

Form **990-PF**

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

OMB No 1545-0052

2003

Department of the Treasury
Internal Revenue Service

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

For calendar year 2003, or tax year beginning **7/01/03**, and ending **6/30/04**

G Check all that apply: Initial return Final return Amended return Address change Name change

| | | | |
|---|--|--|---|
| Use the IRS label. Otherwise, print or type. See Specific Instructions. | Name of organization JOHN LOCKE FOUNDATION INC. | | A Employer identification number 56-1656943 |
| | Number and street (or P O box number if mail is not delivered to street address) Room/suite 200 W. MORGAN STREET, STE. 200 | | B Telephone number (see page 10 of the instructions) 919-828-3876 |
| | City or town, state, and ZIP code RALEIGH NC 27601 | | C If exemption application is pending, check here <input type="checkbox"/> |
| | | | 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) \$ 269,102 (Part I, column (d) must be on cash basis) | | J Accounting method <input type="checkbox"/> Cash <input checked="" 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 checked="" type="checkbox"/> |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), & (d) may not necessarily equal the amounts in column (a) (see page 10 of the instr)) | | (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 (attach schedule) Check <input type="checkbox"/> if the foundation is not required to attach Sch B | 1,790,367 | | | |
| 2 | Distributions from split-interest trusts | | | | |
| 3 | Interest on savings and temporary cash investments | 2 | 2 | 2 | |
| 4 | Dividends and interest from securities | | | | |
| 5a | Gross rents | | | | |
| b | (Net rental income or (loss)) | | | | |
| 6a | Net gain or (loss) from sale of assets not on line 10 | -777 | | | |
| b | Gross sales price for all assets on line 6a | | | | |
| 7 | Capital gain net income (from Part IV, line 2) Stmt 1 | | | | |
| 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) (attach schedule) | | | | |
| 11 | Other income (attach schedule) Stmt 2 | 29,843 | | 29,843 | |
| 12 | Total. Add lines 1 through 11 | 1,819,435 | 2 | 29,845 | |
| 13 | Compensation of officers, directors, trustees, etc. | 304,444 | | | 278,885 |
| 14 | Other employee salaries and wages | 370,454 | | | 345,104 |
| 15 | Pension plans, employee benefits | 128,941 | | | 117,957 |
| 16a | Legal fees (attach schedule) | | | | |
| b | Accounting fees (attach schedule) | | | | |
| c | Other professional fees (att schedule) Stmt 3 | 226,469 | | | 165,464 |
| 17 | Interest | 2,084 | | | 1,876 |
| 18 | Taxes (att schedule) (see pg 13 of the instr) | | | | |
| 19 | Depreciation (att schedule) & depletion | 31,390 | | | |
| 20 | Occupancy | 82,712 | | | 76,158 |
| 21 | Travel, conferences, and meetings | 189,333 | | 29,843 | 143,040 |
| 22 | Printing and publications | 106,220 | | | 101,454 |
| 23 | Other expenses (attach schedule) Stmt 4 | 158,984 | 2 | | 149,820 |
| 24 | Total operating and administrative expenses. Add lines 13 through 23 | 1,601,031 | 2 | 29,843 | 1,379,758 |
| 25 | Contributions, gifts, grants paid | | | | |
| 26 | Total expenses and disbursements. Add lines 24 and 25 | 1,601,031 | 2 | 29,843 | 1,379,758 |
| 27 | Subtract line 26 from line 12 | | | | |
| a | Excess of revenue over expenses and disbursements | 218,404 | | | |
| b | Net investment income (if negative, enter -0-) | | 0 | | |
| c | Adjusted net income (if negative, enter -0-) | | | 2 | |

