



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

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.

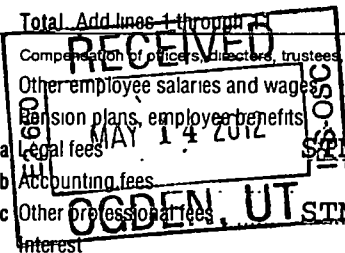
For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE JOHN W. POPE FOUNDATION		A Employer identification number 36-3717266
Number and street (or P O box number if mail is not delivered to street address) 180 NORTH STETSON AVENUE	Room/suite 1940	B Telephone number (312)819-4060
City or town, state, and ZIP code CHICAGO, IL 60601		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) \$ 487,470.	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"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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))			N/A	
Revenue				
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	2,661.	2,661.		STATEMENT 1
4 Dividends and interest from securities	1,551.	1,551.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	17,508.			
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		17,508.		
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	21,720.	21,720.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees	2,503.	1,503.		1,000.
b Accounting fees				
c Other professional fees	4,657.	4,657.		0.
17 Interest				
18 Taxes	-501.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	25.	25.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	6,684.	6,185.		1,000.
25 Contributions, gifts, grants paid	25,000.			25,000.
26 Total expenses and disbursements. Add lines 24 and 25	31,684.	6,185.		26,000.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-9,964.			
b Net investment income (if negative, enter -0-)		15,535.		
c Adjusted net income (if negative, enter -0-)			N/A	

MAY 23 2012



10

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			22.	22.
	2	Savings and temporary cash investments		18,028.	40,399.	40,399.
	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		135,150.	135,150.	136,814.
	b	Investments - corporate stock STMT 8		262,456.	245,616.	310,235.
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 9		15,517.	0.	0.	
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		431,151.	421,187.	487,470.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	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		431,151.	421,187.	
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	Total net assets or fund balances		431,151.	421,187.		
31	Total liabilities and net assets/fund balances		431,151.	421,187.		

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	431,151.
2	Enter amount from Part I, line 27a	2	-9,964.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	421,187.
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	421,187.

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 SEE ATTACHED (SHORT TERM CAPITAL LOSS)			
b SEE ATTACHED (LONG TERM CAPITAL GAIN)			
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			-8,168.
b			25,676.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-8,168.
b			25,676.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	17,508.
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))
2010	21,981.	468,688.	.046899
2009	20,762.	450,086.	.046129
2008	800.	468,952.	.001706
2007	12,800.	484,545.	.026417
2006	24,800.	472,268.	.052513

2 Total of line 1, column (d)	2	.173664
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	.034733
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	481,855.
5 Multiply line 4 by line 3	5	16,736.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	155.
7 Add lines 5 and 6	7	16,891.
8 Enter qualifying distributions from Part XII, line 4	8	26,000.

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)

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	155.
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	155.
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	155.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	20.
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	20.
8	Enter any penalty for underpayment of estimated tax. Check here <input 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	135.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>CHARLES F. MOLES</u> Telephone no. ► <u>(312) 819-4060</u> Located at ► <u>180 NORTH STETSON AVENUE, SUITE 1940, CHICAGO, IL</u> ZIP+4 ► <u>60601</u>			
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
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 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 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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.) <u>N/A</u>	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 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.) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

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

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

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

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

(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 180 NORTH STETSON AVENUE, SUITE 1940 CHICAGO, IL 60601	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
MOLLY ROAMER 180 NORTH STETSON AVENUE, SUITE 1940 CHICAGO, IL 60601	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
JOHN A. SHEA 180 NORTH STETSON AVENUE, SUITE 1940 CHICAGO, IL 60601	TREASURER/DIRECTOR 0.00	0.	0.	0.
CHARLES F. MOLES 180 NORTH STETSON AVENUE, SUITE 1940 CHICAGO, IL 60601	SECRETARY/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	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3 ▶ 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	455,123.
b	Average of monthly cash balances	1b	34,070.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	489,193.
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	489,193.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,338.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	481,855.
6	Minimum investment return. Enter 5% of line 5	6	24,093.

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	24,093.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	155.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	155.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	23,938.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	23,938.
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	23,938.

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	26,000.
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	26,000.
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	155.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	25,845.

