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

Department of the Treasury
Internal Revenue Service

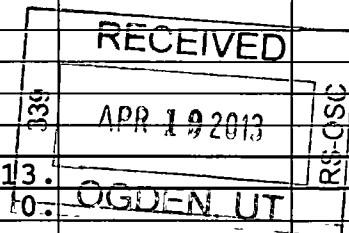
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

Open to public inspection

For calendar year **2012** 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) \$ 508,228.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue			N/A	
1 Contributions, gifts, grants, etc., received				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	2,221.	2,221.		STATEMENT 1
4 Dividends and interest from securities	4,086.	4,086.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	23,106.			
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		23,106.		
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	29,413.	29,413.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.			0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 3	3,127.	2,127.		1,000.
b Accounting fees				
c Other professional fees STMT 4	4,787.	4,787.		0.
17 Interest				
18 Taxes STMT 5	174.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	25.	25.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	8,113.	6,939.		1,000.
25 Contributions, gifts, grants paid	25,000.			25,000.
26 Total expenses and disbursements. Add lines 24 and 25	33,113.	6,939.		26,000.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-3,700.			
b Net investment income (if negative, enter -0-)		22,474.		
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		22.	119.	119.
	2	Savings and temporary cash investments		40,399.	17,470.	17,470.
	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.	140,148.	140,081.
	b	Investments - corporate stock STMT 8		245,616.	259,750.	350,558.
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		421,187.	417,487.	508,228.	
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		421,187.	417,487.		
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		421,187.	417,487.		
31	Total liabilities and net assets/fund balances		421,187.	417,487.		

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	421,187.
2	Enter amount from Part I, line 27a	2	-3,700.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	417,487.
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	417,487.

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			-8,193.	
b			31,299.	
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			-8,193.	
b			31,299.	
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	23,106.
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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	25,845.	481,855.	.053636
2010	21,981.	468,688.	.046899
2009	20,762.	450,086.	.046129
2008	800.	468,952.	.001706
2007	12,800.	484,545.	.026417
2 Total of line 1, column (d)			.174787
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			.034957
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			494,263.
5 Multiply line 4 by line 3			17,278.
6 Enter 1% of net investment income (1% of Part I, line 27b)			225.
7 Add lines 5 and 6			17,503.
8 Enter qualifying distributions from Part XII, line 4			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	225.
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	225.
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	225.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	39.
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	39.
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	186.
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 2013 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		N/A
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			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			
16	At any time during calendar year 2012, 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 ►		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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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 2012 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 2012.) 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 2012?	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.

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 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	
All other program-related investments. See instructions.	
3	
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	477,021.
b	Average of monthly cash balances	1b	24,769.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	501,790.
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	501,790.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,527.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	494,263.
6	Minimum investment return. Enter 5% of line 5	6	24,713.

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	24,713.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	225.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	225.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	24,488.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	24,488.
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	24,488.

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	225.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	25,775.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				24,488.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			20,405.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 26,000.				
a Applied to 2011, but not more than line 2a			20,405.	
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 2012 distributable amount				5,595.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				18,893.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
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 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 or e-mail 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:

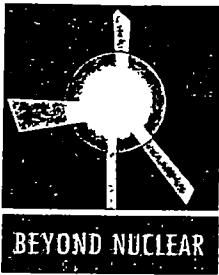
c Any submission deadlines:

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)				
<p>a Paid during the year</p> <p>BEYOND NUCLEAR 6930 CARROLL AVENUE, SUITE 400 TAKOMA PARK, MD 20912</p>	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	1,700.
<p>DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001</p>	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,000.
<p>KEYSTONE CONSERVATION (PREDATOR PROJECT) 104 EAST MAIN, SUITE 307 BOZEMAN, MT 59771</p>	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	3,400.
<p>LAND STEWARDSHIP PROJECT 180 EAST MAIN STREET, BOX 130 LEWISTON, MN 55952</p>	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	3,400.
<p>MICHAEL FIELDS AGRICULTURAL INSTITUTE W2493 COUNTY ROAD EAST EAST TROY, WI 53120</p>	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	1,700.
<p>Total</p>	SEE CONTINUATION SHEET(S)			25,000.
<p>b Approved for future payment</p>				
<p>NONE</p>				
<p>Total</p>				0.



