

Golden LEAF
FOUNDATION



THE GOLDEN L.E.A.F.
(LONG-TERM ECONOMIC
ADVANCEMENT FOUNDATION), INC.

Report to the
Joint Legislative Commission
on
Governmental Operations

March 1, 2017



(LONG-TERM ECONOMIC ADVANCEMENT FOUNDATION)

BARRY DODSON
CHAIRMAN OF THE BOARD

DAN GERLACH
PRESIDENT

TO: Joint Legislative Commission on Governmental Operations
c/o Mr. Mark Trogdon
Fiscal Research Division
North Carolina General Assembly
Raleigh, NC

FROM: Dan Gerlach
President

DATE: March 1, 2017

RE: Report to Governmental Operations

In accordance with instructions from the Fiscal Research Division, enclosed are the following:

- (1) An overview of Foundation Activities
- (2) An unaudited statement of the net position of the Foundation as of December 31, 2016, a statement of activities for the six months ended December 31, 2016, and a preliminary budget for FY 2016-2017
- (3) Official audited financial statements for the year ending June 30, 2016
- (4) Tax returns for the Fiscal Year ending June 30, 2016

Enclosures as stated:

cc: The Honorable Roy Cooper, Governor of North Carolina
Senator Phil Berger, President Pro Tem, Senate of North Carolina
Representative Tim Moore, Speaker of the House, N.C. House of Representatives
Barry Dodson, Chairman of the Board 2017, Golden LEAF Foundation
David Kyger, Smith Moore Leatherwood, LLP



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As of 12/31/16

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Overview of Foundation Activities

For the period of
January 1, 2016 – December 31, 2016

CY2016 Overview

- Awarded 75 grants through all programs totaling \$105,862,846.65 for a diverse set of projects across 43 N.C. counties to assist organizations implement agricultural, workforce preparedness, job creation and retention, healthcare, scholarships, and educational initiatives.
- Awarded \$4,488,000.00 through the Economic Catalyst grants program to local governmental agencies to assist with 6 business location and/or expansion projects which are projected to create 1,591 jobs that were at risk without Golden LEAF support.
- Awarded 28 grants totaling \$17,834,936.00 in the third round of Community-Based Grantsmaking Initiative in the Western and Southeastern Prosperity Zones to support workforce development, infrastructure, education, economic development, and healthcare projects. The Foundation invites counties to apply to participate by Prosperity Zone(s) in this competitive grant program. One grant was awarded in 2016 as a carryover from the 2015 CBGI from the Sandhills Prosperity Zone. Next year, this five-year grant program will conclude with grants made in all 8 prosperity zones of the state.
- Awarded 5 grants totaling \$25,000,000.00 through the Major Site Development Initiative (MSDI) to organizations in 5 counties. The MSDI will help increase site competitiveness and reduce the time needed for site development to attract major projects with substantial job creation and private capital investment to our state.
- Awarded \$45,000,000.00 to the North Carolina Agriculture Foundation to construct the Plant Sciences Initiative facility (PSI) at North Carolina State University. The PSI will position North Carolina as a global leader in agriculture and benefit North Carolina farmers through cutting-edge research, training and educational programs to increase the contribution agriculture makes to the State's diverse economy. This grant leverages the Connect NC Bond and private sector funds.
- Awarded \$2,000,000.00 to establish two bridge loan programs to provide short-term emergency bridge loans to small and medium businesses and farms recovering from damages suffered during Hurricane Matthew.
- Awarded \$1,368,000.00 to MCNC to expand the Golden LEAF Rural Broadband Initiative by extending middle-mile fiber from Guilford into Randolph, Montgomery, and Richmond counties.
- Provided scholarships through the Golden LEAF Scholars Program to students from rural counties across the state: 215 new scholars, 490 renewal scholarships, and 3 scholarships for students in the Regionally Increasing Baccalaureate Nurses (RIBN) program that are attending North Carolina public and private universities and colleges. In addition, over 1,900 scholarships were provided to help students attend participating N.C. community college system.

** Grant amounts recorded throughout the report are the current award amounts for grants made during calendar year 2016, reflecting any reductions or adjustments, unless otherwise indicated. These amounts do not include grants that were awarded but subsequently rescinded prior to release of funds.*

CY2016 Open Grants Program

The Open Grants Program allows eligible organizations to submit applications for funding year-round. Grantsmaking is focused in the areas of agriculture, job creation and retention, and workforce preparedness. Golden LEAF awarded 28 grants totaling \$4,712,613.65 to organizations in 20 counties.

Examples

A \$200,000.00 grant to North Carolina State University (NCSU) for “Meeting North Carolina’s Food Safety Regulatory Training and Outreach Needs under the FDA Food Safety Modernization Act (FSMA) Preventive Controls and Produce Safety Rules.”

- Purpose: to support NCSU in collaborating with the NC Fresh Produce Safety Task Force and others to deliver training programs for food producers and processors required by the new FSMA regulations.
- FSMA requires baseline food safety training for most farm and food manufacturing operations which affects approximately 2,000 farms and 1,900 food-processing facilities across North Carolina.
- FDA-approved training programs have been developed but the cost to provide training is unfunded.
- Golden LEAF funds will be used for personnel, travel, communications, and other costs.

A \$200,000.00 grant to Halifax Regional Medical Center, Inc. for the project “Expanded Access Medical Home.”

- Purpose: to provide funding to the Halifax Regional Medical Center (HRMC) to assist with the expansion of a Federally Qualified Health Center operated by Rural Health Group that is co-located with the HRMC emergency room.
- Rural Health Group provides a healthcare option other than the emergency room, which has helped the hospital reduce nonemergency visits to the emergency department.
- The project will create 21 new positions at the clinic and increase patients seen at RHG by 2,500.
- Golden LEAF funds will be used for construction to expand the clinic to meet growing demand for RHG’s services.

A \$200,000.00 grant to Alamance Community College for the project “Filling the Advanced Manufacturing Skills Gap in Alamance County.”

- Purpose: to assist Alamance Community College (ACC) with purchasing an automated production training system for hands-on training in the field of mechatronics (mechanical / electronics).
- Jobs: A survey of advanced manufacturing companies in the county identified an employment need of approximately 200 positions requiring skills in operating and maintaining automated production systems and over 100 Mechatronics Engineering Technology (MET) positions are expected to be filled over a five-year period.
- Golden LEAF funding will be used to purchase and install equipment and support ACC instructor training.

CY2016 Economic Catalyst Program

Golden LEAF awarded 6 grants totaling \$4,488,000.00 to organizations in 6 counties in support of job creation projects projected to create 1,591 jobs in N.C. over the next few years. These economic development projects were at risk of not locating or expanding in North Carolina but for Golden LEAF support. Golden LEAF funds are used to fill a funding gap not addressed by state and local economic development programs.

Examples

A \$550,000.00 grant to Blue Ridge Community College for the project “Southeastern Advanced Molding Technology Education Center.”

- Purpose: to provide Blue Ridge Community College (BRCC) with funding needed to train individuals for job opportunities at GF Linamar, LLC, a new light metal foundry locating in Henderson County.
- GF Linamar, LLC (a joint venture between Linamar Corporation and GF Automotive) will produce high-pressure, die cast products for the automobile industry and will create 350 new jobs with an average annual wage of \$47,013.00 plus benefits (significantly higher than the county average).
- Golden LEAF funds will be used to purchase equipment to establish the new training program.

A \$1,500,000.00 grant to the City of Shelby for the “Westside/Crest Sewer Improvement Project.”

- Purpose: to provide funding to the City of Shelby to construct new sewer infrastructure to serve the Cleveland County-owned Washburn Switch Industrial Park. The new infrastructure will allow Clearwater Paper to expand its operation in the county, constructing a new manufacturing facility in the park.
- Clearwater Paper will create 175 new jobs over the next three years with an average annual wage of \$41,061.00 (compared to the county average of \$36,608.00) and make \$330,000,000.00 in capital investment.
- Golden LEAF funds will be used for improvements to the sewer collection system, giving capacity to serve Clearwater Paper, existing companies in the area, and future business locations in the industrial park.

**Grants are awarded to governmental entities and 501(c)(3) non-profit organizations to support permissible activities that lead to job creation in tobacco-dependent or economically distressed areas.*

CY2016 Community-Based Grantsmaking Initiative

Golden LEAF awarded 28 grants totaling \$17,834,936.00 to organizations in 22 counties in the Southeastern and Western Prosperity Zones for projects that address workforce preparedness, infrastructure, education, economic development, and healthcare priorities. One grant award totaling \$475,000.00 was awarded in 2016 as a carryover from the 2015 CBGI from the Sandhills Prosperity Zone. The CBGI was launched in the summer of 2013 in the Northeast Prosperity Zone as a continuation of the Foundation's prior community-based grantsmaking programs. CBGI grant awards are limited to 1-3 projects per county, totaling no more than \$1,500,000.00 per county. This grant program is a competitive process and not all counties in a region receive funds in support of their projects.

Examples

A grant of \$487,650.00 to the Town of Mars Hill for the “Town of Mars Hill Wastewater Treatment Plant Improvements and Sewer Line Extension Project”

- Purpose: to assist the Town of Mars Hill with funding to improve the efficiency and capacity of its wastewater treatment plant and to construct a sewer line and force main to serve sites at a major interchange with I-26.
- Expected job creation and expansion at Advanced Superabrasives and Mars Hill University will result in increased demand on the wastewater treatment plant bringing it to near its capacity, which would limit the future expansion of sewer service in the community, but for this grant.
- Golden LEAF funds will be used for construction-related costs.

A grant of \$500,000.00 to Wayne Community College for the project “Wayne Advanced Manufacturing Center - Phase 1 (Welding)”

- Purpose: to provide funding to Wayne Community College to expand the training capacity in the welding program at its new Advanced Manufacturing Center.
- Local employers have expressed a need for approximately 250 welders over the next five years.
- Golden LEAF funds will be used to purchase welding equipment and for costs of renovating training space.

CY2016 Major Sites Development Initiative

Golden LEAF awarded 5 grants totaling \$25,000,000.00 to organizations in 5 counties to increase competitiveness of large industrial sites and reduce the time needed for site development, which will attract major projects that will result in substantial job creation and private capital investment. The grants supported public infrastructure needed to serve large industrial sites across N.C. This initiative is a joint effort among the Golden LEAF Foundation, the Rural Infrastructure Authority and Duke Energy.

Awards

- \$7,000,000.00 grant to the Carolinas Gateway Partnership for the project "Kingsboro Mega-Site Infrastructure (A CSX Select Site)" to construct water, sewer and road infrastructure and complete a groundwater study.
- \$7,000,000.00 grant to the City of Greensboro for the project "Greensboro-Randolph MegaSite Sewer Extension" to support the construction of public sewer infrastructure.
- \$4,000,000.00 grant to the City of Sanford for the project "Moncure MegaSite" to support an extension of public sewer lines to serve the site and local area.
- \$3,000,000.00 grant to the City of Shelby for the project "Farmville Road Water System Improvements Serving Washburn Switch Business Park" to support public water infrastructure improvements.
- \$4,000,000.00 grant to the Town of Siler City for the project "Chatham-Siler City Advanced Manufacturing (CAM) Site Water & Wastewater Service" to support public utility infrastructure.

CY2016 Golden LEAF Rural Broadband Initiative and Special Programs Initiative

Golden LEAF awarded three grants through the Special Programs Initiative and a grant to support the Golden LEAF Rural Broadband Initiative. The awards are as follows:

Special Programs Initiative:

A grant of \$45,000,000.00 was awarded to the North Carolina Agriculture Foundation for the “Plant Sciences Initiative – Phase 3” at North Carolina State University (NCSU)

- Other Plant Sciences Initiative (PSI) funding: \$6,000,000.00 from 42 agricultural groups across the state and \$85,000,000.00 from the Connect NC bond initiative approved by voters statewide in March 2016. Private fundraising is ongoing to fund the balance.
- Purpose: to support the construction of the \$160,200,000.00 million PSI building at NCSU, expected to open in 2021.
- The PSI is a partnership between NCSU and the North Carolina Department of Agriculture & Consumer Services that will position North Carolina as a global leader for education, research and innovation in the plant sciences and will provide a competitive advantage to our state’s farmers through training and educational programs associated with work at the PSI.
- The PSI will provide a space for academic, government, industry and cooperative extension experts to work together to solve some of agriculture’s most pressing challenges and for researchers to work to improve crop yields, introduce new crop and plant varieties and reduce animal feed costs.

Two grants of \$1,000,000.00 each to the Carolina Small Business Development Fund and the North Carolina Rural Economic Development Center to provide short-term emergency bridge loans to small businesses and farms recovering from damages suffered during Hurricane Matthew:

- Borrowers use loan funds to address immediate needs as they complete applications to pursue long-term disaster relief loans from the Small Business Administration.
- Applications involve a simplified loan process designed to provide quick eligibility determinations and access to loan funds.
- The program is expected to leverage loan capital from other sources.
- Golden LEAF funds will be used for loan capital and for operating support.

Golden LEAF Rural Broadband Initiative

A grant of \$1,368,000.00 to MCNC to further the Golden LEAF Rural Broadband Initiative by extending MCNC’s middle-mile fiber build from Guilford into Montgomery, Richmond and Randolph counties.

- Using its own funds, MCNC will acquire rights of use for 90 miles of middle mile fiber.
- Golden LEAF funds will be used to construct additional fiber and install the necessary equipment to operate MCNC’s network.
- The services will be located within a mile of 23 community anchor institutions, including Randolph Community College, Randolph Hospital, medical offices, schools and libraries.

