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Return of Private Foundation

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

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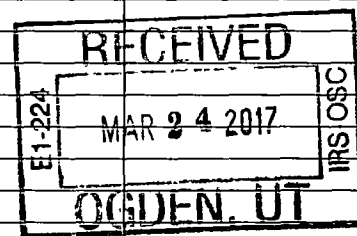
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2016 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) ▶ \$ 535,759.	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	2,921.	2,921.		STATEMENT 1
4 Dividends and interest from securities	1,297.	1,297.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	13,331.			
Gross sales price for all assets on line 6a 181,124.				
7 Capital gain net income (from Part IV, line 2)		13,331.		
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	17,549.	17,549.		
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	4,025.	3,025.		1,000.
b Accounting fees				
c Other professional fees STMT 4	5,193.	5,193.		0.
17 Interest				
18 Taxes STMT 5	353.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	146.	146.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	9,717.	8,364.		1,000.
25 Contributions, gifts, grants paid	25,000.			25,000.
26 Total expenses and disbursements. Add lines 24 and 25	34,717.	8,364.		26,000.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-17,168.			
b Net investment income (if negative, enter -0-)		9,185.		
c Adjusted net income (if negative, enter -0-)			N/A	



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	45.		
	2 Savings and temporary cash investments	18,175.	6,614.	6,614.
	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	162,962.	154,604.	152,633.
	b Investments - corporate stock STMT 9	245,177.	247,973.	376,512.
	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)	426,359.	409,191.	535,759.	
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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	426,359.	409,191.	
	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	426,359.	409,191.		
31 Total liabilities and net assets/fund balances	426,359.	409,191.		

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	426,359.
2 Enter amount from Part I, line 27a	2	-17,168.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	409,191.
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	409,191.

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 181,124.		167,793.	13,331.

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			13,331.

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	13,331.
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))
2015	26,000.	546,707.	.047557
2014	26,000.	541,217.	.048040
2013	25,606.	524,458.	.048824
2012	25,775.	494,263.	.052148
2011	25,845.	481,855.	.053636

2 Total of line 1, column (d)	2	.250205
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	.050041
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	520,123.
5 Multiply line 4 by line 3	5	26,027.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	92.
7 Add lines 5 and 6	7	26,119.
8 Enter qualifying distributions from Part XII, line 4	8	26,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	184.
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	184.
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	184.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a		
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		0.
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		184.
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 2017 estimated tax <input type="checkbox"/> Refunded <input 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
b 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
c 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 2016 or the taxable year beginning in 2016 (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)

	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 ► <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 2016, 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 ► <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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <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> c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____	2b	
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 2016 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 2016.) <u>N/A</u>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2016?	4a	X
	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 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
 N/A 7b

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

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

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

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	511,661.
b	Average of monthly cash balances	1b	16,383.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	528,044.
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	528,044.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,921.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	520,123.
6	Minimum investment return. Enter 5% of line 5	6	26,006.

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	26,006.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	184.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	184.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	25,822.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	25,822.
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	25,822.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				25,822.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			20,121.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 26,000.				
a Applied to 2015, but not more than line 2a			20,121.	
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 2016 distributable amount				5,879.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				19,943.
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 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	
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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
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.
PEOPLE AND CARNIVORES P.O. BOX 6733 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.

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 CERNER CORP - 126 SHARES	P	04/11/16	12/17/16
b PRA GROUP - 170 SHARES	P	01/18/12	11/09/16
c PRA GROUP - 79 SHARES	P	11/12/15	11/09/16
d PRA GROUP - 108 SHARES	P	03/01/16	11/09/16
e DEXCOM INC - 67 SHARES	P	11/23/15	11/02/16
f MARCUS & MILLICHAP - 129 SHARES	P	09/24/14	10/24/16
g MARCUS & MILLICHAP - 87 SHARES	P	03/12/15	10/24/16
h PRESS GAINY HOLDINGS - 288 SHARES	P	06/26/15	10/21/16
i MEDIVATION - 158 SHARES	P	03/29/12	09/21/16
j MEDIVATION - 34 SHARES	P	03/09/16	09/21/16
k FLEETMATIC GROUP - 169 SHARES	P	06/25/15	08/18/16
l PROTO LABS INC - 105 SHARES	P	04/22/15	07/28/16
m LDR HOLDING CORP - 231 SHARES	P	12/08/15	06/15/16
n REALOY HOLDINGS - 150 SHARES	P	03/19/13	06/02/16
o IDEXX LABORATORIES - 49 SHARES	P	08/21/12	05/26/16

