

Form **990-PF**  
 Department of the Treasury  
 Internal Revenue Service

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

OMB No 1545-0052

**2016**

**Open to Public Inspection**

▶ **Do not enter social security numbers on this form as it may be made public.**  
 ▶ **Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).**

**For calendar year 2016, or tax year beginning 07-01-2016 , and ending 06-30-2017**

Name of foundation JOHN WILLIAM POPE FOUNDATION		<b>A Employer identification number</b> 58-1691765
Number and street (or P O box number if mail is not delivered to street address) 4601 SIX FORKS ROAD SUITE 300	Room/suite	<b>B Telephone number (see instructions)</b> (919) 861-6445
City or town, state or province, country, and ZIP or foreign postal code RALEIGH, NC 27609		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 186,020,018	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis )	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	18,971	18,971		
	<b>4</b> Dividends and interest from securities	2,331,206	2,331,206		
	<b>5a</b> Gross rents	386,650	386,650		
	<b>b</b> Net rental income or (loss)	194,831			
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	2,500,096			
	<b>b</b> Gross sales price for all assets on line 6a	11,183,524			
	<b>7</b> Capital gain net income (from Part IV, line 2)		2,620,264		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	2,062				
<b>12 Total.</b> Add lines 1 through 11	5,238,985	5,357,091			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	296,575	92,894		203,681
	<b>14</b> Other employee salaries and wages	134,338	33,585		100,753
	<b>15</b> Pension plans, employee benefits	68,995	15,151		53,844
	<b>16a</b> Legal fees (attach schedule)	3,423	3,423		
	<b>b</b> Accounting fees (attach schedule)	16,200	16,200		
	<b>c</b> Other professional fees (attach schedule)	702	176		526
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	50,764	10,946		
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	711,800	665,894		45,906
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	1,282,797	838,269		404,710
<b>25</b> Contributions, gifts, grants paid	11,194,000			11,194,000	
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	12,476,797	838,269		11,598,710	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	-7,237,812				
<b>b Net investment income</b> (if negative, enter -0-)		4,518,822			
<b>c Adjusted net income</b> (if negative, enter -0-)					

<b>Part II Balance Sheets</b> 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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	1,520,446	1,143,783	1,143,782
	<b>2</b> Savings and temporary cash investments . . . . .	13,903,395	13,312,765	13,312,765
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	942,268	942,268	5,563,601
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ 3,150,991 Less accumulated depreciation (attach schedule) ▶ _____ 98,656	3,431,221	3,052,335	3,150,991
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	153,139,915	147,248,282	162,848,879
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	172,937,245	165,699,433	186,020,018	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable. . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule). . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .		0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund			
<b>29</b> Retained earnings, accumulated income, endowment, or other funds	172,937,245	165,699,433		
<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	172,937,245	165,699,433		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) .	172,937,245	165,699,433		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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) . . . . .	<b>1</b>	172,937,245
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	-7,237,812
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	165,699,433
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	<b>6</b>	165,699,433

**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)
<b>1a</b> See Additional Data Table				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b> See Additional Data Table				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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
(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))				
<b>a</b> See Additional Data Table				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
<b>2</b> 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		<b>2</b> 2,620,264
<b>3</b> 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		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		<b>3</b> 2,479,975

**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 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))
2015	10,272,237	187,290,663	0.054846
2014	9,555,385	168,293,244	0.056778
2013	7,462,049	196,165,520	0.038040
2012	9,841,966	178,351,345	0.055183
2011	9,485,739	143,604,096	0.066055
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.270902
<b>3</b> 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			<b>3</b> 0.054180
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			<b>4</b> 182,641,442
<b>5</b> Multiply line 4 by line 3			<b>5</b> 9,895,513
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 45,188
<b>7</b> Add lines 5 and 6			<b>7</b> 9,940,701
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 11,598,710

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.