CY2016 Golden LEAF Scholarships

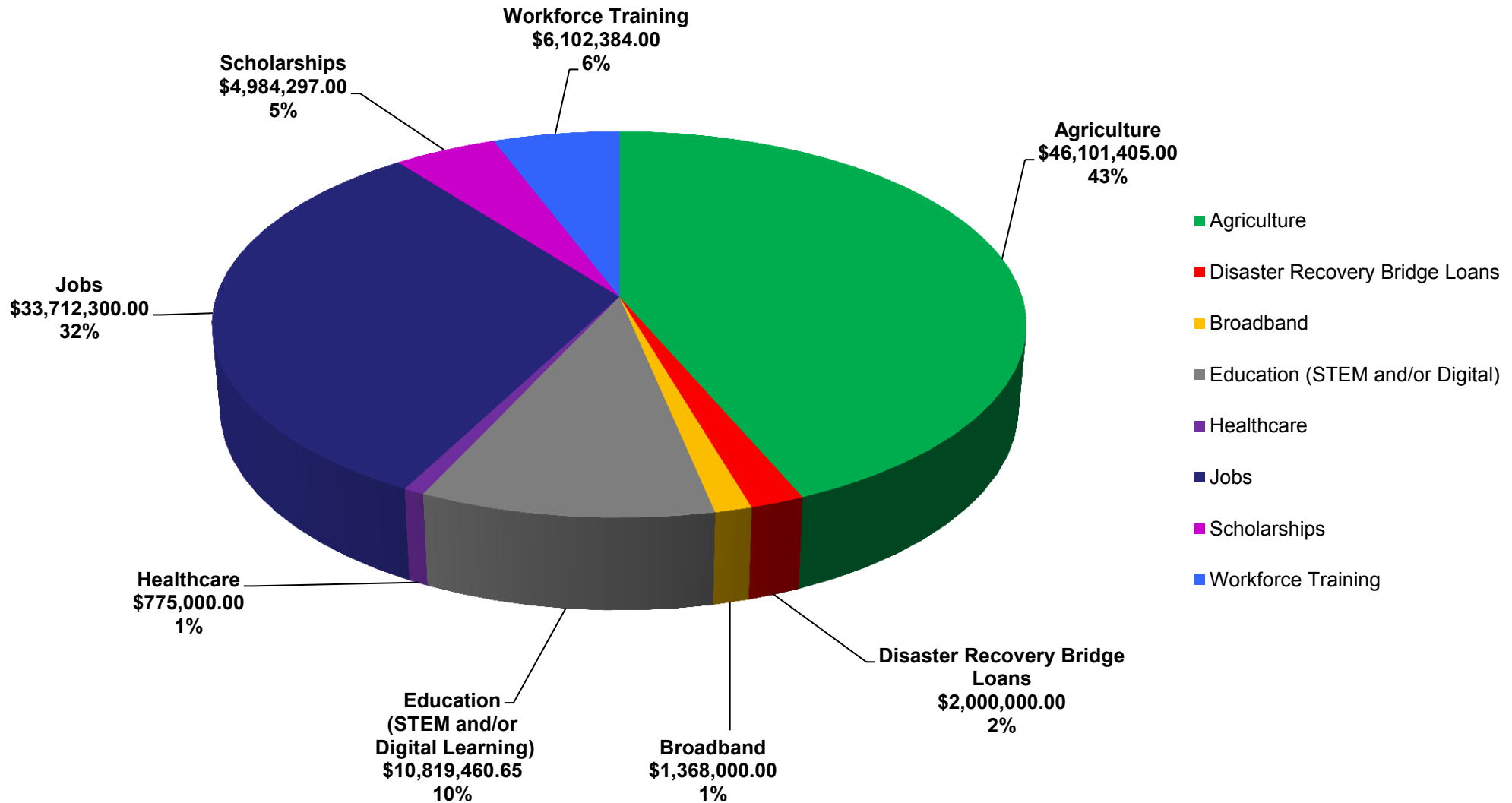
- In CY2016, Golden LEAF awarded \$2,423,500.00 to the North Carolina State Education Assistance Authority to support 215 new and 490 renewal scholarships for students to attend 4-year N.C. public and private universities and colleges. Each scholarship is valued at \$3,000.00 per year. The program also supports 3 scholarships to students in the Regionally Increasing Baccalaureate Nurses program (RIBN) valued at \$1,500.00 per year for the first 3 years and \$3,000.00 for the 4th year.
- The Foundation awarded \$750,000.00 to the North Carolina Community College System to support over 1,900 new scholarships for students to attend a participating N.C. community college in CY2016. The scholarship provides students with up to \$750.00 per semester to students in curriculum programs and up to \$250.00 per semester to students in occupational programs. Funds can be used for tuition and approved educational subsistence expenses.
- In CY2016, Golden LEAF also awarded a \$1,810,797.00 grant to the Center for Creative Leadership for a leadership development program to train 286 freshman, sophomore, junior, and senior Golden LEAF Scholarship recipients who are enrolled in 4-year N.C. colleges and universities. The leadership program includes paid summer internships that provide these students with work experiences in rural communities. The goal of the program is to prepare the next generation of rural leaders and expose students to career opportunities in rural communities.
- Since inception, Golden LEAF has awarded a total of 45 scholarship grants totaling \$38,177,445.38 to assist over 16,000 rural students in our state to attend 2- and 4-year N.C. colleges and universities.
- Scholarships target students who (1) reside in rural N.C. counties that are tobacco-dependent and/or designated economically distressed, (2) who demonstrate financial need, and (3) who show an interest in staying in a rural N.C. county after graduation. Recipients may attend the participating N.C. college or university of their choice.

CY2016 Golden LEAF Grants Awarded

Project Area	Number	Amount
Open Grants:		
Agriculture	4	\$626,405.00
Community Assistance & Education	12	\$2,319,474.65
Economic Development	6	\$770,734.00
Healthcare	2	\$400,000.00
Workforce Preparedness	4	\$596,000.00
Scholarships/ Scholars Leadership Programs	3	\$4,984,297.00
Economic Catalyst	6	\$4,488,000.00
Initiatives:		
Community-Based Grantsmaking Initiative	29	\$18,309,936.00
Golden LEAF Rural Broadband Initiative	1	\$1,368,000.00
Major Site Development Initiative	5	\$25,000,000.00
Special Programs Initiative	3	\$47,000,000.00
Total	75*	\$105,862,846.65

** Numbers do not include grants that have been awarded and then rescinded with no grant funds released.*

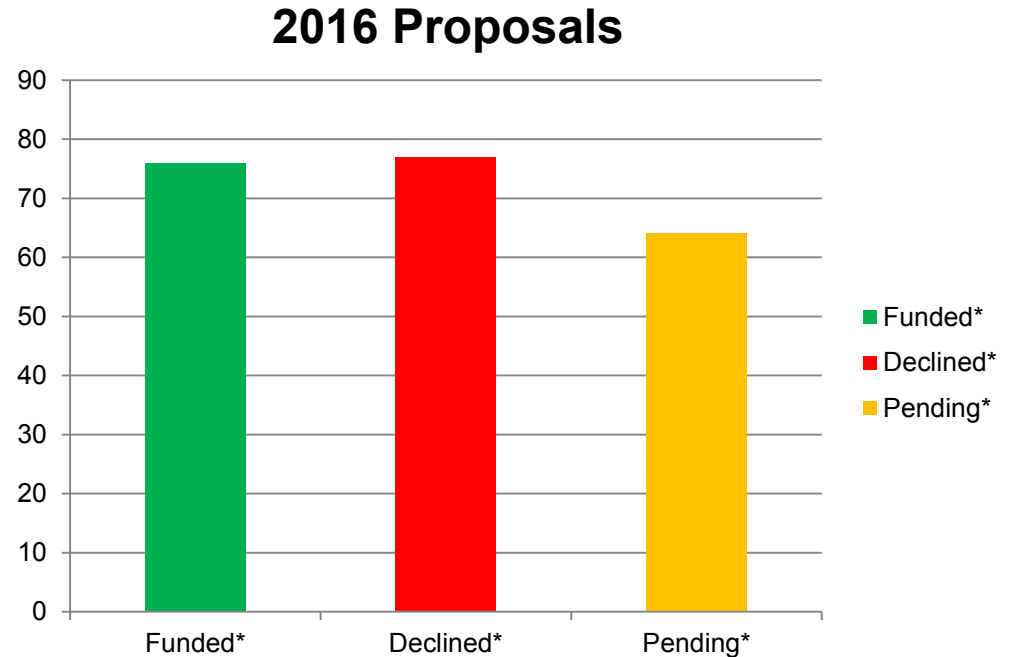
2016 Grants Overview by Area (across all programs)



CY2016 Funding Overview

Proposals:

- 205 received
- 76 funded*
- 77 declined*
- 64 pending*



Grant Amounts Awarded:

- Largest - \$45,000,000.00
- Smallest - \$33,500.00
- Median - \$415,000.00

** Includes actions taken in 2016 on proposals received prior to 2016. Of the 76 funded, 12 were received in 2015.*

Golden LEAF Grants Awarded 2000-2016

Project Area	Number	Amount
Annual/ Open Grants: Agriculture	234	\$31,823,442.43
Community Assistance & Education	152	\$32,290,798.10
Economic Development	135	\$19,881,531.47
Healthcare	63	\$14,038,515.85
Tourism	82	\$8,499,770.02
Workforce Preparedness	109	\$17,887,370.38
Scholarships/ Scholars Leadership Program	52	\$47,156,382.82
Economic Catalyst	118	\$161,460,555.07
Economic Stimulus	16	\$6,543,402.86
Site Certification	20	\$438,695.21
Strategic Initiatives Aerospace Alliance	6	\$10,231,884.27
AgBiotech Initiative	4	\$1,140,243.09
Agriculture Special Initiative	2	\$227,931.00
Biotechnology	9	\$67,493,935.25
Community Assistance Initiative	194	\$86,179,451.20
Community-Based Grantsmaking Initiative	64	\$39,958,474.03
Essential Skills in Advanced Manufacturing	23	\$10,537,038.62
Financial Markets Access	1	\$5,000,000.00
GLOW	22	\$3,003,239.64
GLOW-AM (Aerospace)	10	\$4,614,830.40
Health Care Workforce Initiative	9	\$3,013,300.00
Local Foods Initiative	12	\$1,855,677.94
Major Site Development Initiative	5	\$25,000,000.00
Rural Broadband Initiative	3	\$25,615,962.59
Rural Health Care	20	\$3,098,247.14
Special Programs Initiative	15	\$62,127,329.92
STEM Initiative	16	\$5,410,046.69
UNC-CH Initiative	25	\$3,815,620.54
Total	1,421*	\$698,343,676.53*

**Numbers do not include grants that have been awarded and then rescinded with no grant funds released*

2000-2016 Funding Overview

Proposals:

- 5,217 received
- 1,528 funded*
- 3,625 declined
- 64 pending

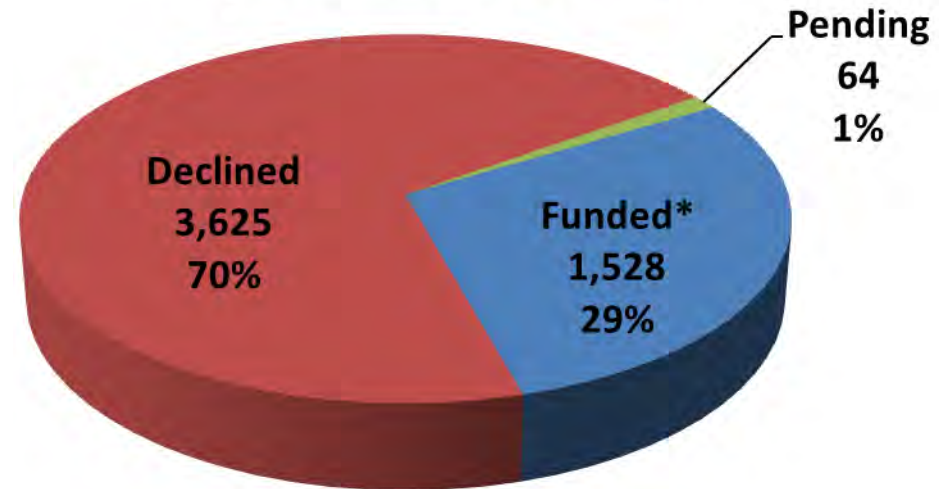
Grant Amounts Awarded:

- Largest - \$99,370,109.36
- Smallest - \$1,000.00
- Median - \$185,000.00

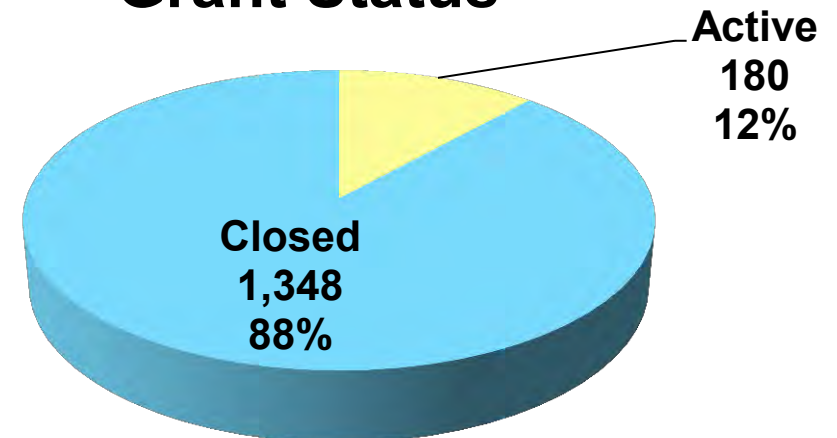
Grant Status:

- 180 Active Grants
- 1,348 Closed Grants

Proposals Recieved



Grant Status



* Included in this number are 128 grants that were awarded but were rescinded or terminated prior to release of funds.

Funds Received by Golden LEAF

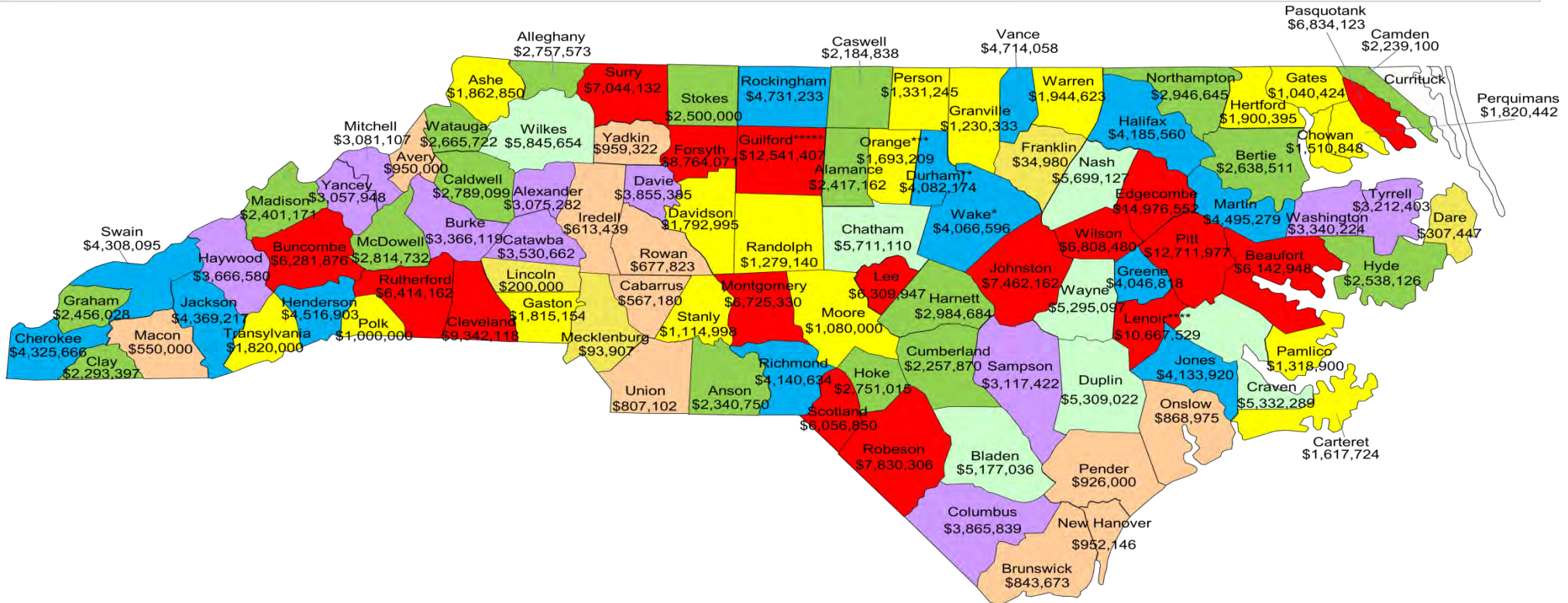
(in millions)	MSA Payments	Investment Income	Total Income**
FY 2009	\$88	<\$142>	<\$54>
FY 2010	\$73	\$67	\$140
FY 2011	\$69	\$122	\$191
FY 2012	\$70	<\$10>	\$61
FY 2013	\$106	\$99	\$205
FY 2014	\$0	\$125	\$125
FY 2015	\$0	\$21	\$22
FY 2016	\$10	<\$4>	\$7
FY2017*	\$0	\$43	\$43
Cumulative	\$1,123	\$526	\$1,651

*FY 2017 data reflect activity up to December 31, 2016. A \$10,000,000.00 payment is expected in April 2017.