(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 6,044.		6,986.	-942.
b 4,631.		3,756.	875.
c 2,152.		2,964.	-812.
d 2,942.		2,668.	274.
e 4,174.		5,764.	-1,590.
f 3,173.		3,842.	-669.
g 2,140.		3,027.	-887.
h 11,664.		8,206.	3,458.
i 12,784.		2,920.	9,864.
j 2,751.		1,297.	1,454.
k 10,047.		8,031.	2,016.
l 5,423.		7,875.	-2,452.
m 8,556.		5,875.	2,681.
n 4,865.		7,440.	-2,575.
o 4,398.		2,353.	2,045.

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			-942.
b			875.
c			-812.
d			274.
e			-1,590.
f			-669.
g			-887.
h			3,458.
i			9,864.
j			1,454.
k			2,016.
l			-2,452.
m			2,681.
n			-2,575.
o			2,045.

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 ZEBRA TECHNOLOGIES - 56 SHARES	P	10/23/14	05/23/16
b ZEBRA TECHNOLOGIES - 34 SHARES	P	08/11/15	05/23/16
c ZEBRA TECHNOLOGIES - 40 SHARES	P	03/03/16	05/23/16
d FNMA 1.875% 09-18-18 - \$10,000	P	09/23/13	04/11/16
e FHLMC 2.0% 06-19-23 - \$10,000	P	03/29/16	04/11/16
f FNMA .50% 03-30-16 - \$30,000	P	04/10/13	03/30/16
g FNMA .50% 03-30-16 - \$10,000	P	04/10/13	03/15/16
h MANPOWERGROUP - 90 SHARES	P	04/08/15	02/25/16
i WEX INC - 80 SHARES	P	06/19/12	02/10/16
j FNMA .50% 03-30-16 - \$4,000	P	04/10/13	01/21/16
k EXPRESS SCRIPTS HOLDING - 54 SHARES	P	10/04/11	01/14/16
l BRIGHT HORIZONS FAMILY SOLUTIONS - 56 SHARES	P	09/12/13	01/12/16
m EOG RES INC - 72 SHARES	P	04/30/10	01/04/16
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 2,831.		3,863.	-1,032.
b 1,719.		3,011.	-1,292.
c 2,022.		2,651.	-629.
d 10,222.		10,122.	100.
e 10,105.		10,167.	-62.
f 30,000.		30,159.	-159.
g 9,977.		10,053.	-76.
h 6,943.		7,743.	-800.
i 4,825.		4,953.	-128.
j 3,986.		4,021.	-35.
k 4,269.		1,906.	2,363.
l 3,495.		2,072.	1,423.
m 4,986.		4,068.	918.
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			-1,032.
b			-1,292.
c			-629.
d			100.
e			-62.
f			-159.
g			-76.
h			-800.
i			-128.
j			-35.
k			2,363.
l			1,423.
m			918.
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	13,331.
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. 8600 IRVINGTON AVENUE BETHESDA, MD 20817	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, 2016

STAFF

Cindy Folkers
Linda Pentz Gunter
Paul Gunter
Kevin Kamps

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

HONORARY PRESIDENT

Dr. Helen Caldicott

Dear Mr. Moles:

On behalf of the board and staff of Beyond Nuclear, thank you for your most generous grant to our organization. We depend on donors like you to enable us to continue our efforts to eliminate nuclear power and nuclear weapons.

HONORARY CHAIRMAN

Ed Asner

This letter is also intended for tax purposes and acknowledges your 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.

ADVISORY BOARD

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

Every dollar we receive from wonderful supporters like you helps bolster and expand our work. We are constantly striving to enlarge our base and to inform and motivate more people to join us.

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
(1951-2015)
Steven Strong
Paul Winter
Gretchen Wyler
(1937-2007)

Deepest thanks for your contribution and for helping spread the word about Beyond Nuclear! It is so important that we succeed in engaging more people like you in taking the meaningful steps needed to safeguard our planet.