6930 Carroll Avenue, Suite 400

Takoma Park, MD 20912

Tel: 301.270.2209

Fax: 301.270.4000

www.beyondnuclear.org

March 12, 2012

Staff

Cindy Folkers
Linda Gunter
Paul Gunter
Kevin Kamps

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

Board of Directors

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

Dear Charles,

Many grateful thanks to the John W. Pope Foundation for the generous donation to Beyond Nuclear. We very much appreciate your continued support.

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)

This letter is also intended for tax purposes and acknowledges your tax-deductible contribution of \$1,700. 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.

This year promises to be our busiest yet with many new opportunities opening up due to the heightened attention given to nuclear energy since the nuclear disaster in Japan. In addition, the decision by Germany and other countries to abolish their nuclear power programs and embark on a 100% renewable energy economy has provided not only inspiration but a very tangible roadmap to get "beyond nuclear!"

We have built strong new alliances around the country through our *Freeze our Fukushimas* campaign which aims to phase out the 23 US Mark I reactors that are identical to those at Fukushima. We will also be marking the 70th anniversary of the first chain reaction with events built around the theme, "A Mountain of Waste 70 Years High." Pamphlets covering both these topics can be found on our website.

Although the challenges of an election year usually mean media attention is scarce, we continue to garner a weekly press presence in a variety of media markets as well as making our own via videos and social networks. None of this would be possible without supporters like you, for which we thank you!

Sincerely,

Linda Gunter

Director of media and development; international specialist



Awarded the 1999
Nobel Peace Prize

333 Seventh Avenue, 2nd Floor
New York, NY 10001
Tel: (212) 679-6800
Fax: (212) 679-7016
Web: www.doctorswithoutborders.org

March 14, 2012

John W. Pope Foundation
180 N. Stetson Ave Ste. 1940
Chicago, IL 60601-6750



Dear Friends,

On behalf of the staff of Doctors Without Borders/Médecins Sans Frontières (MSF) and the men, women, and children we treat, thank you for your generous gift of \$2,000.00 made on March 6, 2012.

Your generosity and commitment have helped us provide emergency medical care to millions of people caught in headline-making and underreported crises in more than 60 countries around the world.

In 2011 we treated tens of thousands of severely ill and malnourished men, women, and children displaced by conflict and drought in Somalia. In Ivory Coast, we performed emergency surgery on wounded people fleeing civil war, as well as those who remained in battle-ravaged cities.

In Libya, our dedicated aid workers worked side by side with Libyan medical staff to save the lives of people trapped in the cross fire. And in Pakistan, our teams staffed emergency rooms to treat waves of casualties that were brought in following bombings.

Your support not only goes to field teams working in regions caught in conflict, but also enables us to respond to the urgent medical needs of victims of floods, earthquakes, and other natural disasters; curb the spread of potentially fatal diseases like cholera and measles; and treat severely malnourished children with therapeutic food that contains the nutrients they need to recover and thrive.

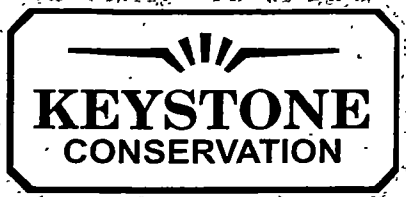
Every day your support helps 27,000 Doctors Without Borders aid workers in the field to respond to humanitarian emergencies as they arise. These dedicated men and women know that your support is the foundation for our humanitarian action.

Thank you so much for being such an important member of our team. Our work wouldn't be possible without you.

Sincerely,

Sophie Delaunay
Executive Director

*Doctors Without Borders has not provided in whole or part any goods or services to the above-named donor in return for this donation
Doctors Without Borders is a qualified tax-exempt 501(c)(3) organization. EIN: 13-3433452*



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

March 1, 2012

Charles F Moles
John W. Pope Foundation
180 North Stetson Avenue, Suite 1940
Chicago IL 60606-5216

Dear Mr. Moles,

Thank you for your recent gift in support of Keystone's work to keep bears, wolves, and cougars wild in the Northern Rockies.

