

Form **990-PF**

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

OMB No 1545-0052

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		A Employer identification number 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 Telephone number (see instructions) 919-861-6444
City or town, state, and ZIP code RALEIGH NC 27609		C If exemption application is pending, check here <input type="checkbox"/>
G 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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 148,158,420	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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	2,215,614			
	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				
	18 Taxes (attach schedule) (see instructions) STMT 4	151,691	147,000		4,691
	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.

Form **990-PF** (2011)

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

	(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
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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))
a				
b				-53
c				995,001
d				1,220,666
e				

2	Capital gain net income or (net capital loss) [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	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
1b 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
1c Did the foundation file Form 1120-POL for this year?		X
2 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?		
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

N/A

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?		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?		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)? **N/A** **5b**

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? **N/A** 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? **6b** Yes No **X**

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? **N/A** **7b**

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 1½% 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				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(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 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
a Paid during the year SEE ATTACHED SCHEDULE	NONE	501 C ORGS. TO FURTHER THE RECIPIENTS CHARITABLE PURPOSE		9,311,808
Total				▶ 3a 9,311,808
b Approved for future payment N/A				
Total				▶ 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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

(See worksheet in line 13 instructions to verify calculations)

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.). Rows include: 3 THE FUNDS PROVIDED BY THESE ACTIVITIES ALLOW THE ORGANIZATION TO PROMOTE ITS PURPOSE, 4 THE FUNDS PROVIDED BY THESE ACTIVITIES ALLOW THE ORGANIZATION TO PROMOTE ITS PURPOSE, 8 THE FUNDS PROVIDED BY THESE ACTIVITIES ALLOW THE ORGANIZATION TO PROMOTE ITS PURPOSE, 11B THE FUNDS PROVIDED BY THESE ACTIVITIES ALLOW THE ORGANIZATION TO PROMOTE ITS PURPOSE.

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

<p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <ul style="list-style-type: none"> (1) Cash (2) Other assets <p>b Other transactions</p> <ul style="list-style-type: none"> (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received</p>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:50%;"></td> <td style="width:25%; text-align: center;">Yes</td> <td style="width:25%; text-align: center;">No</td> </tr> <tr> <td>1a(1)</td> <td></td> <td style="text-align: center;">X</td> </tr> <tr> <td>1a(2)</td> <td></td> <td style="text-align: center;">X</td> </tr> <tr> <td>1b(1)</td> <td></td> <td style="text-align: center;">X</td> </tr> <tr> <td>1b(2)</td> <td></td> <td style="text-align: center;">X</td> </tr> <tr> <td>1b(3)</td> <td></td> <td style="text-align: center;">X</td> </tr> <tr> <td>1b(4)</td> <td></td> <td style="text-align: center;">X</td> </tr> <tr> <td>1b(5)</td> <td></td> <td style="text-align: center;">X</td> </tr> <tr> <td>1b(6)</td> <td></td> <td style="text-align: center;">X</td> </tr> <tr> <td>1c</td> <td></td> <td style="text-align: center;">X</td> </tr> </table>		Yes	No	1a(1)		X	1a(2)		X	1b(1)		X	1b(2)		X	1b(3)		X	1b(4)		X	1b(5)		X	1b(6)		X	1c		X
	Yes	No																													
1a(1)		X																													
1a(2)		X																													
1b(1)		X																													
1b(2)		X																													
1b(3)		X																													
1b(4)		X																													
1b(5)		X																													
1b(6)		X																													
1c		X																													

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Sign Here 11/9/2012 **PRESIDENT**

Signature of officer or trustee Date Title

Paid Preparer Use Only	Preparer's name DOUG DREHER Preparer's signature Date 11/08/12	PTIN P00543597 Firm's EIN 56-2344058 Phone no 919-510-9399	Check <input type="checkbox"/> if self-employed
	Firm's name GOSPODAREK & DREHER, C.P.A., P.A. Firm's address 4101 LAKE BOONE TRL STE 215 RALEIGH, NC 27607		