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| Part II | Balance Sheets | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | Beginning of year | | End of year | |
|---------|--|--|-------------------|----------------|-----------------------|--|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value | |
| 1 | Cash-non-interest-bearing | | 75,525 | 309,650 | 190,173 | |
| 2 | Savings and temporary cash investments | | | | | |
| 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 (attach schedule) (see page 15 of the instructions) | | | | | |
| 7 | Other notes and loans receivable ▶ See Wrk 15,886 Less allowance for doubtful accounts ▶ | | 14,681 | 15,886 | 15,886 | |
| 8 | Inventories for sale or use | | | | | |
| 9 | Prepaid expenses and deferred charges | | 2,156 | 1,558 | 1,558 | |
| 10a | Investments-U S and state government obligations (attach schedule) | | | | | |
| b | Investments-corporate stock (attach schedule) | | | | | |
| c | Investments-corporate bonds (attach schedule) | | | | | |
| 11 | Investments-land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶ | | | | | |
| 12 | Investments-mortgage loans | | | | | |
| 13 | Investments-other (attach schedule) | | | | | |
| 14 | Land, buildings, and equipment: basis ▶ 131,927 Less accumulated depreciation ▶ 70,442 | | 42,696 | 61,485 | 61,485 | |
| 15 | Other assets (describe ▶) | | | | | |
| 16 | Total assets (to be completed by all filers-see page 16 of the instructions Also, see page 1, item I) | | 135,058 | 388,579 | 269,102 | |
| 17 | Accounts payable and accrued expenses | | 63,781 | 79,544 | | |
| 18 | Grants payable | | | | | |
| 19 | Deferred revenue | | | | | |
| 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | | |
| 21 | Mortgages and other notes payable (att schedule) | | | | | |
| 22 | Other liabilities (describe ▶ See Stmt 5) | | 1,385 | 20,739 | | |
| 23 | Total liabilities (add lines 17 through 22) | | 65,166 | 100,283 | | |
| 24 | Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | 69,892 | 107,340 | | |
| 25 | Unrestricted | | | 180,956 | | |
| 26 | Temporarily restricted | | | | | |
| 27 | Permanently restricted | | | | | |
| 28 | Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31. | | | | | |
| 29 | Capital stock, trust principal, or current funds | | | | | |
| 30 | Paid-in or capital surplus, or land, bldg, and equipment fund | | | | | |
| 31 | Retained earnings, accumulated income, endowment, or other funds | | | | | |
| 32 | Total net assets or fund balances (see page 17 of the instructions) | | 69,892 | 288,296 | | |
| 33 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | | 135,058 | 388,579 | | |

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 | 69,892 |
| 2 | Enter amount from Part I, line 27a | 2 | 218,404 |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 288,296 |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)-Part II, column (b), line 30 | 6 | 288,296 |

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 N/A | | | | |
| b | | | | |
| 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 | | | | |
| 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 | | | | |
| 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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 | | [] | | 3 |

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 organization liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the organization does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 17 of 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)) |
|--|--|--|---|
| 2002 | 1,359,358 | 54,818 | 2,479.765770 |
| 2001 | 1,336,567 | 27,753 | 4,815.937016 |
| 2000 | 1,273,812 | 67,181 | 1,896.089668 |
| 1999 | 1,306,160 | 19,188 | 6,807.171149 |
| 1998 | 918,233 | 15,944 | 5,759.113146 |

| | | |
|--|----------|---------------------|
| 2 Total of line 1, column (d) | 2 | 21758.076749 |
| 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 | 4,351.615350 |
| 4 Enter the net value of noncharitable-use assets for 2003 from Part X, line 5 | 4 | 130,856 |
| 5 Multiply line 4 by line 3 | 5 | 5,694,350 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | |
| 7 Add lines 5 and 6 | 7 | 5,694,350 |
| 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 on page 17 | 8 | 1,379,758 |

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948-see page 17 of the 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 letter: _____ (attach copy of ruling letter if necessary-see instructions) | | |
| b | Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | 1 | |
| c | All other domestic organizations 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 | |
| 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 | 0 |
| 6 | Credits/Payments | | |
| a | 2003 estimated tax payments and 2002 overpayment credited to 2003 | 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 | |
| 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 | |
| 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 2004 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> | 11 | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|----|-----|----|
| 1a | | X |
| 1b | | X |
| 1c | | X |
| 2 | | X |
| 3 | | X |
| 4a | | X |
| 4b | | X |
| 5 | | X |
| 6 | X | |
| 7 | X | |
| 8a | | |
| 8b | X | |
| 9 | X | |
| 10 | | X |
| 11 | X | |

N/A

12 The books are in care of **MARILYN AVILA** Telephone no **919-828-3876**
Located at **RALEIGH, NC** ZIP+4 **27601**

13 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 **13**

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 columns for question text, Yes/No checkboxes, and Yes/No columns. Includes questions 1a through 6a regarding disqualifying acts, taxes, and investments.

