



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) Trust Treated as Private Foundation

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning

and ending

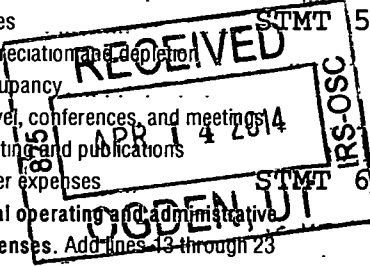
Name of foundation THE JOHN W. POPE FOUNDATION		A Employer identification number 36-3717266
Number and street (or P O box number if mail is not delivered to street address) 180 NORTH STETSON AVENUE	Room/suite 1940	B Telephone number (312) 819-4060
City or town, state or province, country, and ZIP or foreign postal 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) \$ 576,469.	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)
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		1,705.	1,705.		STATEMENT 1
4 Dividends and interest from securities		1,521.	1,521.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		43,609.			
b Gross sales price for all assets on line 6a 301,534.					
7 Capital gain net income (from Part IV, line 2)			43,609.		
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		46,835.	46,835.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		3,330.	2,330.		1,000.
b Accounting fees					
c Other professional fees STMT 4		5,056.	5,056.		0.
17 Interest					
18 Taxes STMT 5		414.	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		8,825.	7,411.		1,000.
25 Contributions, gifts, grants paid		25,000.			25,000.
26 Total expenses and disbursements. Add lines 24 and 25		33,825.	7,411.		26,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		13,010.			
b Net investment income (if negative, enter -0-)			39,424.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED APR 21 2014

Revenue

Operating and Administrative Expenses



14

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	119.	39.	39.
	2 Savings and temporary cash investments	17,470.	28,173.	28,173.
	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 8	140,148.	161,883.	157,422.
	b Investments - corporate stock STMT 9	259,039.	239,691.	390,835.
	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 - see the instructions. Also, see page 1, item 1)	416,776.	429,786.	576,469.	
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 and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	416,776.	429,786.	
	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	416,776.	429,786.		
31 Total liabilities and net assets/fund balances	416,776.	429,786.		

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	416,776.
2 Enter amount from Part I, line 27a	2	13,010.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	429,786.
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	429,786.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	301,534.		257,925.	43,609.

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			
b			
c			
d			
e			43,609.

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	43,609.
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))
2012	25,775.	494,263.	.052148
2011	25,845.	481,855.	.053636
2010	21,981.	468,688.	.046899
2009	20,762.	450,086.	.046129
2008	800.	468,952.	.001706

2	Total of line 1, column (d)	2	.200518
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	.040104
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	524,458.
5	Multiply line 4 by line 3	5	21,033.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	394.
7	Add lines 5 and 6	7	21,427.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	26,000.

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	394.
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	394.
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	394.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	228.	
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	228.	
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	166.	
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 2014 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0. (2) On foundation managers. ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <u>IL</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		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 ► <u>N/A</u>	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 <u>N/A</u>		
16	At any time during calendar year 2013, 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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 2013 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 2013.) <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 2013?	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	514,384.
b	Average of monthly cash balances	1b	18,061.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	532,445.
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	532,445.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,987.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	524,458.
6	Minimum investment return. Enter 5% of line 5	6	26,223.

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	26,223.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	394.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	394.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	25,829.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	25,829.
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	25,829.

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	394.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	25,606.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				25,829.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			18,893.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 26,000.				
a Applied to 2012, but not more than line 2a			18,893.	
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 2013 distributable amount				7,107.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				18,722.
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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
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 address 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
a Paid during the year				
BEYOND NUCLEAR 6930 CARROLL AVENUE, SUITE 400 TAKOMA PARK, MD 20912	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	1,700.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,000.
KEYSTONE CONSERVATION (PREDATOR PROJECT) 104 EAST MAIN, SUITE 307 BOZEMAN, MT 59771	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	3,400.
LAND STEWARDSHIP PROJECT 180 EAST MAIN STREET, BOX 130 LEWISTON, MN 55952	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	3,400.
MICHAEL FIELDS AGRICULTURAL INSTITUTE W2493 COUNTY ROAD EAST EAST TROY, WI 53120	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	1,700.
Total	SEE CONTINUATION SHEET(S)			25,000.
b Approved for future payment				
NONE				
Total				0.

