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

**2009**

Department of the Treasury  
 Internal Revenue Service (77)

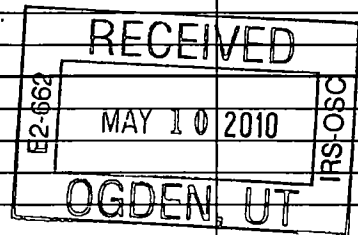
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>THE JOHN W. POPE FOUNDATION</b>		A Employer identification number <b>36-3717266</b>
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number <b>(312)819-4060</b>
	180 NORTH STETSON AVENUE CHICAGO, IL 60601		1940
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			C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation . . . <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>481,829.</b> (Part I, column (d) must be on cash basis.)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> 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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		6,958.	6,958.		STATEMENT 1
4 Dividends and interest from securities		3,130.	3,130.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		48,307.			
b Gross sales price for all assets on line 6a		131,161.			
7 Capital gain net income (from Part IV, line 2)			48,307.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11		58,395.	58,395.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		1,763.	963.		800.
b Accounting fees					
c Other professional fees STMT 4		3,557.	3,557.		0.
17 Interest					
18 Taxes STMT 5		-105.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		45.	45.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		5,260.	4,565.		800.
25 Contributions, gifts, grants paid		20,500.			20,500.
26 Total expenses and disbursements. Add lines 24 and 25		25,760.	4,565.		21,300.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		32,635.			
b Net investment income (if negative, enter -0-)			53,830.		
c Adjusted net income (if negative, enter -0-)				N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		146,043.	20,292.	20,292.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 7		64,831.	49,831.	50,951.
	b	Investments - corporate stock STMT 8		94,652.	252,520.	279,675.
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment: basis					
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other STMT 9		114,000.	129,518.	130,911.	
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation					
15	Other assets (describe)					
16	<b>Total assets (to be completed by all filers)</b>		<b>419,526.</b>	<b>452,161.</b>	<b>481,829.</b>	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe)				
23	<b>Total liabilities (add lines 17 through 22)</b>		<b>0.</b>	<b>0.</b>		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		419,526.	452,161.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		0.	0.		
30	<b>Total net assets or fund balances</b>		<b>419,526.</b>	<b>452,161.</b>		
31	<b>Total liabilities and net assets/fund balances</b>		<b>419,526.</b>	<b>452,161.</b>		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	419,526.
2	Enter amount from Part I, line 27a	2	32,635.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	452,161.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	452,161.

**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					
b SEE ATTACHED STATEMENT					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	131,161.	82,854.	48,307.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e			48,307.		
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	48,307.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8				3	N/A

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

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

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

Was the 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))
2008	800.	468,952.	.001706
2007	12,800.	484,545.	.026417
2006	24,800.	472,268.	.052513
2005	24,750.	479,925.	.051571
2004	26,512.	497,908.	.053247
2 Total of line 1, column (d)			2 .185454
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 .037091
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 450,086.
5 Multiply line 4 by line 3			5 16,694.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 538.
7 Add lines 5 and 6			7 17,232.
8 Enter qualifying distributions from Part XII, line 4			8 21,300.

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)

Table with 11 rows for excise tax calculations. Line 1: 538. Line 2: 0. Line 3: 538. Line 4: 0. Line 5: 538. Line 6a: 144. Line 7: 144. Line 9: 394. Line 11: Refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns: Question, Yes, No. Row 1a: No. Row 1b: No. Row 1c: No. Row 2: No. Row 3: No. Row 4a: No. Row 4b: No. Row 5: No. Row 6: Yes. Row 7: Yes. Row 8b: No. Row 9: No. Row 10: 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)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ CHARLES F. MOLES Telephone no. ▶ (312) 819-4060 Located at ▶ 180 NORTH STETSON AVENUE, SUITE 1940, CHICAGO, IL ZIP+4 ▶ 60601			
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 N/A			

**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 checked="" type="checkbox"/> Yes <input 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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 2009?	1c	X
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
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. ▶		
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 2009 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 2009.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  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  N/A

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). N/A

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. X

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.

(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
SABINA W. SULLIVAN 53 W. JACKSON BOULEVARD, SUITE 1202 CHICAGO, IL INOIS 6060	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
MOLLY ROAMER 53 W. JACKSON BOULEVARD, SUITE 1202 CHICAGO, IL INOIS 6060	SECRETARY/DIRECTOR 0.00	0.	0.	0.
JOHN A. SHEA 53 W. JACKSON BOULEVARD, SUITE 1202 CHICAGO, IL INOIS 6060	TREASURER/DIRECTOR 0.00	0.	0.	0.