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 (see page 20 of the instructions):

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contrib to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|------------------------|---|---|---|---------------------------------------|
| See Statement 6 | | | | |
| | | | | |
| | | | | |
| | | | | |

2 Compensation of five highest-paid employees (other than those included on line 1-see page 20 of the instructions).

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 |
|---|--|------------------|---|---------------------------------------|
| Total | | 107,664 | 13,679 | 0 |
| L. Kakadelis Raleigh, North Carolina | 40 | | | |
| R. Wagner Raleigh, North Carolina | 40 | | | |
| | | | | |

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

3 Five highest-paid independent contractors for professional services-(see page 20 of the instructions). 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 ▶

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 PUBLICATIONS AND HEADLINER LUNCHES; SEMINARS. | 1,379,758 |
| 2 | |
| 3 | |
| 4 | |

Part IX-B Summary of Program-Related Investments (see page 21 of the instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| 1 N/A | |
| 2 | |
| All other program-related investments See page 21 of the instructions | |
| 3 | |
| Total. Add lines 1 through 3 | ▶ |

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 21 of the 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 | 0 |
| b Average of monthly cash balances | 1b | 132,849 |
| c Fair market value of all other assets (see page 22 of the instructions) | 1c | 0 |
| d Total (add lines 1a, b, and c) | 1d | 132,849 |
| 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 | 132,849 |
| 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 23 of the instructions) | 4 | 1,993 |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 130,856 |
| 6 Minimum investment return. Enter 5% of line 5 | 6 | 6,543 |

Part XI Distributable Amount (see page 23 of the 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 | |
| 2a Tax on investment income for 2003 from Part VI, line 5 | 2a | |
| b Income tax for 2003 (This does not include the tax from Part VI) | 2b | |
| c Add lines 2a and 2b | 2c | |
| 3 Distributable amount before adjustments Subtract line 2c from line 1 | 3 | |
| 4a Recoveries of amounts treated as qualifying distributions | 4a | |
| b Income distributions from section 4947(a)(2) trusts | 4b | |
| c Add lines 4a and 4b | 4c | |
| 5 Add lines 3 and 4c | 5 | |
| 6 Deduction from distributable amount (see page 23 of the instructions) | 6 | |
| 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | 7 | |

Part XII Qualifying Distributions (see page 23 of the 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 | 1,379,758 |
| b Program-related investments-Total from Part IX-B | 1b | |
| 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 | 1,379,758 |
| 5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 24 of the instructions) | 5 | 0 |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 1,379,758 |

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 page 24 of the instructions)

| | (a) Corpus | (b) Years prior to 2002 | (c) 2002 | (d) 2003 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2003 from Part XI, line 7 | | | | |
| 2 Undistributed income, if any, as of the end of 2002 | | | | |
| a Enter amount for 2002 only | | | | |
| b Total for prior years 20____, 20____, 19____ | | | | |
| 3 Excess distributions carryover, if any, to 2003 | | | | |
| a From 1998 | | | | |
| b From 1999 | | | | |
| c From 2000 | | | | |
| d From 2001 | | | | |
| e From 2002 | | | | |
| f Total of lines 3a through e | | | | |
| 4 Qualifying distributions for 2003 from Part XII, line 4 ▶ \$ _____ | | | | |
| a Applied to 2002, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required-see page 24 of the instructions) | | | | |
| c Treated as distributions out of corpus (Election required-see page 24 of the instructions) | | | | |
| d Applied to 2003 distributable amount | | | | |
| e Remaining amount distributed out of corpus | | | | |
| 5 Excess distributions carryover applied to 2003 (If an amount appears in column (d), the same amount must be shown in column (a).) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | | | |
| 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 | | | | |
| d Subtract line 6c from line 6b Taxable amount-see page 24 of the instructions | | | | |
| e Undistributed income for 2002 Subtract line 4a from line 2a Taxable amount-see page 24 of the instructions | | | | |
| f Undistributed income for 2003 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2004 | | | | |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 25 of the instructions) | | | | |
| 8 Excess distributions carryover from 1998 not applied on line 5 or line 7 (see page 25 of the instructions) | | | | |
| 9 Excess distributions carryover to 2004. Subtract lines 7 and 8 from line 6a | | | | |
| 10 Analysis of line 9. | | | | |
| a Excess from 1999 | | | | |
| b Excess from 2000 | | | | |
| c Excess from 2001 | | | | |
| d Excess from 2002 | | | | |
| e Excess from 2003 | | | | |