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 EMC CORP-MASS 400 SHARES	P	11/30/09	01/08/13
b FEDERAL HOME LOAN BANK 1.50% DUE01-16-13 \$40,000	P	12/12/10	01/11/13
c COACH 105 SHARES	P	03/10/05	01/23/13
d ULTIMATE SOFTWARE GROUP 45 SHARES	P	12/03/09	02/01/13
e AFFILIATED MANAGERS 35 SHARES	P	01/15/10	02/06/13
f EXPRESS SCRIPTS HOLDING 100 SHARES	P	11/30/09	02/06/13
g HFF INC CLASS A 75 SHARES	P	03/23/11	02/06/13
h HFF INC CLASS A 225 SHARES	P	05/13/11	02/06/13
i POLYPORE INTERNATIONAL 120 SHARES	P	03/18/11	02/21/13
j POLYPORE INTERNATIONAL 75 SHARES	P	01/19/12	02/21/13
k IPC THE HOSPITALIST 120 SHARES	P	03/08/11	03/01/13
l DISCOVER FINANCIAL 80 SHARES	P	12/20/10	03/14/13
m PRECISION CASTPARTS 5 SHARES	P	12/01/09	03/14/13
n PRECISION CASTPARTS 15 SHARES	P	07/26/12	03/14/13
o ULTA SALON COSMETICS 90 SHARES	P	02/09/11	03/18/13

(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 9,466.		6,676.	2,790.
b 40,000.		40,029.	-29.
c 5,413.		3,044.	2,369.
d 4,564.		1,236.	3,328.
e 5,051.		2,390.	2,661.
f 5,528.		4,278.	1,250.
g 1,342.		989.	353.
h 4,027.		3,394.	633.
i 4,357.		6,352.	-1,995.
j 2,723.		4,041.	-1,318.
k 5,111.		5,396.	-285.
l 3,426.		1,472.	1,954.
m 956.		531.	425.
n 2,869.		2,377.	492.
o 6,656.		3,721.	2,935.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,790.
b			-29.
c			2,369.
d			3,328.
e			2,661.
f			1,250.
g			353.
h			633.
i			-1,995.
j			-1,318.
k			-285.
l			1,954.
m			425.
n			492.
o			2,935.

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
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

THE JOHN W. POPE FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a VALUECLICK 230 SHARES	P	08/03/11	04/09/13
b FEDERAL HOME LOAN MTG CORP 1.72% DUE 04-11-13 \$94	P	05/21/10	04/09/13
c VISA INC CLASS A 10 SHARES	P	12/01/09	04/22/13
d VISA INC CLASS A 20 SHARES	P	12/20/10	04/22/13
e TRACTOR SUPPLY 30 SHARES	P	06/16/11	04/24/13
f TRACTOR SUPPLY 20 SHARES	P	06/16/11	04/25/13
g DYNAVAX TECHNOLOGIES 765 SHARES	P	03/28/12	06/28/13
h DYNAVAX TECHNOLOGIES 445 SHARES	P	05/17/12	06/28/13
i DYNAVAX TECHNOLOGIES 605 SHARES	P	06/06/12	06/28/13
j INTUITIVE SURGICAL 6 SHARES	P	11/16/10	07/09/13
k PRECISION CASTPARTS 19 SHARES	P	12/01/09	07/12/13
l INTUITIVE SURGICAL 9 SHARES	P	11/16/10	07/17/13
m K12 INC 115 SHARES	P	06/01/12	07/17/13
n SIGNATURE BANK 32 SHARES	P	01/23/12	07/25/13
o AFFILIATED MANAGERS GROUP 15 SHARES	P	01/15/10	07/30/13

(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 6,474.		3,754.	2,720.
b 94,000.		95,120.	-1,120.
c 1,635.		831.	804.
d 3,269.		1,353.	1,916.
e 3,359.		1,818.	1,541.
f 2,221.		1,212.	1,009.
g 819.		3,729.	-2,910.
h 476.		1,682.	-1,206.
i 647.		2,238.	-1,591.
j 2,472.		1,575.	897.
k 4,490.		2,018.	2,472.
l 3,751.		2,361.	1,390.
m 3,444.		2,476.	968.
n 3,007.		1,982.	1,025.
o 2,671.		1,024.	1,647.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,720.
b			-1,120.
c			804.
d			1,916.
e			1,541.
f			1,009.
g			-2,910.
h			-1,206.
i			-1,591.
j			897.
k			2,472.
l			1,390.
m			968.
n			1,025.
o			1,647.