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

<b>1a</b>	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>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	45,188
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	45,188
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>5</b>	45,188
<b>6</b>	Credits/Payments		
<b>a</b>	2016 estimated tax payments and 2015 overpayment credited to 2016	<b>6a</b>	111,599
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d. . . . .	<b>7</b>	111,599
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . ▶	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . ▶	<b>10</b>	66,411
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2017 estimated tax</b> ▶ 66,411 <b>Refunded</b> ▶	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .	<b>1a</b>	No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . . <i>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</i>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation ▶ \$ _____ <b>(2)</b> On foundation managers ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	<b>2</b>	No
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	Yes
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . . . .	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NC, GA _____		
<b>b</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? <i>If "No," attach explanation</i> .	<b>8b</b>	Yes
<b>9</b> 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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	<b>10</b>	No

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).
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW JWPF ORG
14 The books are in care of JOHN HOOD PRESIDENT Telephone no (919) 861-6445
Located at 4601 SIX FORKS ROAD STE 300 RALEIGH NC ZIP+4 27609
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 2016, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country

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 foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the 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).
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.
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 2016?
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years 20, 20, 20, 20
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).
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?
b If "Yes," did it have excess business holdings in 2016 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 2016).
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2016?

**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 4945(d)(4)(A)? (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)?  Yes  No

Organizations relying on a current notice regarding disaster assistance check here.

**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

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

If "Yes" to 6b, file Form 8870

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

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

**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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

**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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
LINDSAY ARANT 4601 SIX FORKS RD SUITE 300 RALEIGH, NC 27609	COMMUNICATIO 40 00	59,915	1,798	
CLARICE SMITH 4601 SIX FORKS RD SUITE 300 RALEIGH, NC 27609	PROGRAM OFFI 40 00	61,000		

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

**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		
<b>Total</b> 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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> N/A	
<b>2</b>	
All other program-related investments. See instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . . ▶	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	169,994,306
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	12,277,487
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	3,150,991
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	185,422,784
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	185,422,784
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	2,781,342
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	182,641,442
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	9,132,072

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	9,132,072
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5.	<b>2a</b>	45,188
<b>b</b>	Income tax for 2016 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	45,188
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	9,086,884
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	
<b>5</b>	Add lines 3 and 4.	<b>5</b>	9,086,884
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	9,086,884

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	11,598,710
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	11,598,710
<b>5</b>	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).	<b>5</b>	45,188
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	11,553,522

**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 2015	(c) 2015	(d) 2016
<b>1</b> Distributable amount for 2016 from Part XI, line 7				9,086,884
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only. . . . .				
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2016				
<b>a</b> From 2011. . . . .	2,366,794			
<b>b</b> From 2012. . . . .	1,096,498			
<b>c</b> From 2013. . . . .	2,248,228			
<b>d</b> From 2014. . . . .	1,324,212			
<b>e</b> From 2015. . . . .	1,019,302			
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	8,055,034			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>11,598,710</u>				
<b>a</b> Applied to 2015, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2016 distributable amount. . . . .				9,086,884
<b>e</b> Remaining amount distributed out of corpus	2,511,826			
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,566,860			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions). . . . .	2,366,794			
<b>9</b> <b>Excess distributions carryover to 2017.</b> Subtract lines 7 and 8 from line 6a . . . . .	8,200,066			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2012. . . . .	1,096,498			
<b>b</b> Excess from 2013. . . . .	2,248,228			
<b>c</b> Excess from 2014. . . . .	1,324,212			
<b>d</b> Excess from 2015. . . . .	1,019,302			
<b>e</b> Excess from 2016. . . . .	2,511,826			

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 2016, 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)
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.
b 85% of line 2a
c Qualifying distributions from Part XII, line 4 for each year listed.
d Amounts included in line 2c not used directly for active conduct of exempt activities
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c
3 Complete 3a, b, or c for the alternative test relied upon
a "Assets" alternative test—enter
(1) Value of all assets
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.
c "Support" alternative test—enter
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).
(3) Largest amount of support from an exempt organization
(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the organization 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) )
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