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				23,938.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			22,467.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 26,000.				
a Applied to 2010, but not more than line 2a			22,467.	
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 2011 distributable amount				3,533.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				20,405.
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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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 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)

	Tax year		Prior 3 years		(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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)(ii)					
(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).)

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 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
<i>a Paid during the year</i>				
KEYSTONE CONSERVATION (PREDATOR PROJECT) PO BOX 6733 BOZEMAN, MT 59771	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	3,400.
LAND STEWARDSHIP PROJECT 180 E. MAIN ST, BOX 130, LEWISTON, MN 55952	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	3,400.
MICHAEL FIELDS AGRICULTURAL INST. W2493 CNTY. RD. EAST, EAST TROY WI 53120	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	1,700.
MIDWEST RENEWABLE ENERGY 7558 DEER ROAD, CUSTER, WI 54423	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,000.
BEYOND NUCLEAR 6930 CARROLL AVE, #400, TAKOMA PARK, MD 20912	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	1,700.
Total SEE CONTINUATION SHEET(S) ▶ 3a				25,000.
<i>b Approved for future payment</i>				
NONE				
Total ▶ 3b				0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PEACE EDUCATION PROJECT 1001 E. KEEFE AVE, MILWAUDEE, WI 53212	NONE	OTHER PUBL CHARITY	GENERAL PURPOSES	2,600.
RACHEL CARSON COUNCIL, INC. P.O. BOX 10799, SILVER SPRING, MD 20914	NONE	OTHER PUBL CHARITY	GENERAL PURPOSES	2,000.
RED FEATHER DEVELOPMENT GROUP P.O. BOX 907 BOZEMAN, MT 59711-0907	NONE	OTHER PUBL CHARITY	GENERAL PURPOSES	3,700.
SOPHIA HOUSE 3971 SOUTH 92ND STREET MILWAUKEE, WI 53228	NONE	OTHER PUBL CHARITY	GENERAL PURPOSES	2,500.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVE, NEW YORK, NY 10001	NONE	OTHER PUBL CHARITY	GENERAL PURPOSES	2,000.
Total from continuation sheets				12,800.



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



Lisa A Upson
Executive Director

February 28, 2011

Charles F. Moles
Secretary
John W. Pope Foundation
180 North Stetson Avenue
Chicago, IL 60601

*Pioneering solutions
that help people and
predators coexist*

(406) 587-3389
fax: (406) 587-3178
lupson@keystoneconservation.us
www.keystoneconservation.us

104 E Main, Suite 307 • PO Box 6733 • Bozeman, MT 59771

Dear Mr. Moles,

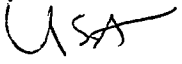
On behalf of the staff and board of Keystone Conservation, I would like to thank you and The John W. Pope Foundation for your \$3,400.00 grant to Keystone Conservation.

I have enclosed Keystone's IRS tax-exemption letter, our 2008-2009 Annual Report and the 2009-2010 Audited Financials, per your request. Our 2009-2010 Annual Report will be available in 30-60 days. 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!

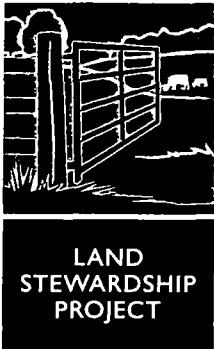
Sincerely,


Lisa Upson
Executive Director

Thank you!

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

cc: Sabina Sullivan



March 1, 2011

Charles F. Moles
John W Pope Foundation
180 North Stetson Avenue, Suite 1940
Chicago, IL 60601

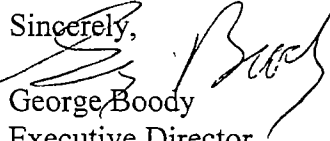
Dear Mr. Moles:

Land Stewardship Project was pleased to receive a generous check recently from the Johns W. Pope Foundation in the amount of \$3400.00 (check #126 dated February 12, 2011) at the suggestion of Sabina Sullivan. We have also thanked the Ms. Sullivan directly for her generosity.

We will put these generous gifts to good use immediately, promoting stewardship, cultivating successful farmers, expanding the availability of healthful and local food and empowering citizens.