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	
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	

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 URBAN OUTFITTERS 140 SHARES	P	09/26/12	08/15/13
b MARKET LEADER 550 SHARES	P	10/09/12	08/23/13
c TRULIA (FROM MARKET LEADER) 85 SHARES	P	08/23/13	08/29/13
d TRULIA FRACTION SHARE	P	08/23/13	08/29/13
e ALLIANCE DATA SYSTEM 33 SHARES	P	11/30/09	09/13/13
f EXPRESS SCRIPTS HOLDING 60 SHARES	P	11/30/09	09/13/13
g EXPRESS SCRIPTS HOLDING 28 SHARES	P	10/04/11	09/13/13
h HFF INC CLASS A 170 SHARES	P	03/23/11	09/16/13
i HFF INC CLASS A 64 SHARES	P	09/28/11	09/16/13
j CITRIX SYSTEMS 55 SHARES	P	01/30/13	10/16/13
k EOG RES 30 SHARES	P	04/30/10	10/30/13
l ULTIMATE SOFTWARE GROUP 20 SHARES	P	12/03/09	10/30/13
m IRON MOUNTAIN 160 SHARES	P	12/02/09	11/12/13
n IRON MOUNTAIN 14 SHARES	P	11/23/12	11/12/13
o VOCERA COMMUNICATIONS 115 SHARES	P	10/02/12	11/12/13

(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 5,625.		5,358.	267.
b 6,967.		3,493.	3,474.
c 3,559.		3,667.	-108.
d 18.		18.	0.
e 6,806.		2,011.	4,795.
f 3,939.		2,567.	1,372.
g 1,838.		988.	850.
h 4,018.		2,243.	1,775.
i 1,512.		487.	1,025.
j 3,160.		3,715.	-555.
k 5,590.		3,390.	2,200.
l 3,221.		550.	2,671.
m 4,310.		3,848.	462.
n 377.		460.	-83.
o 1,870.		3,371.	-1,501.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			267.
b			3,474.
c			-108.
d			0.
e			4,795.
f			1,372.
g			850.
h			1,775.
i			1,025.
j			-555.
k			2,200.
l			2,671.
m			462.
n			-83.
o			-1,501.

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
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

THE JOHN W. POPE FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SIGNATURE BANK 8 SHARES	P	01/23/12	11/21/13
b ULTIMATE SOFTWARE GROUP 19 SHARES	P	12/03/09	11/21/13
c WEX INC 35 SHARES	P	06/19/12	11/21/13
d FRESH MARKET 70 SHARES	P	05/17/12	11/22/13
e FRESH MARKET 60 SHARES	P	08/29/12	11/22/13
f FRESH MARKET 45 SHARES	P	11/28/12	11/23/13
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 861.		495.	366.
b 2,933.		522.	2,411.
c 3,476.		2,167.	1,309.
d 2,892.		3,414.	-522.
e 2,479.		3,767.	-1,288.
f 1,859.		2,295.	-436.
g			
h			
i			
j			
k			
l			
m			
n			
o			

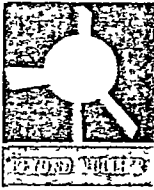
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			366.
b			2,411.
c			1,309.
d			-522.
e			-1,288.
f			-436.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	43,609.
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 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	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,500.
Total from continuation sheets				12,800.