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 or e-mail address of the person to whom applications should be addressed
JOHN HOOD
4601 SIX FORKS RD STE 300
RALEIGH, NC 27609
(919) 861-6445

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
NO FORMAL 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 THE FOUNDATION MADE A DISTRIBUTION TO A DONOR-ADVISED FUND (DAF) SPONSORING ORGANIZATION THAT WAS TREATED AS A QUALIFYING DISTRIBUTION THE DAF SPONSORING ORGANIZATION IS A 501(C)(3) TAX-EXEMPT ENTITY BY REASON OF 509(A)(1) THAT, PURSUANT TO ITS ORGANIZING DOCUMENTS, IS ORGANIZED AND OPERATED EXCLUSIVELY FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY, OR EDUCATIONAL PURPOSES AS REQUIRED BY ITS ORGANIZING AND GOVERNING DOCUMENTS, ALL CONTRIBUTIONS TO THE DAF SPONSORING ORGANIZATION THAT ARE PART OF ITS DONOR-ADVISED FUND PROGRAM ARE USED EXCLUSIVELY FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY, OR EDUCATIONAL PURPOSES AS A CONSEQUENCE, ALL DISTRIBUTIONS BY THE FOUNDATION TO THE DAF SPONSORING ORGANIZATION ARE USED TO ACCOMPLISH A PURPOSE DESCRIBED IN SECTION 170(C)(2) (B) UPON MAKING THE DISTRIBUTION TO THE DAF SPONSORING ORGANIZATION, THE FOUNDATION RELINQUISHED ALL LEGALLY ENFORCEABLE RIGHTS WITH RESPECT TO THE DISTRIBUTED ASSETS BECAUSE THE DAF SPONSORI

**Part XV** **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> SEE ATTACHED SCHEDULE SEE ATTACHED SCHEDULE SEE ATTACHED SCHEDULE, NC 27609	NONE	501C ORGS	CHARITABLE PURPOSE	11,194,000
<b>Total</b> . . . . .			▶ <b>3a</b>	11,194,000
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			▶ <b>3b</b>	





**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
ALTRIA GROUP	P	2016-04-14	2016-09-13
GLAXOSMITHKLINE	P	2015-02-02	2016-09-19
VENTAS	P	2016-02-10	2016-09-19
AMERICAN ELECTRIC	P	2016-04-14	2016-09-19
INTEL	P	2016-01-15	2016-09-19
VERIZON	P	2016-04-14	2016-09-13
APPLE	P	2016-01-20	2016-09-19
JOHNSON & JOHNSON	P	2016-01-08	2016-09-13
WP CAREY	P	2015-02-10	2016-09-19
AT&T	P	2014-05-14	2016-09-19

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
64,057		61,712	2,345
215,475		231,854	-16,379
206,402		197,587	8,815
194,445		184,736	9,709
181,485		148,844	32,641
103,797		102,702	1,095
758,315		723,860	34,455
302,556		263,718	38,838
194,426		204,809	-10,383
240,985		217,740	23,245

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,345
			-16,379
			8,815
			9,709
			32,641
			1,095
			34,455
			38,838
			-10,383
			23,245

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
KIMBERLY CLARK	P	2016-02-11	2016-09-13
WELLTOWER	P	2015-02-09	2016-09-13
BRISTOL MYERS	P	2014-05-14	2016-07-18
LIBERTY PROPERTY TRUST	P	2015-02-10	2016-09-19
ASTRAZENECA	P	2016-06-24	2017-03-30
CHEVRON	P	2015-02-02	2016-09-13
LOCKHEED MARTIN	P	2016-04-20	2016-09-19
ENNIS	P	2011-08-18	2017-05-09
CONOCOPHILLIPS	P	2014-10-15	2016-07-14
MCDONALDS	P	2015-08-24	2016-09-13

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
122,935		118,985	3,950
74,126		77,059	-2,933
304,957		208,280	96,677
159,173		153,966	5,207
62,661		55,839	6,822
207,825		212,094	-4,269
239,162		227,467	11,695
17,498		14,331	3,167
86,081		129,202	-43,121
238,777		186,949	51,828