Part XIV Private Operating Foundations (see page 25 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2003, enter the date of the ruling **N/A**

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

| | Tax year | | | | (e) Total |
|---|------------------|------------------|------------------|------------------|------------------|
| | (a) 2003 | (b) 2002 | (c) 2001 | (d) 2000 | |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | 2 | | | | 2 |
| b 85% of line 2a | 2 | | | | 2 |
| c Qualifying distributions from Part XII, line 4 for each year listed | 1,379,758 | 1,359,358 | 1,336,567 | 1,273,812 | 5,349,495 |
| 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 | 1,379,758 | 1,359,358 | 1,336,567 | 1,273,812 | 5,349,495 |
| 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 | 4,362 | 1,827 | 925 | 2,239 | 9,353 |
| 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 organization had \$5,000 or more in assets at any time during the year-see page 25 of the 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))
N/A

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.
N/A

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see page 25 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed
N/A

b The form in which applications should be submitted and information and materials they should include
N/A

c Any submission deadlines:
N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
N/A

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 N/A | | | | |
| Total | | | ▶ 3a | |
| b Approved for future payment N/A | | | | |
| Total | | | ▶ 3b | |

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No 1545-0047

2003

Name of organization

Employer identification number

JOHN LOCKE FOUNDATION INC.**56-1656943**

Organization type (check one)

Filers of:**Section:**

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**. (Note: Only a section 501(c)(7), (8), or (10) organization can check box(es) for both the General Rule and a Special Rule-see instructions)**General Rule-**

-
- For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II)

Special Rules-

- For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms (Complete Parts I and II)
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III.)
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use exclusively for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000 (If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year) ▶ \$ _____

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 1 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)For Paperwork Reduction Act Notice, see the Instructions
for Form 990 and Form 990-EZ.

Schedule B (Form 990, 990-EZ, or 990-PF) (2003)

Name of organization

JOHN LOCKE FOUNDATION INC.

Employer identification number

56-1656943

Part I Contributors (See Specific Instructions.)

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|------------|---|--------------------------------|--|
| <u>1</u> | KPB CORPORATION P. O. BOX 11902 CHARLOTTE, NC 28220 | \$ 10,000 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| <u>2</u> | ROE FOUNDATION 712 CRESCENT AVENUE GREENVILLE, SC 29601 | \$ 25,000 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| <u>3</u> | JOHN WILLIAM POPE FOUNDATION P. O. BOX 17800 RALEIGH, NC 27619 | \$ 1,447,119 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| <u>4</u> | CLAUDE R. LAMBE CHARITABLE FND P. O. BOX 2256 WICHITA, KS 67201 | \$ 55,000 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| <u>5</u> | JACQUELIN HUME FOUNDATION 600 MONTGOMERY ST., FL 28 SAN FRANCISCO, CA 94111-2702 | \$ 25,000 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| <u>6</u> | EA MORRIS CHARITABLE FOUNDATION 3802 SWARTHMORE ROAD DURHAM, NC 27707-5438 | \$ 50,000 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |

Name of organization

JOHN LOCKE FOUNDATION INC.

Employer identification number

56-1656943

Part I Contributors (See Specific Instructions.)

