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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation The Poplar Foundation		A Employer identification number 62-1586727	
% DALLAS GEER		B Telephone number (see instructions) (901) 818-5103	
Number and street (or P O box number if mail is not delivered to street address) 6410 Poplar Avenue Suite 720 Suite		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code Memphis, TN 381194843		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 304,634,273		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
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 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)	20,000,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	18	18		
	4 Dividends and interest from securities.	5,583,449	5,583,449		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	302,866			
	b Gross sales price for all assets on line 6a 826,281				
	7 Capital gain net income (from Part IV, line 2)		302,866		
	8 Net short-term capital gain				
	9 Income modifications				
	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	25,886,333	5,886,333		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages	875,955			
	15 Pension plans, employee benefits	158,287			
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	6,100	0	0	0
	c Other professional fees (attach schedule)	271,470			269,620
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	260,130			
	19 Depreciation (attach schedule) and depletion	1,937			
	20 Occupancy				
	21 Travel, conferences, and meetings	9,123			
	22 Printing and publications				
	23 Other expenses (attach schedule)	115,344			
	24 Total operating and administrative expenses. Add lines 13 through 23	1,698,346	0	0	269,620
	25 Contributions, gifts, grants paid	12,203,549			12,203,549
	26 Total expenses and disbursements. Add lines 24 and 25	13,901,895	0	0	12,473,169
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	11,984,438			
	b Net investment income (if negative, enter -0-)		5,886,333		
	c Adjusted net income (if negative, enter -0-)				

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	1,402,796	3,777,343	3,777,343
	2	Savings and temporary cash investments	177,415	600,430	600,430
	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 instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____	100,000		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	108,015	260,015	260,015
	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)	226,572,455	299,993,364	299,993,364
	14	Land, buildings, and equipment basis ▶ _____ 36,006 Less accumulated depreciation (attach schedule) ▶ 32,885	5,062	3,121	3,121
15	Other assets (describe ▶ _____)	67	0	0	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	228,365,810	304,634,273	304,634,273	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	8,207	8,433,737	
	23	Total liabilities (add lines 17 through 22)	8,207	8,433,737	
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	228,357,603	296,200,536	
	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)	228,357,603	296,200,536	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	228,365,810	304,634,273	

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	228,357,603
2	Enter amount from Part I, line 27a	2	11,984,438
3	Other increases not included in line 2 (itemize) ▶ _____	3	55,858,495
4	Add lines 1, 2, and 3	4	296,200,536
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	296,200,536

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				
(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			(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				
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	302,866
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 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))
2012	12,192,553	203,927,627	0 059789
2011	19,274,663	222,215,723	0 086739
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
2	Total of line 1, column (d).		2 0 661303
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 132261
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4 258,862,732
5	Multiply line 4 by line 3.		5 34,237,444
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 58,863
7	Add lines 5 and 6.		7 34,296,307
8	Enter qualifying distributions from Part XII, line 4.		8 12,473,169
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see 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	117,727
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	117,727
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	117,727
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	260,000
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	260,000
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	142,273
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 142,273 Refunded	11	

Part VII-A Statements 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?	1a	Yes	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 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <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 instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of DALLAS GEER Telephone no (901) 818-5174 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 2013, 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?	16	Yes	No
	See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country EI		Yes	

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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20 , 20 , 20 , 20 Yes No			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	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 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).	3b		No
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 2013?	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 instructions).

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b

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

5b

Organizations relying on a current notice regarding disaster assistance check here.

☒

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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?

6b

No

If "Yes" to 6b, file Form 8870.