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,950
			-2,933
			96,677
			5,207
			6,822
			-4,269
			11,695
			3,167
			-43,121
			51,828

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
SPARK NEW ZEALAND	P	2014-05-14	2017-04-05
CSX	P	2016-04-14	2016-09-13
MERCK & COMPANY	P	2014-12-15	2016-09-13
UNIVERSAL CORP	P	2015-02-02	2017-02-08
DOMINION ENERGY	P	2015-08-24	2016-09-19
MICROSOFT	P	2014-10-15	2016-09-19
FINANCIAL ASCENT TE LP	P	2016-07-01	2017-06-30
DUKE ENERGY	P	2015-08-24	2016-09-19
NORFOLK	P	2016-04-14	2016-09-19
FINANCIAL ASCENT TE LP	P	2016-07-01	2017-06-30

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
37,736		34,500	3,236
174,055		157,174	16,881
125,275		114,662	10,613
81,720		40,236	41,484
298,612		293,928	4,684
227,014		187,603	39,411
2,087,936			2,087,936
318,915		300,706	18,209
183,655		165,405	18,250
		19,723	-19,723

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,236
			16,881
			10,613
			41,484
			4,684
			39,411
			2,087,936
			18,209
			18,250
			-19,723



**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
DUKE REALTY	P	2014-05-14	2016-07-18
PFIZER	P	2016-04-20	2016-09-13
VALUE PRESERVATION LP	P	2016-07-01	2017-06-30
ELI LILLY	P	2015-08-25	2016-09-13
PHILLIP MORRIS	P	2014-12-10	2016-09-19
EXELON	P	2011-09-22	2016-09-19
PROCTER & GAMBLE	P	2015-08-21	2016-09-19
EXXON	P	2015-02-02	2016-09-13
SEAGATE TECHNOLOGY	P	2016-05-09	2016-08-17
GENERAL DYNAMICS	P	2016-04-15	2016-09-19

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
246,172		156,254	89,918
102,927		98,413	4,514
		25,741	-25,741
318,251		315,756	2,495
99,226		86,002	13,224
168,212		210,835	-42,623
262,752		236,647	26,105
86,067		88,741	-2,674
1,211,951		996,701	215,250
303,498		271,255	32,243

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			89,918
			4,514
			-25,741
			2,495
			13,224
			-42,623
			26,105
			-2,674
			215,250
			32,243

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e g , real estate, <b>(a)</b> 2-story brick warehouse, or common stock, 200 shs MLC Co )	<b>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
SPDR GOLD TRUST	P	2011-12-19	2016-08-31

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
632,412		799,244	-166,832

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			-166,832

**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

<b>(a)</b> Name and address	Title, and average hours per week <b>(b)</b> devoted to position	<b>(c)</b> Compensation (If not paid, enter -0-)	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	Expense account, <b>(e)</b> other allowances
JAMES ARTHUR POPE 4601 SIX FORKS RD STE 300 RALEIGH, NC 27609	CHAIRMAN 10 00	0	0	0
AMANDA J POPE 4601 SIX FORKS RD STE 300 RALEIGH, NC 27609	VP/ASST SEC/ 1 00	0	0	0
JOYCE L POPE 4601 SIX FORKS RD STE 300 RALEIGH, NC 27609	VP/SEC/TREAS 30 00	51,846	0	0
DAVID M STOVER 4601 SIX FORKS ROAD STE 300 RALEIGH, NC 27609	BOARD MEMBER 10 00	25,000	0	0
JOHN M HOOD 4601 SIX FORKS RD STE 300 RALEIGH, NC 27609	PRESIDENT 40 00	219,729	11,191	0

**TY 2016 Accounting Fees Schedule****Name:** JOHN WILLIAM POPE FOUNDATION**EIN:** 58-1691765

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
INDIRECT ACCOUNTING FEES	16,200	16,200		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2016 Gain/Loss from Sale of Other Assets Schedule

