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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
The Poplar Foundation

Number and street (or P O box number if mail is not delivered to street address)
6410 Poplar Avenue

City or town, state, and ZIP code
Memphis, TN 381194843

A Employer identification number
62-1586727

B Telephone number (see page 10 of the instructions)
(901) 818-5103

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 197,733,950

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

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) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	19,100,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	20,823	20,823		
	4 Dividends and interest from securities.	5,363,646	5,363,646		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-866,476			
	b Gross sales price for all assets on line 6a <u>8,938,890</u>				
	7 Capital gain net income (from Part IV , line 2)				
	8 Net short-term capital gain				
	9 Income modifications			40,119	
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	23,617,993	5,384,469	40,119	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	728,678			
	15 Pension plans, employee benefits	265,914			
	16a Legal fees (attach schedule)	2,000	0	0	0
	b Accounting fees (attach schedule)	5,750	0	0	0
	c Other professional fees (attach schedule)	187,472			
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	1,446			
	19 Depreciation (attach schedule) and depletion	3,426			
	20 Occupancy				
	21 Travel, conferences, and meetings	21,303			
	22 Printing and publications				
	23 Other expenses (attach schedule)	157,578			
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	1,373,567	0	0	0
	25 Contributions, gifts, grants paid	19,274,663			19,274,663
	26 Total expenses and disbursements. Add lines 24 and 25	20,648,230	0	0	19,274,663
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,969,763			
	b Net investment income (if negative, enter -0-)		5,384,469		
	c Adjusted net income (if negative, enter -0-)			40,119	

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
Assets	1	Cash—non-interest-bearing	3,577,203	2,701,290	2,701,290
	2	Savings and temporary cash investments	152,406	173,213	173,213
	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 (attach schedule) ▶ 100,000 Less allowance for doubtful accounts ▶ _____	100,000	100,000	100,000
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	18,941	32,014	32,014
	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 (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	219,454,673	194,719,118	194,719,118
	14	Land, buildings, and equipment basis ▶ 36,006 Less accumulated depreciation (attach schedule) ▶ 27,758	11,673	8,248	8,248
15	Other assets (describe ▶ _____)	67	67	67	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	223,314,963	197,733,950	197,733,950	
Liabilities	17	Accounts payable and accrued expenses	0		
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	2,148	5,089	
	23	Total liabilities (add lines 17 through 22)	2,148	5,089	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	223,312,815	197,728,861	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	223,312,815	197,728,861	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	223,314,963	197,733,950	

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)	1 223,312,815
2	Enter amount from Part I, line 27a	2 2,969,763
3	Other increases not included in line 2 (itemize) ▶ _____	3 40,119
4	Add lines 1, 2, and 3	4 226,322,697
5	Decreases not included in line 2 (itemize) ▶ _____	5 28,593,836
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 197,728,861

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)
1 a	LONGLEAF SECURITIES			
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 8,938,890		9,805,366	-866,476
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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			-866,476
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	-866,476
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 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 page 18 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))
2010	15,118,996	189,667,048	0 079713
2009	22,047,306	113,815,115	0 193712
2008	20,960,077	86,845,196	0 24135
2007	12,239,275	105,802,616	0 11568
2006	12,626,485	80,710,656	0 156441

2	Total of line 1, column (d).	2	0 786896
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	0 157379
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	222,215,723
5	Multiply line 4 by line 3.	5	34,972,088
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	53,845
7	Add lines 5 and 6.	7	35,025,933
8	Enter qualifying distributions from Part XII, line 4.	8	19,274,663

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 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ 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 ☐ and enter 1% of Part I, line 27b		1	107,689
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	
3		Add lines 1 and 2.		3	107,689
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	107,689
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	32,000	
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	32,000
8		Enter any penalty for underpayment of estimated tax Check here ☐ 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	75,689
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 2012 estimated tax ☐	Refunded ☐	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ TN _____			
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? <i>If "No," attach explanation .</i>	8b	Yes	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address  N/A	13	Yes	
14	The books are in care of  DALLAS GEER Telephone no  (901) 818-5103 Located at  6410 POPLAR AVENUE SUITE 720 MEMPHIS TN ZIP +4  38119			
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			
16	At any time during calendar year 2011, 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?		Yes	No
		16	Yes	
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country  EI				