FY 2011-2012 Grants

Check No.	Amount	Date Written	Recipient Organization	Organization Address	City	State	Zipcode
3249	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 Ruin 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	27624
3159	10,000.00	12/8/2011	Hospice Of Wake County Foundation	250 Hospice Circle	Raleigh	NC	27607
3251	10,000.00	6/1/2012	Independent Women's Forum	35-37 N. Moore Street, #2A	New York	NY	10013
3253	50,000.00	6/1/2012	Institute For Humane Studies	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 UNCG Dept. of Political Science, P O. Box 261	Greensboro	NC	27402
3217	33,000.00	3/1/2012	Institute Of Political Leadership	c/o UNCG 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	27620
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

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 Vanderbilt Avenue	New York	NY	10017
3261	15,000.00	6/1/2012	Mercatus Center	3301 North Fairfax Drive, Suite 450	Arlington	VA	22201
3219	4,000.00	3/15/2012	NC Central University Law School	640 Nelson Street	Durham	NC	27707
3093	25,000.00	7/18/2011	NC Free Enterprise Foundation, Inc.	P.O. Box 12406	Raleigh	NC	27609
3116	25,000.00	9/28/2011	NC Free Enterprise Foundation, Inc.	P.O. Box 12406	Raleigh	NC	27609
3162	25,000.00	12/8/2011	NC Free Enterprise Foundation, Inc.	P O Box 12406	Raleigh	NC	27609
3215	25,000.00	3/1/2012	NC Free Enterprise Foundation, Inc.	P O. Box 12406	Raleigh	NC	27609
3263	25,000.00	6/1/2012	NC Free Enterprise Foundation, Inc.	P O Box 12406	Raleigh	NC	27609
3166	5,000.00	12/8/2011	NC Youth Legislative Assembly Administration	1319 Mail Service Center	Raleigh	NC	27609
3167	2,500.00	12/8/2011	Neuse Christian Academy	7600 Falls of Neuse Road	Raleigh	NC	27699
3262	100,000.00	6/1/2012	North Carolina Family Policy Council	PO Box 20607	Raleigh	NC	27615
3087	50,000.00	7/1/2011	North Carolina Institute For Constitutional Law	414 Fayetteville St., Ste. G	Raleigh	NC	27619
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 Street, Suite 100	Raleigh	NC	27601
3265	140,000.00	6/1/2012	North Carolina State University	NCSU Campus Box 8101	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	Ocooneechee Council Boy Scouts Of America	PO Box 41229	Raleigh	NC	27629
3169	10,000.00	12/8/2011	Ocooneechee Council Boy Scouts Of America	PO Box 41229	Raleigh	NC	27629
3266	10,000.00	6/1/2012	Pacific Research Institute	One Embarcadero Center, Suite 350	Raleigh	NC	27629
3170	5,000.00	12/8/2011	Performance Edge	1408 Dixie Trail	San Francisco	CA	94111
3267	25,000.00	6/1/2012	Philanthropy Roundtable, The	1150 17th Street, NW Suite 503	Raleigh	NC	27607
wire	45,233.33	7/1/2011	Pope Center For Higher Education	333 E. Six Forks Road, Suite 150	Washington	DC	20036
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

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 Analysis Dr., Suite A	Bozeman	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 Williamsborough 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	Arlington	VA	22201
3181	25,000.00	12/8/2011	StepUp Ministries	1701 Oberlin Rd	Raleigh	NC	27608
3274	50,000.00	6/1/2012	UNC CH Arts & Sciences Foundation	UNC College of Arts & Sciences, Box 3100	Chapel Hill	NC	27599-3100
3272	30,000.00	6/1/2012	UNC CH School Of Government	UNC Campus Box 3330, Knapp-Sanders Building	Chapel Hill	NC	27599-3330
3183	10,000.00	12/8/2011	United Way Of Vance County	212 Dabney 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 26476	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 Presbybertian Church	1704 Oberlin Rd	Raleigh	NC	27608

Total 9,311,808

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	<u>472,123</u>	<u>434,519</u>	<u>0</u>	<u>37,604</u>

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	\$ 8,291,856
BANK OF AMERICA SHARES	69,385	69,385	MARKET	139,060
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	\$ 21,848,393
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	\$ 127,583,488		\$ 134,602,018

Statement 8 - Form 990-PF, Part VII-A, Line 12 - Distribution Information**Description**

DONORSTRUST WAS ESTABLISHED AS A 501(C)(3) 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 UNDERGIRD AMERICA'S FOUNDING PRINCIPLES.