Your contribution will help us build a future in which predator species are valued and able to move throughout their habitat safely, allowing them to fulfill their natural, ecological roles.

Our BEAResponsible program continues to work to reduce attractants in Yellowstone gateway communities and educate recreationists about the need to carry bear spray. This year, we are also working to increase bear spray distribution through the development of a bear spray rental program.

In our wolf coexistence program this summer, we will fund range riders and work to promote livestock husbandry practices that reduce wolf-livestock conflict risks, such as cattle bunching and planned herd movement.

We are also working on outreach materials designed to educate recreationists and residents on mountain lion presence and conflict prevention.

Thank you again for your help in saving a place for wild predators. We literally couldn't do this work without you!

Sincerely,

Lisa Upson,
Executive Director

Keystone Conservation
Received From: John W. Pope Foundation
Tax Deductible Amount: \$3,400.00
Date: February 21, 2012

In accordance with IRS regulations, we are required to verify that you did not receive goods or services in consideration of your gift. Your contribution is tax deductible.

Please retain this letter for your records.



LAND
STEWARDSHIP
PROJECT

March 30, 2012

Charles F. Molès
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 #143 dated February 21, 2012) 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.

In addition, we annually report on our finances after the audit is completed. That is shown on page 9 of the 2nd edition from 2011, for the previous year.

**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

June 11, 2012

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 (MFAI) has 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 local foods and “sustainable” agriculture movement forward. In the past year, the MFAI Education Program has conducted Whole Farm Workshops for over 300 small and beginning farmers. The Education Program has also hosted over 300 elementary school children in a Garden Education program with East Troy Community Schools. Currently there are two interns from Spain, one from Milwaukee and one from Chicago helping in the gardens and attending our Whole Farm Workshops. MFAI also hosts interns (one from Minnesota and one from Wisconsin) in the Policy Program and the Corn Research Program has one intern from Finland. At the present time, we have one intern from Africa and one from Spain awaiting an invitation to work with the Corn Research Program. To host an intern, MFAI incurs approximately \$12,000 per year in cost, as well as, the in-kind expense for housing. We would love to add more internships if we had more funding available to bring additional interns to the Institute to learn about sustainable agriculture.

For further information about Michael Fields Agricultural Institute, please take time to look at our website: www.michaelfields.org. Many changes are underway as all Program Directors are being encouraged to build an education emphasis into their program 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.

Please find the most recent independent audit of the Institute’s financials included with this letter. An annual report is due out later this year and will be forwarded to your office. Thank you, again, for your generous support. If you have further questions or concerns, please contact me by phone at: 262-642-3303 ext. 119 or by e-mail at: dandrews@michaelfields.org.

Regards,

A handwritten signature in black ink that reads "David H. Andrews". The signature is fluid and cursive, with a long horizontal stroke at the end.

David H. Andrews



**Receipt Of Membership Purchase
Midwest Renewable Energy Association**

DATE: 03/01/12

RECEIPT NUMBER: D-

FROM: JOHN POPE FOUNDATION

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

DONATION ITEM(S)	VALUE
CHECK # 140	\$2,000.00

TOTAL DONATION **\$2,000.00**

The MREA is a tax-exempt, non-profit organization under Section 501(c)(3) of the Internal Revenue Code. Your contribution is tax-deductible to the extent allowed by law. No goods or services were provided in exchange for your generous donation.

Thank you for supporting the Midwest Renewable Energy Association!

