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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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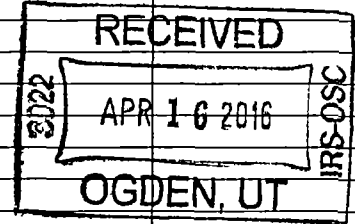
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2015 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) \$ 541,263.	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, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments	1,467.	1,467.	N/A	STATEMENT 1
	2 Dividends and interest from securities	1,998.	1,998.		STATEMENT 2
	3a Gross rents				
	b Net rental income or (loss)				
	4a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 4a 179,397.	26,705.			
	b Capital gain net income (from Part IV, line 2)		26,705.		
	5 Net short-term capital gain				
	6 Income modifications				
	7a 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	30,170.	30,170.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	3,360.	2,360.		1,000.
	b Accounting fees				
	c Other professional fees STMT 4	5,342.	5,342.		0.
	17 Interest				
	18 Taxes STMT 5	700.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6	25.	0.		0.	
24 Total operating and administrative expenses. Add lines 13 through 23	9,427.	7,702.		1,000.	
25 Contributions, gifts, grants paid	25,000.			25,000.	
26 Total expenses and disbursements. Add lines 24 and 25	34,427.	7,702.		26,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-4,257.				
b Net investment income (if negative, enter -0-)		22,468.			
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		39.	45.	45.
	2	Savings and temporary cash investments		31,783.	18,175.	18,175.
	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		161,883.	162,962.	160,420.
	b	Investments - corporate stock STMT 9		236,911.	245,177.	362,623.
	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 I)		430,616.	426,359.	541,263.	
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		430,616.	426,359.	
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		430,616.	426,359.		
31	Total liabilities and net assets/fund balances		430,616.	426,359.		

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	430,616.
2	Enter amount from Part I, line 27a	2	-4,257.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	426,359.
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	426,359.

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 179,397.		152,692.	26,705.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			26,705.

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	26,705.
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))
2014	26,000.	541,217.	.048040
2013	25,606.	524,458.	.048824
2012	25,775.	494,263.	.052148
2011	25,845.	481,855.	.053636
2010	21,981.	468,688.	.046899

2 Total of line 1, column (d)	2	.249547
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	.049909
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	546,707.
5 Multiply line 4 by line 3	5	27,286.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	225.
7 Add lines 5 and 6	7	27,511.
8 Enter qualifying distributions from Part XII, line 4	8	26,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

Table with 11 rows for excise tax calculations. Line 1: 449. Line 2: 0. Line 3: 449. Line 4: 0. Line 5: 449. Line 6a-6d: Credits/Payments. Line 7: 0. Line 8: Penalty. Line 9: 449. Line 10: Overpayment. Line 11: 449.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns: Question, Yes, No. Row 1a: X. Row 1b: X. Row 1c: X. Row 2: X. Row 3: X. Row 4a: X. Row 4b: N/A. Row 5: X. Row 6: X. Row 7: X. Row 8a: IL. Row 8b: X. Row 9: X. Row 10: X.

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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		
16 At any time during calendar year 2015, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ►		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		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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? 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.)		
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 2015 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 2015.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?		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 4945(d)(4)(A)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 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. 6b X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No
 If "Yes," enter the amount of net income attributable to the transaction: N/A 7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SABINA W. SULLIVAN 180 NORTH STETSON AVENUE, SUITE 1940 CHICAGO, IL 60601	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
MOLLY ROAMER 180 NORTH STETSON AVENUE, SUITE 1940 CHICAGO, IL 60601	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
JOHN A. SHEA 180 NORTH STETSON AVENUE, SUITE 1940 CHICAGO, IL 60601	TREASURER/DIRECTOR 0.00	0.	0.	0.
CHARLES F. MOLES 180 NORTH STETSON AVENUE, SUITE 1940 CHICAGO, IL 60601	SECRETARY/DIRECTOR 0.00	0.	0.	0.

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

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

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

Part 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	530,319.
b	Average of monthly cash balances	1b	24,713.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	555,032.
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	555,032.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,325.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	546,707.
6	Minimum investment return. Enter 5% of line 5	6	27,335.

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	27,335.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	449.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	449.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	26,886.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	26,886.
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	26,886.

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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	26,000.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				26,886.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			19,235.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 26,000.				
a Applied to 2014, but not more than line 2a			19,235.	
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 2015 distributable amount				6,765.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (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:	0.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				20,121.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	
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
<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 SEE CONTINUATION SHEET(S) ▶ 3a</p>				25,000.
<p>b Approved for future payment</p> <p>NONE</p>				
<p>Total ▶ 3b</p>				0.