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|------------|---|--------------------------------|--|
| <u>7</u> | CHASE FOUNDATION OF VIRGINIA 300 PRESTON AVE., STE 403 CHARLOTTE, NC 22902 | \$ 9,000 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| <u>8</u> | BROYHILL FAMILY FOUNDATION, INC. P. O. BOX 500 LENOIR, NC 28645 | \$ 5,000 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| <u>9</u> | BB&T PO BOX 1290 WINSTON-SALEM, NC 27102 | \$ 15,000 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| <u>10</u> | MILBANK FOUNDATION 60 E. 42ND ST., STE 1651 NEW YORK, NY 10165 | \$ 20,000 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| <u>11</u> | DAVID CARR 3430 DOVER ROAD DURHAM, NC 27707 | \$ 5,500 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |

Depreciation and Amortization

OMB No 1545-0172

Form **4562**

(Including Information on Listed Property)

2003

Department of the Treasury
Internal Revenue Service

▶ See separate instructions.

▶ Attach to your tax return.

Attachment
Sequence No **67**

Name(s) shown on return **JOHN LOCKE FOUNDATION INC.**

Identifying number
56-1656943

Business or activity to which this form relates

Indirect Depreciation

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

| | | | |
|----|--|------------------------------|------------------|
| 1 | Maximum amount. See page 2 of the instructions for a higher limit for certain businesses | 1 | 100,000 |
| 2 | Total cost of section 179 property placed in service (see page 2 of the instructions) | 2 | |
| 3 | Threshold cost of section 179 property before reduction in limitation | 3 | 400,000 |
| 4 | Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0- | 4 | |
| 5 | Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see page 2 of the instructions | 5 | |
| 6 | (a) Description of property | (b) Cost (business use only) | (c) Elected cost |
| 7 | Listed property Enter the amount from line 29 | 7 | |
| 8 | Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7 | 8 | |
| 9 | Tentative deduction Enter the smaller of line 5 or line 8 | 9 | |
| 10 | Carryover of disallowed deduction from line 13 of your 2002 Form 4562 | 10 | |
| 11 | Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions) | 11 | |
| 12 | Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11 | 12 | |
| 13 | Carryover of disallowed deduction to 2004 Add lines 9 and 10, less line 12 | 13 | |

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

| | | | |
|----|--|----|---------------|
| 14 | Special depreciation allowance for qualified prop (other than listed prop) placed in service during the tax year (see pg 3 of the instr) | 14 | 19,228 |
| 15 | Property subject to section 168(f)(1) election (see page 4 of the instructions) | 15 | |
| 16 | Other depreciation (including ACRS) (see page 4 of the instructions) | 16 | |

Part III MACRS Depreciation (Do not include listed property.) (See page 4 of the instructions.)

Section A

| | | | |
|----|--|----|--------------|
| 17 | MACRS deductions for assets placed in service in tax years beginning before 2003 | 17 | 7,485 |
| 18 | If you are electing under section 168(i)(4) to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/> | | |

Section B-Assets Placed in Service During 2003 Tax Year Using the General Depreciation System

| (a) Classification of property | (b) Month and year placed in service | (c) Basis for depreciation (business/investment use only-see instructions) | (d) Recovery period | (e) Convention | (f) Method | (g) Depreciation deduction |
|--------------------------------|--------------------------------------|--|---------------------|----------------|--------------|----------------------------|
| 19a 3-year property | | | | | | |
| b 5-year property | | 19,226 | 5.0 | HY | 200DB | 3,844 |
| c 7-year property | | | | | | |
| d 10-year property | | | | | | |
| e 15-year property | | | | | | |
| f 20-year property | | | | | | |
| g 25-year property | | | 25 yrs. | | S/L | |
| h Residential rental property | | | 27.5 yrs. | MM | S/L | |
| i Nonresidential real property | | | 27.5 yrs. | MM | S/L | |
| | | | 39 yrs | MM | S/L | |
| | | | | MM | S/L | |

Section C-Assets Placed in Service During 2003 Tax Year Using the Alternative Depreciation System

| | | | | | | |
|----------------|--|--|---------|----|-----|--|
| 20a Class life | | | | | S/L | |
| b 12-year | | | 12 yrs. | | S/L | |
| c 40-year | | | 40 yrs | MM | S/L | |

Part IV Summary (see page 6 of the instructions)

| | | | |
|----|---|----|---------------|
| 21 | Listed property Enter amount from line 28 | 21 | |
| 22 | Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return Partnerships and S corporations-see instr | 22 | 30,557 |
| 23 | For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs | 23 | |

For Paperwork Reduction Act Notice, see separate instructions.