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

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

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

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

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

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

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

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.

**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	332,212.
b	Average of monthly cash balances	1b	124,728.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	456,940.
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	456,940.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,854.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	450,086.
6	Minimum investment return. Enter 5% of line 5	6	22,504.

**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	22,504.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	538.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	538.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	21,966.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	21,966.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	21,966.

**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	21,300.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	21,300.
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	5	538.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	20,762.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				21,966.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			20,386.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 21,300.				
a Applied to 2008, but not more than line 2a			20,386.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				914.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				21,052.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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)

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here  if the 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:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**Part XV** Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 10				
<b>Total</b>			▶ 3a	20,500.
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 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; 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).



MAR 10 2009

a contribution of \$ 1,700.00 was received from  
John W. Pope Foundation on  
3 / 4 / 09. MREA provided no  
goods or services in consideration, in whole or in  
part, for your contribution. to the extent pro-  
vided by law, this gift is tax deductible. MREA is a  
tax-exempt, nonprofit organization under  
Section 501(c)3 of the Internal Revenue Code.

*for helping us  
build a brighter  
future.*

*Thank you!*



*love,*

*mrea staff and  
board*



6930 Carroll Avenue, Suite 400

Takoma Park, MD 20912

AUG 1 2009

Tel: 301.270.2209

July 22, 2009

Fax: 301.270.4000

www.beyondnuclear.org

**Staff**

Cindy Folkers  
Linda Gunter  
Paul Gunter  
Kevin Kamps

John A. Shea, Treasurer  
John W. Pope Foundation  
53 W. Jackson Boulevard  
Chicago, IL 60604

**Board of Directors**

Robert Backus, Esq.  
Kay Drey  
Lou Friedman  
Karl Grossman  
Judith Johnsrud, Ph.D.

Dear Mr. Shea

Thank you so much for the recent and very generous gift from the John W. Pope Foundation. In these difficult financial times we especially appreciate this generosity.

**Launch Partners**

Ed Asner  
Ed Begley  
Christie Brinkley  
Helen Caldicott  
Susan Clark  
David Cortright  
James Cromwell  
Julie Enszer  
Judi Friedman  
Keith Gunter  
Joan MacIntosh  
John McEnroe  
Friedrike Merck  
Bonnie Raitt  
Susan Sarandon  
Marilyn Strong  
Steven Strong  
Gretchen Wyler  
(1932-2007)

I enclose, as requested, our IRS tax exemption letter and a copy of our audit. We do not have an Annual Report as such so I am also enclosing our most recent 990 along with the first two editions of our new newsletter, The Thunderbird.

As we head into what promises to be a busy mid-summer, we are working to ensure that funding for new nuclear power plants stays out of Senate climate change legislation. In addition, we continue to debunk the false notions that France is a nuclear success; and to draw attention to the security risks posed not only by new reactors but the 104 currently operating ones. Our work has led directly to the uncovering of serious safety flaws at the Oyster Creek reactor in New Jersey as well as the cover-ups of radioactive leaks and spills at the Braidwood and Dresden reactors near Chicago. Although largely ignored by the press, we continue to work with these two Illinois communities in an effort to bring media exposure to the extraordinary level of collusion between Exelon and the federal agencies assigned to protect public safety.

Finally, we have just this week launched a whole new look to our Web site which we feel is much improved and includes a comprehensive on-line library of fact sheet and reference documents needed by the public in their efforts to shut down nuclear power, prevent its expansion and drive toward a nuclear weapons-free world as well.

Sincerely,

Linda Gunter  
Director of Media and Development

P.S. Please retain this letter as a receipt for your tax-deductible contribution of \$1,700. Beyond Nuclear operates under the 501 (c) (3) status of NPRI. The NPRI tax identification number is 91-2170071. We confirm that no goods or services were given in exchange for this donation.