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... 1a(1) Cash X, 1a(2) Other assets X, 1b(1) Sales of assets to a noncharitable exempt organization X, 1b(2) Purchases of assets from a noncharitable exempt organization X, 1b(3) Rental of facilities, equipment, or other assets X, 1b(4) Reimbursement arrangements X, 1b(5) Loans or loan guarantees X, 1b(6) Performance of services or membership or fundraising solicitations X, 1c Sharing of facilities, equipment, mailing lists, other assets, or paid employees X.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: Charles F. Moles, Date: 3/10/16, Title: Treasurer.

May the IRS discuss this return with the preparer shown below (see instr)? Yes No [X]

Paid Preparer Use Only Print/Type preparer's name: CHARLES F. MOLES, Preparer's signature: CHARLES F. MOLES, Date: 3/10/16, Check self-employed: [], PTIN: P01432140, Firm's name: ASHCRAFT & ASHCRAFT, LTD., Firm's EIN: 36-3209815, Firm's address: 180 NORTH STETSON AVENUE, SUITE 1940 CHICAGO, IL 60601, Phone no.: (312) 819-4060.

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 ALLIANCE DATA SYSTEM - 9 SHARES	P	11/30/09	01/20/15
b ALLIANCE DATA SYSTEM - 20 SHARES	P	08/17/11	01/20/15
c LOWES COMPANIES 80 - SHARES	P	12/13/12	01/20/15
d DISCOVER FINANCIAL SERVICES - 79 SHARES	P	12/20/10	01/22/15
e PRECISION CASTPARTS - 8 SHARES	P	12/01/09	01/22/15
f PRECISION CASTPARTS - 4 SHARES	P	10/08/14	01/22/15
g HARLEY DAVIDSON - 175 SHARES	P	02/09/11	01/30/15
h ZULILY INC CLASS A - 204 SHARES	P	09/17/14	02/12/15
i AMERICAN INTERNATIONAL GROUP - 190 SHAES	P	02/26/13	02/20/15
j FNMA .375% DUE 03-16-15 - \$5,000	P	06/19/12	03/11/15
k AIR METHODS - 122 SHARES	P	02/14/12	03/26/15
l PRECISION CASTPARTS - 28 SHARES	P	12/01/09	04/07/15
m DISCOVER FINANCIAL SERVICES - 96 SHARES	P	12/20/10	04/10/15
n WATSCO INC - 22 SHARES	P	04/30/14	04/16/15
o LKQ CORPORATION - 279 SHARES	P	02/21/14	04/28/15

(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 2,605.		548.	2,057.
b 5,789.		2,406.	3,383.
c 5,324.		2,795.	2,529.
d 4,531.		1,453.	3,078.
e 1,634.		850.	784.
f 817.		896.	-79.
g 11,022.		7,223.	3,799.
h 3,052.		7,595.	-4,543.
i 10,372.		7,055.	3,317.
j 5,000.		4,998.	2.
k 5,733.		3,566.	2,167.
l 5,968.		2,974.	2,994.
m 5,527.		1,766.	3,761.
n 2,708.		1,844.	864.
o 6,990.		8,164.	-1,174.

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			2,057.
b			3,383.
c			2,529.
d			3,078.
e			784.
f			-79.
g			3,799.
h			-4,543.
i			3,317.
j			2.
k			2,167.
l			2,994.
m			3,761.
n			864.
o			-1,174.

