



Form 990-PF

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

OMB No 1545-0052

2018

Department of the Treasury Internal Revenue Service

Do not enter social security numbers on this form as it may be made public. Go to www.irs.gov/Form990PF for instructions and the latest information.

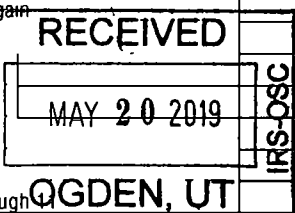
Open to Public Inspection

For calendar year 2018 or tax year beginning , and ending

Name of foundation: THE JOHN W. POPE FOUNDATION. Employer identification number: 36-3717266. Telephone number: (312) 819-4060. City: CHICAGO, IL 60601. Fair market value: \$620,429. Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Contributions, Interest on savings, Dividends, Net rental income, Net gain or loss, Income modifications, Operating and Administrative Expenses, and Net investment income.

SCANNED JUL 03 2019 Revenue



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				
	2	Savings and temporary cash investments		12,857.	3,426.	3,426.
	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		165,166.	208,527.	203,715.
	b	Investments - corporate stock STMT 9		256,936.	253,180.	413,288.
	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)		434,959.	465,133.	620,429.	
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		434,959.	465,133.		
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		434,959.	465,133.		
31	Total liabilities and net assets/fund balances		434,959.	465,133.		

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	434,959.
2	Enter amount from Part I, line 27a	2	30,174.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	465,133.
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	465,133.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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	151,539.	87,515.	64,024.

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) FMV 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			64,024.

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	64,024.
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 doesn't 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))
2017	27,859.	563,429.	.049445
2016	26,000.	520,123.	.049988
2015	26,000.	546,707.	.047557
2014	26,000.	541,217.	.048040
2013	25,606.	524,458.	.048824

2	Total of line 1, column (d)	2	.243854
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.048771
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	640,967.
5	Multiply line 4 by line 3	5	31,261.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	635.
7	Add lines 5 and 6	7	31,896.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	32,400.

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 AMAZON - 3 SHARES	P	03/24/14	01/22/18
b INOGEN - 22 SHARES	P	03/12/15	01/05/18
c ABIOMED - 32 SHARES	P	06/15/16	01/08/18
d ACUITY BRANDS - 57 SHARES	P	01/07/15	01/10/18
e COTIVITI HOLDINGS - 139 SHARES	P	06/28/16	01/25/18
f REALPAGE INC - 84 SHARES	P	01/24/17	01/25/18
g FACEBOOK CLASS A - 26 SHARES	P	01/19/16	01/25/18
h COSTAR GROUP - 22 SHARES	P	04/29/14	01/25/18
i BRIGHT HORIZONS FAMILY SOLUTIONS - 103 SHARES	P	09/12/13	02/02/18
j CARVANA CO CLASS A - 206 SHARES	P	06/16/17	05/01/18
k CARVANA CO CLASS A - 94 SHARES	P	10/18/17	05/01/18
l VEEVA SYSTEMS CLASS A - 80 SHARES	P	11/30/15	05/01/18
m LULULEMON ATHLETICA - 51 SHARES	P	10/24/16	05/07/18
n ABIOMED - 12 SHARES	P	06/15/16	05/08/18
o INOGEN - 19 SHARES	P	03/12/15	05/22/18

(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 3,535.		1,057.	2,478.
b 2,644.		683.	1,961.
c 6,700.		3,285.	3,415.
d 9,064.		7,761.	1,303.
e 4,822.		2,682.	2,140.
f 4,082.		2,473.	1,609.
g 4,884.		2,509.	2,375.
h 7,755.		3,496.	4,259.
i 10,035.		3,810.	6,225.
j 5,516.		3,977.	1,539.
k 2,517.		1,320.	1,197.
l 5,611.		2,318.	3,293.
m 4,929.		2,908.	2,021.
n 4,124.		1,232.	2,892.
o 3,271.		590.	2,681.

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			2,478.
b			1,961.
c			3,415.
d			1,303.
e			2,140.
f			1,609.
g			2,375.
h			4,259.
i			6,225.
j			1,539.
k			1,197.
l			3,293.
m			2,021.
n			2,892.
o			2,681.

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 FINANCIAL ENGINES - 218 SHARES	P	01/05/18	05/23/18
b SALESFORCE - 37 SHARES	P	05/19/17	06/11/18
c MSC INDUSTRIAL DIRECT - 104 SHARES	P	11/02/17	07/11/18
d MORNINGSTAR - 80 SHARES	P	03/01/12	08/01/18
e COTIVITI HOLDINGS - 256 SHARES	P	06/28/16	08/27/18
f DEXCOM - 78 SHARES	P	05/24/17	09/06/18
g CARVANA CO CLASS A - 121 SHARES	P	10/18/17	09/18/18
h ALLIANCE DATA SYSTEM - 28 SHARES	P	10/24/18	12/07/18
i WAGeworks - 123 SHARES	P	07/11/18	12/07/18
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 9,719.		6,813.	2,906.
b 4,954.		3,272.	1,682.
c 8,343.		8,555.	-212.
d 10,468.		4,802.	5,666.
e 11,456.		4,940.	6,516.
f 11,207.		5,259.	5,948.
g 7,230.		1,699.	5,531.
h 5,043.		5,716.	-673.
i 3,630.		6,358.	-2,728.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			2,906.
b			1,682.
c			-212.
d			5,666.
e			6,516.
f			5,948.
g			5,531.
h			-673.
i			-2,728.
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	64,024.
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