*P.S. To save paper, rather than print our long 990, you can find it on the website - www.Guidestar.org - under Nuclear Policy Research Institute.*

MAR 13 2009

The Peace Education Project of  
**Peace Action**   
W I S C O N S I N

1001 E. Keefe Ave., Milwaukee, WI 53212-1710  
phone: (414) 964-5158 • www.PeaceActionWi.org • Info@PeaceActionWi.org

March 10, 2009

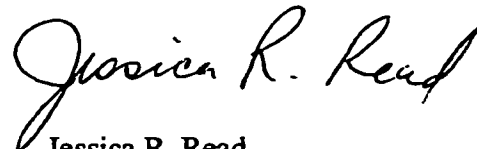
John A. Shea, Treasurer  
John W. Pope Foundation  
53 W. Jackson Blvd., Suite #1202  
Chicago IL 60604-3701

Dear Mr. Shea,

Thank you so much for the most generous donation of \$2,600.00 to the work of the Peace Education Project of Peace Action Wisconsin. The check #225 was dated February 10, 2009.

The Peace Education Project of Peace Action Wisconsin is dedicated to providing education to the public on the brutal realities of the current wars in Iraq and Afghanistan, on the need for nuclear weapons abolition, on Middle East peace resolution, and the need to transfer money from militarism to funding human needs. We are very grateful for the ongoing support from your foundation.

Sincerely,



Jessica R. Read  
Office Manager

Encl.: IRS tax exemption letter, Audit of 2007 financial statements, and 2008 Annual report.

*The Peace Education Project of Peace Action Wisconsin is a 501(c)(3) nonprofit organization.*

*Your contribution is tax-deductible to the extent allowed by law.*

*No goods or services were provided in exchange for your generous financial donation.*





MAR 2 2009

Pioneering solutions that help people and predators coexist

104 East Main, Suite 307  
PO Box 6733, Bozeman MT 59771  
Phone: (406) 587-3389 | Fax: (406) 587-3178  
[www.keystoneconservation.us](http://www.keystoneconservation.us)

February 26, 2009

John A. Shea  
Treasurer  
John W. Pope Foundation  
53 West Jackson Blvd.  
Chicago, IL 60604

Dear Mr. Shea,

On behalf of the staff and board of Keystone Conservation, I would like to thank you and The John W. Pope Foundation for your \$3,400.00 grant to Keystone.

I have enclosed Keystone's IRS tax-exemption letter, our 2006-2007 Annual Report and the 2007-2008 Audited Financials, per your request. Our 2007-2008 Annual Report is currently in the process of being printed, and we will send it to you as soon as it is available.

Your grant is appreciated and will help Keystone further its mission to conserve and protect wild predators and their habitat and promote coexistence between people and predators in the Northern Rockies.

Thank you so much again -- your support of our programs is greatly valued!

For the Wild:

Shari Sutherland  
Membership Director

P.S. Keystone Conservation is a registered 501(c)(3) nonprofit organization and no goods or services were received in return for this gift.



P.D. Box 907  
 Bozeman, MT 59711-0907 FEB 28 2009  
 (406) 585-7188 T  
 (406) 585-7188 F

February 24, 2009

John A. Shea  
 John W. Pope Foundation  
 53 West Jackson Boulevard  
 Suite 1202  
 Chicago, IL 60604-3701

Dear Mr. Shea,

Please accept our thanks for the John W. Pope Foundation's generous support for the work of Red Feather Development Group with your recent contribution of \$3,400.00, received February 24, 2009. Truly, our vision of decent sustainable housing for Native American communities and families would be impossible without the friendships of foundations, corporations and individuals who have supported our work.

This month, our crew is presenting the elements of our program to a newly elected tribal council at the Northern Cheyenne reservation. We are meeting regularly with our tribal partners on the reservation, shaping our projects for the upcoming summer. None of our applicant families has completed the permitting process, meaning that we will not be able to build a new home at Northern Cheyenne this season. However, in work sessions with our advisory council, we are identifying renovation projects that will lend themselves particularly well to training tribal members in construction techniques, and will be tackling those in June. At Hopi, we are deep into the details of planning the home for the family for whom we will build in September. As we move ahead with the tribal group taking a greater leadership role in the build this season, we are identifying tribal members who will be able to shadow our construction program director through all the stages of planning and scoping the job, ordering materials, overseeing the ground work, all the myriad of details that go into a home construction project. We are anticipating that our Community Development Associate and Hopi tribal members will be traveling to a community development institute in Phoenix in May, where they will take several courses directed toward their development of an independent and sustainable housing organization.