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 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	0	0
6410 Poplar Avenue Suite 720 Memphis, TN 381194843	0 1			
ANDREW R MCCARROLL	DIR/SEC	0	0	0
6410 Poplar Avenue Suite 720 Memphis, TN 381194843	0 1			
KEVIN COMPTON	DIRECTOR	0	0	0
6410 Poplar Avenue Suite 720 Memphis, TN 381194843	0 1			

2

Compensation of five highest-paid employees (other than those included on line 1—see 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
DALLAS GEER	CFO	186,600	46,650	
104 SAINT ALBANS FAIRWAY MEMPHIS, TN 38111	40 0			
THOMAS MARINO	EXECUTIVE DIRECTOR	300,000	75,000	
135 SOUTH ROSE MEMPHIS, TN 38117	40 0			
ELLIOT PERRY	PROGRAM OFFICER	190,000	47,500	
3306 DARBY DAN COVE GERMANTOWN, TN 38138	40 0			
GLENDA YARBROUGH	PROGRAM OFFICER	148,000	37,000	
3828 ROSEDALE DRIVE MEMPHIS, TN 38111	40 0			

Total

number of other employees paid over \$50,000.

☒

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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 instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
DAVID MONTAGUE	CONSULTING	65,000
6228 MALLOCH DRIVE MEMPHIS,TN 38119		
JOHN BRYSON	CONSULTING	159,620
6465 MAY CREEK COVE MEMPHIS,TN 38119		
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 instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
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 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	260,586,922
b	Average of monthly cash balances.	1b	2,131,347
c	Fair market value of all other assets (see instructions).	1c	86,535
d	Total (add lines 1a, b, and c).	1d	262,804,804
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	262,804,804
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,942,072
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	258,862,732
6	Minimum investment return. Enter 5% of line 5.	6	12,943,137

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	12,943,137
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	117,727
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	117,727
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	12,825,410
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	12,825,410
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	12,825,410

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	12,473,169
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	12,473,169
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 instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	12,473,169
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				12,825,410
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 2011 , 2010 , 2009		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	16,690,543			
b From 2009.	16,357,598			
c From 2010.	5,609,949			
d From 2011.	8,231,447			
e From 2012.	2,255,542			
f Total of lines 3a through e.	49,145,079			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 12,473,169				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				12,473,169
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	352,241			352,241
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	48,792,838			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	16,338,302			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	32,454,536			
10 Analysis of line 9				
a Excess from 2009. . . .	16,357,598			
b Excess from 2010. . . .	5,609,949			
c Excess from 2011. . . .	8,231,447			
d Excess from 2012. . . .	2,255,542			
e Excess from 2013. . . .				

Part XIVPrivate Operating Foundations (see 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 2013, 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)

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) 2013	(b) 2012	(c) 2011	(d) 2010	
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 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))

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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 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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	12,203,549
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form **990-PF** (2013)

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 <i>Paid during the year</i>				
Advance Memphis PO Box 2201 Memphis,TN 38101		PC	Community Development - Jobs and Education	215,000
Catholic Memphis Urban Schools Inc 5825 Shelby Oaks Drive Memphis,TN 381347389		PC	Urban Education	123,861
Collegiate School of Memphis 675 National Ave Memphis,TN 38122		PC	Urban Education	2,680,000
Collierville Primitive Baptist Church Highway 57 Collierville,TN 38017		PC	Religion	22,000
Creative Life 1222 Riverside Blvd Memphis,TN 38106		PC	Urban education and after school programs	300,000
Fellowship Memphis Bible Church PO Box 11465 Memphis,TN 38111		PC	Urban Residency Program	264,566
Freedom Preparatory Academy 5132 Jonetta St Memphis,TN 38109		PC	Urban Education	100,000
Hope Christian Community Foundation 5100 Poplar Suite 2412 Memphis,TN 38137		PC	Community Foundation	250
Memphis City Schools Foundation PO BOX 111169 Memphis,TN 38111		PC	Urban Education	500,000
Memphis Leadership Foundation Inc 1548 Poplar Avenue Memphis,TN 38104		PC	Community Leadership Development	400,000
Memphis Teacher Residency 2181 Union Avenue Memphis,TN 38104		PC	Urban Education	420,000
New Leaders for New Schools (Mem) 2701 UNION AVE EXT SUITE 300 Memphis,TN 38112		PC	Urban Education	450,000
Pi Kappa Alpha Educational Foundation 8347 West Range Cove Memphis,TN 38125		PC	Children's welfare	7,500
Streets Ministries PO BOX 42181 Memphis,TN 38174		PC	Urban education and after school programs	500,265
Teach For America - Memphis 175 TOYOTA PLAZA STE 350 Memphis,TN 38103		PC	Urban Education	437,500
Total  3a				12,203,549