3

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: 635. Line 2: 0. Line 3: 635. Line 4: 0. Line 5: 635. Line 6a: 544. Line 6b: 0. Line 6c: 0. Line 6d: 0. Line 7: 544. Line 8: 0. Line 9: 91. Line 10: 0. Line 11: 0.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns: Question, Yes, No. Row 1a: No, X. Row 1b: No, X. Row 1c: No, X. Row 1d: 0, 0. Row 1e: 0. Row 2: No, X. Row 3: No, X. Row 4a: No, X. Row 4b: N/A. Row 5: No, X. Row 6: X. Row 7: X. Row 8a: IL. Row 8b: X. Row 9: No, X. Row 10: No, X.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16 containing questions about controlled entities, distributions, website address, books in care, and foreign accounts.

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.

Table with 3 columns: Question, Yes, No. Rows 1a-4b containing questions about disqualifying acts, tax distribution, and business holdings.

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

		Yes	No
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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 Organizations relying on a current notice regarding disaster assistance, check here	N/A	5b	
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? 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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

1 List all officers, directors, trustees, and 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."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains 'NONE'.

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activities, Expenses. Row 1 contains 'N/A'.

Part IX-B Summary of Program-Related Investments

Table with 2 columns: Description of investments, Amount. Row 1 contains 'N/A'.

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	632,073.
b	Average of monthly cash balances	1b	18,655.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	650,728.
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	650,728.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,761.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	640,967.
6	Minimum investment return. Enter 5% of line 5	6	32,048.

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	32,048.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	635.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	635.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	31,413.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	31,413.
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	31,413.

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	32,400.
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	32,400.
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	635.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	31,765.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				31,413.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			19,173.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 32,400.				
a Applied to 2017, but not more than line 2a			19,173.	
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 2018 distributable amount				13,227.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (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 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				18,186.
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 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

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 2018, 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) 2018	(b) 2017	(c) 2016	(d) 2015	
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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email 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><i>a Paid during the year</i></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>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>MIDWEST RENEWABLE ENERGY 7558 DEER ROAD CUSTER, WI 54423</p>	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,000.
<p>Total SEE CONTINUATION SHEET(S) ▶ 3a</p>				31,000.
<p><i>b Approved for future payment</i></p> <p>NONE</p>				
<p>Total ▶ 3b</p>				0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PEACE EDUCATION PROJECT OF PEACE ACTION WISCONSIN 1001 EAST KEEFE AVENUE MILWAUKEE, WI 53212	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,600.
PEOPLE AND CARNIVORES P.O. BOX 6733 BOZEMAN MT 59771	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	3,400.
PLANNED PARENTHOOD 18 S. MICHIGAN AVENUE CHICAGO, IL 60603	NONE	OTHER PUBLIC CHARITY		2,000.
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.
BACK PORCH RADIO BROADCASTING (WORT) 118 SOUTH BEDFORD STREET MADISON, WI 53703	NONE	OTHER PUBLIC CHARITY		2,000.
RAINBOW HOSPICE CARE 147 WEST ROCKWELL STREET JEFFERSON, WI 53549	NONE	OTHER PUBLIC CHARITY		2,000.
Total from continuation sheets				20,200.

THE JOHN W. POPE FOUNDATION

EIN: 36-3717266

JANUARY 1, 2018 - DECEMBER 31, 2018

SCHEDULE OF INFORMATION FOR FORM 990-PF

PART I - LINE 16(a)

Legal fees:

Ashcraft & Ashcraft, Ltd. For Preparation of State and Federal Compliance Returns and Corporate Matters	2,738.46
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PART I - LINE 16(c)

Other Professional Fees:

John Shea of William Blair & Co. and Chicago Capital -Investment Counsel	6,107.00
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PART I - LINE 18

U.S. Treasury - 2017 Excise Tax	357.00	
U.S. Treasury - 2017 Estimated Tax	<u>544.00</u>	901.00

PART I - LINE 23

Filing Fee - State of Illinois Annual Report	10.00	
Filing Fees - State of Illinois Charity Bureau	15.00	
Computer Fees	<u>126.00</u>	151.00

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

During 2018, the Foundation paid \$2,738.46 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 2018, the Foundation paid \$6,107.00 to William Blair & Co. And Chicago Capital John A. Shea was an employee of William Blair & Co. and is an employee of Chicago Capital. He is also 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, 2018 - DECEMBER 31, 2018
SCHEDULE OF INFORMATION FOR FORM 990-PF