BEYOND NUCLEAR

6930 Carroll Avenue, Suite 400, Takoma Park, MD 20912

Tel: 301.270.2209. Email: info@BeyondNuclear.org

WWW.BEYONDNUCLEAR.ORG

BOARD

Kay Drey
Lou Friedman
Karl Grossman
Judith Johnsrud
Judith Kaufman

March 20, 2013

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

HONORARY PRESIDENT

Dr. Helen Caldicott

Dear Charles:

HONORARY CHAIRMAN

Ed Asner

On behalf of the board and staff of Beyond Nuclear, I am writing to thank you for your generous donation to our organization. We greatly appreciate your continued support of our work.

STAFF

Cindy Folkers
Linda Pentz Gunter
Paul Gunter
Kevin Kamps

This letter is also intended for tax purposes and acknowledges your recent tax-deductible contribution of \$1,700. Please retain this information for your records. 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.

LAUNCH PARTNERS

Ed Asner
Ed Begley, Jr
Christie Brinkley
Susan Clark
David Cortright
James Cromwell
Judi Friedman
Keith Gunter
Joan MacIntosh
John McEnroe
Friedrike Merck
Bonnie Raitt
Susan Sarandon
Marilyn Strong
Steven Strong
Paul Winter
Gretchen Wyler
(1937-2007)

We will shortly furnish you with the other documents you requested once we return from a speaking tour in the UK in early April but we wanted to acknowledge your gift promptly.

We remain active on many fronts: endeavoring to block new licenses for old reactors and new ones; stopping the plans to dump radioactive waste on "interim" parking lot sites; promoting our Freeze our Fukushimas campaign to shut down the country's Mark I and Mark II reactors that are twins to the reactors at Fukushima; petitioning the FDA to strengthen its standards for radioactivity in foods; advocating on the Hill to freeze loan guarantees; and promoting the pathway to a green energy future among our many campaigns! We are wrapping up a report on offshore wind - comparing the US and Germany - and a comprehensive document that debunks the many myths circulated by the nuclear industry and its boosters.

None of this is possible without supporters like you, for which we thank you!

Best wishes,

Linda Gunter, Director of media and development; international specialist



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

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

Web: www.doctorswithoutborders.org

March 27, 2013

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

Dear Mr. Moles,

On behalf of the staff of Doctors Without Borders/Médecins Sans Frontières (MSF) and the men, women, and children we treat, I want to thank you for your generous March 26, 2013 gift of \$2,000.

Your contribution helps ensure that our patients receive the urgent care they so desperately need, no matter their circumstances. In the last few months alone, support from caring donors like you has helped us respond to a range of emergencies in nearly 70 countries, including:

Conflict in Syria: In mid-June a Doctors Without Borders team set up a clandestine surgical hospital in an empty house in Syria. So far we've treated more than 1,100 patients and performed more than 260 surgeries—mostly on patients injured by shelling, bombing and gunfire. We are also performing surgery on injured Syrians in Jordan and caring for Syrian refugees in Lebanon.

Refugee emergency in South Sudan: 170,000 refugees have fled from fighting in Sudan to flooded, disease-ridden camps in South Sudan. Doctors Without Borders has more than 1,100 field staff treating malnourished children, vaccinating against deadly diseases and delivering water and sanitation. In Batil and Yida camps our teams have helped reduce death rates from catastrophic levels, but the situation remains critical.

Childhood malaria in Mali and Chad: Doctors Without Borders is piloting an innovative malaria-prevention project to reduce infections in vulnerable young children. Our teams have administered anti-malaria medicines preventively to more than 175,000 children during the peak malaria season. Early results show more than a 65 percent drop in the number of cases of this killer disease in the intervention areas.

Our work to deliver emergency care to people caught in these crises wouldn't be possible without the support of generous donors like you. Thank you for being part of our important lifesaving mission.

Very Gratefully Yours,

Sophie Delaunay
Executive Director
Doctors Without Borders USA Inc.



For thriving social and natural systems in the Northern Rockies

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

February 19, 2013

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

Dear Mr. Moles,

On behalf of Keystone's staff and board, I thank you, Ms. Sullivan and the John W. Pope Foundation for the generous contribution of \$3,400 in support of our work to help people and predators coexist.