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?  Yes  No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?.  Yes  No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  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)?.  Yes  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).  Yes  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 page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here. 	1b		No
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 2011?.	1c		No
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?.  Yes  No If "Yes," list the years  20____, 20____, 20____, 20____			
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 page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here  20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?.  Yes  No			
b	If "Yes," did it have excess business holdings in 2011 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2011?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	☒	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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	☐ Yes ☐ No		
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? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
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?		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 (see page 22 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) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
G STALEY CATES	DIRECTOR/CHAIRMAN	0		
6410 Poplar Avenue Memphis, TN 381194843	0 1			
ANDREW R MCCARROLL	DIR/SEC	0		
6410 Poplar Avenue Memphis, TN 381194843	0 1			
KEVIN COMPTON	DIRECTOR	0		
6410 Poplar Avenue Memphis, TN 381194843	0 1			
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 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
THOMAS M MARINO	EXECUTIVE DIRECTOR	242,500	49,000	
135 SOUTH ROSE MEMPHIS, TN 38117	40 0			
ELLIOT PERRY	PROGRAM OFFICER	150,000	37,500	
3306 DARBY DAN COVE GERMANTOWN, TN 38138	40 0			
DALLAS GEER	CFO	150,000	37,500	
104 SAINT ALBANS FAIRWAY MEMPHIS, TN 38111	40 0			
GLENDY YARBROUGH	PROGRAM OFFICER	130,000	32,500	
3828 ROSEDALE DRIVE MEMPHIS, TN 38111	40 0			
Total number of other employees paid over \$50,000.			☒	

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 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
JOHN BRYSON	CONSULTING	122,456
5453 S Angela		
MEMPHIS,TN 38120		
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 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 NONE ALL INVESTMENTS HELD BY THE FOUNDATION ARE HELD FOR THE PRODUCTION OF INVESTMENT INCOME	
2	
All other program-related investments See page 24 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 24 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	224,096,544
b	Average of monthly cash balances.	1b	1,394,861
c	Fair market value of all other assets (see page 24 of the instructions).	1c	108,314
d	Total (add lines 1a, b, and c).	1d	225,599,719
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	225,599,719
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	3,383,996
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	222,215,723
6	Minimum investment return. Enter 5% of line 5.	6	11,110,786

Part XI

Distributable Amount (see page 25 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	11,110,786
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	107,689
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	107,689
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	11,003,097
4	Recoveries of amounts treated as qualifying distributions.	4	40,119
5	Add lines 3 and 4.	5	11,043,216
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	11,043,216

Part XII

Qualifying Distributions (see page 25 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	19,274,663
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	19,274,663
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 (see page 26 of the instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	19,274,663
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 26 of the instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1		Distributable amount for 2011 from Part XI, line 7			
2		Undistributed income, if any, as of the end of 2011			
a		Enter amount for 2010 only.			
b		Total for prior years 2009 , 2008 , 2007			
3		Excess distributions carryover, if any, to 2011			
a		From 2006.			
b		From 2007.			
c		From 2008.			
d		From 2009.			
e		From 2010.			
f		Total of lines 3a through e.			
4		Qualifying distributions for 2011 from Part XII, line 4			
a		Applied to 2010, but not more than line 2a			
b		Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			
c		Treated as distributions out of corpus (Election required—see page 26 of the instructions).			
d		Applied to 2011 distributable amount.			
e		Remaining amount distributed out of corpus			
5		Excess distributions carryover applied to 2011 (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 27 of the instructions.			
e		Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.			
f		Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.			
7		Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).			
8		Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).			
9		Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.			
10		Analysis of line 9			
a		Excess from 2007.			
b		Excess from 2008.			
c		Excess from 2009.			
d		Excess from 2010.			
e		Excess from 2011.			