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 LKQ CORPORATION - 67 SHARES	P	11/11/14	04/28/15
b HFF INC CLASS A - 15 SHARES	P	09/28/11	05/18/15
c HFF INC CLASS A - 80 SHARES	P	09/24/14	05/18/15
d BRIGHT HORIZONS FAMILY SOLUTIONS - 50 SHARES	P	09/12/13	05/22/15
e SS&C TECHNOLOGIES -143 SHARES	P	12/15/14	07/16/15
f EXPRESS SCRIPTS - 57 SHARES	P	10/04/11	07/31/15
g BARRACUDA NETWORKS - 169 SHARES	P	02/11/15	10/02/15
h EXACT SCIENCES CORP - 138 SHARES	P	12/12/14	10/06/15
i EXACT SCIENCES CORP - 199 SHARES	P	08/03/15	10/06/15
j FINANCIAL ENGINES - 233 SHARES	P	01/07/15	10/20/15
k HFF INC CLASS A - 217 SHARES	P	09/28/11	11/04/15
l STERICYCLE - 69 SHARES	P	12/16/13	11/12/15
m FNMA .375% DUE 12-21-15 - \$50,000	P	01/16/13	12/21/15
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 1,679.		1,949.	-270.
b 608.		114.	494.
c 3,243.		2,418.	825.
d 2,736.		1,850.	886.
e 9,297.		7,723.	1,574.
f 5,124.		2,012.	3,112.
g 2,953.		6,070.	-3,117.
h 1,676.		3,921.	-2,245.
i 2,417.		4,803.	-2,386.
j 7,107.		8,000.	-893.
k 6,978.		1,653.	5,325.
l 8,507.		7,956.	551.
m 50,000.		50,090.	-90.
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			-270.
b			494.
c			825.
d			886.
e			1,574.
f			3,112.
g			-3,117.
h			-2,245.
i			-2,386.
j			-893.
k			5,325.
l			551.
m			-90.
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	26,705.
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
Lucas Hixson
Judith Johnsrud, Ph.D.
(1931-2014)
Judith Kaufman
Robert K. Musil, Ph.D.
Kendra Ulrich

February 17, 2015

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

STAFF

Cindy Folkers
Linda Pentz Gunter
Paul Gunter
Kevin Kamps

Dear Charles:

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 the Pope Foundation's continued support of our work.

HONORARY PRESIDENT

Dr. Helen Caldicott

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

HONORARY CHAIRMAN

Ed Asner

ADVISORY BOARD

Roger Herried
Kristen Iversen
Brian Keane
Dr. M.V. Ramana
Dr. Marvin Resnikoff
Gar Smith
Charmaine White Face

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)

Enclosed are our Annual Report, most recent IRS letter and Audit.

With many thanks and best wishes from us all.

Sincerely,

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

February 24, 2015

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

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 and everyone at the John W. Pope Foundation for your generous February 20, 2015 gift of \$2000.00.

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 Central African Republic (CAR):** Ongoing war has made a catastrophic health situation even worse. We have been forced to evacuate from some of the worst-hit areas, but remain committed to our patients, performing trauma surgery, running 20 medical projects and sending mobile clinics to reach people hiding in the bush.
- **Battling Ebola in West Africa:** Since the Ebola epidemic was first declared, the international response has failed to reach all of those affected in the hardest-hit countries. Doctors Without Borders is working at full capacity to fight the outbreak. Since March of last year, we have cared for more than 7,700 people across eight Ebola management centers in Guinea, Liberia, Sierra Leone, and Mali.
- **Treating Cholera in Haiti:** Four years after the first cholera outbreak in Haiti, a continued lack of access to clean water and sanitation has led to a new spike in cases in the capital. In response, we rapidly reinforced our cholera teams, treating around 2,000 people in need of emergency hospitalization in just over one month.

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

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

February 12, 2015

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

Dear Charles,

Thank you for your recent contribution to Keystone Conservation in support of rangeland stewardship and the large carnivores roaming the Northern Rockies.

Your support enables us to continue our important work on several fronts:

- Continuing to sponsor and implement Range Riders on private and public lands to deter wolf, grizzly bear and cougar conflicts with livestock. We are developing new projects in Wyoming north of the Wind River Range and east of Glacier National Park in Montana protecting keystone species, expanding wildlife habitat, and restoring rangeland health and biodiversity.
- Creating and building a network of conservation practitioners and ranchers for sustainable agriculture including wildlife conservation.
- Giving talks to nation-wide university and science association groups about wildlife conflict prevention and the effective use of range riders

Thank you again for your help in saving a place for wild predators in the American West. As per your request we have included with this letter our most recent IRS tax-exempt letter, 2013 Annual Report, and Audited Financial Statement. Our 2014 annual report and financial statements are still being compiled and will be posted to our website when completed.

Sincerely,

A handwritten signature in black ink, appearing to read "Lisa", with a horizontal line extending to the right.

Lisa Upson,
Executive Director

Received from: John W. Pope Foundation
Tax Deductible Amount: \$3,400.00
Date: February 12, 2015

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.



February 23, 2015

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

Dear Mr. Moles:

On behalf of the staff and Board, thank you for the generous funding provided to Land Stewardship Project. I was pleased to receive a check from the John W. Pope Foundation in the amount of \$3,400.00 (check #180 dated January 29, 2015).