**Total income includes income from sources other than the MSA and Investment Income.

Golden LEAF Grants by County

2000-2016



*Wake County - Does not include \$46,294,999 awarded to NCSU and NCCCS for the Biotech Initiative; \$13,664,500 awarded to NCCCS and NCICU for scholarships; \$3,552,618 awarded to North Carolina state agencies such as the NC Department of Agriculture; \$71,448,056 awarded to NCSU for projects intended to benefit other areas of the state; \$399,734 awarded to the NC Department of Commerce for the GLF Rural Broadband project; or \$15,109,329 to organizations located in Wake County that support projects throughout the state

**Durham County - Does not include \$21,168,441 awarded to NCCU for the Biotech Initiative, \$5,000,000 awarded to Self-Help for loan loss prevention, \$12,910,872 to NCSEAA for scholarships or \$25,216,228 to MCNC for the GLF Rural Broadband project

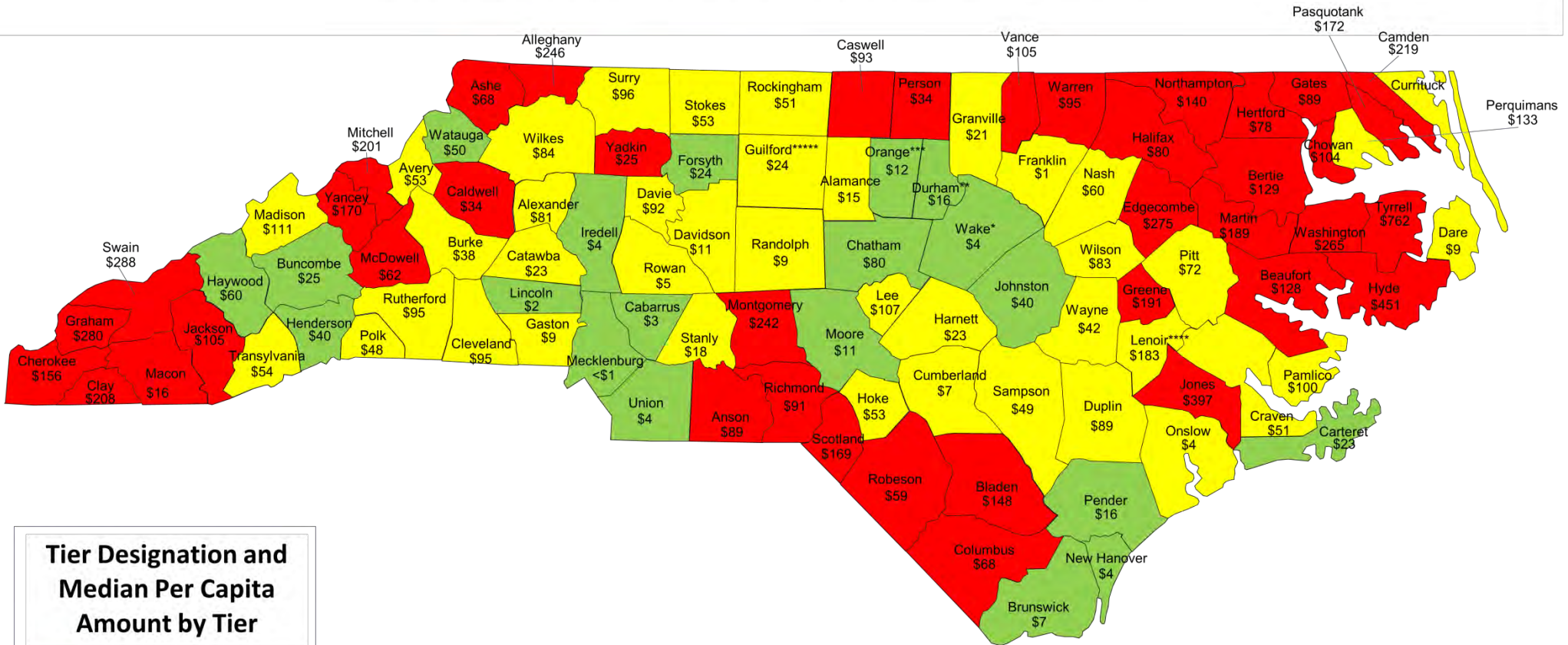
***Orange County - Does not include \$11,617,652 awarded to UNC General Administration for scholarships or \$30,496 to UNC-GA for the Biotech Initiative; \$4,940,221 awarded to UNC-Chapel Hill for projects throughout the state

****Lenoir County - Does not include the \$99,370,109 grant awarded to the NC Global TransPark Authority for the project "Marco Polo" involving Spirit AeroSystems

*****Guilford County - Does not include \$8,301,045 awarded to the Center for Creative Leadership for the GLF Scholars Leadership Program

+ Western Governor's University - \$1,000,000 - Grantee is outside of the state but grant has statewide implications

Golden LEAF Grants by County Per Capita by Tier Designation 2000-2016



Tier Designation and Median Per Capita Amount by Tier

- Tier 1 - \$129
- Tier 2 - \$51
- Tier 3 - \$12

*Wake County - Does not include \$46,294,999 awarded to NCSU and NCCCS for the Biotech Initiative; \$13,664,500 awarded to NCCCS and NCICU for scholarships; \$3,552,618 awarded to North Carolina state agencies such as the NC Department of Agriculture; \$71,448,056 awarded to NCSU for projects intended to benefit other areas of the state; \$399,734 awarded to the NC Department of Commerce for the GLF Rural Broadband project; or \$15,109,329 to organizations located in Wake County that support projects throughout the state

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+ Western Governor's University - \$1,000,000 - Grantee is outside of the state but grant has statewide implications

Golden LEAF Impact Data

Impact Data as Reported by Grantees	Amount Reported	
	‡CY2016	Cumulative as of 12/31/2016
Jobs Created:		
Economic Catalyst grants	2,234	
Other grants	<u>1,068</u>	
Total	3,302	61,022
\$New Payroll	\$97,405,945	\$540,459,455
\$Capital Investment	\$875,153,956	\$2,030,062,657
People Trained/Worker Skills Upgraded	3,447	65,458
†Industry/3 rd -party Credentials Earned	580	3,095
†Degree/Diploma/Certificates Earned	330	1,447

‡Incremental impact for reports reviewed for CY2016

†New measure beginning CY2013

§Economic Catalyst grants are made to governmental entities or economic development nonprofits to support projects to encourage companies to locate or expand in North Carolina. These grants are typically made in conjunction with awards from the NC Department of Commerce and for larger job creation projects. Data for Economic Catalyst grants (CY2010 forward) still within the established period for measuring job creation/capital investment.

Performance on 2016 Goals

Goal: Continue the strong partnerships with the Department of Commerce and the Economic Development Partnership of N.C. to ensure effective and efficient use of limited economic development resources.

- ✓ **Outcomes: Weekly meetings to move quickly on projects. Awarded nearly \$30,000,000.00 in collaborative grants through the Economic Catalyst and MSDI programs**

Goal: Provide funding support for community-based grants in the Western and Southeastern Prosperity Zones, and begin work in the Piedmont Triad and Southwestern Prosperity Zones.

- ✓ **Outcome: Almost \$20,000,000.00 in grants to improve human and physical infrastructure awarded and work on schedule in the next two Prosperity Zones**

Goal: Provide extraordinary assistance to transformational projects and opportunities.

- ✓ **Outcome: \$48,000,000.00 to enable Plant Sciences facility at NCSU to move forward and \$25,000,000.00 in major site development grants awarded**

Goal: Establish clear benchmarks and better defined links between grantsmaking and the Golden LEAF mission.

- ✓ **Outcome: Priority outcomes with major indicators linked to mission developed and implemented**

Planned Activities and Goals for 2017

- Provide funding for economic development projects across N.C. that create jobs and add investment.
- Award and distribute funding to help local governments and small businesses affected by natural disasters.
- Provide funding support for community-based grants in the Piedmont Triad and Southwestern Prosperity Zones and begin work in the North Central Prosperity zone. These are the last zones to be reached by this program. The program is being evaluated for a future round.
- Evaluate the five-year Community-Based Grantsmaking Initiative and the longstanding scholarship program.
- Explore strategies to build capacity in the most distressed communities.

Financial Statements

The Golden L.E.A.F., Inc.
Statement of Net Position
December 31, 2016

Assets

Cash and cash equivalents	\$ 945,258
Investments	944,098,773
Sales tax refund and other receivables	-
Notes receivable	295,966
Prepaid items	63,800
Fixed assets:	
Land	900,256
Land improvements	3,650
Buildings	3,245,797
Equipment	109,652
Furniture and fixtures	122,002
	<hr/> 4,381,357
Accumulated depreciation	(939,354)
	<hr/> 3,442,003
Total assets	<hr/> <u>\$ 948,845,800</u>

Liabilities

Accounts payable and accrued liabilities:	
Accounts payable	\$ 42,202
Accrued liabilities	66,764
Grants payable	135,262,584
Total liabilities	<hr/> 135,371,550

Net position

Invested in capital assets, net of related debt	3,442,003
Restricted for broadband projects	1,818,664
Unrestricted	808,213,583
	<hr/> 813,474,250
Total liabilities and net position	<hr/> <u>\$ 948,845,800</u>

The Golden L.E.A.F., Inc.
Statement of Activities
For the Six Months Ended December 31, 2016

Revenues:	
Proceeds from state settlement	\$ -
Investment income	43,020,235
Grant revenue	92,645
Other income	166
Total revenues	<u>43,113,046</u>
Expenses:	
Grant distributions	80,256,105
Administrative costs	1,203,552
Depreciation expense	49,230
Loss on sale of fixed assets	2,110
Unrelated business income tax	69,492
Total expenses	<u>81,580,489</u>
Excess of revenues over expenses	(38,467,443)
Net assets, at beginning of period	<u>851,941,693</u>
Net assets, at end of period	<u><u>\$ 813,474,250</u></u>

The Golden L.E.A.F., Inc.
Preliminary Administrative Budget
FY2017


Operating Budget

Board of Director Expenses	
Bd of Directors Expenses	\$ 14,000
Bd of Directors Per Diem	16,224
Board Meetings	<u>36,750</u>
Total Board of Director Expenses	66,974
Depreciation Expense	100,357
Insurance	
Property	5,265
Directors & Officer's Liability	16,863
Workers Comp Insurance	<u>2,630</u>
Total Insurance	24,758
Miscellaneous and Bank Charges	960
Occupancy Expenses	
Maintenance	92,904
Utilities	<u>49,400</u>
Total Occupancy Expenses	142,304
Office Operations Expenses	
Equipment Rental	844
Office Supplies	16,500
Postage and Freight	<u>3,000</u>
Total Office Operations Expenses	20,344
Personnel Expenses	
Employee Insurance & Benefits	
Dental Insurance	15,029
Disability	
Insurance	10,173
Life Insurance	5,820
Medical Insurance	211,996
Retirement	<u>152,326</u>
Total Employee Insurance & Benefits	395,344
Salaries	1,523,261
Salary Reserve	36,045
Staff Development	51,400
Taxes-Payroll	107,719
Travel & Meetings	<u>41,500</u>
Total Personnel Expenses	2,155,269

The Golden L.E.A.F., Inc.
Preliminary Administrative Budget
FY2017 (Continued)

Professional Fees	
Audit & Tax Return	60,000
Technical Consulting	-
Communication Expense	10,000
Dues & Memberships	7,850
Legal Fees	
General	
Representation	125,000
Special Matters	25,000
Total Legal Fees	<u>150,000</u>
Payroll Services	<u>2,907</u>
Total Professional Fees	<u>230,757</u>
Technology	
Installation	1,800
Software	30,871
Maintenance	29,556
Telephone-Long Distance/Local	18,000
Total Technology	<u>80,227</u>
Total Expenditures	<u><u>\$2,821,950</u></u>
Capital Budget	
Buildings	\$ 32,000
Furniture	10,400
Computers and equipment	15,650
	<u>58,050</u>
	<u><u>\$ 58,050</u></u>

Audited Financials



**The Golden L.E.A.F.
(Long-term Economic Advancement
Foundation), Inc.**

**Financial Statements and Other Report
Years Ended June 30, 2016 and 2015**

**The Golden L.E.A.F.
(Long-term Economic Advancement Foundation), Inc.**

Financial Statements and Other Report
Years Ended June 30, 2016 and 2015

**The Golden L.E.A.F.
(Long-term Economic Advancement Foundation), Inc.**

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Independent Auditor's Report

To the Board of Directors
The Golden L.E.A.F. (Long-term Economic Advancement Foundation), Inc.

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and general fund of The Golden L.E.A.F. (Long-term Economic Advancement Foundation), Inc. (the "Foundation"), a component unit of the State of North Carolina, as of and for the years ended June 30, 2016 and 2015, and the related notes to the financial statements, which collectively comprise the Foundation's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.



Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and general fund of the Foundation, as of June 30, 2016 and 2015, and the respective changes in financial position thereof for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 5 through 10 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by Government Auditing Standards

In accordance with *Governmental Auditing Standards*, we have also issued our report dated September 29, 2016 on our consideration of the Foundation's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering Foundation's internal control over financial reporting and compliance.

BDO USA, LLP

September 29, 2016

The Golden L.E.A.F. (Long-term Economic Advancement Foundation), Inc.

Management's Discussion and Analysis (unaudited)

Our discussion and analysis of The Golden L.E.A.F. (Long-term Economic Advancement Foundation), Inc. (the "Foundation") provides an overview of the Foundation's financial position and activities for the fiscal year ended June 30, 2016, with comparative information for the fiscal year ended June 30, 2015. Please read it in conjunction with the Foundation's financial statements and accompanying notes to the financial statements.

Overview

In 1999, the North Carolina General Assembly created The Golden L.E.A.F., Inc. to administer one-half of North Carolina's (the "State") share of the Master Settlement Agreement ("MSA") with cigarette manufacturers. A nonprofit organization devoted to the economic well-being of North Carolinians, the Foundation endeavors to strengthen the State's economy through diverse grant making.

