington	DC	20005
3145	175,000.00	12/8/2011	Ashville School, The	360 Ashville School Road	Ashville	NC	28806
3146	50,000.00	12/8/2011	Ashville School, The	1201 L St NW	Washington	DC	20005
3236	50,000.00	6/1/2012	Atlas Economic Research Foundation	Post Office Box 1	Barren Springs	NC	28677
3147	10,000.00	12/8/2011	Barren Springs Home For Children	200 North Cliche Road, Ste 200	Arlington	VA	22203
3237	25,000.00	6/1/2012	Bill Of Rights	515 Hillcrest Ave	Burlington	NC	27215
3148	10,000.00	12/8/2011	Blessed Sacrament School	225 Hillsborough St, Suite 401	Raleigh	NC	27603
3216	300,000.00	3/1/2012	Campbell University Law School	Post Office Box 370	Hyannis	MA	02601
3198	22,500.00	12/16/2011	Cape Cod Healthcare Foundation	1513 16th Street, NW	Washington	DC	20036
3238	10,000.00	6/1/2012	Capital Research Center	P O, Box 63118	Charlotte	NC	28263-3118
3149	10,000.00	12/8/2011	Capitol Commission	3401-131 Atlantic Ave	Raleigh	NC	27604
3150	25,000.00	12/8/2011	Carolina Ballet	1010 Massachusetts Ave., N.W.	Washington	DC	20001
3385	10,000.00	6/28/2012	Caro Institute	77063 Leeburg Pike, Suite 231	Falk Church	VA	22043
3240	5,000.00	6/1/2012	Center For Equal Opportunity	118 S Person Street	Media	PA	19063
3182	1,000.00	12/8/2011	Center Foundation, The	220 North Jackson Street	Raleigh	NC	27605
3191	25,000.00	12/8/2011	Central YMCA	1601 Hillsborough Street	Raleigh	NC	27605
3192	5,000.00	12/8/2011	Central YMCA	1601 Hillsborough Street	Raleigh	NC	27605
3229	25,000.00	6/1/2012	Clemson University Foundation	1601 Hillsborough Street	Raleigh	NC	27605
3242	10,000.00	6/1/2012	Competitive Enterprise Institute	Clemson University, 325 Sirmee Hall - Box 341310	Clemson	SC	29634-1310
3151	5,000.00	12/8/2011	Disabilities Education Support Center	1899 L St NW, 2th Floor	Washington	DC	20036
3348	85,000.00	6/1/2012	Donors Trust	118 S Person Street	Raleigh	NC	27601
3243	10,000.00	6/1/2012	Donors Trust	109 North Henry Street	Alexandria	VA	22314
3225	175,000.00	4/2/2012	Duke University-HOPE Center	109 North Henry Street	Alexandria	VA	22314
3373	1,000,000.00	6/1/2012	Educational Foundation, The	Duke University Box 90097	Durham	NC	27708
3344	50,000.00	6/1/2012	Elon University	P O Box 2446	Chapel Hill	NC	27515
3245	25,000.00	6/1/2012	Farmly Research Council	Elon University	Elon	NC	27244
3246	50,000.00	6/1/2012	Federalist Society, The	801 G Street, NW	Washington	DC	20001
3152	5,000.00	12/8/2011	Food Bank Of Central & Eastern NC	1015 18th Street, NW, Suite 423	Washington	DC	20006
3347	1,000.00	6/1/2012	Foundation For Economic Education, The	3808 Tarheel Dr	Raleigh	NC	27609
3114	5,000.00	9/21/2011	Foundation For Ethics In Public Service	30 S. Broadway	Irvington-Hudson	NY	10533
3153	25,000.00	12/8/2011	Fund For American Studies, The	333 Fayetteville St., Suite 506	Raleigh	NC	27601
3357	35,000.00	6/1/2012	George Mason University Foundation	5005 Willow Oak Drive	Lynchburg	NC	28358
3258	10,000.00	6/1/2012	Goodwin Presbyterian Church	1706 New Hampshire Ave NW	Washington	DC	20009
3154	5,000.00	12/8/2011	H Leake Perry Memorial Library, Inc	GMU School of Law 3301 Fairfax Dr	Arlington	VA	22201
3155	10,000.00	12/8/2011	Habonai For Humanity - Wake County	P O, Box 116	Godwin	NC	28344
3156	10,000.00	12/8/2011	Habonai For Humanity - Wake County	205 Boeckernidge St	Henderson	NC	27536
				2420 Raleigh Blvd	Raleigh	NC	27604