7558 Deer Road ■ Custer, WI 54423 ■ 715-592-6595
1845 N Farwell Ave., Suite 100 ■ Milwaukee, WI 53202 ■ 414-431-0758
www.midwestrenew.org

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

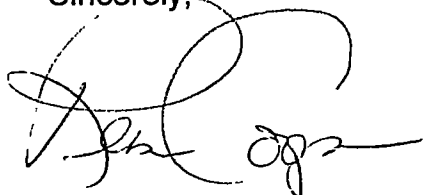
Charles F. Moles, Secretary
John W. Pope Foundation
180 North Stetson Avenue, Suite 1940
Chicago, IL 60601

Dear Mr. Moles,

Thank you for your generous donation of \$2,600 to the Peace Education Project of Peace Action Wisconsin. Your check #142 was dated February 21, 2012 and you have received no goods or services in exchange for your contribution. Enclosed, please find our IRS Tax exemption letter and our 2011 annual report. An audit of our 2011 finances should be completed by the end of May, and we will forward that report as soon as it becomes available.

The Peace Education Project of Peace Action Wisconsin is dedicated to educating the public about the destructive effects of our bloated military budget on our local economy and human services. We continue our work towards a nuclear-free world and peaceful resolutions for ongoing strife throughout the world. We are so grateful for the continued support from the Pope Foundation to help us continue this vital work.

Sincerely,



Rebecca Cooper
Operations Director

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 COUNCIL

An Association for the Integrity of the Environment

March 6, 2011

Rachel Carson

*Photograph by Erich Hartmann,
Magnum Photos*

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

Officers:

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

Dear Mr. Moles,

Advisory Committee:

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

Thank you for the generous donation of \$2,000.00 made to the Rachel Carson Council, Inc. on February 21, 2012 by the John W. Pope Foundation.

As you know, we are now in our 47th 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
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

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.

Liaison to the Council:

Dr. Aaron Blair

Sincerely,

Dr. Diana Post
President



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

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

March 06, 2012

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

Dear Charles,

Thank you for the John W. Pope Foundation's 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 and community members to address their housing needs.

This is an exciting time for Red Feather staff and volunteers! We have finalized our 2012 partner homeowners on the Northern Cheyenne Reservation. And as there will not be a straw bale home build at Hopi this year, we are in the process of finalizing a volunteer opportunity to be run in conjunction with our Hopi sister organization, Kii Nat Wan Lalwa. Please watch the mail for our volunteer announcement or visit our website, www.redfeather.org, to find information on becoming a volunteer and to fill out a 2012 volunteer application.

Red Feather's staff will be working with our new homeowners over the next few months to prepare 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 our programs would be possible without your support. We appreciate your donation and continued confidence in Red Feather's work with our partner communities.

Sincerely yours,

A handwritten signature in cursive script that reads "Cindy Owings".

Cindy Owings
Executive Director

cc: Ms. Sabina P. Sullivan

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 7, 2012

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

Dear Mr. Moles:

Sophia House has received the donation from the John W. Pope Foundation in the amount of \$2,500. This is given as a gift. There are no goods or services rendered to the donor in exchange of the above amount.

Enclosed you will find our most recent IRS tax exemption letter and our end of year financial statements 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,

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

THE JOHN W. POPE FOUNDATION

EIN: 36-3717266

JANUARY 1, 2012 - DECEMBER 31, 2012

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

3,127.03

PART I - LINE 16(c)

Other Professional Fees:

John Shea of William Blair & Co.

Investment Counsel

4,787.36

PART I - LINE 18

U.S. Treasury - 2011 Exise Tax

135.00

U.S. Treasury - 2012 Estimated Tax

39.00

174.00

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 2012, the Foundation paid \$3,127.03 to

Ashcraft & Ashcraft, Ltd. for legal services.

Charles F. Moles is a principal of Ashcraft &

Ashcraft, Ltd. and 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 \$4,787.36 to William Blair & Co.

John A. Shea is an employee of William Blair & Co. and is a

Director and 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, 2012 - DECEMBER 31, 2012