As ever, we thank you for your commitment, thoughtfulness, and generosity. You are the mortar that holds our program together, ever advancing its work of decent sustainable affordable housing for tribal families and of self-sufficient tribal housing groups able to adapt the Red Feather program to their unique cultures and communities. As requested, we have enclosed our most recent IRS correspondence, our 2007 Annual Report and 2007 financial statement. Our accountants are currently finalizing the 2008 audit, and I should be able to send you that audit report next week. Please let me know if you have any questions. Best wishes from us all.

Sincerely yours,

Betsy de Leiris  
 Associate Development Director/ Member Co-Ordinator

*Red Feather Development Group acknowledges that no goods or services were provided in exchange for your contribution. Red Feather Development Group is an exempt organization under the provisions of §501(c)(3) of the Internal Revenue Code. Donations are deductible to the extent provided by the Internal Revenue Code.*

**RACHEL CARSON COUNCIL, INC.**

An Association for the Integrity of the Environment

MAY 1 2009

*Rachel Carson*Photograph by Erich Hartmann,  
Magnum Photos

April 29, 2009

**Officers:**

Dr. Diana Post,  
President  
Martha Hayne Talbot,  
Vice President  
Richard J. Mandel,  
Treasurer  
Munro Meyersburg,  
Secretary

Sabrina Pope Sullivan  
John A. Shea  
The John W. Pope Foundation  
53 W. Jackson Blvd., Ste # 1202  
Chicago, IL 60604-3701

Dear Ms. Sullivan and Mr. Shea,

**Advisory Committee:**

Dr. David Pimentel\*  
David B. McGrath\*  
Dr. Samuel Epstein\*  
\*President Emeritus  
Dr. David J. McGarvey  
Dr. Janette Sherman  
Dr. A. Hale Vandermer

Thank you for your generous donation of \$1,700.00 to the Rachel Carson Council, Inc. on February 10, 2009.

We are now in our 44th year, and our mission remains that of advancing the ideals and efforts of Rachel Carson—working toward her vision of a healthy and diverse environment.

**Board of Directors:**

Mitch Baker  
Charlene Brotman  
Dr. Theo Colborn  
Mary S. Cooper  
Robert Aubry Davis  
Marilyn Fioravanti, RN  
Ruth H. Fisher  
Clifford C. Hall  
Ellen Harvey Kelly  
John H. More, Esq.  
Susan B. Peterson  
Dr. Tjaart Schillhorn van Veen  
Barbara M. Skinner  
Dr. Robert A. Whitney, Jr.  
Claudia Joy Wingo, RN, DMH

The interest, concern, and support of individuals remains crucial to our success and enable us to continue to serve the public without charge by providing data on chemical pesticides, alternative methods of pest management, and information about Rachel Carson. We hope you will continue to think of RCC and to share in this endeavor through financial support.

This letter is your receipt for tax purposes. The Council is incorporated in the District of Columbia and has been granted Federal Tax Exemption status under Section 501(c)(3) of the Internal Revenue Code. All contributions are tax deductible by donors. Our Federal Identification Number is 52-6072960.

Once again, thank you for your support. Should we be able to assist you, please don't hesitate to contact us.

**Liaison to the Council:**

Dr. Aaron Blair

Sincerely,

Dr. Diana Post  
President



MAR 16 2009

*Sophia House*  
3971 S. 92<sup>nd</sup> Street, Milwaukee, WI 53228  
Ph 414-328-1014 [trzil@core.com](mailto:trzil@core.com)



March 11, 2009

John Shea, Treasurer  
John W. Pope Foundation  
53 W. Jackson Blvd., Ste. 1202  
Chicago, IL 60604

Dear Mr. Shea,

Sophia House has received the donation from the John W. Pope Foundation in the amount of \$900. This is given as a gift. There are no goods or services rendered to the donor in exchange for the above amount.

Enclosed you will find our most recent IRS tax exemption letter and our end of the year Financials as requested. We do not publish an annual report or have our accounts audited.

If you are in need of additional information, please do not hesitate to contact us.

Thank you for your kindness and your partnership over the years.

Sincerely,

A handwritten signature in cursive script that reads "Rose Ann Trzil". The signature is written in black ink and is positioned above the printed name and title.