Part XIVPrivate Operating Foundations (see page 27 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 2011, enter the date of the ruling.

b

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

☐ 4942(j)(3) ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 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))

G STALEY CATES

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

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 page 28 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

THOMAS M MARINO
6410 POPLAR AVE SUITE 720
MEMPHIS,TN 38119
(901) 818-5125

b

The form in which applications should be submitted and information and materials they should include

NO SPECIFIED FORM, MERELY A STATEMENT REGARDING THE NEED FOR FUNDS AND THE INTENDED USES THEREOF

c

Any submission deadlines

NONE

d

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

NONE

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 See Additional Data Table				
Total			3a	19,274,663
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	20,823	
4 Dividends and interest from securities.			14	5,363,646	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	-866,476	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e).				4,517,993	
13 Total. Add line 12, columns (b), (d), and (e).					4,517,993

[illegible]

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge					
	*****			2012-03-12	*****	
	Signature of officer or trustee			Date	Title	
	Paid Preparer's Use Only	Preparer's Signature		Date	Check if self-employed ☒	PTIN
		Firm's name KPMG LLP			Firm's EIN	
50 North Front Street Suite 900						
Firm's address Memphis, TN 38103			Phone no (901) 523-3131			

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF.	OMB No 1545-0047
		2011

Name of organization The Poplar Foundation	Employer identification number 62-1586727
--	---

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 foundation

Check 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 boxes for both the General Rule and a Special Rule. See instructions.

General Rule—

- ☒ For an organization 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 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions 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 990-EZ, that received from any one contributor, during the year, 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. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization The Poplar Foundation	Employer identification number 62-1586727
--	---

Part I **Contributors** (see instructions) Use duplicate copies of Part III
 additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	<u>Southeastern Asset Management Inc</u> <u>6410 Poplar Avenue Suite 900</u> <u>Memphis, TN 38119</u> 	\$ <u>13,000,000</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>2</u>	<u>G Staley Cates</u> <u>6410 Poplar Avenue Suite 900</u> <u>Memphis, TN 38119</u> 	\$ <u>6,100,000</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ <u> </u>	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ <u> </u>	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ <u> </u>	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ <u> </u>	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization The Poplar Foundation	Employer identification number 62-1586727
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Part II Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	

Name of organization The Poplar Foundation	Employer identification number 62-1586727
--	---

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ➤ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