Part V Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A-Depreciation and Other Information (Caution: See page 7 of the instructions for limits for passenger automobiles)

| 24a Do you have evidence to support the business/investment use claimed? | | | | Yes | No | 24b If "Yes," is the evidence written? | | | | Yes | No |
|---|-------------------------------|---|----------------------------|---|----|--|------------------------------|-------------------------------|---------------------------------|-----|----|
| (a) Type of prop (list vehicles first) | (b) Date placed in service | (c) Business/ investment use percentage | (d) Cost or other basis | (e) Basis for depreciation (business/investment use only) | | (f) Recovery period | (g) Method/ Convention | (h) Depreciation deduction | (i) Elected section 179 cost | | |
| 25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see page 6 of the instructions) | | | | | | | | | 25 | | |
| 26 Property used more than 50% in a qualified business use (see page 6 of the instructions) | | | | | | | | | | | |
| | | % | | | | | | | | | |
| | | % | | | | | | | | | |
| 27 Property used 50% or less in a qualified business use (see page 6 of the instructions) | | | | | | | | | | | |
| | | % | | | | | S/L- | | | | |
| | | % | | | | | S/L- | | | | |
| 28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 | | | | | | | | | 28 | | |
| 29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 | | | | | | | | | | 29 | |

Section B-Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

| 30 Total business/investment miles driven during the year (do not include commuting miles- see page 2 of the instructions) | (a) Vehicle 1 | | (b) Vehicle 2 | | (c) Vehicle 3 | | (d) Vehicle 4 | | (e) Vehicle 5 | | (f) Vehicle 6 | |
|--|---|----|------------------|----|------------------|----|------------------|----|------------------|----|------------------|----|
| | 31 Total commuting miles driven during the year | | | | | | | | | | | |
| 32 Total other personal (noncommuting) miles driven | | | | | | | | | | | | |
| 33 Total miles driven during the year Add lines 30 through 32 | | | | | | | | | | | | |
| 34 Was the vehicle available for personal use during off-duty hours? | Yes | No | Yes | No | Yes | No | Yes | No | Yes | No | Yes | No |
| 35 Was the vehicle used primarily by a more than 5% owner or related person? | | | | | | | | | | | | |
| 36 Is another vehicle available for personal use? | | | | | | | | | | | | |

Section C-Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see page 8 of the instructions)

| | Yes | No |
|--|-----|----|
| 37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? | | |
| 38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See page 8 of the instructions for vehicles used by corporate officers, directors, or 1% or more owners | | |
| 39 Do you treat all use of vehicles by employees as personal use? | | |
| 40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received? | | |
| 41 Do you meet the requirements concerning qualified automobile demonstration use? (See page 9 of the instructions) | | |

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

| (a) Description of costs | (b) Date amortization begins | (c) Amortizable amount | (d) Code section | (e) Amortization period or percentage | (f) Amortization for this year |
|--|---------------------------------|---------------------------|---------------------|--|-----------------------------------|
| 42 Amortization of costs that begins during your 2003 tax year (see page 9 of the instructions): | | | | | |
| Additional Website Features | 12/31/03 | 12,500 | 0 | 3.0 | 2,431 |
| 43 Amortization of costs that began before your 2003 tax year | | | | 43 | 11,000 |
| 44 Total. Add amounts in column (f). See page 9 of the instructions for where to report | | | | 44 | 13,431 |