Rose Ann Trzil, SSSF  
Executive Director

THE JOHN W. POPE FOUNDATION

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 U.S. TREASURY NOTE 4.87%, DUE 05-15-09 \$15,000	P	07/19/07	05/15/09
b ADVANCE AUTO PARTS INC 225 SHARES	P	03/10/05	11/18/09
c LINEAR TECHNOLOGY CORP 412 SHARES	P	07/02/98	11/18/09
d MEDTRONIC INC 297 SHARES	P	11/18/96	11/18/09
e SYSCO CORP 475 SHARES	P	08/15/02	11/18/09
f AEROPOSTALE 160 SHARES	P	03/10/05	11/24/09
g ABBOTT LABORATORIES 275 SHARES	P	11/18/96	11/24/09
h COACH INC 110 SHARES	P	03/10/05	11/24/09
i COLGATE PALMOLIVE CO 150 SHARES	P	11/18/96	11/24/09
j LINCARE HOLDINGS INC 220 SHARES	P	08/16/02	11/24/09
k PRICE T ROWE GROUP INC 180 SHARES	P	11/18/96	11/24/09
l PAYCHEX INC 190 SHARES	P	08/20/02	11/24/09
m RESMED INC 240 SHARES	P	08/16/02	11/24/09
n			
o			

(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 15,000.		15,000.	0.
b 9,125.		7,615.	1,510.
c 11,272.		6,449.	4,823.
d 11,797.		5,131.	6,666.
e 12,957.		13,945.	-988.
f 4,937.		3,620.	1,317.
g 14,923.		6,973.	7,950.
h 3,828.		3,189.	639.
i 12,666.		3,593.	9,073.
j 7,825.		7,252.	573.
k 8,809.		1,624.	7,185.
l 5,950.		4,512.	1,438.
m 12,072.		3,951.	8,121.
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			0.
b			1,510.
c			4,823.
d			6,666.
e			-988.
f			1,317.
g			7,950.
h			639.
i			9,073.
j			573.
k			7,185.
l			1,438.
m			8,121.
n			
o			

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	48,307.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

**THE JOHN W. POPE FOUNDATION**

**EIN: 36-3717266**

**JANUARY 1, 2009 - DECEMBER 31, 2009**

**SCHEDULE OF INFORMATION FOR FORM 990-PF**

**PART I - LINE 16(a)**

Legal fees:

Ashcraft & Ashcraft, Ltd.

For Preparation of State and Federal

Compliance Returns and Corporate Matters

1,763.18

**PART I - LINE 16(c)**

Other Professional Fees:

John A. Shea Investment Advisor

Investment Counsel

4,375.45

**PART I - LINE 18**

U.S. Treasury - 2008 Estimated tax

131.00

U.S. Treasury - 2008 Estimated tax refund

-131.00

U.S. Treasury - 2008 Excise tax refund

-105.00

-105.00

**PART I - LINE 23**

Check Fee

10.00

Filing Fees - State of Illinois

15.00

Bond Redemption Fee

20.00

45.00

**PART VII B - LINE 1(a)(4)**

During 2009, the Foundation paid \$1,763.18 to Ashcraft & Ashcraft, Ltd. for legal services.

Charles F. Moles is a principal of Ashcraft &

Ashcraft, Ltd. and formerly was a Director and

Secretary of the Foundation. The payment is specifically

excepted from the prohibition of self-dealing by

Regulation §53.4941(d)(3)(c) - Example No. 1

During 2009, the Foundation paid \$3,557.62 to John A.