All best wishes,

Linda Pentz Gunter



February 12, 2016

Mr. Charles F. Moles, Secretary
John W Pope Foundation
180 N Stetson Avenue, Ste. 1940
Chicago, IL 60601-6750



Dear Charles,

On behalf of our medical teams at work around the world, please accept my sincerest thanks for your generous gift of \$2,000.00, received on February 4, 2016. With your support at this level, you are now counted as a member of our Doctors Without Borders/Médecins Sans Frontières (MSF) Partner program. Partners' gifts of \$500 or more further empower our medical teams to treat people in urgent need of medical care.

Your financial support is the source of the lifesaving care we deliver, and we couldn't do it without you. On any given day more than 31,000 Doctors Without Borders staff are at work bringing emergency medical care to people in nearly 70 countries—often in situations where only Doctors Without Borders is there to help.

Soon you will receive our quarterly *Alert* magazine with in-depth coverage of our response to—and analysis of—international crises. And you will be invited to special events such as interactive teleconferences where Doctors Without Borders aid workers provide detailed updates on our activities. If you would prefer not to receive these benefits, just let us know by calling 212-763-5797 or emailing us at donations@newyork.msf.org.

Should you have any questions regarding our work or the Partners program, please do contact me. I've enclosed my card with all of my contact information.

Again, thank you for taking action and joining us in our mission to treat patients based on our medical assessment of their needs alone—and not on any other agenda. Becoming a Doctors Without Borders Partner is one of the most powerful and effective ways to help our teams bring lifesaving medical care to men, women, and children caught in conflicts, natural disasters and epidemics all over the world.

Sincerely,

Kim Daley Jones
Marketing Manager
Partner Program

88053652 7 ADA16026EA00

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



PEOPLE AND CARNIVORES

February 9, 2016

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

Dear Charles,

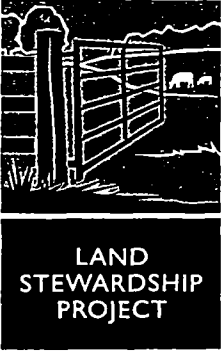
Thank you very much for your recent contribution of \$3,400.00 on January 29, 2016 to People and Carnivores.

Your gift enables us to continue our work providing wild carnivores of the Northern Rockies room to roam and promoting rangeland stewardship. Stay up to date on our projects at www.facebook.com/peopleandcarnivores and at www.peopleandcarnivores.org. Thank you for helping us achieve our vision of an American West with healthy land, abundant wildlife, productive agriculture, and vibrant rural communities.

As requested, included with this letter is our most recent IRS tax-exemption letter, and our most recent Compiled Financial Statements. Our Annual Reports are available online at www.peopleandcarnivores.org/publications. We are currently in process with our fiscal year 2015 Compiled Financial Statements.

Sincerely,

Lisa Upson
Executive Director



March 1, 2016

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 #196 dated January 29, 2016).

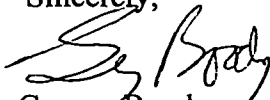
Enclosed are the documents that you requested. Included is our most recent IRS tax-exemption letter and Audited Financial Statements for the Fiscal Year 2014-2015.

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*. In addition to being mailed to members, the newsletter is available on our website at:
<http://landstewardshipproject.org/about/landstewardshipletter>.

The summary of the 2014-2015 audited financial statements will be included in an upcoming *Land Stewardship Letter*. This summary of our financial position, revenues and expenditures will also be available on our website at:
<http://landstewardshipproject.org/about/financial>.

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

P.S. We send a separate thank you to Ms. Sullivan. We send newsletters and other communications to her throughout the year.

Enclosure

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.

MICHAEL FIELDS
AGRICULTURAL INSTITUTE



February 04, 2016

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

Dear Charlie Moles,

Thank you for your support of Michael Fields Agricultural Institute, your donation of \$1,700.00, received on February 04, 2016, shows your commitment to creating a diverse, healthy and sustainable planet. Because of you and the support of others like you we continue to make a difference here in Wisconsin and across the country.

The message is getting out that a sustainable method of agriculture is the ideal. Each year we are seeing conventional farmers changing methods, consumers requesting organic and locally grown produce, and a reawakening of interest in patio and backyard gardening.

We rely on donations to do the research, instruct the practitioners, and inform the legislators on best practices for our health and future. Please feel free to contact me if you have any questions about our programs or MFAI in general.