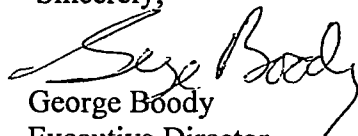
Enclosed are the documents that you requested. Included is our most recent IRS tax-exemption letter and Audited Financial Statements for the Fiscal Year 2013-2014.

In lieu of an Annual Report, the Land Stewardship Project provides regular program and financial updates to our members and donors through our quarterly newsletter, the *Land Stewardship Letter*. The 2014 editions are included here. (In addition to being mailed to members, the newsletter is available on our website at: <http://landstewardshipproject.org/about/landstewardshipleter>). A more detailed summary of the program accomplishments for the fiscal year can also be found in the Audited Statements on pages 7-10.


The summary of the 2013-2014 audited financial statements will be included in the upcoming *Land Stewardship Letter*. This summary of our financial position, revenues and expenditures will also be available on our website (<http://www.landstewardshipproject.org/index-aboutus.html>).

We are grateful to receive this generous contribution and have also sent our thanks to Ms. Sabina Sullivan. Thank you for your partnership.

Sincerely,


George Boody
Executive Director

Enclosure

P.S. We also send
a thank you to Ms. Sullivan.
I am grateful for this
contribution!


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 Project's federal tax exemption number is EIN: 41-1466054.

Printed on recycled paper, 100% post consumer



MICHAEL FIELDS
AGRICULTURAL INSTITUTE



May 18, 2015

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

Dear Charlie Moles,

On behalf of Michael Fields Agricultural Institute's board, staff, and clients, I would like to thank you for your generous donation of \$1,700.00. Your gift will be used in support of our mission to nurture the ecological, social and economic resiliency of food and farming systems.

For more than 30 years, Michael Fields has been working with farmers, consumers and friends like you to develop healthy food systems and agricultural communities.

Our vision is to bring together all segments of the community to create agricultural landscapes with healthy regional systems of land use, food production and distribution. With the support of partners like you, we provide a hands-on and across-the-table approach that is producing measurable results.

Please, don't be a stranger! We'd love to see you at a Whole Farm Workshop, at our summer Reading in the Garden or Farm to Table Dinner, at one of the local Farmer's Markets, or at any one of the many activities and events we hold at the Institute.

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: 03/09/15

RECEIPT NUMBER: D-1828

FROM: JOHN W POPE FOUNDATION
CHARLES MOLES
180 NORTH STETSON AVE STE 1940
CHICAGO, IL 60601

DONATION ITEM(S)	VALUE
GENERAL OPERATIONS	
CASH - CK# 177	\$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



Peace Action Wisconsin
1001 E. Keefe Ave.
Milwaukee, WI 53212-1710

Phone: 414-395-0679
E-mail: Info@peaceactionwi.org
Website: peaceactionwi.org

The Pope Foundation
180 N Stetson Ave
Suite 1940
Chicago, IL 60601

01/01/2016

To whom it may concern:

Thank you so much for your generous contribution of \$2600.00 to Peace Action Wisconsin in 2015! This contribution is tax-deductible to the extent allowed by law. Through your donation you demonstrate your passion for peace and justice by helping our mission of education and advocacy in our community. Together we can change the world!

This year, we used the funds in the following ways:

- Holding our Annual Lantern's for Peace Event

Thanks you so much for your continued support of Peace Action Wisconsin and the work we do.

In peace and solidarity,

Angelique Rogers
Executive Director
Peace Action Wisconsin
1001 E. Keefe Ave.
Milwaukee, WI 53212
www.peaceactionwi.org
angelique@peaceactionwi.org
414-395-0679

*Peace Action Wisconsin is a registered 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

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

March 12, 2015

Officers:

Dr. Robert K. Musil
President & CEO
Martha Hayne Talbot,
Vice President
Richard J. Mandel, Treasurer
John F. More, Esq., Secretary

Advisory Committee:

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

Board of Directors:

Roger Christie, Chairman
Ross A. Feldner
Marilyn Fioravanti, RN
Liam Goodman
Clifford C. Hall
Dr. David J. McGarvey
Dr. Benjamin McGraw
Claudia Joy Wingo, RN, DMH

Liaison to the Council:

Dr. Aaron Blair

Dear Charles,

This letter is acknowledgement of the recent, generous 2015 gift of \$2,000 to the Rachel Carson Council from the John W. Pope Foundation. It is especially meaningful to me to have the continued support of long-time contributors like the John W. Pope Foundation.