Financial Highlights

- The total assets of the Foundation decreased by \$24.8 million during 2016 from \$944.7 million at June 30, 2015 to \$919.9 million at June 30, 2016.
- The Foundation ended 2016 with investments and cash and cash equivalents totaling \$916.2 million, a decrease of \$24.7 million from June 30, 2015.
- The total liabilities of the Foundation decreased by \$1.5 million during 2016 from \$69.5 million at June 30, 2015 to \$68.0 million at June 30, 2016. Almost all of this decrease was in grants payable which decreased from \$69.4 million at June 30, 2015 to \$67.8 million at June 30, 2016.
- In July 2013, the North Carolina General Assembly enacted legislation that purports to repeal those sections of Session Law 1999-2 in which the General Assembly approved the transfer and assignment to the Foundation of fifty percent (50%) of each annual payment of MSA funds. In fiscal year 2015, the Foundation received none of North Carolina's share of the annual MSA payment. In September 2015, the North Carolina General Assembly enacted Session Law 2015-241, which provides for the appropriation of \$10,000,000 of tobacco settlement funds to the Foundation each year. The Foundation received \$10,000,000 of tobacco settlement funds in fiscal year 2016.
- The Foundation's investment portfolio generated a loss of \$4.2 million in 2016 compared to investment income of \$21.2 million in 2015. The Foundation's investment assets returned (0.4%) compared to 2.1% in 2015. The decrease in investment earnings reflects broader market performance and the Foundation's asset allocation. The S&P 500 Index (domestic equities) returned 4.0% in fiscal year 2016 compared with 7.4% in fiscal year 2015. The MSCI EAFE Index (international equities) returned (10.2%) in fiscal year 2016 versus a return of (4.2%) in fiscal year 2015. Barclays Aggregate Index (fixed income) returned 6.0% in fiscal year 2016 compared with 1.9% in fiscal year 2015 and the HFRI Index (hedge funds) returned (2.0%) in fiscal year 2016 versus 2.3% in fiscal year 2015.

**The Golden L.E.A.F.
(Long-term Economic Advancement Foundation), Inc.**

Management's Discussion and Analysis (unaudited)

- The Foundation awarded grants of \$34.2 million in 2016, a decrease of 3.4% from 2015. In addition to \$16.9 million in grants awarded through the Foundation's Open Grants Program, Economic Catalyst Cycle, scholarship and other programs, grants were awarded to support the following special initiative:

Community Based Grantsmaking Initiative - \$17.3 million: Launched in the summer of 2014 as a continuation of the Foundation's community-based grantsmaking and as a response to completion and evaluation of the Community Assistance Initiative, this initiative is designed to identify projects supporting economic growth that are ready for implementation and have the potential to have a significant impact in the areas of agriculture, health care employment, infrastructure, economic development, workforce training and education. The Foundation invites all counties to apply to participate in the initiative by region, which is anticipated to take four years to complete. It is a competitive process, but all counties within a designated region have an opportunity to apply to participate. The \$11.8 million awarded in 2015 was to serve projects in the Northwest and Sandhills Prosperity Zones. The \$17.3 million awarded in 2016 was to support projects in the Southeast and Western Prosperity Zones.

The Foundation made grant payments of \$30.7 million in 2016 compared to \$35.7 million in fiscal year 2015.

- Administrative costs were \$2.5 million in 2016, an increase of approximately \$34,000 from 2015.

Using This Annual Report

This annual report consists of two financial statements. The Statements of Net Position and Governmental Fund Balance Sheets present the assets, liabilities and fund balance/net position at June 30, 2016 and 2015. The Statements of Activities and Governmental Fund Revenues, Expenditures, and Changes in Fund Balance present the revenues, expenditures, and changes in fund balance/net position for the fiscal years ended June 30, 2016 and 2015. The Notes to Financial Statements contain additional information that is essential to a full understanding of the data in the financial statements.

**The Golden L.E.A.F.
(Long-term Economic Advancement Foundation), Inc.**

Management's Discussion and Analysis (unaudited)

Statements of Net Position and Governmental Fund Balance Sheets

Condensed Statements of Net Position and Governmental Fund Balance Sheets:

<i>June 30,</i>	2016	2015	2014
Assets			
Current assets	\$ 916,425,827	\$ 941,156,934	\$ 956,849,074
Capital assets—nondepreciable	903,906	903,906	903,906
Capital assets—depreciable, net	2,608,620	2,679,726	2,753,853
Total Assets	\$ 919,938,353	\$ 944,740,566	\$ 960,506,833
Total Liabilities			
	\$ 67,996,660	\$ 69,494,824	\$ 75,031,265
Fund Balance/Net Position			
Net investment in capital assets	3,512,526	3,583,632	3,657,759
Restricted for broadband projects	1,726,018	513,851	-
Unassigned/unrestricted	846,703,149	871,148,259	881,817,809
Total Fund Balance/Net Position	851,941,693	875,245,742	885,475,568
Total Liabilities and Fund Balance/Net Position			
	\$ 919,938,353	\$ 944,740,566	\$ 960,506,833

2016

Total assets at June 30, 2016 were \$919.9 million, a decrease of approximately \$24.8 million from June 30, 2015. The assets of the Foundation are comprised primarily of investments and cash and cash equivalents. The total of investments, cash and cash equivalents at June 30, 2016 was \$916.2 million, compared to \$940.8 million at June 30, 2015. This decrease resulted primarily from payments for grants and other expenditures exceeding investment income. Net capital assets were \$3.5 million at June 30, 2016, a decline of \$71,106 from 2015 primarily due to depreciation.

The liabilities of the Foundation are comprised primarily of grants payable. Grants payable totaled \$67.8 million at June 30, 2016, compared to \$69.4 million at June 30, 2015. The decrease in grants payable resulted primarily from the rescission of \$5.0 million in grant awards in 2016. In addition, current year grant awards of \$34.2 million outpaced payment of current and prior year grant awards of \$30.7 million.

The Fund Balance/Net Position section of the Statements of Net Position and Governmental Fund Balance Sheets presents the amount of the assets of the Foundation, less its liabilities. Restricted fund balance/net position represents resources that the Foundation is required to spend in accordance with restrictions provided by third parties.

**The Golden L.E.A.F.
(Long-term Economic Advancement Foundation), Inc.**

Management's Discussion and Analysis (unaudited)

2015

Total assets at June 30, 2015 were \$944.7 million, a decrease of approximately \$15.8 million from June 30, 2014. The assets of the Foundation are comprised primarily of investments and cash and cash equivalents. The total of investments, cash and cash equivalents at June 30, 2015 was \$940.8 million, compared to \$956.5 million at June 30, 2014. This decrease resulted primarily from payments for grants and other expenditures exceeding investment income. Net capital assets were \$3.6 million at June 30, 2015, a decline of approximately \$74,000 from 2014 primarily due to depreciation.

The liabilities of the Foundation are comprised primarily of grants payable. Grants payable totaled \$69.4 million at June 30, 2015, compared to \$74.9 million at June 30, 2014. The decrease in grants payable resulted primarily from the rescission of \$5.2 million in grant awards in 2015. In addition, grant payments of current and prior year awards of \$35.7 million outpaced current year grant awards of \$35.4 million.

The Fund Balance/Net Position section of the Statements of Net Position and Governmental Fund Balance Sheets presents the amount of the assets of the Foundation, less its liabilities. Restricted fund balance/net position represents resources that the Foundation is required to spend in accordance with restrictions provided by third parties.

Statements of Activities and Governmental Fund Revenues, Expenditures, and Changes in Fund Balance

Condensed Statements of Activities and Governmental Fund Revenues, Expenditures, and Changes in Fund Balance:

<i>Years ended June 30,</i>	2016	2015	2014
Total Revenues	\$ 7,007,589	\$ 21,682,569	\$ 124,705,075
Total Expenditures/Expenses	30,311,638	31,912,395	52,342,973
Change in Fund Balance/Net Position	(23,304,049)	(10,229,826)	72,362,102
Fund Balance/Net Position, beginning of year	875,245,742	885,475,568	813,113,466
Fund Balance/Net Position, end of year	\$ 851,941,693	\$ 875,245,742	\$ 885,475,568

These statements show the revenues and the expenses of the Foundation for the years ended June 30, 2016, 2015 and 2014, and the corresponding effect on fund balance/net position.

**The Golden L.E.A.F.
(Long-term Economic Advancement Foundation), Inc.**

Management's Discussion and Analysis (unaudited)

2016

Total revenues were \$7.0 million in 2016 and \$21.7 million in 2015. The primary source of revenue in 2016 was \$10.0 million of proceeds from tobacco settlement funds. The Foundation received no proceeds from tobacco settlement funds in 2015. In 2015, the primary source of revenue was investment income. The Foundation had a net investment loss of \$4.2 million in 2016 compared to net investment income of \$21.2 million in 2015. In 2016, the Foundation received approximately \$1.2 million in grant revenue to support rural broadband projects compared to approximately \$514,000 in 2015.

Total expenditures/expenses were \$30.3 million in 2016 and \$31.9 million in 2015. The largest expense of the Foundation in 2016 and 2015 was grant disbursements. Grant disbursements represent grants awarded net of grants rescinded and grant funds returned. Grants were awarded (excluding grants rescinded or returned) in the amount of \$34.2 million during 2016 and \$35.4 million in 2015. Administrative costs were \$2.5 million in 2016, an increase of approximately \$34,000 from 2015 primarily as the result of higher personnel costs. Depreciation expense was approximately \$98,000 in 2016 and approximately \$97,000 in 2015.

2015

Total revenues (investment earnings and other income) were \$21.7 million in 2015 and \$124.7 million in 2014. The primary source of revenue in 2015 and 2014 was investment income. The Foundation had net investment income of \$21.2 million in 2015 compared to \$124.7 million in 2014. In 2015, the Foundation received approximately \$514,000 in grant revenue to support rural broadband projects. Similar to 2014, the Foundation did not receive any MSA payments in 2015.

Total expenditures/expenses were \$31.9 million in 2015 and \$52.3 million in 2014. The largest expense of the Foundation in 2015 and 2014 was grant disbursements. Grant disbursements represent grants awarded net of grants rescinded and grant funds returned. Grants were awarded (excluding grants rescinded or returned) in the amount of \$35.4 million during 2015 and \$32.2 million in 2014. Administrative costs were \$2.4 million in 2015, an increase of approximately \$68,000 from 2014 primarily as the result of increased staff and higher benefit costs. Depreciation expense was approximately \$97,000 in 2015 and approximately \$100,000 in 2014.

Notes to Financial Statements

The reader is referred to these notes for a more complete understanding of the financial statements of the Foundation. They contain a summary of the significant accounting policies as well as other information.

Requests for Information

This report is designed to provide a general overview of the Foundation's finances and to show the Foundation's accountability for the funds it receives. Questions concerning any of the information provided in this report or requests for additional information should be addressed to The Golden L.E.A.F. Foundation, 301 N. Winstead Ave., Rocky Mount, NC 27804.

Financial Statements

The Golden L.E.A.F.
(Long-term Economic Advancement Foundation), Inc.

Statement of Net Position and Governmental Fund Balance Sheet

<i>June 30, 2016</i>	General Fund	Reclassifications and Eliminations (Note 6)	Statement of Net Position
Assets			
Cash and cash equivalents	\$ 869,099	\$ -	\$ 869,099
Sales tax refund and other receivables	130	-	130
Note receivable	174,211	-	174,211
Prepaid items	99,548	-	99,548
Investments	915,282,839	-	915,282,839
Capital assets—nondepreciable	-	903,906	903,906
Capital assets—depreciable, net	-	2,608,620	2,608,620
Total Assets	\$ 916,425,827	\$ 3,512,526	\$ 919,938,353
Liabilities			
Accounts payable	\$ 98,570	\$ -	\$ 98,570
Accrued liabilities	60,737	-	60,737
Grants payable	67,837,353	-	67,837,353
Total Liabilities	67,996,660	-	67,996,660
Fund Balance/Net Position			
Nonspendable prepaid items	99,548	(99,548)	-
Net investment in capital assets	-	3,512,526	3,512,526
Restricted for broadband projects	1,726,018	-	1,726,018
Unassigned/unrestricted	846,603,601	99,548	846,703,149
Total Fund Balance/Net Position	848,429,167	3,512,526	851,941,693
Total Liabilities and Fund Balance/ Net Position	\$ 916,425,827	\$ 3,512,526	\$ 919,938,353

See accompanying notes to financial statements.

**The Golden L.E.A.F.
(Long-term Economic Advancement Foundation), Inc.**

Statement of Net Position and Governmental Fund Balance Sheet

<i>June 30, 2015</i>	General Fund	Reclassifications and Eliminations (Note 6)	Statement of Net Position
Assets			
Cash and cash equivalents	\$ 423,895	\$ -	\$ 423,895
Sales tax refund and other receivables	5,110	-	5,110
Note receivable	203,318	-	203,318
Prepaid items	100,582	-	100,582
Investments	940,424,029	-	940,424,029
Capital assets—nondepreciable	-	903,906	903,906
Capital assets—depreciable, net	-	2,679,726	2,679,726
Total Assets	\$ 941,156,934	\$ 3,583,632	\$ 944,740,566
Liabilities			
Accounts payable	\$ 80,208	\$ -	\$ 80,208
Accrued liabilities	55,031	-	55,031
Grants payable	69,359,585	-	69,359,585
Total Liabilities	69,494,824	-	69,494,824
Fund Balance/Net Position			
Nonspendable prepaid items	100,582	(100,582)	-
Net investment in capital assets	-	3,583,632	3,583,632
Restricted for broadband projects	513,851	-	513,851
Unassigned/unrestricted	871,047,677	100,582	871,148,259
Total Fund Balance/Net Position	871,662,110	3,583,632	875,245,742
Total Liabilities and Fund Balance/ Net Position	\$ 941,156,934	\$ 3,583,632	\$ 944,740,566

See accompanying notes to financial statements.

**The Golden L.E.A.F.
(Long-term Economic Advancement Foundation), Inc.**

**Statement of Activities and Governmental Fund Revenues,
Expenditures, and Changes in Fund Balance**

<i>Year ended June 30, 2016</i>	General Fund	Reclassifications and Eliminations (Note 6)	Statement of Activities
Revenues			
Proceeds from state settlement	\$ 10,000,000	\$ -	\$ 10,000,000
Net investment loss	(4,207,910)	-	(4,207,910)
Grant revenue	1,212,167	-	1,212,167
Other income	3,332	-	3,332
Total Revenues	7,007,589	-	7,007,589
Expenditures/Expenses			
Grant distributions	27,739,556	-	27,739,556
Administrative costs	2,452,216	-	2,452,216
Capital outlays	28,807	(28,807)	-
Loss on capital assets	-	2,081	2,081
Depreciation expense	-	97,832	97,832
Unrelated business income tax	19,953	-	19,953
Total Expenditures/Expenses	30,240,532	71,106	30,311,638
Excess Revenues Under Expenditures/Expenses	(23,232,943)	(71,106)	(23,304,049)
Change in Fund Balance/Net Position	(23,232,943)	(71,106)	(23,304,049)
Fund Balance/Net Position, beginning of year	871,662,110	3,583,632	875,245,742
Fund Balance/Net Position, end of year	\$ 848,429,167	\$ 3,512,526	\$ 851,941,693

See accompanying notes to financial statements.