Federal Statements

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

Federal Statements

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

REQUEST FOR GRANT WITH REASONS FOR NEED

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

BY JANUARY 1ST OF EACH YEAR

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

NO FORMAL RESTRICTIONS

FY 2011-2012 Grants

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	Asheville School, The	360 Asheville School Road	Asheville	NC	28806
3146	50,000.00	12/8/2011	Asheville School, The	360 Asheville School Road	Asheville	NC	28806
3236	50,000.00	6/1/2012	Atlas Economic Research Foundation	1201 L St NW	Washington	DC	20005
3147	10,000.00	12/8/2011	Barium Springs Home For Children	Post Office Box 1	Barium Springs	NC	28677
3237	25,000.00	6/1/2012	Bill Of Rights	200 North Glebe Road, Ste 200	Arlington	VA	22203
3148	10,000.00	12/8/2011	Blessed Sacrament School	515 Hillcrest Ave	Burlington	NC	27215
3216	300,000.00	3/1/2012	Campbell University Law School	225 Hillsborough St, Suite 401	Raleigh	NC	27603
3198	22,500.00	12/16/2011	Cape Cod Healthcare Foundation	Post Office Box 370	Hyannis	MA	02601
3238	10,000.00	6/1/2012	Capital Research Center	1513 16th Street, NW	Washington	DC	20036
3149	10,000.00	12/8/2011	Capitol Commission	P O. Box 63118	Charlotte	NC	28263-3118
3150	25,000.00	12/8/2011	Carolina Ballet	3401-131 Atlantic Ave	Raleigh	NC	27604
3285	10,000.00	6/28/2012	Cato Institute	1000 Massachusetts Ave., N W.	Washington	DC	20001
3240	5,000.00	6/1/2012	Center For Equal Opportunity	7700 Leesburg Pike, Suite 231	Falls Church	VA	22043
3182	1,000.00	12/8/2011	Center Foundation, The	220 North Jackson Street	Media	PA	19063
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
3239	25,000.00	6/1/2012	Clemson University Foundation	Clemson University, 325 Sirmne Hall - Box 341310	Clemson	SC	29634-1310
3242	10,000.00	6/1/2012	Competitive Enterprise Institute	1899 L St NW, 12th Floor	Washington	DC	20036
3151	5,000.00	12/8/2011	Disabilities Education Support Center	118 S Person Street	Raleigh	NC	27601
3248	85,000.00	6/1/2012	Donors Trust	109 North Henry Street	Alexandria	VA	22314
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	Duke University Box 90097	Durham	NC	27708
3273	1,000,000.00	6/1/2012	Educational Foundation, The	P O Box 2446	Chapel Hill	NC	27515
3244	50,000.00	6/1/2012	Elon University	Elon University	Elon	NC	27244
3245	25,000.00	6/1/2012	Family Research Council	801 G Street, NW	Washington	DC	20001
3246	50,000.00	6/1/2012	Federalist Society, The	1015 18th Street, NW, Suite 425	Washington	DC	20036
3152	5,000.00	12/8/2011	Food Bank Of Central & Eastern NC	3808 Tarheel Dr	Raleigh	NC	27609
3247	1,000.00	6/1/2012	Foundation For Economic Education, The	30 S. Broadway	Irvington-Hudson	NY	10533
3114	5,000.00	9/21/2011	Foundation For Ethics In Public Service	333 Fayetteville St., Suite 506	Raleigh	NC	27601
3153	25,000.00	12/8/2011	Full Gospel Tabernacle	5005 Willow Oak Drive	Lumberton	NC	28358
3257	35,000.00	6/1/2012	Fund for American Studies, The	1706 New Hampshire Ave NW	Washington	DC	20009
3258	10,000.00	6/1/2012	George Mason University Foundation	GMU School of Law 3301 Fairfax Dr	Washington	VA	22201
3154	5,000.00	12/8/2011	Godwin Presbyterian Church	P O. Box 116	Godwin	NC	28344
3155	10,000.00	12/8/2011	H. Leslie Perry Memorial Library, Inc.	205 Breckenrdge St	Henderson	NC	27536
3156	10,000.00	12/8/2011	Habitat For Humanity - Wake County	2420 Raleigh Blvd	Raleigh	NC	27604