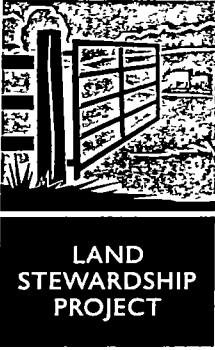
No goods or services have been or will be provided in exchange for this grant award.

Please find enclosed the material you requested.

Thank you again.

Best Regards,

Lisa Upson
Executive Director



March 4, 2013

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

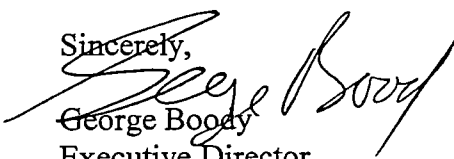
Dear Mr. Moles:

Land Stewardship Project was pleased to receive a generous check recently from the Johns W. Pope Foundation in the amount of \$3400.00 (check #154 dated February 13, 2013) 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. Also attached is a letter of thanks to Ms. Sullivan.

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

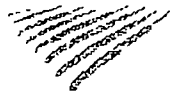
LEWISTON OFFICE
180 E Main Street, Box 130
Lewiston, MN 55952
Phone: 507-523-3366

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



February 21, 2013

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

On behalf of Michael Fields Agricultural Institutes' board, staff, and clients, I would like to thank you for your generous donation of \$1,700 received February 21, 2013. Your gift will be used to support Michael Fields in providing agricultural and food system services to farmers, agriculture-related nonprofits, communities, and schools.

Michael Fields plays a critical role in bringing practical and social agricultural solutions to dialogs where agriculture has been ignored or under-valued and with partners in sustainable agriculture. Michael Fields serves as convener, educator, researcher, advocate and innovator dedicated to the land, to the crops it promises, and to the people served at the most fundamental level, the food we eat and the health and vitality it imparts.

Your support is greatly appreciated, and valued, in our hands-on and across-the-table approach as service providers dedicated with passion to the land and to the people who produce our food.

Thank-you for your continued interest, support and generosity!!

Sincerely,

David H. Andrews
Executive Director

P.S. Please retain this letter as your official receipt for your records. For tax purposes, I confirm that no goods or services were provided in exchange for this contribution.



midwest renewable energy association

**Receipt Of Donation
Midwest Renewable Energy Association**

DATE: 02/21/13

RECEIPT NUMBER: D- 1182

FROM: JOHN POPE FOUNDATION

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

DONATION ITEM(S)	VALUE
GENERAL OPERATIONS	
CHECK #151	\$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

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

Dear Mr. Moles,

On behalf of Peace Action Wisconsin I would like to personally thank you and the Pope family for your continued support reflected in your generous donation of \$2,600 on February 15, 2013 to the Peace Education Project of Peace Action Wisconsin.

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. Thanks to the generosity of the Pope family and others we can continue to 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 John W. 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



Rachel Carson
Photograph by Erich Hartmann
Magnum Photos

February 25, 2013

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

Officers:

Roger Christie,
President
Martha Hayne Talbot,
Vice President
Richard J. Mandel,
Treasurer
Munro Meyersburg,
Secretary

Executive Director

Dr. Diana Post

Advisory Committee:

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

Board of Directors:

Ross Feldner
Marilyn Fioravanti, RN
Liam Goodman
Clifford C. Hall
Dr. David J. McGarvey
Dr. Benjamin McGraw
John H. More, Esq.
Dr. Tjaart Schillhorn van Veen
Claudia Joy Wingo, RN, DMH

Liaison to the Council:

Dr. Aaron Blair

Dear Mr. Moles,

Thank you for your generous donation of \$2,000.00 to the Rachel Carson Council, Inc. on February 13, 2013.

As you may know, we are in our 48th 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,

Munro Meyersburg
Secretary





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

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

February 27, 2013

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

Dear Mr. Moles,

Thank you for your commitment to affordable, safe and sustainable homes for tribal families and for vocational education for tribal members with your recent generous donation in the amount of \$3,700.00 to Red Feather Development Group.