As requested, I am also including a copy of our IRS tax exempt letter and our most recent audited financials. Please note that we consider our quarterly *Land Stewardship Letter* along with our audit to serve as an annual report. The nationally recognized *Land Stewardship Letter* reports on issues of the day and the work of each of the program areas of LSP each quarter. Together with the financials and the description of annual activities and accomplishments in the audit, we have concluded this dual approach is an efficient and more informative way to provide information than preparing a separate annual report. Please note that Ms. Sullivan receives the *Land Stewardship Letter* throughout the year. For your information we included the two recent editions of the newsletter. All are available on our website.

Thank you for processing these contributions. We are grateful for your support for stewardship of the land.

Sincerely,

George Boody
Executive Director

Your contribution is fully tax deductible under terms of section 170 of the Internal Revenue Code. No goods or services were provided in return for this contribution. For your reference, Land Stewardship Projects= federal tax exemption number is EIN 41-146605

LEWISTON OFFICE
180 E Main Street, Box 130
Lewiston, MN 55952
Phone. 507-523-3366

MONTEVIDEO OFFICE
301 State Road, Suite 1
Montevideo, MN 56265
Phone 320-269-2105

TWIN CITIES OFFICE
821 E 35th St, Suite 200
Minneapolis, MN 55407
Phone 612-722-6377

landstewardshipproject.org

MICHAEL FIELDS
AGRICULTURAL INSTITUTE



David H. Andrews – Executive Director
Michael Fields Agricultural Institute
W2493 County Rd. Es, P.O. Box 990
East Troy, Wisconsin 53120

March 11, 2011

John W. Pope Foundation
180 North Stetson Avenue, Suite 1940
Chicago, Illinois 60601

Dear Sir or Madam,

The Board of Directors of Michael Fields Agricultural Institute have asked me to express their sincere thank you and appreciation for your generous donation of \$1,700.

Michael Fields Agricultural Institute continues to move the organic agriculture movement forward. The hiring of a new Executive Director and a “reengagement” of the Board has reinvigorated the three program areas of Education, Policy and Advocacy, and Research. For details, please take time to look at the new website: www.michaelfields.org. Many changes are underway as all Program Directors are being encouraged to build an education emphasis into their areas. It is through contributions such as yours that Michael Fields will continue its work in building a sustainable agricultural system and protecting and enhancing the environment.

Regards,

A handwritten signature in cursive script that reads "Dave Andrews".

David H. Andrews



**midwest
renewable energy
association**

**Receipt of Donation
Midwest Renewable Energy Association**

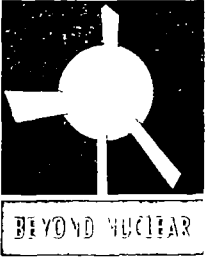
From: JOHN POPE FOUNDATION

**180 NORTH STETSON AVE, STE 1940,
CHICAGO, IL 60601**

Date: 02/22/11

Donation:	Value:
CASH	\$2,000.00
TOTAL DONATION	\$2,000.00

The Midwest Renewable Energy Association is a 501(c)3 non-profit organization. Donations to the MREA are tax deductible.



6930 Carroll Avenue, Suite 400

Takoma Park, MD 20912

Tel: 301 270 2209

Fax 301 270 4000

www.beyondnuclear.org

March 23, 2011

Staff

Cindy Folkers
Linda Gunter
Paul Gunter
Kevin Kamps

Board of Directors

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

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
Susan Sarandon
Marilyn Strong
Steven Strong
Paul Winter
Gretchen Wyler
(1932 2007)

Charles F. Moles, Secretary
John W. Pope Foundation
180 North Stetson Avenue, Suite 1940
Chicago, IL 60601

Dear Mr. Moles,

On behalf of the staff and board of Beyond Nuclear, I am writing to thank you and the John W. Pope Foundation for your contribution to our organization.

We are in receipt of a gift from you in the sum of \$1,700. Your gift is tax-deductible. Beyond Nuclear operates as a 501 (c) (3) non-profit organization. Our tax identification number is 91-2170071. We confirm that no goods or services were given in exchange for this donation.

We very much appreciate your on-going support of our work. Enclosed are: our most recent audit; our 2010 annual report; and our most recent IRS letter.