SCHEDULE OF INFORMATION FOR FORM 990-PF

ASSET LIST

PART II - BALANCE SHEETS

	SECURITY	TOTAL COST
CURRENT ASSETS		
CASH		
	CASH BALANCE	2.24
	CASH IN A&A ACCOUNT	117.00
	CASH ACCOUNT TRUST PREMIUM RESERVE MONEY M	17,469.92
		<u>17,589.16</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	
	FEDERAL NATIONAL MTG ASSN	4,997.80
	0.375% Due 03-16-15	
		<u>140,147.64</u>
COMMON STOCK		
	ADVISORY BOARD CO	3,566.25
	AFFILIATED MANAGERS GROUP INC	6,827.92
	AIR METHODS CORP NEW	7,015.35
	ALLIANCE DATA SYSTEM CORP	4,266.06
	APPLE INC	3,223.40
	COACH INC	3,043.83
	CONCUR TECHNOLOGIES INC	3,269.45
	DISCOVER FINANCIAL SERVICES	4,690.75
	DYNAVAX TECHNOLOGIES CORP COM	7,648.13
	EMC CORP-MASS	6,675.98
	EOG RES INC	10,169.61
	EXPRESS SCRIPTS HOLDING COMPANY	11,963.11
	FASTENAL CO	2,287.44
	FRESH MARKET INC	9,477.02
	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	3,935.71
	IPC THE HOSPITALIST CO INC	11,709.33
	IRON MOUNTAIN INC	4,308.76
	K12 INC	7,433.50
	LOWES COMPANIES INC	6,988.21
	LULULEMON ATHLETICA INC	5,076.79
	MARKET LEADER INC	3,510.80
	MEDIVATION INC	3,696.47
	MORNINGSTAR INC	7,203.04
	POLYPOR INTERNATIONAL INC	10,393.94
	PORTFOLIO RECOVERY ASSOCIATES INC	5,667.28
	PRAXAIR INC	6,652.33
	PRECISION CASTPARTS CORP	8,749.87
	SALESFORCE.COM INC	6,540.78
	SIGNATURE BANK	7,121.31
	TRACTOR SUPPLY CO	6,666.11
	ULTA SALON COSMETICS & FRAGRANCE INC	3,720.90
	ULTIMATE SOFTWARE GROUP INC	3,709.19
	URBAN OUTFITTERS INC	5,357.57
	VALUECLICK INC	10,462.00
	VISA INC CL A COMMON STOCK	5,904.83
	VOCERA COMMUNICATIONS INC	3,371.50
	WEX INC	7,120.37
		<u>259,750.25</u>
TOTAL PORTFOLIO		417,487.05

THE JOHN W. POPE FOUNDATION

EIN: 36-3717266

JANUARY 1, 2012 - DECEMBER 31, 2012

SCHEDULE OF INFORMATION FOR FORM 990-PF

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

**John W Pope Foundation
2012 Cash / Security Balances**

Date	Cash	Securities	Total
1/26/2012	41,394.72	469,655.34	511,050.06
2/23/2012	52,905.13	471,689.43	524,594.56
3/22/2012	16,478.11	491,304.23	507,782.34
4/26/2012	19,166.63	487,732.92	506,899.55
5/24/2012	34,204.58	449,743.03	483,947.61
6/28/2012	17,461.26	466,201.00	483,662.26
7/26/2012	21,007.51	465,750.89	486,758.40
8/23/2012	20,900.02	478,409.43	499,309.45
9/27/2012	19,233.35	495,404.88	514,638.23
10/25/2012	14,486.00	489,067.32	503,553.32
11/22/2012	22,471.09	472,278.73	494,749.82
12/27/2012	17,518.87	487,017.22	504,536.09
Average:	24,768.94	477,021.20	501,790.14

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
MIDWEST RENEWABLE ENERGY 7558 DEER ROAD CUSTER, WI 54423	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,000.
PEACE EDUCATION PROJECT OF PEACE ACTION WISCONSIN 1001 EAST KEEFE AVENUE MILWAUKEE, WI 53212	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,600.
RACHEL CARSON COUNCIL, INC. P.O. BOX 10779 SILVER SPRING, MD 20914-0779	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,000.
RED FEATHER DEVELOPMENT GROUP P.O. BOX 907 BOZEMAN, MT 59771-0907	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	3,700.
SOPHIA HOUSE 3971 SOUTH 92ND STREET MILWAUKEE, WI 53228 3971 SOUTH 92ND STREET MILWAUKEE, WI 53228	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,500.
Total from continuation sheets				12,800.