**The Golden L.E.A.F.
(Long-term Economic Advancement Foundation), Inc.**

**Statement of Activities and Governmental Fund Revenues,
Expenditures, and Changes in Fund Balance**

<i>Year ended June 30, 2015</i>	General Fund	Reclassifications and Eliminations (Note 6)	Statement of Activities
Revenues			
Net investment income	\$ 21,159,438	\$ -	\$ 21,159,438
Grant revenue	513,851	-	513,851
Other income	9,280	-	9,280
Total Revenues	21,682,569	-	21,682,569
Expenditures/Expenses			
Grant distributions	29,374,747	-	29,374,747
Administrative costs	2,418,184	-	2,418,184
Capital outlays	24,251	(24,251)	-
Loss on capital assets	-	1,417	1,417
Depreciation expense	-	96,961	96,961
Unrelated business income tax	21,086	-	21,086
Total Expenditures/Expenses	31,838,268	74,127	31,912,395
Excess Revenues Under Expenditures/Expenses	(10,155,699)	(74,127)	(10,229,826)
Change in Fund Balance/Net Position	(10,155,699)	(74,127)	(10,229,826)
Fund Balance/Net Position, beginning of year	881,817,809	3,657,759	885,475,568
Fund Balance/Net Position, end of year	\$ 871,662,110	\$ 3,583,632	\$ 875,245,742

See accompanying notes to financial statements.

**The Golden L.E.A.F.
(Long-term Economic Advancement Foundation), Inc.**

Notes to Financial Statements

1. Summary of Significant Accounting Policies

The following is a summary of the significant accounting principles and policies used in the preparation of these financial statements:

Reporting Entity

The Golden L.E.A.F. (Long-Term Economic Advancement Foundation), Inc. (the "Foundation") is a not-for-profit corporation ordered to be established by the consent Decree and Final Judgment in *the State of North Carolina vs. Philip Morris Incorporated, et al.*

The Foundation was established for the purpose of receipt and distribution of fifty percent of the funds allocated to the North Carolina State Specific Account, such funds to be used to provide economic impact assistance to economically affected or tobacco-dependent regions of North Carolina. As discussed in Note 5, in 2013 the North Carolina General Assembly repealed the legislation that had approved the transfer of MSA funds to the Foundation. Subsequently, in September 2015, the North Carolina General Assembly enacted legislation which provides for the appropriation of \$10,000,000 of tobacco settlement funds to the Foundation each year.

For financial reporting purposes, the Foundation is deemed to be a nonmajor component unit of the State of North Carolina, and is included as such in the State of North Carolina Comprehensive Annual Financial Report. The Foundation is governed by a 15-member board, all of whom are appointed by either the Governor, President Pro Tempore of the Senate, or the Speaker of the House. The Foundation provides grants to state agencies and component units, creating a financial benefit/burden relationship.

Basis of Presentation

These financial statements have been prepared in conformity with the accounting principles and reporting guidelines established by the Government Accounting Standards Board ("GASB").

General Fund

The general fund is used to account for all revenues and expenses applicable to the general operations of the Foundation that are not required either legally or by governmental accounting standards to be accounted for in another fund.

Basis of Accounting

The Foundation follows the accrual basis of accounting. Under the accrual basis of accounting, revenues are recognized when they are earned and expenses are recorded when the liability is incurred.

Budgetary Requirement

The Foundation's enabling legislation requires that the Foundation's Board of Directors consult with the Joint Legislative Commission on Governmental Operations prior to adopting an annual operating budget. As of June 30, 2016, the Foundation's Board of Directors has adopted a preliminary budget only for the general fund on a basis consistent with generally accepted accounting principles, subject to finalization after the Foundation consults with the Joint

**The Golden L.E.A.F.
(Long-term Economic Advancement Foundation), Inc.**

Notes to Financial Statements

Legislative Commission on Government Operations. Budgetary control is expected to be at the object of expense classification level (personal services, operating expenditures, capital outlay). Budgetary changes within expense classifications are expected to be made at the discretion of the Foundation.

Net Position

Net position represents the difference between assets and liabilities. Net position invested in capital assets consists of capital assets, less accumulated depreciation. Net position is reported as restricted when there are limitations imposed on their use through legislation, legal responsibility or third-party requirement, which restrict the use of funds to a specific purpose. Funds received from the North Carolina State Specific Accounts are unrestricted, but are invested as directed by the Board of Directors, with the income from investment being used for operating expenses and to fund grants. Grant funds received for rural broadband projects are reported as restricted.

Fund Balance

Fund balance represents the difference between assets and liabilities in the governmental fund financial statements. The Foundation's fund balance is classified in the following categories:

- Nonspendable fund balance represents amounts that cannot be spent due to legal requirements or because it is not in spendable form. The Foundation reports nonspendable fund balance for prepaid items.
- Restricted fund balance includes amounts that can be spent only for the specific purposes stipulated by constitution, external resource providers, or through enabling legislation. Grant funds received for rural broadband projects are reported as restricted.
- Unassigned fund balance is the residual fund balance of the general fund.

Investments

Investments include obligations of governments, long-duration fixed income investments, listed securities such as common stocks, SEC-registered mutual funds, absolute return funds, private equity limited partnerships, real asset limited partnerships, real estate investment trusts, money market funds and certificates of deposit. Investments are accounted for at fair value. Fair value for investment assets with readily determinable market values are based on quoted market prices. For certain international equity funds, absolute return funds, private equity limited partnerships, and real asset limited partnerships without a readily determinable fair value, the investment is reported at estimated fair value as determined by the underlying asset's manager. The investment asset managers estimate current fair value of nonpublicly traded assets in their portfolios taking into consideration the financial performance of the issuer, cash flow analysis, recent sales prices, market comparable transactions, a new round of financing, a change in economic conditions and other pertinent information. The Foundation reviews the values provided by the asset managers as well as the assumptions used in determining fair value. These investment values may differ from the values that would have been used had a ready market for these investments existed and differences could be material. The financial statements of these investments are audited at least annually (typically at December 31) by independent auditors. At June 30, 2016 and 2015, fair

**The Golden L.E.A.F.
(Long-term Economic Advancement Foundation), Inc.**

Notes to Financial Statements

value of investments based on other than quoted market prices was \$643.0 million and \$656.1 million, respectively.

Realized investment gains and losses are determined using the specific identification basis and are recorded as investment income in the accompanying Statements of Activities and Governmental Fund Revenues, Expenditures, and Changes in Fund Balance. Changes in net unrealized gains and losses are also recognized as a component of investment income.

Capital Assets

Generally, capital assets are defined by the Foundation as assets with an initial value or cost greater than or equal to \$500 and an estimated useful life of two or more years. Capital assets are stated at cost less accumulated depreciation. Estimated useful lives are five years for equipment, seven years for furniture and fixtures and ten to forty years for buildings.

Prepaid Items

The Foundation allocates the cost of insurance between the related accounting periods. Amounts paid for services not yet provided are recorded as prepaid and amortized over the service period.

Grants Payable

The Foundation records grants payable when the Board of Directors approves the grant. The Programs Committee (a subset of the Board of Directors) evaluates the grant applications and makes recommendations to the entire Board of Directors. Applicants that are chosen by the Board of Directors must fill out and sign a "Grantee Acknowledgement and Agreement" which stipulates guidelines and related requirements. Several requirements must be met by the grantees prior to the disbursement of funds.

Income Taxes

The Foundation is a not-for-profit organization that is exempt from federal income taxes under Section 501(a) as an organization described in Section 501(c)(3) of the Internal Revenue Code.

2. Fair Value Measurements

The Foundation's investments are recorded at fair value at June 30, 2016 and 2015. GASB Statement No. 72, *Fair Value Measurement and Application* ("GASB 72"), defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This statement establishes a hierarchy of valuation inputs based on the extent to which the inputs are observable in the marketplace. Inputs are used in applying the various valuation techniques and take into account the assumptions that market participants use to make valuation decisions. Inputs may include price information, credit data, interest and yield curve data, and other factors specific to the financial instrument. Observable inputs reflect market data obtained from independent sources. In contrast, unobservable inputs reflect the entity's assumptions about how market participants would value the financial instrument. Valuation techniques should maximize the use of observable inputs to the extent available.

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A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following describes the hierarchy of inputs used to measure fair value and the primary valuation methodologies used for financial instruments measured at fair value on a recurring basis:

- Level 1 Investments whose values are based on quoted prices for identical assets in active markets that a government can access at the measurement date.

- Level 2 Investments with inputs - other than quoted prices included within Level 1 - that are observable for an asset, either directly or indirectly

- Level 3 Investments classified as Level 3 have unobservable inputs and may require a degree of professional judgment.

The Foundation adopted the provisions of GASB Statement 72 during the year ended June 30, 2016 as required. The adoption of GASB 72 did not result in any changes to the Foundation's assets, liabilities, or net position. The presentation of certain investment disclosures for the year ended June 30, 2015 presented in the accompanying notes to the financials have been updated to conform to the 2016 presentation in accordance with GASB 72.

The following table summarizes the Foundation's investments within the fair value hierarchy at June 30, 2016 and 2015:

June 30, 2016	Fair Value Measurements Using			
	Fair Value	Level 1	Level 2	Level 3
Investments by fair value level:				
U.S. Treasuries	\$ 69,777,296	\$ 69,777,296	\$ -	\$ -
Fixed income funds	48,835,903	48,835,903	-	-
Domestic stocks and equity funds	122,920,655	117,957,878	4,962,778	-
Total investments by fair value level	\$ 241,533,854	\$236,571,077	\$4,962,778	\$ -
Investments measured at net asset value ("NAV"):				
International equity funds	\$ 230,922,436			
Absolute return funds	219,954,055			
Private equity limited partnerships	71,097,365			
Real estate and other real asset funds	121,015,385			
Total investments measured at NAV	642,989,241			
Total investments measured at fair value	\$ 884,523,095			

**The Golden L.E.A.F.
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Notes to Financial Statements

June 30, 2015	Fair Value Measurements Using			
	Fair Value	Level 1	Level 2	Level 3
Investments by fair value level:				
U.S. Treasuries	\$ 59,799,501	\$ 59,799,501	\$ -	\$ -
Fixed income funds	43,072,585	43,072,585	-	-
Domestic stocks and equity funds	133,062,468	133,062,468	-	-
International stocks and equity funds	14,538,392	14,538,392	-	-
Real estate and other real asset funds	10,839,072	10,839,072	-	-
Total investments by fair value level	\$ 261,312,017	\$ 261,312,017	\$ -	\$ -
Investments measured at net asset value:				
International equity funds	\$ 228,688,242			
Absolute return funds	237,297,633			
Private equity limited partnerships	77,435,681			
Real estate and other real asset funds	112,635,341			
Total investments measured at NAV	656,056,896			
Total investments measured at fair value	\$ 917,368,914			

The valuation of investments measured at NAV per share, or its equivalent, is presented on the following tables:

<i>June 30, 2016</i>	Fair Value	Unfunded Commitments	Redemption Frequency (if Currently Available)	Redemption Notice Period
International equity funds:^(A)				
Commingled funds	\$ 203,963,280	\$ -	Daily-monthly	5-30 days
Hedge fund	26,959,156	-	Quarterly	45 days
Absolute return funds ^(B)	219,954,055	-	Quarterly-biannually	30-90 days
Private equity limited partnerships ^(C)	71,097,365	8,408,587		
Real estate and other real asset funds:^(D)				
Commingled funds	63,731,511	-	Monthly	30 days
Limited partnerships	57,283,874	33,780,275		
Total investments measured at NAV	\$ 642,989,241	\$ 42,188,862		

**The Golden L.E.A.F.
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Notes to Financial Statements

A. International equity funds include investments in five commingled funds that hold approximately 71 percent of the funds' investments in publicly traded non-U.S. stocks and 29 percent in publicly traded U.S. stocks. This type also includes an investment in a fund that invests in long/short hedge funds and whose underlying funds hold approximately 27 percent of the funds' investments outside of North America. The fair values of the investments in this type have been determined using the NAV per share of the investments.

B. Absolute return funds are comprised of 12 hedge funds, including two stub positions, that employ long/short equity, long/short credit, event-driven, distressed, special situations, relative value and macro strategies. The funds are valued monthly based on the NAV per share. Approximately 3 percent of the value of investments in this type is held in non-marketable securities and is illiquid. Investments representing approximately 26 percent of the value of the investments in this type cannot be redeemed because the investments do not allow for redemption in the first 36 months after acquisition or have rolling lock-up periods of 12 to 24 months. The remaining restriction period for these investments ranged from 6 to 33 months at June 30, 2016.

C. Private equity limited partnerships are comprised of 16 private equity funds that utilize buyout, distressed, special situations, growth capital, mezzanine and venture capital strategies. The underlying companies within the limited partnerships span all the Global Industry Classification Standard ("GICS") economic sectors. These investments can never be redeemed with the funds. Instead, the nature of the investments in this type is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is expected that the underlying assets of the fund would be liquidated over a period of approximately 10 years.

D. Real estate and other real assets funds include two commingled funds and 18 private limited partnerships. One commingled fund invests in publicly traded real estate investment trusts ("REITs") and is a long only strategy. One commingled fund invests in publicly traded master limited partnerships ("MLPs") primarily in the energy sector and is a long only strategy. The fair values of the commingled funds in this type have been determined using the NAV per share of the investments. Nine of the private limited partnerships invest in real estate and nine invest in natural resources. These investments can never be redeemed with the funds. Instead, the nature of the private limited partnerships in this type is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is expected that the underlying assets of the fund would be liquidated over a period of approximately 10 years.

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Notes to Financial Statements

June 30, 2015	Fair Value	Unfunded Commitments	Redemption Frequency (if Currently Available)	Redemption Notice Period
International equity funds: ^(A)				
Commingled funds	\$ 199,935,152	\$ -	Daily-monthly	5-30 days
Hedge fund	28,753,089	-	Quarterly	45 days
Absolute return funds ^(B)	237,297,633	-	Quarterly-biannually	30-90 days
Private equity limited partnerships ^(C)	77,435,681	11,070,534		
Real estate and other real asset funds: ^(D)				
Commingled funds	51,426,977	-	Daily - monthly	1 -30 days
Limited partnerships	61,208,364	41,057,618		
Total investments measured at NAV	\$ 656,056,896	\$ 52,128,152		

A. International equity funds include investments in five commingled funds that hold approximately 75 percent of the funds' investments in publicly traded non-U.S. stocks and 29 percent in publicly traded U.S. stocks. This type also includes an investment in a fund that invests in long/short hedge funds and whose underlying funds hold approximately 31 percent of the funds' investments outside of North America. The fair values of the investments in this type have been determined using the NAV per share of the investments.

B. Absolute return funds are comprised of 12 hedge funds, including two stub positions, that employ long/short equity, long/short credit, event-driven, distressed, special situations, relative value and macro strategies. The funds are valued monthly based on the NAV per share. Approximately 2 percent of the value of investments in this type is held in non-marketable securities and is illiquid. Investments representing approximately 14 percent of the value of the investments in this type cannot be redeemed because the investments do not allow for redemption in the first 36 months after acquisition or have rolling lock-up periods of 12 to 24 months. The remaining restriction period for these investments ranged from nine to 25 months at June 30, 2015.