Thank you and best regards,

David Andrews
Executive Director



midwest renewable energy association

**Receipt Of Donation
Midwest Renewable Energy Association**

DATE: 01/29/16

RECEIPT NUMBER: D-2108

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

DONATION ITEM(S)	VALUE
GENERAL OPERATIONS	
CASH	\$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
3628 W Pierce Street ■ Milwaukee, WI 53215 ■ 414-988-7963
1754 University Avenue West ■ Saint Paul, MN 55104 ■ 651-789-5720
www.midwestrenew.org



1001 E. Keefe Avenue, Milwaukee WI 53212 414-395-0679 www.peaceactionwi.org

February 2nd, 2016

Charles F. Moles, Secretary
John W. Pope Foundation
1800 North Stetson Avenue, Suite 1940
Chicago IL. 60601

Dear Mr. Moles,

On behalf of myself, the 2016 Peace Education Project of Peace Action Wisconsin Steering Committee, and the whole of the Peace Action Membership, I would like to thank the John W. Pope Foundation for the grant received this year in the amount of \$2600.00 on January 31st, 2016.

With your generous and continued support this year, we will mobilize voters around Peace Issue via our c3 Peace Voter Campaign. In 2014 we were able to collaborate with several of our partners to increase voter turnout in the 2014 Fall General Election by more than 13% in low income and inner city wards, and we are very excited to have even a larger impact with your help this year for the 2016 Spring General Elections, and 2016 Fall General Election. So many voters don't understand the impact that voting –or rather NOT voting for Peace Issues has on their day to day lives. We could not do this without your support.

Please also retain this letter for your records as proof of the tax deductible contribution made to Peace Education Project of Peace Action Wisconsin on January 31st of 2016 in the amount of \$2600.00

Our sincerest gratitude and warmest regards,

In Peace-

Angelique Rogers
Executive Director
Peace Action Wisconsin
Peace Education Project of Peace Action Wisconsin
1001 E. Keefe Avenue
Milwaukee, WI. 53212



RACHEL CARSON COUNCIL

An Association for the Integrity of the Environment

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

Officers:

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President & CEO
Martha Hayne Talbot,
Vice President
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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

February 3, 2016

Dear Charles Moles,

This letter is warm thanks and acknowledgement of the donation on January 29, 2016 of \$2000 to the Rachel Carson Council from the John W. Pope Foundation.

Such generous and loyal support for the Rachel Carson Council has allowed the RCC to begin 2016 as a strong and respected voice for Rachel's around the nation.

Our campus network (RCCN) is expanding rapidly, our publications like "Pork and Pollution" have drawn wide media attention, and with our coalition partners we have won major victories in protecting bees and pollinators, in gaining a credible agreement on climate change, and more.

Thank you so much for making all the RCC's good work possible.

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 donation of \$2000. No gifts or services were received as a result of this donation. The RCC Federal tax EIN is 52-6072960.





February 26, 2016

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

Dear Mr. Moles,

It is a pleasure to thank you and the John W. Pope Foundation for the very generous donation the Red Feather Development Group received on January 29, 2016 for \$3,700. We are very grateful and we promise to put the funds to very good use on the Northern Cheyenne, Hopi and Navajo nations.

Please find the requested information of the Red Feather IRS Tax Exemption letter and the Audited Financial Statements of 2013. We are in the process of completing our Annual Report and will forward that as soon as it is completed.

We have also completed the acknowledgement and organizational information request to be sent to Ms. Sabina P. Sullivan on February 26, 2016.

Thank you again for the generous grant.

Sincerely,

A handwritten signature in black ink that reads "Noréna Gutierrez". The signature is written in a cursive style with a large, stylized initial 'N'.

Noréna Gutierrez
Director of Development & Communication
Red Feather Development Group

Cc:
2013 Audited Financial Statement
Red Feather Quick Facts
IRS 501(c)3 Tax Exempt Letter

SOPHIA HOUSE
3971 S. 92nd Street
Milwaukee, WI 53228
414-328-1014
www.SophiaMilwaukee.com



February 19, 2016

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

Dear Mr. Moles,

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

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

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

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

Sincerely,

A handwritten signature in black ink that reads "Rose Ann Trzil, S.S.S.F." The signature is written in a cursive style.