Shea Investment Advisor. John A. Shea is a principal

of John A. Shea Investment Advisor and is the

Treasurer of the Foundation. The payment is specifically

excepted from the prohibition of self-dealing by

Regulation §53.4941(d)(3)(c) - Example No. 2

THE JOHN W. POPE FOUNDATION

EIN: 36-3717266

JANUARY 1, 2009 - DECEMBER 31, 2009

SCHEDULE OF INFORMATION FOR FORM 990-PF

ASSET LIST

PART II - BALANCE SHEETS

<u>Quantity</u>	<u>Security</u>	<u>Total Cost</u>
<b>Current Assets</b>		
	CASH ACCOUNT TRUST PREMIUM RESERVE MONEY M	\$ 20,291.95
		\$ 20,291.95
<b>Fixed Assets</b>		
	ATLANTIC COAST FED WAYCROSS GA C/D FDIC IN	\$ 24,000.00
	BEACH CMNTY BK FT WALTON BEACH FLA C/D FDI	\$ 90,000.00
	GIBRALTAR PRIVATE BK & TR FLA C/D FDIC INS	\$ 15,517.50
	FEDERAL NATIONAL MTG ASSN 3.875% Due 02-15-10	\$ 49,831.25
	APACHE CORP	\$ 6,711.15
	EOG RES INC	\$ 6,940.99
	OCCIDENTAL PETE CORP	\$ 6,443.43
	ECOLAB INC	\$ 6,727.00
	PRAXAIR INC	\$ 6,652.33
	PRECISION CASTPARTS CORP	\$ 6,372.67
	FLOWSERVE CORP	\$ 7,121.15
	FASTENAL CO	\$ 6,862.32
	KNIGHT TRANSPORTATION INC	\$ 6,799.38
	COACH INC	\$ 5,507.89
	DEVRY INC-DEL	\$ 6,522.38
	K12 INC	\$ 6,723.44
	KOHL'S CORP	\$ 6,401.59
	AEROPOSTALE	\$ 4,863.74
	BED BATH & BEYOND INC	\$ 6,687.70
	TJX COMPANIES INC NEW	\$ 6,456.06
	COLGATE PALMOLIVE CO	\$ 1,987.85
	ALBERTO CULVER CO NEW	\$ 6,703.24
	RESMED INC	\$ 2,140.01
	EXPRESS SCRIPTS INC COMMON	\$ 6,845.28
	LINCARE HOLDINGS INC	\$ 6,065.68
	CELGENE CORP	\$ 6,641.85
	GILEAD SCIENCES INC	\$ 6,467.98
	INTERCONTINENTALEXCHANGE INC	\$ 6,423.65
	JPMORGAN CHASE & CO FORMERLY J P MORGAN CH	\$ 6,688.23
	CHARLES SCHWAB CORP NEW	\$ 6,753.91
	MORGAN STANLEY	\$ 6,752.86
	PRICE T ROWE GROUP INC	\$ 1,245.28
	J2 GLOBAL COMMUNICATIONS INC COM NEW	\$ 6,684.28
	ALLIANCE DATA SYSTEM CORP	\$ 6,703.81
	FISERV INC	\$ 6,564.00
	GLOBAL PAYMENTS INC	\$ 6,611.00
	IRON MOUNTAIN INC	\$ 6,735.02
	PAYCHEX INC	\$ 4,987.46
	MCAFEE INC	\$ 6,698.14
	ULTIMATE SOFTWARE GROUP INC	\$ 6,594.12
	APPLE INC	\$ 6,043.88
	EMC CORP-MASS	\$ 6,675.98
	ZEBRA TECHNOLOGIES CORP-CL A	\$ 6,580.39
	VISA INC CL A COMMON STOCK	\$ 6,649.98
	***VISTAPRINT NV US LISTED	\$ 6,473.15
		\$ 431,869.00
<b>Total Assets</b>		\$ 452,160.95
<b>Liabilities &amp; Equity</b>		
	Invested Capital	\$ 193,681.55
	Retained Earnings	\$ 225,844.27
	Net Income	\$ 32,635.13