C. Private equity limited partnerships are comprised of 16 private equity funds that utilize buyout, distressed, special situations, growth capital, mezzanine and venture capital strategies. The underlying companies within the limited partnerships span all the GICS economic sectors. These investments can never be redeemed with the funds. Instead, the nature of the investments in this type is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is expected that the underlying assets of the fund would be liquidated over a period of approximately 10 years.

D. Real estate and other real assets funds include two commingled funds and 18 private limited partnerships. One commingled fund invests in publicly traded real estate investment trusts ("REITs") and is a long only strategy. One commingled fund invests in commodities. The fair values of the commingled funds in this type have been determined using the NAV per share of the investments. Nine of the private limited partnerships invest in real estate and nine invest in natural resources. These investments can never be redeemed with the funds. Instead, the nature

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Notes to Financial Statements

liquidation of the underlying assets of the fund. If these investments were held, it is expected that the underlying assets of the fund would be liquidated over a period of approximately 10 years.

3. Cash and Investments

The Foundation considers highly liquid temporary cash investments with a maturity of three months or less when purchased to be cash equivalents. However, cash investments with a maturity of three months or less that were purchased with the intent to be maintained as an investment are classified as investments.

According to the Foundation's investment policy adopted by the Board of Directors, the Foundation may invest in any of the following broad asset classes: domestic equities; real estate; mutual funds; foreign equities; fixed income securities; cash equivalents; and alternatives.

The Foundation maintained no direct investments in derivatives at June 30, 2016 and 2015.

Custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover deposits or will not be able to recover collateral securities that are in the possession of an outside party. The Foundation has no policy that contains requirements that would limit the exposure to custodial credit risk for deposits. At June 30, 2016, the carrying amount of the Foundation's deposits was \$869,099 and the bank balance, excluding in-transit items, was \$1,589,274. Of the bank balance, \$722,862 was covered by Federal Depository Insurance and \$866,412 was uninsured and uncollateralized.

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. The Foundation monitors the interest rate risk inherent in its portfolio by measuring the effective duration of its portfolio. The Foundation has no specific limitations with respect to duration. At June 30, 2016, the Foundation had investments in U.S. Treasuries with an average duration of 13.10 years and fair value of \$69.8 million and investments in two fixed income security funds with an average duration of 2.62 years and fair value of \$48.8 million. The Foundation also had an investment in a money market fund with a fair value of \$30.7 million at June 30, 2016, and duration of 0.14 years.

Credit risk is the risk that an issuer of an investment will not fulfill its obligations. Credit risk is measured by the assignment of a rating by a nationally recognized statistical rating organization. The Foundation's investment policy has no specific limitations with respect to credit quality, but provides that approximately 50% of the fixed income allocation will be allocated to U.S. Treasury strategies. At June 30, 2016, the Foundation had investments in two unrated fixed income funds with a fair value of \$48.8 million. At June 30, 2016, the Foundation had an investment in a money market fund rated AAA with a fair value of \$30.7 million.

For an investment, the custodial risk is the risk that in the event of the failure of the counterparty, the Foundation will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. The Foundation has no written policy on custodial credit risk; however, based on the nature of the investments the Foundation currently holds, management does not consider custodial risk to be significant.

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Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of an investment or a deposit. The Foundation's investment policy does not limit the amount invested in foreign currency-denominated investments.

The Foundation's investments are summarized below:

<i>June 30,</i>	2016	%	2015	%
U.S. Treasuries	\$ 69,777,296	7.62	\$ 59,799,501	6.36
Fixed income funds	48,835,903	5.34	43,072,585	4.58
Domestic stocks and equity funds	122,920,655	13.43	133,062,468	14.15
International equity funds	230,922,436	25.23	243,226,633	25.86
Absolute return funds	219,954,055	24.03	237,297,633	25.23
Private equity limited partnerships	71,097,365	7.77	77,435,681	8.24
Real estate and other real asset funds	121,015,385	13.22	123,474,413	13.13
Money market funds	30,659,744	3.35	22,955,115	2.44
Certificates of deposit	100,000	0.01	100,000	0.01
Total investments	\$ 915,282,839	100.00	\$ 940,424,029	100.00

The following summarizes the investment return and its classification in the accompanying Statements of Activities and Governmental Fund Revenues, Expenditures, and Changes in Fund Balance:

<i>Year ended June 30,</i>	2016	2015
Dividends and interest	\$ 8,964,605	\$ 8,759,107
Net realized gains	11,101,404	28,039,817
Net unrealized losses	(21,830,949)	(13,337,491)
Management fees	(2,442,970)	(2,301,995)
Net investment (loss) income	\$ (4,207,910)	\$ 21,159,438

The calculation of realized gains and losses is independent of a calculation of the net change in the fair value of investments. Realized gains and losses on investments that have been held in more than one fiscal year and sold in the current year were included as a change in the fair value of investments reported in the prior years and current year.

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Notes to Financial Statements

4. Capital Assets

A summary of the activity related to the capital assets for the years ended June 30, 2016 and 2015 is as follows:

	Balance June 30, 2015	Additions	Disposals	Balance June 30, 2016
Capital assets—nondepreciable:				
Land	\$ 900,256	\$ -	\$ -	\$ 900,256
Land improvements	3,650	-	-	3,650
Total capital assets—nondepreciable	903,906	-	-	903,906
Capital assets—depreciable:				
Buildings	3,268,069	-	-	3,268,069
Equipment	109,900	21,198	(21,445)	109,653
Furniture and fixtures	113,934	7,609	-	121,543
Total capital assets—depreciable	3,491,903	28,807	(21,445)	3,499,265
Less accumulated depreciation for:				
Buildings	(628,764)	(83,884)	-	(712,648)
Equipment	(69,682)	(13,267)	19,364	(63,585)
Furniture and fixtures	(113,731)	(681)	-	(114,412)
Total accumulated depreciation	(812,177)	(97,832)	19,364	(890,645)
Total capital assets—depreciable, net	2,679,726	(69,025)	(2,081)	2,608,620
Total capital assets, net	\$ 3,583,632	\$ (69,025)	\$ (2,081)	\$ 3,512,526

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Notes to Financial Statements

	Balance June 30, 2014	Additions	Disposals	Balance June 30, 2015
Capital assets—nondepreciable:				
Land	\$ 900,256	\$ -	\$ -	\$ 900,256
Land improvements	3,650	-	-	3,650
Total capital assets—nondepreciable	903,906	-	-	903,906
Capital assets—depreciable:				
Buildings	3,268,069	-	-	3,268,069
Equipment	98,894	24,251	(13,245)	109,900
Furniture and fixtures	114,362	-	(428)	113,934
Total capital assets—depreciable	3,481,325	24,251	(13,673)	3,491,903
Less accumulated depreciation for:				
Buildings	(545,057)	(83,707)	-	(628,764)
Equipment	(70,932)	(10,578)	11,828	(69,682)
Furniture and fixtures	(111,483)	(2,676)	428	(113,731)
Total accumulated depreciation	(727,472)	(96,961)	12,256	(812,177)
Total capital assets—depreciable, net	2,753,853	(72,710)	(1,417)	2,679,726
Total capital assets, net	\$ 3,657,759	\$ (72,710)	\$ (1,417)	\$ 3,583,632

5. Tobacco Settlement and Other Expenses

In November 1998, the Attorneys General of 46 states, five U.S. territories and the District of Columbia (the "States") signed the MSA with the nation's largest tobacco manufacturers. Under the MSA, the participating tobacco manufacturers must provide payment to the States. The base payments to the States are estimated to total \$206 billion through 2025. The State of North Carolina's share of the base payment is estimated to be \$4.57 billion. The Foundation was created to receive and administer one-half of North Carolina's share of payments under the MSA. The Foundation has received \$1.21 billion since its inception.

While the State of North Carolina's share of the base payments will not change over time, the amount of the annual payment is subject to a number of adjustments including, among others, inflation, and volume adjustments. These adjustments may increase or decrease the base payment. Therefore, the net effect of these adjustments is uncertain and the impact on the estimated future payments cannot be determined. In the event that the Foundation in the future receives a portion of North Carolina's payments under the MSA, any changes in the base payments may affect the amount received by the Foundation.

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In July 2013, the North Carolina General Assembly enacted Session Law 2014-360, "Current Operations and Capital Improvements Appropriations Act of 2014." The legislation purports to repeal those sections of Session Law 1999-2 in which the General Assembly approved the transfer and assignment to the Foundation of fifty percent (50%) of each annual payment of MSA funds. In fiscal year 2015, the Foundation received none of North Carolina's share of the annual MSA payment. In September 2015, the North Carolina General Assembly enacted Session Law 2015-241, "Current Operations and Capital Improvements Appropriations Act of 2015," which provides for the appropriation of \$10 million of tobacco settlement funds to the Foundation each year. The Foundation received \$10 million in tobacco settlement funds in fiscal year 2016. As a result of the uncertainty of payment and amount of these funds, no receivable has been recorded for the Foundation's share of the State of North Carolina's future payments under the MSA.

6. Explanations of Differences Between the Governmental Fund Balance Sheet and the Statement of Net Position

Total fund balances differ from net position of the Foundation reported in the Statement of Net Position. This difference primarily results from the long-term economic focus of the Statement of Net Position versus the current financial resources focus on the Foundation's fund balance sheets. The provisions of Statement No. 34, *Basic Financial Statements - and Management's Discussion and Analysis - for State and Local Governments*, imposed the following difference:

- (a) When capital assets (equipment, furniture and fixtures) that are to be used in Foundation activities are purchased, the costs of those assets are reported as expenditures in general funds. However, the Statement of Net Position includes those capital assets among the assets of the Foundation. The Foundation does not record depreciation so this expense is included as a reconciling item on the Statement of Activities and Governmental Fund Revenue, Expenditures, and Changes in Fund Balance.

7. Commitments

The Foundation has committed to invest in several private equity funds. See Note 2 to the financial statements for a summary of these commitments at June 30, 2016 and 2015.

8. Retirement Plans

The Foundation administers a 403(b) defined contribution plan that provides retirement benefits with options for payment to beneficiaries in the event of the participant's death. All employees of the Foundation are eligible to participate in the plan. The plan requires the Foundation to contribute 10% of participants' gross salary and permits participants to contribute a percentage of gross salary up to the maximum established by the Internal Revenue Code.

The Foundation contributed approximately \$139,000 and \$141,000 to the plan during the years ended June 30, 2016 and 2015, respectively. Participants contributed approximately \$75,000 and \$78,000 to the plan during the years ended June 30, 2016 and 2015, respectively.

Plan benefits are provided by means of contracts issued and administered by the privately operated Teachers' Insurance and Annuity Association and the College Retirement Equities Fund ("TIAA-CREF") or by means of contracts issued by Vanguard, an investment management company.

**The Golden L.E.A.F.
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Notes to Financial Statements

9. Deferred Compensation Plan

The Foundation administers The Golden L.E.A.F., Inc. 457(b) Plan as approved by the Board of Directors. The plan is a non-qualified deferred compensation plan for the benefit of highly compensated, key employees designated by the Board of Directors. The Plan allows for discretionary contributions by the Foundation as well as employee deferrals up to the maximum established by the Internal Revenue Code. The Foundation made no contributions to the Plan during the years ended June 30, 2016 and 2015.

10. Risk Management

The Foundation is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors or omissions; illnesses or injuries to employees and natural disasters. The Foundation carries commercial insurance to cover these risks of loss. Claims on this coverage have historically not exceeded commercial premiums.

11. Subsequent Events

The Foundation has evaluated subsequent events from June 30, 2016 through September 29, 2016. During this period, no material recognizable subsequent events were identified.

Other Report



Independent Auditor's Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with *Government Auditing Standards*

To the Board of Directors
The Golden L.E.A.F. (Long-term Economic Advancement Foundation), Inc.

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of The Golden L.E.A.F. (Long-term Economic Advancement Foundation), Inc. (the "Foundation"), which comprise the statement of net position and governmental fund balance sheet as of June 30, 2016, and the related statement of activities and governmental fund revenues, expenditures and changes in fund balance for the year then ended, and the related notes to the financial statements, which collectively comprise The Foundation's basic financial statements, and have issued our report thereon dated September 29, 2016.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Foundation's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Foundation's internal control. Accordingly, we do not express an opinion on the effectiveness of the Foundation's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.



Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Foundation's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the result of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

BDO USA, LLP

September 29, 2016

Tax Returns

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

Form **990**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2015

Department of the Treasury
Internal Revenue Service

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

Open to Public Inspection

A For the **2015** calendar year, or tax year beginning 07/01, 2015, and ending 06/30, 2016

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization THE GOLDEN L.E.A.F., INC Doing Business As			D Employer identification number 52-2204473		
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 301 N. WINSTEAD AVENUE		E Telephone number (252) 442-7474			
	City or town, state or province, country, and ZIP or foreign postal code ROCKY MOUNT, NC 27804			G Gross receipts \$ 224,982,871.		
	F Name and address of principal officer: DANIEL J. GERLACH 301 N. WINSTEAD AVE ROCKY MOUNT, NC 27804			H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)		
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527						
J Website: ▶ WWW.GOLDENLEAF.ORG						
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶						
L Year of formation: 1999				M State of legal domicile: NC		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <u>SEE PART III, LINE 1</u>		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	15.	
	4	15.	
	5	16.	
	6	0.	
	7a	787,375.	
7b	0.		
Revenue	Prior Year	Current Year	
	8 Contributions and grants (Part VIII, line 1h)	513,851.	11,212,167.
	9 Program service revenue (Part VIII, line 2g)	0.	0.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	36,798,924.	20,066,009.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	9,280.	3,332.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	37,322,055.	31,281,508.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	35,362,734.	34,160,735.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,912,444.	1,943,299.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶	0.	
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	2,853,072.	3,000,645.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	40,128,250.	39,104,679.
19 Revenue less expenses. Subtract line 18 from line 12	-2,806,195.	-7,823,171.	
Net Assets or Fund Balances	Beginning of Current Year	End of Year	
	20 Total assets (Part X, line 16)	941,156,934.	916,425,827.
	21 Total liabilities (Part X, line 26)	69,494,824.	67,996,660.
22 Net assets or fund balances. Subtract line 21 from line 20	871,662,110.	848,429,167.	