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

| Desc | How Rec'd | Whom Sold | Date Acquired | Date Sold | Sale Price | Cost & Expense | Deprec | Net G/L |
|--------------------------------------|--------------|--------------|------------------|--------------|---------------|-------------------|-----------|------------|
| APPLE POWER MAC 6500/225 Purchase | | | 12/10/97 | 7/01/03 | \$ | 1,595 \$ | 1,595 \$ | |
| OPTIQUEST 15" MONITOR Purchase | | | 12/10/97 | 7/01/03 | | 248 | 248 | |
| KONICA COPIER Purchase | | | 10/15/98 | 7/01/03 | | 15,959 | 15,959 | |
| APPLE POWERBOOK Purchase | | | 5/23/00 | 7/01/03 | | 2,154 | 1,906 | -248 |
| KORY'S COMPUTER Purchase | | | 6/22/01 | 7/01/03 | | 1,629 | 1,100 | -529 |
| Total | | | | | \$ 0 | \$ 21,585 | \$ 20,808 | \$ -777 |

56-1656943

Federal Statements

FYE: 6/30/2004

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

| Description | Amount |
|---------------------|------------------|
| LUNCHEONS, SEMINARS | \$ 29,843 |
| Total | <u>\$ 29,843</u> |

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

| Description | Total | Net Investment | Adjusted Net | Charitable Purpose |
|-----------------------|-------------------|----------------|--------------|--------------------|
| CONSULTANTS | \$ 143,376 | \$ | \$ | \$ 107,607 |
| SPEAKERS | 36,146 | | | 36,146 |
| PROFESSIONAL SERVICES | 46,947 | | | 21,711 |
| Total | <u>\$ 226,469</u> | <u>\$ 0</u> | <u>\$ 0</u> | <u>\$ 165,464</u> |

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

| Description | Total | Net Investment | Adjusted Net | Charitable Purpose |
|-----------------------|-------------------|----------------|--------------|--------------------|
| Expenses | \$ | \$ | \$ | \$ |
| POSTAGE | 51,123 | | | 42,196 |
| TELEPHONE | 8,608 | | | 9,473 |
| ANNOUNCEMENTS | 27,214 | | | 27,214 |
| SUPPLIES | 11,199 | | | 11,145 |
| EQUIPMENT MAINTENANCE | 5,608 | | | 5,159 |
| SUBSCRIPTIONS | 1,762 | | | 1,762 |
| INTERNET & WEBSITE | 49,694 | | | 49,694 |
| MISCELLANEOUS | 3,668 | 2 | | 3,069 |
| DUES & MEMBERSHIPS | 3,060 | | | 3,060 |
| REFUNDS | -2,952 | | | -2,952 |
| Total | <u>\$ 158,984</u> | <u>\$ 2</u> | <u>\$ 0</u> | <u>\$ 149,820</u> |

56-1656943

Federal Statements

FYE: 6/30/2004

Statement 5 - Form 990-PF, Part II, Line 22 - Other Liabilities

| <u>Description</u> | <u>Beginning of Year</u> | <u>End of Year</u> |
|-----------------------------------|------------------------------|------------------------|
| DEFERRED FINANCE LEASE OBLIGATION | \$ 1,385 | \$ 20,739 |
| Total | <u>\$ 1,385</u> | <u>\$ 20,739</u> |

Federal Statements

Statement 6 - Form 990-PF, Part VIII - Information About Officers, Directors, Etc.

| Name | Address | City, State, Zip | Title | Average Hours | Comp | Benefits | Expenses |
|----------------|-------------|------------------|-----------|---------------|---------|----------|----------|
| TOTAL | | | | | 304,444 | 29,648 | 0 |
| John Hood | Raleigh, NC | | President | 40 | 0 | 0 | 0 |
| Don Carrington | Raleigh, NC | | VP | 40 | 0 | 0 | 0 |
| Kory Swanson | Raleigh, NC | | VP | 40 | 0 | 0 | 0 |
| Ray Cordato | Raleigh, NC | | VP | 40 | 0 | 0 | 0 |

56-1656943

Federal Statements

FYE: 6/30/2004

Form 990-PF - General Footnote

TAXPAYER ELECTS OUT OF BONUS DEPRECIATION UNDER IRC 168 FOR ALL CLASSES OF ASSETS.