Additional Data

Software ID:
Software Version:
EIN: 62-1586727
Name: The Poplar Foundation

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part XV Line 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				
Binghampton Development CorporationPO Box 111447 Memphis,TN 38111		509(a)(1)	Community Development - Housing, Jobs, Health, and Education	108,777
Brinkley Heights Urban Academy3275 Rosamond Avenue Memphis,TN 38122		170(b)(1)(A)(II)	Urban Education	285,000
Catholic Memphis Urban Schools Inc5825 Shelby Oaks Drive Memphis,TN 381347389		509(a)(1)	Urban Education	1,460,970
Collegiate School of Memphis675 National Ave Memphis,TN 38122		170(b)(1)(A)(II)	Urban Education	2,240,000
Collierville Primitive Baptist Church Highway 57 Collierville,TN 38017		170(b)(1)(A)(I)	Religion	25,000
Creative Life1222 Riverside Blvd Memphis,TN 38106		509(a)(1)	Urban education and after school programs	300,000
Fellowship Memphis Bible Church3340 Poplar Avenue Suite 230 Memphis,TN 38111		170(b)(1)(A)(I)	Urban Residency Program	150,000
Girls Incorporated of Memphis60 North Third Street Memphis,TN 38103		509(a)(1)	Leadership training for girls	172,460
Hope Christian Community Foundation5100 Poplar Suite 2412 Memphis,TN 38137		509(a)(1)	Community Foundation	2,725,000
Juvenile Intervent Faith-based Follow-up254 South Lauderdale Street Memphis,TN 38126		509(a)(2)	Children's welfare	525
Memphis City Schools Foundation2597 Avery Avenue Memphis,TN 38112		509(a)(2)	Urban Education	250,000
Memphis Leadership Foundation Inc1548 Poplar Avenue Memphis,TN 38104		509(a)(1)	Community Leadership Development	1,169,000
Memphis Teacher Residency2181 Union Avenue Memphis,TN 38104		509(a)(1)	Urban Education	902,000
New Leaders for New Schools (Mem)3782 Jackson Avenue Memphis,TN 38108		509(a)(1)	Urban Education	300,000
New Leaders for New Schools NYC30 West 26th Street 2nd Floor New York,NY 10010		509(a)(1)	Urban Education	60,000
Pi Kappa Alpha Educational Foundation8347 West Range Cove Memphis,TN 38125		509(a)(1)	Children's welfare	1,000
RISE Foundation22 North Front Street Suite 680 Memphis,TN 38103		509(a)(1)	Financial Training	43,000
Soulsville Foundation926 E McLemore Ave Memphis,TN 38106		509(a)(2)	Urban Education	500,000
St George's Schools Foundation8250 Poplar Avenue Germantown,TN 38138		509(a)(3) Type III	Urban Education	725,670
Streets Ministries430 Vance Avenue Memphis,TN 38126		509(a)(1)	Urban education and after school programs	1,706,634
Teach For America - MemphisOne Commerce Square Suite 1190 Memphis,TN 38103		509(a)(1)	Urban Education	963,825
Tennessee Charter School Association3022 Vanderbilt Place Nashville,TN 38212		509(a)(1)	Urban Education	75,000
University of Memphis Foundation Dept 238 P O Box 1000 Memphis,TN 381480001		509(a)(1)	Urban Education Leadership	50,000
Urban Youth Initiative1548 Poplar Avenue Memphis,TN 38104		509(a)(3) Type II	Urban education and after school programs	850,000
Victory RanchPO Box 599 Bolivar,TN 38008		509(a)(2)	Children's welfare	250,000
Visible School9817 Huff n Puff Road Lakeland,TN 38002		170(b)(1)(A)(II)	Arts Education	426,827
Youth Villages Inc3320 Brother Road Bartlett,TN 38133		509(a)(1)	Children's welfare	1,197,219
Community Foundation of Greater Memphis1900 Union Ave Memphis,TN 38104		509(a)(1)	Community Foundation	1,624
Falcons Futbol ClubPO Box 38052 Germantown,TN 38183		509(a)(2)	Athletics	4,078
Repairing the BreachPO Box 16128 Memphis,TN 38186		509(a)(1)	Urban education and after school programs	119,495