THE JOHN W. POPE FOUNDATION

EIN: 36-3717266

JANUARY 1, 2012 - DECEMBER 31, 2012

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
11-30-09	01-13-12	40	ALLIANCE DATA SYSTEM CORP	2,437.74	4,238.21		1,800.46
12-01-09	01-20-12	14	APPLE INC	2,820.47	5,941.64		3,121.16
11-16-10	01-20-12	10	INTUITIVE SURGICAL INC NEW	2,623.80	4,441.19		1,817.38
03-10-05	01-25-12	85	COACH INC	2,464.05	5,777.08		3,313.02
12-03-09	02-08-12	105	ULTIMATE SOFTWARE GROUP INC	2,884.92	6,977.11		4,092.18
12-01-09	02-09-12	70	VISA INC CL A COMMON STOCK	5,818.73	7,907.40		2,088.66
02-09-11	02-10-12	85	ULTA SALON COSMETICS & FRAGRANCE INC	3,514.18	6,838.59		3,324.40
12-02-09	02-21-12	180	J2 GLOBAL INC	3,645.97	5,423.10		1,777.12
11-30-09	03-28-12	150	ECOLAB INC	6,727.00	9,159.00		2,432.00
11-30-09	04-25-12	75	BED BATH & BEYOND INC	2,786.54	5,141.06		2,354.51
04-29-11	04-30-12	70	VALMONT INDUSTRIES INC	7,384.79	8,679.38		1,294.59
01-13-12	05-02-12	105	CAVIUM INC	3,350.09	2,793.09	-557.00	
05-24-11	05-10-12	290	BODY CENTRAL CORP	7,124.46	4,339.69	-2,784.77	
12-20-10	05-15-12	135	DISCOVER FINANCIAL SERVICES	2,483.33	4,556.01		2,072.67
03-07-12	06-22-12	205	VERA BRADLEY INC	7,033.76	4,783.97	-2,269.79	
12-02-09	07-17-12	45	FASTENAL CO	857.79	1,944.84		1,087.05
02-11-10	07-24-12	285	GENTEX CORP	5,338.43	4,762.01		-576.42
01-31-12	09-04-12	320	COMSCORE INC	7,048.97	4,467.31	-2,581.66	
11-30-09	09-21-12	105	BED BATH & BEYOND INC	3,901.15	6,507.74		2,606.58
12-03-09	10-01-12	130	GLOBAL PAYMENTS INC	6,611.00	5,405.97		-1,205.03
06-04-10	11-01-12	75	PORTFOLIO RECOVERY ASSOCIATES INC	5,095.77	7,892.49		2,796.71
12-15-10	11-29-12	520	DICE HLDGS INC	7,215.73	4,492.54		-2,723.19
08-22-11	11-29-12	380	DICE HLDGS INC	3,458.00	3,283.01		-174.99
TOTAL GAINS						0.00	35,978.53
TOTAL LOSSES						-8,193.22	-4,679.63
TOTAL REALIZED GAIN/LOSS						23,105.68	

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

SOURCE	AMOUNT
WILLIAM BLAIR #452-26883-18 (U.S. OBLIGATIONS)	2,221.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,221.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WILLIAM BLAIR #452-26833-18	4,083.	0.	4,083.
WILLIAM BLAIR #452-26833-18 (MM)	3.	0.	3.
TOTAL TO FM 990-PF, PART I, LN 4	4,086.	0.	4,086.

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	3,127.	2,127.		1,000.
TO FM 990-PF, PG 1, LN 16A	3,127.	2,127.		1,000.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WILLIAM BLAIR & CO.	4,787.	4,787.		0.
TO FORM 990-PF, PG 1, LN 16C	4,787.	4,787.		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 - 2011 EXCISE TAX	135.	0.		0.
U.S. TREASURY - 2011 ESTIMATED TAX	39.	0.		0.
TO FORM 990-PF, PG 1, LN 18	174.	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		140,148.	140,081.
TOTAL U.S. GOVERNMENT OBLIGATIONS			140,148.	140,081.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			140,148.	140,081.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	259,750.	350,558.
TOTAL TO FORM 990-PF, PART II, LINE 10B	259,750.	350,558.