During 2012, Red Feather staff worked closely with tribal members to energize the Hopi Home Health and Safety Program. In December and January, we began work on roof replacements for two homes through that program. We were also actively involved in bringing the National Tribal Healthy Homes Assessment Technical Assistance Support Center to the Hopi Reservation. A long name for an important program: the provision of free training for local environmental, health and housing professionals on healthy homes. This is a direct byproduct of our work to establish the Hopi Healthy Homes Collaborative last fall. The collaborative involves a variety of stakeholders in developing a comprehensive approach to addressing and mitigating conditions in homes that pose potential health hazards to the occupants.

With each project, we see a growing commitment on the part of our tribal partners, an ever larger number of tribal members actively involved in pursuing their skills development and knowledge base, a flowering, from the seeds we have planted over recent years, of a community passion for decent, energy-efficient, affordable housing within their community

Our passion for what we do is sustained by you, by your continued commitment and your faith in our work. You enable us to make a difference!

As you requested, I am enclosing a copy of our IRS Ruling letter, our most recent annual report, and our most recent audited financial statement. I am also forwarding information along to Ms. Sullivan for the Board's review. Thank you again for all that you do to make what we do a reality.

Sincerely yours,

Molly McCabe
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 Service

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



March 1, 2013

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 nor 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, S.S.S.F." The signature is written in black ink and is positioned above the typed name.

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

THE JOHN W. POPE FOUNDATION

EIN: 36-3717266

JANUARY 1, 2013 - DECEMBER 31, 2013

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	3,329.83
---	----------

PART I - LINE 16(c)

Other Professional Fees:

John Shea of William Blair & Co. Investment Counsel	5,056.18
--	----------

PART I - LINE 18

U.S. Treasury - 2012 Exise Tax	186.00	
U.S. Treasury - 2013 Estimated Tax	<u>228.00</u>	
		174.00

PART I - LINE 23

Filing Fee - State of Illinois Annual Report	10.00	
Filing Fees - State of Illinois Charity Bureau	<u>15.00</u>	
		25.00

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

During 2013, the Foundation paid \$3,329.83 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 2013, the Foundation paid \$5,056.18 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, 2013 - DECEMBER 31, 2013

SCHEDULE OF INFORMATION FOR FORM 990-PF

ASSET LIST

PART II - BALANCE SHEETS

	Security	Total Cost
CASH		
	CASH	38.99
		38.99
MONEY MARKET FUNDS		
	CASH ACCOUNT TRUST PREMIUM RESERVE MONEY M	28,173.28
		28,173.28
US TREASURY SECURITIES		
	FEDERAL NATIONAL MTG ASSN	50,090.00
	0.375% Due 12-21-15	
	FEDERAL NATIONAL MTG ASSN	44,233.20
	0.500% Due 03-30-16	
	FEDERAL NATIONAL MTG ASSN	10,122.10
	1.875% Due 09-18-18	
	FEDERAL HOME LN MTG CORP	52,439.50
	2.375% Due 01-13-22	
	Accrued Interest	
		156,884.80
GOVERNMENT AGENCY BONDS		
	FEDERAL NATIONAL MTG ASSN	4,997.80
	0.375% Due 03-16-15	
	Accrued Interest	
		4,997.80
COMMON STOCK		
	ADVISORY BOARD CO	3,566.25
	AFFILIATED MANAGERS GROUP INC	3,413.96
	AIR METHODS CORP NEW	7,015.35
	ALLIANCE DATA SYSTEM CORP	2,254.91
	AMERICAN INTERNATIONAL GROUP INC	7,055.04
	APPLE INC	3,223.40
	BRIGHT HORIZONS FAMILY SOLUTIONS INC DEL C	7,731.52
	CAI INTERNATIONAL INC COM	7,019.36
	CHARLES SCHWAB CORP NEW	7,771.07
	CONCUR TECHNOLOGIES INC	3,269.45
	DISCOVER FINANCIAL SERVICES	3,219.14
	EBAY INC	9,311.39
	EOG RES INC	6,779.74
	EXPRESS SCRIPTS HOLDING COMPANY	4,129.55
	FASTENAL CO	4,765.18
	HARLEY DAVIDSON INC	7,223.08
	HFF INC CL A	2,482.43
	HMS HOLDINGS CORP	6,371.15
	IDEX LABORATORIES CORP	7,490.77
	INTERCONTINENTALEXCHANGE GROUP INC	6,423.65
	IPC THE HOSPITALIST CO INC	6,313.20
	K12 INC	4,956.77
	LOWES COMPANIES INC	6,988.21
	LULULEMON ATHLETICA INC	7,858.78
	MEDIVATION INC	6,027.84
	MORNINGSTAR INC	7,203.04
	PORTFOLIO RECOVERY ASSOCIATES INC	5,667.28
	PRAXAIR INC	6,652.33
	PRECISION CASTPARTS CORP	3,823.60
	PREMIER INC CL A	7,924.42
	REALOGY HOLDINGS CORP COM	7,440.08
	SALESFORCE COM INC	6,540.78
	SIGNATURE BANK	4,644.33
	STERICYCLE INC	7,955.47
	TRACTOR SUPPLY CO	3,636.06
	ULTIMATE SOFTWARE GROUP INC	1,401.25
	VALUECLICK INC	6,708.01
	VISA INC CL A COMMON STOCK	3,720.63
	VOCERA COMMUNICATIONS INC	4,526.25
	WAGEWORKS INC	7,104.78
	WATSCO INC	7,127.96
	WEX INC	4,953.30
		239,690.81
TOTAL PORTFOLIO		429,785.69