Sincerely,

Linda Gunter
Director of Media and Development

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

April 30, 2011

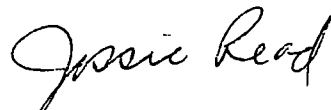
Charles F. Moles, Secretary
John W. Pope Foundation
180 North Stetson Avenue, Suite 1940
Chicago IL 60601

Dear Mr. Moles,

Thank you so very much for the John W. Pope Foundation's generous contribution of \$2,600.00 to Peace Education Project of Peace Action Wisconsin dated February 12, 2011, check # 125. Through your donation you demonstrate your passion for peace and justice by helping our mission to promote a just peace in our community. Together we can move the world.

Thanks for being our friend.

In peace,



Jessie Read
Financial bookkeeper
Peace Action Wisconsin and
Peace Education Project of PAWI

*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.*





Rachel Carson
Photograph by Erich Hartmann
Magnum Photos

RACHEL CARSON COUNCIL

An Association for the Integrity of the Environment

March 15, 2011

Officers:

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

Charles F. Moles
Secretary
John W. Pope Foundation
180 North Stetson Ave.
Suite 1940
Chicago, IL 60601

Advisory Committee

Dr. David Pimentel*
David B. McGrath*
Dr. Samuel Epstein*
*President Emeritus
Robert Aubry Davis
Ellen Harvey Kelly
Dr. David J. McGarvey
Susan B. Peterson
Dr. Robert A. Whitney, Jr

Board of Directors:

Mitch Baker
Rachel Bynum
Sheila Emond
Ross Feldner
Marilyn Fioravanti, RN
Ruth H. Fisher
Liam Goodman
Clifford C. Hall
Dr. Benjamin McGraw
John H. More, Esq
Richard Reis, PE
Dr. Tjaart Schillhorn van Veen
Barbara M. Skinner
Claudia Joy Wingo, RN, DMH

Liaison to the Council:

Dr. Aaron Blair

Dear Mr. Moles

Thank you for the generous donation of \$2,000.00 made to the Rachel Carson Council, Inc. on February 12, 2011 by the John W. Pope Foundation.

As you know, we are now in our 46th 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.

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 your continued financial support.

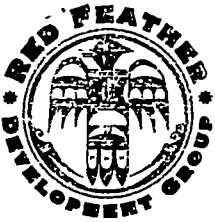
This letter is your receipt for tax purposes. The Council is incorporated in the District of Columbia and has been granted Federal Tax Exemption status under Section 501(c)(3) of the Internal Revenue Code. All contributions are tax deductible by donors. No goods or services have been provided to you in return. Our Federal Identification Number is 52-6072960.

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

Sincerely,

Dr. Diana Post
President





P.O. Box 907
Bozeman, MT 59771-0907

(406) 585-7188 T
(406) 585-7187 F

February 21, 2011

Mr Charles Moles, Secretary
John W. Pope Foundation
180 North Stetson Ave. Suite 1940
Chicago, IL 60601

Dear Charles,

Please accept our heartfelt thanks for your donation in the amount of \$3,700.00 to Red Feather Development Group. Your continued generosity makes it possible for us to partner with the Northern Cheyenne and Hopi families to build affordable, energy efficient homes and build community.

This is an exciting time for Red Feather staff and volunteers! We just opened our first office on the Hopi Reservation, which we share with our Hopi partner organization, Kii Nat Wan Lalwa (KNWL). In addition, we are close to finalizing our 2011 partner homeowners on the Hopi and Northern Cheyenne Reservations. Please watch the mail for our volunteer announcement or visit our website, www.redfeather.org, for more information on becoming a volunteer and to fill out a 2011 volunteer application.

Red Feather's staff will be working with our new homeowners over the next few months to prepare them for the construction process. In addition, we will continue to provide hands-on training and workshops to Northern Cheyenne and Hopi community members in construction management and solar installation.

Of course, none of this would be possible without your friendship and help. Please know that you have our gratitude for your investment in our work.

Sincerely yours,

Cindy Owings
Executive Director

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.

SOPHIA HOUSE

3971 S. 92nd Street
Milwaukee, WI 53228
414-328-1014
rtrzil@core.com



March 28, 2011

Charles F. Moles, Secretary
John W. Pope Foundation
180 N. Stetson Ave., Suite 1940
Chicago, IL 60601

Dear Mr. Moles,

Sophia House has received a donation from the John W. Pope Foundation in the amount of \$2500. This has been given as a gift, and there are no goods or services rendered to the donor in exchange for this amount.