**THE JOHN W. POPE FOUNDATION**

**EIN: 36-3717266**

**JANUARY 1, 2009 - DECEMBER 31, 2009**

**SCHEDULE OF INFORMATION FOR FORM 990-PF**

**PART X - LINES 1(a), (b) & (d)**

	<b>Cash</b>	<b>Securities</b>	<b>Total</b>
22-Jan-09	\$146,056.20	\$306,848.23	\$452,904.43
26-Feb-09	\$133,362.22	\$301,944.54	\$435,306.76
26-Mar-09	\$127,445.66	\$308,008.49	\$435,454.15
23-Apr-09	\$127,635.03	\$314,323.83	\$441,958.86
28-May-09	\$128,408.34	\$317,728.72	\$446,137.06
25-Jun-09	\$127,713.21	\$322,049.83	\$449,763.04
23-Jul-09	\$126,658.90	\$329,701.87	\$456,360.77
27-Aug-09	\$128,650.13	\$335,630.54	\$464,280.67
24-Sep-09	\$127,901.98	\$339,102.65	\$467,004.63
22-Oct-09	\$128,147.36	\$346,140.76	\$474,288.12
26-Nov-09	\$174,602.69	\$301,508.19	\$476,110.88
24-Dec-09	\$20,151.14	\$463,554.31	\$483,705.45
<b>AVERAGE</b>	<b><u>\$124,727.74</u></b>	<b><u>\$332,211.83</u></b>	<b><u>\$456,939.57</u></b>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
PERSHING/IMS CERTIFICATES OF DEPOSIT	3,881.
PERSHING/IMS U.S. AGENCY	1,938.
PERSHING/IMS U.S. OBLIGATIONS	366.
WILLIAM BLAIR #452-26883-18	773.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	6,958.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FEDERATED CAPITAL RESERVES	314.	0.	314.
PERSHING/IMS	2,624.	0.	2,624.
WILLIAM BLAIR #452-26833-18	173.	0.	173.
WILLIAM BLAIR #452-26833-18 (MM)	19.	0.	19.
TOTAL TO FM 990-PF, PART I, LN 4	3,130.	0.	3,130.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ASHCRAFT & ASHCRAFT, LTD	1,763.	963.		800.
TO FM 990-PF, PG 1, LN 16A	1,763.	963.		800.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JOHN A. SHEA, INVESTMENT ADVISOR-INVESTMENT MANAGEMENT FEE	3,375.	3,375.		0.
WILLIAM BLAIR & CO.	182.	182.		0.
TO FORM 990-PF, PG 1, LN 16C	3,557.	3,557.		0.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
U.S. TREASURY 2008 ESTIMATED TAX	131.	0.		0.
REFUND U.S. TREASURY 2008 EXCISE TAX	-105.	0.		0.
REFUND U.S. TREASURY 2008 ESTIMATED TAX	-131.	0.		0.
TO FORM 990-PF, PG 1, LN 18	-105.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ILLINOIS CHARITY BUREAU BOND REDEMPTION FEE	15.	15.		0.
CHECK FEE	20.	20.		0.
TO FORM 990-PF, PG 1, LN 23	45.	45.		0.

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**FORM 990-PF                      U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS                      STATEMENT      7**


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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT OBLIGATIONS	X		49,831.	50,951.
TOTAL U.S. GOVERNMENT OBLIGATIONS			49,831.	50,951.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			49,831.	50,951.

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**FORM 990-PF                                      CORPORATE STOCK                                      STATEMENT      8**


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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	252,520.	279,675.
TOTAL TO FORM 990-PF, PART II, LINE 10B	252,520.	279,675.

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**FORM 990-PF                                      OTHER INVESTMENTS                                      STATEMENT      9**


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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CERTIFICATES OF DEPOSIT	COST	129,518.	130,911.
TOTAL TO FORM 990-PF, PART II, LINE 13		129,518.	130,911.

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FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
LAND STEWARDSHIP PROJECT 2200 4TH STREET WHITE BEAR LAKE MN, 55110	NONE GENERAL PURPOSES	OTHER PUBLIC CHARITY	3,400.
MICHAEL FIELDS AGRICULTURAL INST. W2493 CNTY. RD. EAST, EAST TROY WI 53120	NONE GENERAL PURPOSES	OTHER PUBLIC CHARITY	1,700.
MIDWEST RENEWABLE ENERGY 7558 DEER ROAD, CUSTER, WI 54423	NONE GENERAL PURPOSES	OTHER PUBLIC CHARITY	1,700.
NUCLEAR POLICY RESEARCH INSTITUTE 3520 WILSHIRE #1400 LOS ANGELES, CA 90010	NONE GENERAL PURPOSES	OTHER PUBLIC CHARITY	1,700.
PEACE EDUCATION PROJECT 1001 E. KEEFE AVE. MILWAUDEE, WI 53212	NONE GENERAL PURPOSES	OTHER PUBLIC CHARITY	2,600.
KEYSTONE CONSERVATION (PREDATOR PROJECT) PO BOX 6733 BOZEMAN, MT 59771	NONE GENERAL PURPOSES	OTHER PUBLIC CHARITY	3,400.
RACHEL CARSON COUNCIL, INC. 8940 JONES MILL RD. CHEVY CHASE, MD 20815	NONE GENERAL PURPOSES	OTHER PUBLIC CHARITY	1,700.
RED FEATHER DEVELOPMENT GROUP P.O. BOX 52652 BELLVUE, WA 98015	NONE GENERAL PURPOSES	OTHER PUBLIC CHARITY	3,400.

THE JOHN W. POPE FOUNDATION

36-3717266

SOPHIA HOUSE 3971 SOUTH 92ND  
STREET MILWAUKEE, WI 53228

NONE  
GENERAL PURPOSES

OTHER 900.  
PUBLIC  
CHARITY

TOTAL TO FORM 990-PF, PART XV, LINE 3A

20,500.