**Name:** JOHN WILLIAM POPE FOUNDATION

**EIN:** 58-1691765

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
OAK RIDGE RD, NC - LAND	2015-11	PURCHASE	2017-04		33,000	40,000		2,466	-9,466	
OAK RIDGE RD, NC - LAND	2015-11	PURCHASE	2017-06		15,000	18,000		1,359	-4,359	
NC 56 HWY EAST SALE		PURCHASE	2017-04		49,000	65,000		3,543	-17,128	2,415
121-123 CRONLY ST, NC - LAND	2015-11	PURCHASE	2017-05		25,000	71,000		2,161	-48,161	
302 N PINE ST SALE		PURCHASE	2017-01		120,000	153,800		9,803	-41,054	2,549

**TY 2016 Investments Corporate Stock Schedule****Name:** JOHN WILLIAM POPE FOUNDATION**EIN:** 58-1691765

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
CDI CORPORATION	274,238	2,957,766
WAL-MART SHARES	2,286	1,473,338
BANK OF AMERICA SHARES	333,065	800,580
BBT - PFD	250,000	256,300
CATO SHARES	2,300	5,277
DOLLAR TREE	80,379	70,340

**TY 2016 Investments - Land Schedule****Name:** JOHN WILLIAM POPE FOUNDATION**EIN:** 58-1691765

<b>Category/ Item</b>	<b>Cost/Other Basis</b>	<b>Accumulated Depreciation</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
BUILDING	2,330,901	96,424	2,234,477	2,330,901
LAND	816,190		816,190	816,190
LAND IMPROVEMENTS	3,900	2,232	1,668	3,900

**TY 2016 Investments - Other Schedule****Name:** JOHN WILLIAM POPE FOUNDATION**EIN:** 58-1691765

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
FINANCIAL ASCENT LP	AT COST	33,487,733	38,049,097
VALUE PRESERVATION	AT COST	24,577,713	24,210,146
VANGUARD	AT COST	89,182,836	100,589,636



**TY 2016 Legal Fees Schedule****Name:** JOHN WILLIAM POPE FOUNDATION**EIN:** 58-1691765

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
LEGAL	3,423	3,423		

**TY 2016 Other Expenses Schedule****Name:** JOHN WILLIAM POPE FOUNDATION**EIN:** 58-1691765**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
6171-77 SEWELLS PT RD				
INSURANCE	2,232	2,232		
PROPERTY TAX	3,602	3,602		
UTILITIES	828	828		
INVESTMENT DEPRECIATION	7,808	7,808		
205(203) N PARLER AVE				
INSURANCE	1,306	1,306		
TAXES	9,688	9,688		
INVESTMENT DEPRECIATION	3,000	3,000		
16 RIGBY ST				

**Other Expenses Schedule**

<b>Description</b>	<b>Revenue and Expenses per Books</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
INSURANCE	1,861	1,861		
MAINTENANCE	3,788	3,788		
TAXES	5,596	5,596		
INVESTMENT DEPRECIATION	6,380	6,380		
703-707 LIBERTY ST				
INSURANCE	1,491	1,491		
TAXES				
INVESTMENT DEPRECIATION	5,449	5,449		
115 LEE AVE				
INSURANCE	1,306	1,306		

**Other Expenses Schedule**

<b>Description</b>	<b>Revenue and Expenses per Books</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
MAINTENANCE	16,081	16,081		
TAXES	6,109	6,109		
INVESTMENT DEPRECIATION	4,798	4,798		
104-106 W BROAD ST				
INSURANCE	1,121	1,121		
MAINTENANCE	13,167	13,167		
TAXES	3,126	3,126		
INVESTMENT DEPRECIATION	3,649	3,649		
106 E MAIN ST				
INSURANCE	1,676	1,676		