Enclosed you will find our most recent IRS tax exemption letter and our financial statement as requested. We do not 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".

Rose Ann Trzil, S.S.S.F.
Executive Director



333 Seventh Avenue, 2nd Floor
New York, NY 10001-5004

Tel: (212) 679-6800
Fax: (212) 679-7016

Web: www.doctorswithoutborders.org

March 9, 2011

John W. Pope Foundation
180 N Stetson Avenue, Ste 1940
Chicago, IL 60601

Thank you for your February 25, 2011 gift of \$2,000.00 to Doctors Without Borders/Médecins Sans Frontières (MSF). 2010 has been an extraordinary year of emergencies for MSF, stretching our organization to the limit. It is because of your support that we were able to respond with the scale and scope of activities required to meet the needs of our patients this year.

MSF Responds to a Rapidly Spreading Cholera Epidemic in Haiti: By early November 2010, the cholera outbreak in rural Haiti had spread from the north to the capital city of Port-au-Prince where 1.3 million homeless earthquake survivors live in camps. As of November 28th, the outbreak had sickened more than 77,000 people nationwide. MSF teams alone treated 41,000 people in over 20 cholera treatment centers around the country. Untreated, acute cases of cholera can kill in less than 24 hours.

MSF Brings Emergency Aid to Pakistan: At the end of July 2010, Pakistan experienced the worst floods it had seen in 80 years, affecting between 5 and 20 million people in the Swat Valley and causing widespread destruction to homes and infrastructure. Doctors Without Borders teams were already working in Pakistan, and in the three months following the floods, they provided more than 1,250,400 liters of clean water to affected communities in different parts of the country. We distributed a total of 57,714 relief item kits and 13,755 tents to 39,283 families.

Emergency medical care continues in Somalia despite violence: Intense combat in Mogadishu is straining our ability to treat the wounded at Dayniile Hospital on the outskirts of the capital. In a one month period between August and September 2010, Doctors Without Borders treated 500 war-wounded, 370 of them suffering from blast injuries and 130 from gunshot wounds.

These are only a few examples of the medical assistance we provide in more than 60 countries around the world. These accomplishments would not have been possible without the support of our donors.

Each and every day our field staff use their skills and commitment to bring medical care to those who desperately need it. Thank you again for your generosity.

Very Gratefully Yours,

Sophie Delaunay
Executive Director
Doctors Without Borders USA Inc.

THE JOHN W. POPE FOUNDATION

EIN: 36-3717266

JANUARY 1, 2011 - DECEMBER 31, 2011

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 2,502.90

PART I - LINE 16(c)

Other Professional Fees:

John Shea of William Blair & Co.
Investment Counsel 4,657.49

PART I - LINE 18

U.S. Treasury - 2010 Exise tax refund -501.00

PART I - LINE 23

Filing Fee - State of Illinois Annual Report 10.00
Filing Fees - State of Illinois Charity Bureau 15.00
25.00

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

During 2011, the Foundation paid \$2,502.90 to Ashcraft & Ashcraft, Ltd. for legal services. Charles F. Moles is a principal of Ashcraft & Ashcraft, Ltd. is 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 2011, the Foundation paid \$4,657.49 to William Blair & Co. John A. Shea is an employee of William Blair & Co. 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, 2011 - DECEMBER 31, 2011