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

	<u>Cash</u>	<u>Securities</u>	<u>Total</u>
1/31/2018	42,320.14	587,842.12	630,162.26
2/28/2018	27,509.59	579,256.53	606,766.12
3/31/2018	23,026.69	586,880.51	609,907.20
4/30/2018	18,891.00	610,118.78	629,009.78
5/31/2018	12,140.65	630,325.89	642,466.74
6/30/2018	17,401.94	639,031.22	656,433.16
7/31/2018	18,996.02	642,382.21	661,378.23
8/30/2018	23,861.95	699,217.65	723,079.60
9/30/2018	28,645.84	692,453.66	721,099.50
10/31/2018	4,829.85	644,584.53	649,414.38
11/30/2018	2,813.18	655,773.98	658,587.16
12/31/2018	3,425.85	617,003.47	620,429.32
Average:	18,655.23	632,072.55	650,727.79

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
CHICAGO CAPITAL #657-662023 (\$2,772 - \$178 ACCRUED INT.)	2,594.	2,594.	
WILLIAM BLAIR #GEF-009447	1,613.	1,613.	
TOTAL TO PART I, LINE 3	4,207.	4,207.	

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
CHICAGO CAPITAL #657-662023	2,120.	0.	2,120.	2,120.	
WILLIAM BLAIR # GEF-009447	707.	0.	707.	707.	
WILLIAM BLAIR #GE4-000589 (MM)	13.	0.	13.	13.	
TO PART I, LINE 4	2,840.	0.	2,840.	2,840.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ASHCRAFT & ASHCRAFT, LTD	2,738.	1,338.		1,400.
TO FM 990-PF, PG 1, LN 16A	2,738.	1,338.		1,400.

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.	1,130.	1,130.		0.
CHICAGO CAPITAL	4,977.	4,977.		0.
TO FORM 990-PF, PG 1, LN 16C	6,107.	6,107.		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 - 2017 EXCISE TAX	357.	0.		0.
U.S. TREASURY - 2018 ESTIMATED TAX	544.	0.		0.
TO FORM 990-PF, PG 1, LN 18	901.	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	126.	126.		0.
ILLINOIS SECRETARY OF STATE ILLINOIS CHARITABLE TRUST BUREAU	10.	10.		0.
	15.	15.		0.
TO FORM 990-PF, PG 1, LN 23	151.	151.		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		208,527.	203,715.
TOTAL U.S. GOVERNMENT OBLIGATIONS			208,527.	203,715.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			208,527.	203,715.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	253,180.	413,288.
TOTAL TO FORM 990-PF, PART II, LINE 10B	253,180.	413,288.

THE JOHN W. POPE FOUNDATION

EIN: 36-3717266

JANUARY 1, 2018 - DECEMBER 31, 2018

SCHEDULE OF INFORMATION FOR FORM 990-PF

ASSET LIST

PART II - BALANCE SHEETS

Description	Cost Basis
Fidelity Government Cash Reserves	3,425.85
Federal Home Ln Mtg Corp 01/13/2022 2.375%	78,102.25
Federal Home Ln Mtg Corp 06/19/2023 2.000%	20,334.40
Federal Home Loan Banks 12/12/2025 2.625%	14,430.19
Federal Natl Mtg Assn 04/24/2026 2.125%	39,492.79
Federal Natl Mtg Assn 09/06/2024 2.625%	56,167.05
Abiomed Inc	3,284.63
Accelerate Diagnostics Inc	3,811.18
Affiliated Managers Group	4,978.19
Albireo Pharma Inc	2,302.92
Alliance Data Sys Corp	1,706.42
Alphabet Inc Cap Stk Cl A	8,027.66
Amazon Com Inc	2,818.73
Apple Inc	1,813.16
Bank of New York Mellon Corp	9,053.64
Blackline Inc	5,031.83
Carvana Co Cl A	2,428.54
Costar Group Inc	3,972.96
Costco Wholesale Corp	10,845.66
Dexcom Inc	5,033.24
Dynavax Technologies	12,090.10
Edwards Lifesciences Corp	8,317.51
Evolent Health Inc Cl A	8,704.59
Exelixis Inc	4,316.50
Facebook Inc Cl A	4,632.12
Fair Isaac Corp	8,232.41
Fastenal Co	4,765.18
Grubhub Inc	6,361.04
IDEXX Laboratories Inc	2,304.85
Inogen Inc	1,769.63
Intercontinental Exchange Inc	3,211.83
Iron Mountain Inc Npv	9,102.65
J2 Global Inc	8,590.72
Kornit Digital Ltd	8,892.53
Lowe's Cos Inc	3,284.45
Lululemon Athletica Inc	5,301.97
Moody's Corporation	6,902.30
Morningstar Inc	2,401.01
Netflix Com	4,754.62
Paypal Hldgs Inc	10,133.22
Progressive Corp Ohio	7,888.19
Realpage Inc	5,448.03
Sage Therapeutics Inc	2,300.84
Salesforce Com	6,366.43
Schwab Charles Corp New	4,450.70
Ultimate Software Group Inc	1,401.25
Veeva Sys Inc Cl A Com	3,447.50
Visa Inc Cl A	1,488.25
Wageworks Inc	2,962.32
Watsco Inc	5,283.07
Workday Inc	6,744.55
Wright Med Group N V Ord Shs 0.03 Par	8,414.39
Zoetis Inc	7,806.46
Total	465,132.50