**Other Expenses Schedule**

<b>Description</b>	<b>Revenue and Expenses per Books</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
TAXES	3,636	3,636		
INVESTMENT DEPRECIATION	6,912	6,912		
930 FRONT ST				
INSURANCE	3,662	3,662		
MAINTENANCE	2,140	2,140		
TAXES	4,443	4,443		
INVESTMENT DEPRECIATION	3,695	3,695		
115-117 E MAIN ST				
INSURANCE	751	751		
TAXES	1,763	1,763		

**Other Expenses Schedule**

<b>Description</b>	<b>Revenue and Expenses per Books</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
INVESTMENT DEPRECIATION	2,077	2,077		
112-114 N CENTER ST				
INSURANCE	1,251	1,251		
MAINTENANCE				
TAXES	1,786	1,786		
INVESTMENT DEPRECIATION	2,758	2,758		
1136 RUSSELL ST				
INSURANCE	936	936		
MAINTENANCE	389	389		
TAXES	2,946	2,946		

**Other Expenses Schedule**

<b>Description</b>	<b>Revenue and Expenses per Books</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
INVESTMENT DEPRECIATION	2,806	2,806		
323 COTTON AVE				
INSURANCE	751	751		
TAXES	1,718	1,718		
INVESTMENT DEPRECIATION	2,974	2,974		
706 BOLTON AVE				
INSURANCE	751	751		
MAINTENANCE	1,800	1,800		
TAXES	1,150	1,150		
INVESTMENT DEPRECIATION	1,641	1,641		

**Other Expenses Schedule**

<b>Description</b>	<b>Revenue and Expenses per Books</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
117 N RAILROAD ST				
INSURANCE	880	880		
MAINTENANCE	1,263	1,263		
TAXES	1,226	1,226		
INVESTMENT DEPRECIATION	1,508	1,508		
OAK RIDGE RD (2 LOTS)				
TAXES	2,709	2,709		
NC 56 HWY EAST (1 LOT)				
MAINTENANCE	600	600		
TAXES	301	301		



**Other Expenses Schedule**

<b>Description</b>	<b>Revenue and Expenses per Books</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
INVESTMENT DEPRECIATION	105	105		
305 SPRING AVE (LOT)				
TAXES	398	398		
INVESTMENT DEPRECIATION	185	185		
121-123 CRONLY ST				
TAXES	1,088	1,088		
MAINTENANCE				
302 N PINE ST				
INSURANCE				
TAXES	3,483	3,483		

**Other Expenses Schedule**

<b>Description</b>	<b>Revenue and Expenses per Books</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
INVESTMENT DEPRECIATION	1,184	1,184		
126 MARKET ST				
INSURANCE	380	380		
TAXES	1,993	1,993		
INVESTMENT DEPRECIATION	1,072	1,072		
4610 CAROLINA HWY				
INSURANCE	380	380		
MAINTENANCE	9,946	9,946		
TAXES	1,594	1,594		
INVESTMENT DEPRECIATION	1,398	1,398		

**Other Expenses Schedule**

<b>Description</b>	<b>Revenue and Expenses per Books</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
157 W MAIN ST				
INSURANCE	566	566		
MAINTENANCE	50	50		
TAXES	1,165	1,165		
INVESTMENT DEPRECIATION	1,547	1,547		
EXPENSES				
INSURANCE - LIABILITY AND D&O	7,098	1,775		5,323
UTILITIES	2,618	655		1,963
BANK CHARGES	63			63
MISCELLANEOUS	38,557			38,557

## Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT EXPENSES	471,645	471,645		

**TY 2016 Other Income Schedule****Name:** JOHN WILLIAM POPE FOUNDATION**EIN:** 58-1691765**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS	2,062		

**TY 2016 Other Professional Fees Schedule****Name:** JOHN WILLIAM POPE FOUNDATION**EIN:** 58-1691765

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
PAYROLL SERVICE FEE	702	176		526
COMPUTER				

**TY 2016 Taxes Schedule****Name:** JOHN WILLIAM POPE FOUNDATION**EIN:** 58-1691765

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
FOREIGN TAXES	10,946	10,946		
EXCISE TAX	39,818			