Rose Ann Trzil, S.S.S.F.
Executive Director
rtrzil@core.com

THE JOHN W. POPE FOUNDATION

EIN: 36-3717266

JANUARY 1, 2016 - DECEMBER 31, 2016

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 4,024.74

PART I - LINE 16(c)

Other Professional Fees:

John Shea of William Blair & Co.
Investment Counsel 5,193.28

PART I - LINE 18

U.S. Treasury - 2015 Excise Tax 449.00
U.S. Treasury - 2016 Estimated Tax 452.00
U.S. Treasury - 2014 Excise Tax Refund (548.00) 353.00

PART I - LINE 23

Filing Fee - State of Illinois Annual Report 10.00
Filing Fees - State of Illinois Charity Bureau 15.00
Computer Fees 121.00 146.00

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

During 2016, the Foundation paid \$4,024.74 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 \$5,193.28 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, 2016 - DECEMBER 31, 2016
SCHEDULE OF INFORMATION FOR FORM 990-PF
ASSET LIST

PART II - BALANCE SHEETS

Symbol	Description	Quantity	Unit Cost	Total Cost
Cash & Cash Equivalents				
	Cash & Cash Equivalents			\$6,613.72
CASH	CASH BALANCE			-\$51.00
CASHUSM	US DOLLAR (MARGIN)			\$51.00
FDRXX	FIDELITY CASH RESERVES			\$6,613.72
Cash & Cash Equivalents Total				\$6,613.72
Global Fixed Income				
	Financials			\$154,603.70
3134G3Z52	FEDERAL HOME LN MTG CORP 06/19/2023 2.000%	20,000	\$101.67	\$20,334.40
	Accrued Income			
3135G0ZR7	FEDERAL NATIONAL MTG ASSN 09/06/2024 2.625%	55,000	\$102.12	\$56,167.05
	Accrued Income			
3137EADB2	FEDERAL HOME LN MTG CORP 01/13/2022 2.375%	75,000	\$104.14	\$78,102.25
	Accrued Income			
Global Fixed Income Total				\$154,603.70
US Equity				
	Consumer Discretionary			\$37,437.52
AMZN	AMAZON.COM INC	22	\$352.34	\$7,751.52
BFAM	BRIGHT HORIZONS FAMILY SOLUTIONS INC DEL COM	103	\$36.99	\$3,810.27
LOW	LOWES COMPANIES INC	120	\$34.94	\$4,192.93
LULU	LULULEMON ATHLETICA INC	144	\$57.01	\$8,209.50
PLAY	DAVE & BUSTERS ENTERTAINMENT INC COMMON STOCK	154	\$37.05	\$5,705.15
ZOES	ZOES KITCHEN INC COM	260	\$29.88	\$7,768.15
	Financials			\$31,020.28
AMG	AFFILIATED MANAGERS GROUP INC	59	\$84.38	\$4,978.19
ICE	INTERCONTINENTAL EXCHANGE INC	300	\$21.41	\$6,423.65
MORN	MORNINGSTAR INC	120	\$60.03	\$7,203.04
SBNY	SIGNATURE BANK	75	\$61.92	\$4,644.33
SCHW	CHARLES SCHWAB CORP NEW	330	\$23.55	\$7,771.07

Health Care				\$86,207.85
ABMD	ABIOMED INC	76	\$102.64	\$7,800.99
AXDX	ACCELERATE DIAGNOSTICS INC COM	264	\$14.44	\$3,811.18
COTV	Cotiviti Holdings Inc	395	\$19.30	\$7,621.65
DVAX	DYNAVAX TECHNOLOGIES CORP	610	\$14.60	\$8,904.40
EVH	EVOLENT HEALTH INC CLASS A	333	\$10.61	\$3,533.71
EW	EDWARDS LIFESCIENCES CORP	93	\$89.44	\$8,317.51
EXEL	EXELIXIS INC	295	\$14.63	\$4,316.50
IDXX	IDEXX LABORATORIES CORP	107	\$48.02	\$5,137.90
INGN	INOGEN INC COM	153	\$31.05	\$4,750.04
NUVA	NUVASIVE INC COMMON STOCK	132	\$59.49	\$7,853.10
PINC	PREMIER INC CL A	255	\$31.08	\$7,924.42
VEEV	VEEVA SYSTEMS INC CL A COM	270	\$28.97	\$7,822.06
WMGI	WRIGHT MEDICAL GROUP INC	359	\$23.44	\$8,414.39