COPY FOR PUBLIC INSPECTION

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer DANIEL J. GERLACH Type or print name and title		Date PRESIDENT	
	Print/Type preparer's name MARC BERGER		Preparer's signature 	
Paid Preparer Use Only	Firm's name ▶ BDO USA, LLP		Date 11/15/16	
	Firm's address ▶ 8401 GREENSBORO DRIVE 8TH FLOOR MCLEAN, VA 22102		Check <input type="checkbox"/> if self-employed PTIN P01871563	
	Firm's EIN ▶ 13-5381590		Phone no. 703-893-0600	

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2015)

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III Yes No

1 Briefly describe the organization's mission:

GOLDEN LEAF'S MISSION IS TO PROMOTE THE SOCIAL WELFARE OF NORTH CAROLINA'S CITIZENS AND TO RECEIVE AND DISTRIBUTE FUNDS FOR ECONOMIC IMPACT ASSISTANCE TO ECONOMICALLY AFFECTED OR TOBACCO-DEPENDENT REGIONS OF NORTH CAROLINA.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 35,431,307. including grants of \$ 34,160,735.) (Revenue \$ 0.)
ATTACHMENT 1

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O.)
(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ▶ 35,431,307.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I.</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i>	X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III.</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II.</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i>		X
b Did the organization report an amount for investments-other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i>	X	
c Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i>		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII.</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional.</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV.</i>	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV.</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV.</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i> (see instructions).		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i>		X

Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H.</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>	X	
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Table with columns for line numbers (1a-14b), descriptions of questions, and Yes/No columns. Includes entries for 1a (22), 1b (0), 1c (X), 2a (16), 2b (X), 3a (X), 3b (X), 4a (X), 5a (X), 5b (X), 5c, 6a (X), 6b, 7a (X), 7b, 7c (X), 7d, 7e (X), 7f (X), 7g, 7h, 8, 9a, 9b, 10a, 10b, 11a, 11b, 12a, 12b, 13a, 13b, 13c, 14a (X), 14b.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include 1a (15), 1b (15), 2, 3, 4, 5, 6, 7a, 7b, 8, 8a, 8b, 9.

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed NONE
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, address, and telephone number of the person who possesses the organization's books and records: BETH EDMONDSON 301 N. WINSTEAD AVE ROCKY MOUNT, NC 27804 252-442-7474

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII.

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MURCHISON BIGGS DIRECTOR	3.00 0.	X					1,352.	0.	0.	
(2) BRITT COBB DIRECTOR	3.00 0.	X					1,352.	0.	0.	
(3) S. LAWRENCE DAVENPORT DIRECTOR	3.00 0.	X					1,352.	0.	0.	
(4) BARRY Z. DODSON DIRECTOR-BOARD CHAIR	15.00 0.	X		X			624.	0.	0.	
(5) DONALD E. FLOW DIRECTOR-TREASURER	3.00 0.	X		X			0.	0.	0.	
(6) CLAUDINE GIBSON DIRECTOR	3.00 0.	X					0.	0.	0.	
(7) BILLY RAY HALL DIRECTOR	3.00 0.	X					1,144.	0.	0.	
(8) THOMAS J. HESTER, JR. DIRECTOR-SECRETARY	3.00 0.	X		X			1,040.	0.	0.	
(9) RANDY ISENHOWER DIRECTOR- VICE CHAIR	3.00 0.	X		X			1,352.	0.	0.	
(10) CAROLYN JUSTICE DIRECTOR	3.00 0.	X					1,144.	0.	0.	
(11) JOHNATHAN RHYNE, JR. DIRECTOR	3.00 0.	X					1,144.	0.	0.	
(12) DAVID L. ROSE DIRECTOR	3.00 0.	X					936.	0.	0.	
(13) RUTH SAMUELSON DIRECTOR	3.00 0.	X					0.	0.	0.	
(14) DAVID M. STOVER DIRECTOR-ASSISTANT SECRETARY	3.00 0.	X		X			728.	0.	0.	

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) RALPH STRAYHORN III ----- DIRECTOR	3.00 ----- 0.	X					1,144.	0.	0.	
(16) JEROME VICK ----- DIRECTOR	3.00 ----- 0.	X					1,352.	0.	0.	
(17) DANIEL J. GERLACH ----- PRESIDENT	40.00 ----- 0.			X			194,169.	0.	40,548.	
(18) MARK A. SORRELLS ----- SENIOR VICE PRESIDENT	40.00 ----- 0.			X			179,063.	0.	34,613.	
(19) PETER J. CERA ----- VICE PRESIDENT-INVESTMENTS	40.00 ----- 0.			X			162,195.	0.	37,309.	
(20) EDWARD P. LORD ----- VP PROGRAMS/STAFF ATTORNEY	40.00 ----- 0.			X			120,374.	0.	32,618.	
(21) PATRICIA CABE-CANTRELL ----- VP PROG/COMMUNITY ASSISTANCE	40.00 ----- 0.			X			106,032.	0.	25,708.	
(22) BETH A. EDMONDSON ----- CONTROLLER	30.00 ----- 0.			X			98,339.	0.	24,912.	
1b Sub-total							12,168.	0.	0.	
c Total from continuation sheets to Part VII, Section A							862,668.	0.	195,708.	
d Total (add lines 1b and 1c)							874,836.	0.	195,708.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶ 5

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 2		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶ 9

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII.

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e	10,000,000.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1,212,167.				
	g Noncash contributions included in lines 1a-1f: \$						
	h Total. Add lines 1a-1f ▶			11,212,167.			
Program Service Revenue	2a _____	Business Code					
	b _____						
	c _____						
	d _____						
	e _____						
	f All other program service revenue						
	g Total. Add lines 2a-2f ▶			0.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts). ▶			8,964,605.		787,375.	8,177,230.
	4 Income from investment of tax-exempt bond proceeds . ▶			0.			
	5 Royalties ▶			0.			
	6a Gross rents	(i) Real	(ii) Personal				
	b Less: rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss) ▶			0.			
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		204,802,767.					
	b Less: cost or other basis and sales expenses			193,701,363.			
	c Gain or (loss)			11,101,404.			
	d Net gain or (loss) ▶			11,101,404.			11,101,404.
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 a						
	b Less: direct expenses b						
	c Net income or (loss) from fundraising events. ▶			0.			
9a Gross income from gaming activities. See Part IV, line 19 a							
b Less: direct expenses b							
c Net income or (loss) from gaming activities. ▶			0.				
10a Gross sales of inventory, less returns and allowances a							
b Less: cost of goods sold b							
c Net income or (loss) from sales of inventory. ▶			0.				
Miscellaneous Revenue		Business Code					
11a OTHER INCOME		900099		3,332.			3,332.
b _____							
c _____							
d All other revenue							
e Total. Add lines 11a-11d ▶				3,332.			
12 Total revenue. See instructions. ▶				31,281,508.		787,375.	19,281,966.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	34,160,735.	34,160,735.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	0.			
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16	0.			
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	990,718.	533,217.	457,501.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.			
7 Other salaries and wages	647,632.	481,983.	165,649.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	64,576.	47,922.	16,654.	
9 Other employee benefits	138,668.	85,717.	52,951.	
10 Payroll taxes	101,705.	65,692.	36,013.	
11 Fees for services (non-employees):				
a Management	0.			
b Legal	129,255.		129,255.	
c Accounting	63,265.		63,265.	
d Lobbying	0.			
e Professional fundraising services. See Part IV, line 17.	0.			
f Investment management fees	2,442,970.		2,442,970.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	0.			
12 Advertising and promotion	3,548.		3,548.	
13 Office expenses	37,220.		37,220.	
14 Information technology	58,722.		58,722.	
15 Royalties	0.			
16 Occupancy	76,505.		76,505.	
17 Travel	41,569.	37,406.	4,163.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	18,635.	18,635.		
20 Interest	0.			
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization	0.			
23 Insurance	18,746.		18,746.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a BOARD OF DIRECTORS EXPENSES	48,577.		48,577.	
b CAPITAL OUTLAYS	28,807.		28,807.	
c UNRELATED BUSINESS INCOME TA	19,953.		19,953.	
d DUES AND MEMBERSHIPS	10,036.		10,036.	
e All other expenses	2,837.		2,837.	
25 Total functional expenses. Add lines 1 through 24e	39,104,679.	35,431,307.	3,673,372.	
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0.			

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X.

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	423,895.	1	869,099.
	2 Savings and temporary cash investments	0.	2	0.
	3 Pledges and grants receivable, net	0.	3	0.
	4 Accounts receivable, net	5,110.	4	130.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0.	5	0.
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0.	6	0.
	7 Notes and loans receivable, net	203,318.	7	174,211.
	8 Inventories for sale or use	0.	8	0.
	9 Prepaid expenses and deferred charges	100,582.	9	99,548.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a		
	b Less: accumulated depreciation	10b	0.	10c 0.
	11 Investments - publicly traded securities	284,367,133.	11	272,293,598.
	12 Investments - other securities. See Part IV, line 11	656,056,896.	12	642,989,241.
	13 Investments - program-related. See Part IV, line 11	0.	13	0.
	14 Intangible assets	0.	14	0.
	15 Other assets. See Part IV, line 11	0.	15	0.
16 Total assets. Add lines 1 through 15 (must equal line 34)	941,156,934.	16	916,425,827.	
Liabilities	17 Accounts payable and accrued expenses	135,239.	17	159,307.
	18 Grants payable	69,359,585.	18	67,837,353.
	19 Deferred revenue	0.	19	0.
	20 Tax-exempt bond liabilities	0.	20	0.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0.	21	0.
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0.	22	0.
	23 Secured mortgages and notes payable to unrelated third parties	0.	23	0.
	24 Unsecured notes and loans payable to unrelated third parties	0.	24	0.
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	0.	25	0.
	26 Total liabilities. Add lines 17 through 25	69,494,824.	26	67,996,660.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	0.	30	0.
	31 Paid-in or capital surplus, or land, building, or equipment fund	0.	31	0.
	32 Retained earnings, endowment, accumulated income, or other funds	871,662,110.	32	848,429,167.
33 Total net assets or fund balances	871,662,110.	33	848,429,167.	
34 Total liabilities and net assets/fund balances	941,156,934.	34	916,425,827.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	31,281,508.
2	Total expenses (must equal Part IX, column (A), line 25)	2	39,104,679.
3	Revenue less expenses. Subtract line 2 from line 1	3	-7,823,171.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	871,662,110.
5	Net unrealized gains (losses) on investments	5	-21,830,949.
6	Donated services and use of facilities	6	0.
7	Investment expenses	7	0.
8	Prior period adjustments	8	0.
9	Other changes in net assets or fund balances (explain in Schedule O)	9	6,421,177.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	848,429,167.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

- 1** Accounting method used to prepare the Form 990: Cash Accrual Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2015

Open to Public Inspection

Name of the organization

THE GOLDEN L.E.A.F., INC

Employer identification number

52-2204473

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ).)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g.
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
 - f Enter the number of supported organizations
 - g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(A)						
(B)						
(C)						
(D)						
(E)						
Total						

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2015

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2011	(b) 2012	(c) 2013	(d) 2014	(e) 2015	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	70,489,443.	105,581,136.	0.	513,851.	11,212,167.	187,796,597.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0.
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0.
4 Total. Add lines 1 through 3.	70,489,443.	105,581,136.		513,851.	11,212,167.	187,796,597.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						0.
6 Public support. Subtract line 5 from line 4.						187,796,597.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2011	(b) 2012	(c) 2013	(d) 2014	(e) 2015	(f) Total
7 Amounts from line 4	70,489,443.	105,581,136.		513,851.	11,212,167.	187,796,597.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	8,888,370.	11,250,562.	9,504,307.	8,759,107.	8,177,230.	46,579,576.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) . ATCH. 1	6,569.	5,202.	4,498.	9,280.	3,332.	28,881.
11 Total support. Add lines 7 through 10						234,405,054.

12 Gross receipts from related activities, etc. (see instructions) **12**

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

14 Public support percentage for 2015 (line 6, column (f) divided by line 11, column (f))	14	80.12 %
15 Public support percentage from 2014 Schedule A, Part II, line 14	15	84.11 %

16a 33 1/3% support test - 2015. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support test - 2014. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here**. The organization qualifies as a publicly supported organization

17a 10%-facts-and-circumstances test - 2015. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here**. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

b 10%-facts-and-circumstances test - 2014. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here**. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

Part III Support Schedule for Organizations Described in Section 509(a)(2)
 (Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
 If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2011	(b) 2012	(c) 2013	(d) 2014	(e) 2015	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b.						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2011	(b) 2012	(c) 2013	(d) 2014	(e) 2015	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2015 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2014 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2015 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2014 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2015. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

b 33 1/3% support tests - 2014. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►

Part IV Supporting Organizations

(Complete only if you checked a box in line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked 11a or 11b in Part I, answer (b) and (c) below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?	11 a	
b A family member of a person described in (a) above?	11 b	
c A 35% controlled entity of a person described in (a) or (b) above? <i>If "Yes" to a, b, or c, provide detail in Part VI.</i>	11 c	

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? <i>If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.</i>	1	
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? <i>If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.</i>	2	

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? <i>If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).</i>	1	

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?	1	
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>	2	
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>	3	

Section E. Type III Functionally-Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions):			
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.			
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.			
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).			
2 Activities Test. Answer (a) and (b) below.		Yes	No
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i>	2a		
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>	2b		
3 Parent of Supported Organizations. Answer (a) and (b) below.			
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>Provide details in Part VI.</i>	3a		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>	3b		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970. **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1 Net short-term capital gain	1		
2 Recoveries of prior-year distributions	2		
3 Other gross income (see instructions)	3		
4 Add lines 1 through 3	4		
5 Depreciation and depletion	5		
6 Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6		
7 Other expenses (see instructions)	7		
8 Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8		
Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1 Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):			
a Average monthly value of securities	1a		
b Average monthly cash balances	1b		
c Fair market value of other non-exempt-use assets	1c		
d Total (add lines 1a, 1b, and 1c)	1d		
e Discount claimed for blockage or other factors (explain in detail in Part VI):			
2 Acquisition indebtedness applicable to non-exempt-use assets	2		
3 Subtract line 2 from line 1d	3		
4 Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4		
5 Net value of non-exempt-use assets (subtract line 4 from line 3)	5		
6 Multiply line 5 by .035	6		
7 Recoveries of prior-year distributions	7		
8 Minimum Asset Amount (add line 7 to line 6)	8		
Section C - Distributable Amount			Current Year
1 Adjusted net income for prior year (from Section A, line 8, Column A)	1		
2 Enter 85% of line 1	2		
3 Minimum asset amount for prior year (from Section B, line 8, Column A)	3		
4 Enter greater of line 2 or line 3	4		
5 Income tax imposed in prior year	5		
6 Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6		
7 <input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions).			