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 <i>Paid during the year</i>				
Victory Ranch PO Box 599 Bolivar,TN 38008		PC	Children's welfare	75,000
VISIBLE MUSIC COLLEGE 200 MADISON AVE MEMPHIS,TN 38103		PC	Arts Education	150,000
Repairing the Breach PO Box 16128 Memphis,TN 38186		PC	Urban education and after school programs	82,725
Soulsville Charter School 926 E McLemore Ave Memphis,TN 38106		PC	Urban Education	1,000,000
Charter School Growth Fund ATTN Darryl Cobb 350 Interlocken Blvd Broomfield,CO 80021		PC	Urban Education	375,000
Clean Memphis PO Box 40257 Memphis,TN 38174		PC	Community Development	36,580
Divine Life 2107 Ball Rd Memphis,TN 381145212		PC	Religion	16,600
Memphis Symphony Orchestra 585 S Mendenhall Memphis,TN 38117		PC	Arts Education	450,000
Salvation Army of Memphis 8 South Third Street Memphis,TN 381032756		PC	Community Health	976,422
Tennessee Charter School Incubator The Joneses PLLC PO Box 2267 Brentwood,TN 370242267		PC	Urban Education	375,000
Veritas College Preparatory 168 Jefferson Avenue Memphis,TN 38103		PC	Urban Education	73,000
Youth Visions 3925 Overton Crossing Memphis,TN 38127		PC	Urban Education	100,000
MEMPHIS ROCK-N-SOUL MUSEUM 191 BEALE ST MEMPHIS,TN 38103		PC	COMMUNITY DEVELOPMENT - MUSEUM	1,200
Germantown United Methodist Women 9590 Mourning Dove Germantown,TN 38139		PC	RELIGION	1,000
Sulphur Springs Primitive Baptist Church 50734 Grubb Springs Rd Greenwood Springs,MS 38848		PC	RELIGION	5,000
Total  3a				12,203,549

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				
Wounded Warrior Project 4899 Belfort Road Jacksonville,FL 32256		PC	Veteran Care	1,000
Community Foundation of Greater Memphis 1900 Union Avenue Memphis,TN 38104		PC	Community Foundation	29,000
Boys & Girls Clubs of Greater Memphis 44 S Rembert Memphis,TN 38104		PC	Urban education and after school programs	1,000
Binghampton Development Corporation PO Box 11447 Memphis,TN 38111		PC	Community Development - Housing, Jobs, Health, and Education	57,688
Clear Springs Primitive Baptist Church 2872 MS Hwy 182 Starkville,MS 39759		PC	religion	2,500
Downline Ministries 4883 Lorece Memphis,TN 38117		PC	religion	1,500
Elmwood Cemetery Foundation 824 S Dudley Memphis,TN 38104		PC	Community Health	25,000
Lionel Hollins Charities Inc PO BOX 38243 MEMPHIS,TN 38183		PC	Youth Work	5,000
Luke 4 18 Ministries 200 E PARKWAY MEMPHIS,TN 38112		PC	YOUTH WORK	100,000
Macedonia Primitive Baptist Church 11 Staten Rd Ackerman,MS 39735		PC	Religion	2,500
Madonna Learning Center 7007 Poplar Ave Germantown,TN 38138		PC	Education	100,000
YOUTH VILLAGES INC 3320 BROTHER ROAD BARTLETT,TN 38133		PC	CHILDREN'S WELFARE	465,141
SOULSVILLE FOUNDATION 926 E MCLEMORE AVE MEMPHIS,TN 38106		PC	URBAN EDUCATION	250,000
SOULSEED PO BOX 111169 MEMPHIS,TN 38111		PC	URBAN EDUCATION	2,051
MID-SOUTH MINORITY BUSINESS COUNCIL PO BOX 3050 MEMPHIS,TN 38103		PC	COMMUNITY DEVELOPMENT	50,000
Total  3a				12,203,549