Industrials				\$25,908.07
AYI	ACUITY BRANDS INC	57	\$136.15	\$7,760.31
FAST	FASTENAL CO	173	\$27.54	\$4,765.18
WAGE	WAGEWORKS INC	233	\$34.76	\$8,099.50
WSO	WATSCO INC	63	\$83.86	\$5,283.08

Information Technology				\$52,698.02
AAPL	APPLE INC	63	\$28.78	\$1,813.16
ADS	ALLIANCE DATA SYSTEM CORP	28	\$60.94	\$1,706.42
CRM	SALESFORCE.COM INC	200	\$32.70	\$6,540.78
CSGP	COSTAR GROUP INC	47	\$158.92	\$7,469.17
FB	FACEBOOK INC CL A	74	\$96.50	\$7,141.19
FICO	FAIR ISAAC INC FORMERLY FAIR ISAAC & CO INC	67	\$122.87	\$8,232.41
PANW	PALO ALTO NETWORKS INC COM	76	\$98.65	\$7,497.26
ULTI	ULTIMATE SOFTWARE GROUP INC	51	\$27.48	\$1,401.25
V	VISA INC CL A COMMON STOCK	176	\$23.59	\$4,151.83
WDAY	WORKDAY INC CL A	95	\$71.00	\$6,744.55

US Equity Total **\$233,271.74**

International Equity

Consumer Discretionary				\$7,560.94
NORD	NORD ANGLIA EDUCATION INC SHS	392	\$19.29	\$7,560.94
Information Technology				\$7,140.05
MBLY	MOBILEYE N V ORD SHS	168	\$42.50	\$7,140.05

International Equity Total **\$14,700.99**

Total **\$409,190.15**

THE JOHN W. POPE FOUNDATION
EIN: 36-3717266
JANUARY 1, 2016 - DECEMBER 31, 2016
SCHEDULE OF INFORMATION FOR FORM 990-PF

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

2016 Cash/Security Balances

<u>Date</u>	<u>Cash</u>	<u>Securities</u>	<u>Total</u>
1/31/2016	27,186.21	478,000.51	505,186.72
2/29/2016	12,347.99	466,388.72	478,736.71
3/31/2016	3,623.73	503,708.41	507,332.14
4/30/2016	16,205.89	495,904.34	512,110.23
5/31/2016	26,070.31	492,920.22	518,990.53
6/30/2016	11,117.75	513,667.71	524,785.46
7/31/2016	16,205.82	526,618.31	542,824.13
8/31/2016	22,241.69	536,200.03	558,441.72
9/30/2016	21,114.67	535,771.86	556,886.53
10/31/2016	25,272.83	529,748.05	555,020.88
11/30/2016	8,590.49	531,856.29	540,446.78
12/31/2016	6,613.72	529,144.69	535,758.41
Average:	16,382.59	511,660.76	528,043.35

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 AND #GEF-009447 (U.S. AGENCY \$3,304- \$383 ACCRUED)	2,921.	2,921.	
TOTAL TO PART I, LINE 3	2,921.	2,921.	

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 AND # GEF-009447	1,274.	0.	1,274.	1,274.	
WILLIAM BLAIR #452-26833 AND #GEF-009447 (MM)	23.	0.	23.	23.	
TO PART I, LINE 4	1,297.	0.	1,297.	1,297.	

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	4,025.	3,025.		1,000.
TO FM 990-PF, PG 1, LN 16A	4,025.	3,025.		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.	5,193.	5,193.		0.
TO FORM 990-PF, PG 1, LN 16C	5,193.	5,193.		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 - 2015 EXCISE TAX	449.	0.		0.
U.S. TREASURY - 2016 ESTIMATED TAX	452.	0.		0.
U.S. TREASURY - 2014 EXCISE TAX REFUND	-548.	0.		0.
TO FORM 990-PF, PG 1, LN 18	353.	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
COMPUTER FEES	121.	121.		0.
ILLINOIS SECRETARY OF STATE ILLINOIS CHARITABLE TRUST BUREAU	10.	10.		0.
	15.	15.		0.
TO FORM 990-PF, PG 1, LN 23	146.	146.		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		154,604.	152,633.
TOTAL U.S. GOVERNMENT OBLIGATIONS			154,604.	152,633.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			154,604.	152,633.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	247,973.	376,512.
TOTAL TO FORM 990-PF, PART II, LINE 10B	247,973.	376,512.