I want you to know, too, that your contribution goes a long way since we are a no-frills organization that, as you know, is dedicated only to carrying on Rachel Carson's legacy in fighting for the environment. I have included with this letter our 501(C) (3) letter from the IRS and an annual report prepared originally for the Board of Directors since the RCC did not publish an annual report in 2014. I have enclosed, however, our most recent IRS 990 form that details our activity for our most recent fiscal year ending in mid-2014 shortly after I became President. As an organization with total budget under \$500,000, we do not obtain a formal audit. I have, however, enclosed our financial statement.

Please note, as my enclosed annual report describes, that the RCC has been growing and increasing its donations and financial standing during my first year as CEO. There is currently about \$90,000 in our Bank of America business account with a number of foundation and high donor requests in process.

I will also send materials about recent RCC activities, as requested, to Ms. Sabina P. Sullivan in Palmyra, Wisconsin.

Please let me know if any further information is required. I can be reached by mail, at my direct line, 301-214-2400, or at my own email at bmusil1@yahoo.com.

Meanwhile, I will be working as hard as I can to carry out the legacy of Rachel Carson.

Again, thanks to the John W. Pope Foundation and its faithful concern and support for the Rachel Carson Council.

Warm regards,

Robert K. Musil, Ph.D., M.P.H.
President and CEO
The Rachel Carson Council

P.S. The Rachel Carson Council is a tax-deductible 501 (c) (3) organization. In accordance with Internal Revenue Service requirements, we confirm your contribution of \$2,000 and that **no good or services were provided** in return for this contribution. Our Federal Identification Number is 52-6072960.





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

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

March 05, 2015

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

Dear Mr. Moles:

Please accept our heartfelt thanks for your recent gift of \$3,700.00 on 2/13/2015. Thank you for your generosity and for your support for the work of Red Feather -- building community, building skills with our tribal partners, and building a better future for tribal families.

Your support is always appreciated, but as we work to complete our 8th straw bale home on the Hopi Reservation, your support is even more critical! Winter is here, and we are busy working to ensure that additional homes are warm and safe. We have just delivered "Do It Yourself" Weatherization classes at both Northern Cheyenne and Hopi, during which we weatherized homes and distributed free weatherization kits. Your gift will be put to good use supporting these and other important projects.

We look forward to updating you on our progress! We regularly post photos and updates via our e-newsletter (visit our webpage at www.redfeather.org to sign up) and our Facebook page. Thank you for all that you do to make our work possible. Your gift fills our hearts and energizes our work.

Sincerely yours,

A handwritten signature in black ink that reads "Molly McCabe".

Molly McCabe
Director of Fund Development and Communications

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 Section 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 21, 2015

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 black ink, which appears to read "Rose Ann Trzil, S.S.S.F." The signature is written in a cursive style.

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

THE JOHN W. POPE FOUNDATION

EIN: 36-3717266

JANUARY 1, 2015 - DECEMBER 31, 2015

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

3,359.92

PART I - LINE 16(c)

Other Professional Fees:

John Shea of William Blair & Co.

Investment Counsel

5,342.10

PART I - LINE 18

U.S. Treasury - 2014 Excise Tax

152.00

U.S. Treasury - 2015 Estimated Tax

548.00

700.00

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 2015, the Foundation paid \$3,359.92 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 2015, the Foundation paid \$5,342.10 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, 2015 - DECEMBER 31, 2015

SCHEDULE OF INFORMATION FOR FORM 990-PF

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

2015 Cash/Security Balances

<u>Date</u>	<u>Cash</u>	<u>Securities</u>	<u>Total</u>
1/31/2015	47,810.16	504,882.06	552,692.22
2/28/2015	28,025.26	524,423.02	552,448.28
3/31/2015	21,813.77	532,304.98	554,118.75
4/30/2015	23,545.65	529,328.48	552,874.13
5/31/2015	28,909.20	535,794.39	564,703.59
6/30/2015	12,580.97	553,944.31	566,525.28
7/31/2015	26,379.51	553,807.82	580,187.33
8/31/2015	18,639.65	529,159.57	547,799.22
9/30/2015	18,970.50	520,156.70	539,127.20
10/31/2015	26,286.63	526,213.35	552,499.98
11/30/2015	25,369.47	529,651.40	555,020.87
12/31/2015	18,220.02	524,163.71	542,383.73
Average:	24,712.57	530,319.15	555,031.72