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 <i>Paid during the year</i>				
SANFORD CHILDREN'S HOSPITAL 1600 W 2ND STREET SIOUX FALLS,SD 57117		PC	CHILDREN'S HEALTHCARE	5,000
MULTI-NATIONAL MINISTRIES 1548 POPLAR AVE MEMPHIS,TN 38104		PC	COMMUNITY DEVELOPMENT	75,000
NEW HOPE CHRISTIAN ACADEMY 3000 UNIVERSITY ST MEMPHIS,TN 38127		PC	URBAN EDUCATION	890,000
NEW MEMPHIS INSTITUTE 22 N FRONT ST MEMPHIS,TN 38103		PC	COMMUNITY LEADERSHIP DEVELOPMENT	200
VICTORY UNIVERSITY FOUNDATION 255 N HIGHLAND MEMPHIS,TN 38111		PC	EDUCATION	1,000
VISION PREPARATORY CHARTER SCHOOL 3750 MILLBRANCH RD MEMPHIS,TN 38116		PC	URBAN EDUCATION	1,500
Total  3a				12,203,549

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. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>.	OMB No 1545-0047
		2013
Name of the 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, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for 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 total 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 on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

[illegible]

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

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total 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 4Relationship of transferor to transferee		

(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 4Relationship of transferor to transferee		

(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 4Relationship of transferor to transferee		

(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 4Relationship of transferor to transferee		

TY 2013 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	6,100			

TY 2013 Contractor Compensation Explanation

Name: The Poplar Foundation

EIN: 62-1586727

Contractor	Explanation
DAVID MONTAGUE	TEACHER EVALUATION AND LEADERSHIP DEVELOPMENT
JOHN BRYSON	LEADERSHIP DEVELOPMENT

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

TY 2013 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
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Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: The Poplar Foundation

EIN: 62-1586727

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
LONGLEAF SECURITIES					826,281	523,415			302,866	

TY 2013 Investments - Land Schedule**Name:** The Poplar Foundation**EIN:** 62-1586727

TY 2013 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	62,267,796	62,267,796
LONGLEAF PARTNERS INT'L FUND	AT COST	56,447,422	56,447,422
RUSSELL 2000 OPTION	AT COST	4,011,390	4,011,390
LONGLEAF PARTNERS SMALL CAP	AT COST	26,693,241	26,693,241
LONGLEAF GLOBAL FUND	AT COST	120,573,515	120,573,515
AOPTIX	AT COST	30,000,000	30,000,000

TY 2013 Land, Etc. Schedule**Name:** The Poplar Foundation**EIN:** 62-1586727

TY 2013 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	0	0

TY 2013 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	85,572			
ADMINISTRATIVE EXPENSES	17			
OFFICE SUPPLIES	8,463			
PROGRAM SERVICES	12,001			
MISCELLANEOUS EXPENSES	9,291			

TY 2013 Other Increases Schedule**Name:** The Poplar Foundation**EIN:** 62-1586727

Description	Amount
UNREALIZED GAIN/LOSS (DUE TO INVESTMENT	55,858,495
PRESENTATION ON FMV BASIS)	0

TY 2013 Other Liabilities Schedule

Name: The Poplar Foundation

EIN: 62-1586727

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL LIABILITIES	8,207	8,207
CALL OPTION OBLIGATION		8,425,530

TY 2013 Other Professional Fees Schedule

Name: The Poplar Foundation

EIN: 62-1586727

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEADERSHIP DEVELOP CONSULTING	271,470			

TY 2013 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				