SCHEDULE OF INFORMATION FOR FORM 990-PF

REALIZED GAINS AND LOSSES

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
03-10-05	01-03-11	322	AEROPOSTALE	4,856 20	7,715 01		2,858 80
12-03-09	01-03-11	140	FISERV INC	6,564 00	8,332 69		1,768.69
08-16-02	01-03-11	276	LINCARE HOLDINGS INC	6,065 68	7,460 99		1,395 30
12-03-09	01-06-11	240	ZEBRA TECHNOLOGIES CORP-CL A	6,580 39	8,982 00		2,401 61
11-30-09	01-07-11	170	TJX COMPANIES INC NEW	6,456 06	7,724 41		1,268 35
12-02-09	01-27-11	60	FASTENAL CO	2,287 44	3,547.89		1,260 45
04-08-10	01-27-11	60	FASTENAL CO	3,059 86	3,547 90	488 04	
02-11-10	01-27-11	65	GENTEX CORP	1,217 53	2,145.40	927 86	
12-03-09	02-10-11	380	KNIGHT TRANSPORTATION INC	6,799 38	6,903.06		103 68
11-30-09	02-24-11	120	DEVRY INC-DEL	6,522 38	6,413 91		-108.47
11-30-09	03-03-11	120	CELGENE CORP	6,641.85	6,456 04		-185 81
11-30-09	03-18-11	120	KOHL'S CORP	6,401.59	6,381 92		-19 67
12-02-09	03-29-11	220	MORGAN STANLEY	6,762 86	5,997 08		-765 78
12-02-09	04-14-11	120	IRON MOUNTAIN INC	2,886 43	4,114.86		1,228 42
12-01-09	04-15-11	115	K12 INC	2,089 71	4,134 21		2,044 49
01-21-11	05-09-11	150	***ROYAL CARIBBEAN CRUISES LTD	7,296 52	5,993 84	-1,302 68	
11-18-96	05-13-11	138	PRICE T ROWE GROUP INC	1,245 28	8,535 14		7,289 85
12-03-09	05-18-11	105	***VISTAPRINT NV US LISTED	6,178 91	5,139 52		-1,039 39
08-16-02	06-27-11	260	RESMED INC	2,140 01	7,786 86		5,646 84
02-08-11	07-19-11	285	REALD INC	7,294 76	5,471 89	-1,822 87	
05-18-09	07-25-11	15,000	GIBRALTAR PRIVATE BK & TR FLA C/D FDIC INS TO LIMITS 4 500% Due 07-29-11	15,517.50	15,000 00		-517 50
12-03-09	07-29-11	5	***VISTAPRINT NV US	294 23	139 30		-154 93
07-30-10	07-29-11	135	***VISTAPRINT NV US LISTED	4,456 68	3,761 29	-695 39	
12-02-09	08-03-11	150	J2 GLOBAL INC	3,038 30	4,568 77		1,530 46
12-01-09	08-24-11	70	FLOWSERVE CORP	7,121 15	6,010 13		-1,111 02
01-28-11	09-07-11	300	COMSCORE INC	7,141 82	4,710 59	-2,431 23	
04-26-10	09-16-11	150	SCRIPPS NETWORKS INTERACTIVE INC CL A	6,777 82	6,462 62		-315 20
12-02-09	10-06-11	75	FASTENAL CO	1,429 65	2,526.40		1,096.75
02-25-11	11-11-11	125	ROVI CORP	6,950 52	3,618 95	-3,331 57	
TOTAL GAINS						1,415 90	29,893 71
TOTAL LOSSES						-9,583 74	-4,217 78
TOTAL REALIZED GAIN/LOSS						152,074.57	169,582.67
						-8,167.83	25,675.93