Form 990PF Part XV Line 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				
Soulsville Charter School926 E McLemore Ave Memphis,TN 38106		170(b)(1)(A)(II)	Urban Education	150,000
Star Academy Charter School3260 James Road Memphis,TN 38128		170(b)(1)(A)(II)	Urban Education	83,500
Advance MemphisPO Box 2201 Memphis,TN 38101		170(b)(1)(A)(IV)	Community Development-Jobs, Education	116,500
AlamosC/O Burch Porter and Johnson 130 N Court Memphis,TN 38103		170(b)(1)(A)(VI)	Arts Education	150,000
Charter School Growth FundATTN Darryl Cobb 350 Interlocken Blvd Broomfield,CO 80021		509(a)(1)	Urban Education	187,500
Clean MemphisPO Box 40257 Memphis,TN 38174		509(a)(2)	Community Development	125,000
Cornerstone Preparatory School3384 Faxon Avenue Memphis,TN 38122		170(b)(1)(A)(II)	Urban Education	164,429
Devine Life2107 Ball Rd Memphis,TN 381145212		170(b)(1)(A)(I)	Religion	5,619
Diocese of Memphis5825 Shelby Oaks Drive Memphis,TN 38134		170(b)(1)(A)(I)	Religion	9,500
Leadership Academy22 N Front Street Suite 500 Memphis,TN 38104		170(b)(1)(A)(VI)	Community Development	52,318
Livable Memphis1548 Poplar Avenue Memphis,TN 38104		170(b)(1)(A)(VI)	Community Development	15,000
Memphis Symphony Orchestra585 S Mendenhall Memphis,TN 38117		509(a)(2)	Arts Education	200,000
Mid-South Minority Business Council PO Box 3050 Memphis,TN 38103		170(b)(1)(A)(iv)	Community Development	50,000
Miracle Temple Ministries3750 Millbranch Rd Memphis,TN 38116		170(b)(1)(A)(I)	Religion	500
Multi-National Ministries1548 Poplar Avenue Memphis,TN 38104		509(a)(1)	Community Development	50,000
Rhodes College2000 North Parkway ATTN Dr Russ Wigginton Memphis,TN 38112		170(b)(1)(A)(II)	Education Leadership	9,000
Salvation Army of Memphis8 South Third Street Memphis,TN 381032756		509(a)(3)(I)	Community Health	147,790
Shelby Farms Park Conservancy ATTN Laura Adams 500 North Pine Lake Memphis,TN 38134		509(a)(2)	Community Health	129,903
Tennessee Charter School Incubator The Joneses PLLC PO Box 2267 Brentwood,TN 370242267		509(a)(1)	Urban Education	125,000
The New Teacher Project186 Joralemon Street Suite 300 Brooklyn,NY 11201		170(b)(1)(A)(VI)	Urban Education	20,000
Veritas College Preparatory168 Jefferson Avenue Memphis,TN 38103		170(b)(1)(A)(II)	Urban Education	300,000
Youth Leadership of Memphis Inc 1044 Brookfield Road Suite 101 Memphis,TN 38119		509(a)(2)	Urban Education	20,000
Youth VisionsMarron Thomas Exec Dir 3925 Overton Crossing Memphis,TN 38127		170(b)(1)(A)(VI)	Community Development	100,000
Total 3a				19,274,663

Form

4562

Depreciation and Amortization
(Including Information on Listed Property)

OMB No 1545-0172

2011

Attachment
Sequence No 179

Department of the Treasury
Internal Revenue Service (99)

See separate instructions. Attach to your tax return.

Name(s) shown on return The Poplar Foundation	Business or activity to which this form relates GENERAL DEPRECIATION	Identifying number 62-1586727
--	---	----------------------------------

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 instructions)	1	\$ 500,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	\$ 2,000,000
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 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 2010 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 2012 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) (See instructions)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A		
17 MACRS deductions for assets placed in service in tax years beginning before 2011	17	3,426
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2011 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						
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	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2011 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 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 instructions	22	3,426
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	

Part V

Listed Property (Include automobiles, certain other vehicles, 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 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 property (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	
25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25		
26 Property used more than 50% in a qualified business use									
		%							
		%							
		%							
27 Property used 50% or less in a qualified business use									
		%				S/L -			
		%				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)	(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 instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See 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 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 2011 tax year (see instructions)					
43 Amortization of costs that began before your 2011 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	

TY 2011 Accounting Fees Schedule

Name: The Poplar Foundation

EIN: 62-1586727

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEES	5,750			

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: The Poplar Foundation
EIN: 62-1586727

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LOBBY CHAIR-3/TABL	2006-01-02	3,498	2,718	M7		312			
CONF ROOM CHAIR	2006-01-01	4,456	3,462	M7		397			
CONFERENCE TABLE	2006-01-01	1,026	797	M7		92			
2-DRAWER FILES-5	2006-01-01	2,931	2,278	M7		261			
4-DRAWER FILES -2	2006-01-01	910	707	M7		81			
DESKS -3	2006-01-01	6,922	5,378	M7		617			
BOOKCASES - 3	2006-01-01	1,947	1,513	M7		174			
CREDENZA	2006-01-01	1,015	789	M7		91			
PANEL BASE	2006-01-01	254	198	M7		23			
CHAIR MATS	2006-01-01	221	172	M7		20			
DVD PLAYER	2006-01-01	142	133	M5		8			
LAMP	2006-01-01	131	123	M5		8			
LAMP	2006-01-01	350	329	M5		20			
DESK	2006-01-13	1,338	1,039	M7		119			
TABLE	2006-02-07	412	320	M7		37			
CREDENZA	2006-04-06	797	619	M7		71			
OFFICE CHAIR	2007-11-20	1,312	850	M7		132			
3-DRAWER FILES-4	2007-12-05	1,840	1,194	M7		185			
OFFICE EQUIPMENT	2008-03-04	1,005	566	M7		126			
LEASEHOLD IMPROV	2008-03-25	4,135	954	M15		318			
FILE CABINETS	2010-01-01	1,364	195	M7		334			