THE JOHN W. POPE FOUNDATION

EIN: 36-3717266

JANUARY 1, 2015 - DECEMBER 31, 2015

SCHEDULE OF INFORMATION FOR FORM 990-PF

ASSET LIST

PART II - BALANCE SHEETS

	Security	Total Cost	
CASH			
	CASH	44.99	
		<u>44.99</u>	
MONEY MARKET FUNDS			
	DWS CASH RESERVE FUND PRIME SERIES INSTITU	18,175.02	
		<u>18,175.02</u>	
US TREASURY SECURITIES			
	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		
	FEDERAL NATIONAL MTG ASSN	56,167.05	
	2.625% Due 09-06-24		
	Accrued Interest		
		<u>162,961.85</u>	
COMMON STOCK			
	ACUITY BRANDS INC	7,760.31	
	AFFILIATED MANAGERS GROUP INC	3,413.96	
	ALLIANCE DATA SYSTEM CORP	1,706.42	
	AMAZON.COM INC	7,751.52	
	APPLE INC	1,813.16	
	BRIGHT HORIZONS FAMILY SOLUTIONS INC DEL C	5,881.87	
	CHARLES SCHWAB CORP NEW	7,771.07	
	COSTAR GROUP INC	7,469.17	
	DAVE & BUSTERS ENTERTAINMENT INC COMMON ST	5,705.15	
	DEXCOM INC	5,764.57	
	EOG RES INC	4,067.84	
	EXPRESS SCRIPTS HOLDING COMPANY	1,905.95	
	FASTENAL CO	4,765.18	
	IDEXX LABORATORIES CORP	7,490.77	
	INOGEN INC COM	4,750.04	
	INTERCONTINENTAL EXCHANGE INC	6,423.65	
	LDR HOLDING CORPORATION	5,874.77	
	LOWES COMPANIES INC	4,192.92	
	MANPOWERGROUP		7,743.51
	MARCUS & MILLICHAP INC COM		6,869.02
	MEDIVATION INC		2,920.21
	MORNINGSTAR INC		7,203.04
	PALO ALTO NETWORKS INC COM		7,497.26
	PRA GROUP INC COM		6,720.12
	PREMIER INC CL A		7,924.42
	PRESS GANEY HOLDINGS INC COM		8,206.21
	PROTO LABS INC COM		7,875.04
	REALOGY HOLDINGS CORP COM		7,440.08
	SALESFORCE.COM INC		6,540.78
	SIGNATURE BANK		4,644.33
	ULTIMATE SOFTWARE GROUP INC		1,401.25
	VEEVA SYSTEMS INC CL A COM		7,822.06
	VISA INC CL A COMMON STOCK		4,151.83
	WAGeworks INC		8,099.49
	WATSCO INC		5,283.07
	WEX INC		4,953.30
	ZEBRA TECHNOLOGIES CORP-CL A		6,873.96
	ZOES KITCHEN INC COM		<u>7,768.15</u>
			222,445.50
	FOREIGN STOCK		
	***FLEETMatics GROUP PLC COM		8,030.78
	***MOBILEYE N V ORD SHS		7,140.05
	***NORD ANGLIA EDUCATION INC SHS		<u>7,560.94</u>
			22,731.77
	TOTAL PORTFOLIO		426,359.14

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
WILLIAM BLAIR #452-26883-18 (U.S. AGENCY \$1,858 - \$391 ACCRUED)	1,467.	1,467.	
TOTAL TO PART I, LINE 3	1,467.	1,467.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WILLIAM BLAIR #452-26833-18	1,994.	0.	1,994.	1,994.	
WILLIAM BLAIR #452-26833-18 (MM)	4.	0.	4.	4.	
TO PART I, LINE 4	1,998.	0.	1,998.	1,998.	

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	3,360.	2,360.		1,000.
TO FM 990-PF, PG 1, LN 16A	3,360.	2,360.		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.	5,342.	5,342.		0.
TO FORM 990-PF, PG 1, LN 16C	5,342.	5,342.		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 - 2014 EXCISE TAX	152.	0.		0.
U.S. TREASURY - 2015 ESTIMATED TAX	548.	0.		0.
TO FORM 990-PF, PG 1, LN 18	700.	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.	0.		0.
ILLINOIS SECRETARY OF STATE	10.	0.		0.
TO FORM 990-PF, PG 1, LN 23	25.	0.		0.

FOOTNOTES			STATEMENT 7
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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		162,962.	160,420.
TOTAL U.S. GOVERNMENT OBLIGATIONS			162,962.	160,420.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			162,962.	160,420.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	245,177.	362,623.
TOTAL TO FORM 990-PF, PART II, LINE 10B	245,177.	362,623.