THE JOHN W. POPE FOUNDATION

EIN: 36-3717266

JANUARY 1, 2011 - DECEMBER 31, 2011

SCHEDULE OF INFORMATION FOR FORM 990-PF

ASSET LIST

PART II - BALANCE SHEETS

	SECURITY	TOTAL COST
CURRENT ASSETS		
CASH		
	CASH BALANCE	21 88
MONEY MARKET FUNDS		
	CASH ACCOUNT TRUST PREMIUM RESERVE MONEY M	40,399 01
		<u>40,420.89</u>
FIXED ASSETS		
US TREASURY SECURITIES		
	FEDERAL HOME LOAN BANK	40,029 36
	1 500% Due 01-16-13	
	FEDERAL HOME LOAN MTG CORP	95,120 48
	1 720% Due 04-11-13	
		<u>135,149.84</u>
COMMON STOCK		
	AFFILIATED MANAGERS GROUP INC	6,827 92
	ALLIANCE DATA SYSTEM CORP	6,703.81
	APPLE INC	6,043.88
	BED BATH & BEYOND INC	6,687 70
	BODY CENTRAL CORP	7,124 46
	COACH INC	5,507.89
	CONCUR TECHNOLOGIES INC	3,269 45
	DICE HLDGS INC	10,673 73
	DISCOVER FINANCIAL SERVICES	7,174 09
	ECOLAB INC	6,727 00
	EMC CORP-MASS	6,675 98
	EOG RES INC	10,169.61
	EXPRESS SCRIPTS INC COMMON	11,963.11
	FASTENAL CO	3,145 23
	GENTEX CORP	5,338 43
	GLOBAL PAYMENTS INC	6,611 00
	HARLEY DAVIDSON INC	7,223 08
	HFF INC CL A	10,307 48
	HMS HOLDINGS CORP	6,371 15
	INTERCONTINENTALEXCHANGE INC	6,423 65
	INTUITIVE SURGICAL INC NEW	6,559 52
	IPC THE HOSPITALIST CO INC	7,194 84
	IRON MOUNTAIN INC	3,848.58
	J2 GLOBAL INC	3,645 97
	K12 INC	4,633 72
	POLYPOR INTERNATIONAL INC	6,352 33
	PORTFOLIO RECOVERY ASSOCIATES INC	6,454 65
	PRAXAIR INC	6,652 33
	PRECISION CASTPARTS CORP	6,372 67
	SALESFORCE COM INC	2,866 66
	TRACTOR SUPPLY CO	6,666 11
	ULTA SALON COSMETICS & FRAGRANCE INC	7,235 09
	ULTIMATE SOFTWARE GROUP INC	6,594 12
	VALMONT INDUSTRIES INC	7,384 79
	VALUECLICK INC	10,462 00
	VISA INC CL A COMMON STOCK	11,723 57
		<u>245,615 61</u>
TOTAL PORTFOLIO		421,186.34

THE JOHN W. POPE FOUNDATION

EIN: 36-3717266

JANUARY 1, 2011 - DECEMBER 31, 2011

SCHEDULE OF INFORMATION FOR FORM 990-PF

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

**John W Pope Foundation
2011 Cash / Security Balances**

Date	Cash	Securities	Total
1/27/2011	59,248.51	448,512.15	507,760.66
2/24/2011	27,654.02	467,752.66	495,406.68
3/24/2011	8,620.29	485,168.33	493,788.62
4/28/2011	20,142.22	490,545.55	510,687.77
5/26/2011	21,558.25	482,338.00	503,896.25
6/23/2011	15,573.07	478,872.98	494,446.05
7/28/2011	43,105.84	454,975.73	498,081.57
8/25/2011	43,756.36	410,501.31	454,257.67
9/22/2011	48,773.22	410,491.49	459,264.71
10/27/2011	39,518.92	459,820.25	499,339.17
11/23/2011	40,358.33	426,217.76	466,576.09
12/22/2011	40,535.11	446,277.36	486,812.47
Average:	34,070.35	455,122.80	489,193.14

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

SOURCE	AMOUNT
WILLIAM BLAIR #452-26883-18 (CDS)	444.
WILLIAM BLAIR #452-26883-18 (U.S. OBLIGATIONS)	2,217.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,661.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WILLIAM BLAIR #452-26833-18	1,548.	0.	1,548.
WILLIAM BLAIR #452-26833-18 (MM)	3.	0.	3.
TOTAL TO FM 990-PF, PART I, LN 4	1,551.	0.	1,551.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ASHCRAFT & ASHCRAFT, LTD	2,503.	1,503.		1,000.
TO FM 990-PF, PG 1, LN 16A	2,503.	1,503.		1,000.

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
WILLIAM BLAIR & CO.	4,657.	4,657.		0.
TO FORM 990-PF, PG 1, LN 16C	4,657.	4,657.		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 REFUND 2011 EXCISE TAX	-501.	0.		0.
TO FORM 990-PF, PG 1, LN 18	-501.	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	15.	15.		0.
ILLINOIS SECRETARY OF STATE	10.	10.		0.
TO FORM 990-PF, PG 1, LN 23	25.	25.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT 7	
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT OBLIGATIONS	X		135,150.	136,814.
TOTAL U.S. GOVERNMENT OBLIGATIONS			135,150.	136,814.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			135,150.	136,814.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8	
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK		245,616.	310,235.
TOTAL TO FORM 990-PF, PART II, LINE 10B		245,616.	310,235.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 9	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CERTIFICATES OF DEPOSIT	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.