TY 2011 Investments - Other Schedule

Name: The Poplar Foundation

EIN: 62-1586727

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LONGLEAF PARTNERS FUND	AT COST	40,813,350	40,813,350
LONGLEAF PARTNERS INT'L FUND	AT COST	33,542,032	33,542,032
UBS - MORT. BACKED SECURITIES	AT COST	5,889	5,889
LONGLEAF PARTNERS SMALL CAP	AT COST	43,888,847	43,888,847
LONGLEAF GLOBAL FUND	AT COST	76,469,000	76,469,000

TY 2011 Land, Etc. Schedule**Name:** The Poplar Foundation**EIN:** 62-1586727

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LOBBY CHAIR-3/TABL	3,498	3,030	468	
CONF ROOM CHAIR	4,456	3,859	597	
CONFERENCE TABLE	1,026	889	137	
2-DRAWER FILES-5	2,931	2,539	392	
4-DRAWER FILES -2	910	788	122	
DESKS -3	6,922	5,995	927	
BOOKCASES - 3	1,947	1,687	260	
CREDENZA	1,015	880	135	
PANEL BASE	254	221	33	
CHAIR MATS	221	192	29	
DVD PLAYER	142	141	1	
LAMP	131	131		
LAMP	350	349	1	
DESK	1,338	1,158	180	
TABLE	412	357	55	
CREDENZA	797	690	107	
OFFICE CHAIR	1,312	982	330	
3-DRAWER FILES-4	1,840	1,379	461	
OFFICE EQUIPMENT	1,005	692	313	
LEASEHOLD IMPROV.	4,135	1,272	2,863	
FILE CABINETS	1,364	529	835	

TY 2011 Other Assets Schedule

Name: The Poplar Foundation

EIN: 62-1586727

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST	67	67	67

TY 2011 Other Decreases Schedule

Name: The Poplar Foundation

EIN: 62-1586727

Description	Amount
UNREALIZED GAIN/LOSS	28,593,836

TY 2011 Other Expenses Schedule**Name:** The Poplar Foundation**EIN:** 62-1586727

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	60,928			
ADMINISTRATIVE EXPENSES	1,220			
OFFICE SUPPLIES	2,642			
PROGRAM SERVICES	79,291			
MISCELLANEOUS EXPENSES	10,011			
BOOKS & PUBLICATIONS	3,486			

TY 2011 Other Increases Schedule

Name: The Poplar Foundation

EIN: 62-1586727

Description	Amount
RETURNED GRANTS	40,119

TY 2011 Other Liabilities Schedule**Name:** The Poplar Foundation**EIN:** 62-1586727

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL LIABILITIES	2,148	5,060
MEDICARE WITHHELD		29

**TY 2011 Other Notes/Loans
Receivable Short Schedule**

Name: The Poplar Foundation

EIN: 62-1586727

Name of 501(c)(3) Organization	Balance Due
NOTE RECEIVABLE - OASIS OF HOPE	100,000

TY 2011 Other Professional Fees Schedule

Name: The Poplar Foundation

EIN: 62-1586727

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER PROFESSIONAL FEES	187,472			

TY 2011 Taxes Schedule

Name: The Poplar Foundation

EIN: 62-1586727

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX ON INVESTMENT INC	1,446			