THE JOHN W. POPE FOUNDATION

EIN: 36-3717266

JANUARY 1, 2013 - DECEMBER 31, 2013

SCHEDULE OF INFORMATION FOR FORM 990-PF

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

2013 Cash/Security Balances

<u>Date</u>	<u>Cash</u>	<u>Securities</u>	<u>Total</u>
1/24/2013	18,669.34	501,745.07	520,414.41
2/28/2013	18,085.91	489,281.64	507,367.55
3/28/2013	5,232.61	502,078.67	507,311.28
4/25/2013	18,527.29	482,083.31	500,610.60
5/23/2013	4,683.36	515,769.14	520,452.50
6/27/2013	4,535.38	505,151.71	509,687.09
7/25/2013	17,503.16	509,762.48	527,265.64
8/22/2013	17,169.70	519,654.89	536,824.59
9/26/2013	24,469.30	529,925.53	554,394.83
10/24/2013	18,781.96	542,120.54	560,902.50
11/27/2013	40,867.82	527,744.09	568,611.91
12/26/2013	28,211.96	547,291.76	575,503.72
Average:	18,061.48	514,384.07	532,445.55

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

SOURCE	AMOUNT
WILLIAM BLAIR #452-26883-18 (U.S. OBLIGATIONS \$2,019 - \$314 ACCRUED)	1,705.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,705.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WILLIAM BLAIR #452-26833-18	1,513.	0.	1,513.
WILLIAM BLAIR #452-26833-18 (MM)	8.	0.	8.
TOTAL TO FM 990-PF, PART I, LN 4	1,521.	0.	1,521.

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	3,330.	2,330.		1,000.
TO FM 990-PF, PG 1, LN 16A	3,330.	2,330.		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.	5,056.	5,056.		0.
TO FORM 990-PF, PG 1, LN 16C	5,056.	5,056.		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 - 2012 EXCISE TAX	186.	0.			0.
U.S. TREASURY - 2013 ESTIMATED TAX	228.	0.			0.
TO FORM 990-PF, PG 1, LN 18	414.	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.

FOOTNOTES	STATEMENT	7
-----------	-----------	---

THE YEAR END BALANCE SHEET FOR TAXPAYER'S 2012 TAX RETURN REPORTED AN INCORRECT COST BASIS FOR ONE STOCK HOLDING. THAT COST BASIS HAS BEEN CORRECTED RESULTING IN A REDUCTION IN THE BEGINNING OF YEAR VALUE OF INVESTMENTS-CORPORATE STOCK ON THE BALANCE SHEET OF \$711.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT OBLIGATIONS	X		161,883.	157,422.
TOTAL U.S. GOVERNMENT OBLIGATIONS			161,883.	157,422.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			161,883.	157,422.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	239,691.	390,835.
TOTAL TO FORM 990-PF, PART II, LINE 10B	239,691.	390,835.