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2015 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2015	(iii) Distributable Amount for 2015
1 Distributable amount for 2015 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2015 (reasonable cause required-see instructions)			
3 Excess distributions carryover, if any, to 2015:			
a			
b			
c			
d From 2013			
e From 2014			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2015 distributable amount			
i Carryover from 2010 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2015 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2015 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2015, if any. Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions).			
6 Remaining underdistributions for 2015. Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions).			
7 Excess distributions carryover to 2016. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a			
b			
c Excess from 2013			
d Excess from 2014			
e Excess from 2015			

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2011	2012	2013	2014	2015	TOTAL
OTHER INCOME	6,569.	5,202.	4,498.	9,280.	3,332.	28,881.
TOTALS	<u>6,569.</u>	<u>5,202.</u>	<u>4,498.</u>	<u>9,280.</u>	<u>3,332.</u>	<u>28,881.</u>

Schedule of Contributors

2015

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

THE GOLDEN L.E.A.F. , INC

Employer identification number

52-2204473

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **THE GOLDEN L.E.A.F., INC**

Employer identification number
52-2204473

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1		\$ 10,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2		\$ 1,212,167.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization THE GOLDEN L.E.A.F., INC

Employer identification number

52-2204473

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 GOLDEN L.E.A.F., INC

Employer identification number
52-2204473

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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
_____ _____ _____	_____ _____ _____

(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
_____ _____ _____	_____ _____ _____

(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
_____ _____ _____	_____ _____ _____

(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
_____ _____ _____	_____ _____ _____

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2015

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

For Organizations Exempt From Income Tax Under section 501(c) and section 527
 ▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
 ▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

If the organization answered "Yes," on Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," on Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," on Form 990, Part IV, line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization THE GOLDEN L.E.A.F., INC	Employer identification number 52-2204473
--	--

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b Total lobbying expenditures to influence a legislative body (direct lobbying)														
c Total lobbying expenditures (add lines 1a and 1b)														
d Other exempt purpose expenditures														
e Total exempt purpose expenditures (add lines 1c and 1d)														
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 70%;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>	If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:													
Not over \$500,000	20% of the amount on line 1e.													
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.													
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.													
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.													
Over \$17,000,000	\$1,000,000.													
g Grassroots nontaxable amount (enter 25% of line 1f)														
h Subtract line 1g from line 1a. If zero or less, enter -0-														
i Subtract line 1f from line 1c. If zero or less, enter -0-														
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column (e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response on lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?		X	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	X		
c Media advertisements?		X	
d Mailings to members, legislators, or the public?		X	
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body?	X		1,367.
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
i Other activities?		X	
j Total. Add lines 1c through 1i			1,367.
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, lines 1 and 2 (see instructions); and Part II-B, line 1. Also, complete this part for any additional information.

LOBBYING ACTIVITY - FORM 990, SCHEDULE C, PART II-B, LINE 1G

THESE EXPENSES REPRESENT SALARY AND BENEFIT COSTS FOR OUR PRESIDENT'S

TIME SPENT LOBBYING MEMBERS OF THE NC GENERAL ASSEMBLY RELATED TO

LEGISLATION AFFECTING GOLDEN LEAF FUNDING AND EDUCATING LEGISLATORS AND

THEIR STAFF ON THE MISSION OF THE FOUNDATION AND ITS WORK.

Part IV Supplemental Information *(continued)*

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

Complete if the organization answered "Yes" on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

2015

Attach to Form 990.

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

Employer identification number

THE GOLDEN L.E.A.F., INC

52-2204473

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate value of contributions to (during year), 3 Aggregate value of grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?, 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

Part II Conservation Easements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

Table with 2 columns: Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements held by the organization (check all that apply), 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year, 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year, 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?, 6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year, 7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year, 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?, 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

Table with 2 columns: Revenue, Assets. Rows include: 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items. 1b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenue included in Form 990, Part VIII, line 1, (ii) Assets included in Form 990, Part X. 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items: a Revenue included in Form 990, Part VIII, line 1, b Assets included in Form 990, Part X.

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2015

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
a Public exhibition
b Scholarly research
c Preservation for future generations
d Loan or exchange programs
e Other
4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

Part IV Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?
b If "Yes," explain the arrangement in Part XIII and complete the following table:
Table with columns: Amount, 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance
2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?
b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

Part V Endowment Funds.

Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows include: 1a Beginning of year balance, b Contributions, c Net investment earnings, gains, and losses, d Grants or scholarships, e Other expenditures for facilities and programs, f Administrative expenses, g End of year balance.

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
a Board designated or quasi-endowment %
b Permanent endowment %
c Temporarily restricted endowment %
The percentages on lines 2a, 2b, and 2c should equal 100%.

- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
(i) unrelated organizations
(ii) related organizations
b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Table with 5 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows include: 1a Land, b Buildings, c Leasehold improvements, d Equipment, e Other. Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other ATTACHMENT 1		
(A) ACADIAN GLOBAL MANAGED	51,951,775.	FMV
(B) AG REALTY FND VII(TE)&FND VIII	7,897,416.	FMV
(C) ARCHSTONE OFFSHORE FUND, LTD	23,234,961.	FMV
(D) AURORA VENTURES IV & V	5,818,796.	FMV
(E) BEACON CPTL STRTEGIC PTRS V&VI	2,594,769.	FMV
(F) SWIFTCURRENT OFFSHORE, LTD.	23,786,807.	FMV
(G) CANTILLON GLOBAL VALUE FUND	42,559,609.	FMV
(H) CARLYLE VENTURE PARTNERS II, LP	2,125,645.	FMV
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶	642,989,241.	

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	7,007,589.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a -21,830,949.		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	-21,830,949.
3	Subtract line 2e from line 1		3	28,838,538.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a 2,442,970.		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	2,442,970.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5	31,281,508.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	30,240,532.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	30,240,532.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a 2,442,970.		
b	Other (Describe in Part XIII.)	4b 6,421,177.		
c	Add lines 4a and 4b		4c	8,864,147.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5	39,104,679.

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

FORM 990, SCHEDULE D, PART XII, LINE 4B

CANCELLED GRANTS \$6,241,177

Part XIII Supplemental Information (continued)

ATTACHMENT 1

SCHEDULE D, PART VII - INVESTMENTS - OTHER SECURITIES

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>COST OR FMV</u>
CAROUSEL CAPITAL PTRS III&IV	11,056,722.	FMV
CBRE CLARION GLOBAL REAL	42,772,904.	FMV
COLONY INVESTORS VIII, L.P	1,380,900.	FMV
DENHAM COMMODITY PTRS FND V&VI	3,278,373.	FMV
DIVERSIFIED PNRS OFFSHORE FUND	383,055.	FMV
ENCAP ENERGY CPTL FND/FLATROCK	13,060,989.	FMV
FARALLON CAPITAL INSTITUTIONAL	19,066,348.	FMV
FPA HAWKEYE FUND, LLC	21,596,761.	FMV
HARVEST MLP INCOME FUND II LLC	20,958,607.	FMV
HIGHLINE CAPITAL INTL, LTD	26,770,464.	FMV
KING STREET CAPITAL, LTD	21,762,693.	FMV
LEXINGTON CAPITAL PTRS V & LCP	3,492,107.	FMV
LONE CASCADE, L.P	24,133,538.	FMV
MATLIN PATTERSON GLOBAL OPP	4,720,073.	FMV
OCH-ZIFF REAL ESTATE FUND III	1,948,862.	FMV
OZ OVERSEAS FUND II, LTD	22,478,825.	FMV
Q-BLK PRIVATE CAPITAL II, L.P	6,138,325.	FMV
SHEPHERD INVESTMENTS INTL, LTD	753,526.	FMV
SHERIDAN PRODUCTION PTRS I-B	8,365,000.	FMV
SILCHESTER INTL VALUE EQUITY	60,684,972.	FMV
SILVERPOINT CPTL OFFSHORE FUND	538,933.	FMV
SYNERGY LIFE SCIENCE PTRS, L.P	1,878,916.	FMV
REALTY ASSOC. FND VIII, IX & X	18,757,565.	FMV
TACONIC OPP. OFFSHORE FUND, LTD	22,588,513.	FMV

Part XIII Supplemental Information (continued)

ATTACHMENT 1 (CONT'D)

SCHEDULE D, PART VII - INVESTMENTS - OTHER SECURITIES

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>COST OR FMV</u>
THOMAS H LEE EQUITY FUND VI, LP	4,560,686.	FMV
VARDE CREDIT PARTNERS	19,570,773.	FMV
VARDE FUND IX, X & XI	23,296,975.	FMV
WARBURG PINCUS X	7,626,064.	FMV
WELLINGTON ARCHIPELAGO	26,959,156.	FMV
WELLINGTON BAY POND	17,805,451.	FMV
WELLINGTON CTF EMERGING MARKET	24,633,387.	FMV
TOTALS	<u>642,989,241.</u>	

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2015

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.
- ▶ Attach to Form 990.
- ▶ Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

THE GOLDEN L.E.A.F., INC

Employer identification number

52-2204473

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CENTRAL AMERICA/CARIBBEAN			INVESTMENTS		186,957,419.
(2) EUROPE			INVESTMENTS		42,559,608.
(3) NORTH AMERICA			INVESTMENTS		44,764,606.
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					274,281,633.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					274,281,633.

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule F (Form 990) 2015

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. ▶ _____

3 Enter total number of other organizations or entities. ▶ _____

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 16.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A; do not file with Form 990)* Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect to Certain Foreign Corporations (see Instructions for Form 5471)* Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)* Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships (see Instructions for Form 8865)* Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713; do not file with Form 990)* Yes No

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

**SCHEDULE I
(Form 990)**

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

OMB No. 1545-0047

2015

**Open to Public
Inspection**

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service

Name of the organization

THE GOLDEN L.E.A.F., INC

Employer identification number

52-2204473

Part I General Information on Grants and Assistance

- Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) ALAMANCE COMMUNITY COLLEGE PO BOX 8000 GRAHAM, NC 27253	56-6052379	EDUCATION	200,000.				SEE PART IV
(2) ALAMANCE-BURLINGTON SCH SYS 1712 VAUGHN RD BURLINGTON, NC 27217	56-1957903	GOV'T ENTITY	196,396.				SEE PART IV
(3) ASHEVILLE-BUNCOMBE TECH CC 340 VICTORIA RD ASHEVILLE, NC 28801	56-0792170	EDUCATION	410,000.				SEE PART IV
(4) BLUE RIDGE COMMUNITY COLLEGE 180 WEST CAMPUS DR FLAT ROCK, NC 28731	56-0941830	EDUCATION	1,087,500.				SEE PART IV
(5) BLUE RIDGE COMMUNITY COLLEGE 180 WEST CAMPUS DR FLAT ROCK, NC 28731	56-0941830	EDUCATION	550,000.				SEE PART IV
(6) BREVARD COLLEGE ONE BREVARD COLLEGE DR BREVARD, NC 28712	56-0532297	501(C)(3)	75,000.				SEE PART IV
(7) BRITE AT NC CENTRAL UNIV BRITE BLDG DURHAM, NC 27707	56-6000730	GOV'T ENTITY	185,000.				SEE PART IV
(8) BRUNSWICK COUNTY PO BOX 249 BOLIVIA, NC 28422	56-6000278	GOV'T ENTITY	500,000.				SEE PART IV
(9) CAMDEN COUNTY GOVERNMENT PO BOX 190 CAMDEN, NC 27921	56-6000282	GOV'T ENTITY	200,000.				SEE PART IV
(10) CARTERET CC FOUNDATION, INC. 3505 ARENDELL ST MOREHEAD CITY, NC 28557	51-6089453	501(C)(3)	140,000.				SEE PART IV
(11) CARTERET CO PUBLIC SCHOOL SYS 107 SAFRIT DR BEAUFORT, NC 28516	56-6001001	GOV'T ENTITY	377,800.				SEE PART IV
(12) CATAWBA VALLEY CC 2550 US HWY 70E HICKORY, NC 28602	56-0792028	EDUCATION	200,000.				SEE PART IV

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ _____

3 Enter total number of other organizations listed in the line 1 table ▶ _____

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2015)

**SCHEDULE I
(Form 990)**

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

OMB No. 1545-0047

2015

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

THE GOLDEN L.E.A.F., INC

Employer identification number

52-2204473

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) CTR FOR CREATIVE LEADERSHIP PO BOX 26300 GREENSBORO, NC 27438	23-7079591	GOV'T ENTITY	1,810,797.				SEE PART IV
(2) CITY OF BELMONT PO BOX 431 BELMONT, NC 28012	56-0856848	GOV'T ENTITY	1,098,000.				SEE PART IV
(3) CITY OF MONROE 300 WEST CROWELL ST MONROE, NC 28110	56-6001289	GOV'T ENTITY	280,000.				SEE PART IV
(4) CITY OF NEW BERN PO BOX 1129 NEW BERN, NC 28563	56-5000235	GOV'T ENTITY	549,000.				SEE PART IV
(5) COLUMBUS COUNTY 111 WASHINGTON ST WHITEVILLE, NC 28472	56-6000289	GOV'T ENTITY	65,234.				SEE PART IV
(6) COUNTY OF DUPLIN PO BOX 929 KENANSVILLE, NC 28349	56-6000296	GOV'T ENTITY	325,000.				SEE PART IV
(7) CRAVEN COUNTY SCHOOLS 3600 TRENT RD NEW BERN, NC 28562	56-1286861	GOV'T ENTITY	520,000.				SEE PART IV
(8) DUPLIN COUNTY SCHOOLS PO BOX 128 KENANSVILLE, NC 28349	56-6001020	GOV'T ENTITY	530,000.				SEE PART IV
(9) PASQUOTANK PUBLIC SCHOOLS 1004 PARKVIEW DR ELIZABETH CITY, NC 27909	56-0891512	GOV'T ENTITY	200,000.				SEE PART IV
(10) GREENE COUNTY SCHOOLS 301 KINGOLD BLVD SNOW HILL, NC 28580	56-6001039	EDUCATION	350,000.				SEE PART IV
(11) HALIFAX COUNTY PO BOX 38 HALIFAX, NC 27839	56-6001836	GOV'T ENTITY	150,000.				SEE PART IV
(12) HENDERSON COUNTY PUBLIC SCH 414 4TH AVE WEST HENDERSONVILLE, NC 28739	56-1821543	GOV'T ENTITY	200,000.				SEE PART IV

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶
- 3 Enter total number of other organizations listed in the line 1 table ▶

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2015)

**SCHEDULE I
(Form 990)**

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

OMB No. 1545-0047

2015

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

THE GOLDEN L.E.A.F., INC

Employer identification number

52-2204473

Part I General Information on Grants and Assistance

- Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) HYDE COUNTY SCHOOLS PO BOX 217 SWAN QUARTER, NC 27885	56-6001052	GOV'T ENTITY	200,000.				SEE PART IV
(2) ISOTHERMAL COMMUNITY COLLEGE PO BOX 804 SPINDALE, NC 28160	56-0841505	501(C)(3)	717,884.				SEE PART IV
(3) JACKSON COUNTY PUBLIC SCHOOLS 398 HOSPITAL RD SYLVA, NC 28779	56-6001054	GOV'T ENTITY	850,000.				SEE PART IV
(4) JONES COUNTY GOVERNMENT PO BOX 340 TRENTON, NC 28585	56-6000312	GOV'T ENTITY	1,500,000.				SEE PART IV
(5) JUNALUSKA SANITARY DISTRICT PO BOX 35 LAKE JUNALUSKA, NC 28745	56-0848592	GOV'T ENTITY	1,000,000.				SEE PART IV
(6) LENOIR COMMUNITY COLLEGE PO BOX 188 KINSTON, NC 28502	56-0753025	GOV'T ENTITY	180,000.				SEE PART IV
(7) LENOIR COUNTY PUBLIC SCHOOLS PO BOX 729 KINSTON, NC 28502	56-6001063	GOV'T ENTITY	515,000.				SEE PART IV
(8) MACON COUNTY SCHOOLS 1202 OLD MURPHY RD FRANKLIN, NC 28734	56-6001069	GOV'T ENTITY	550,000.				SEE PART IV
(9) MADISON COUNTY PUBLIC SCHOOLS 5740 US HWY 25-70 MARSHALL, NC 28753	56-6001070	EDUCATION	500,000.				SEE PART IV
(10) MURPHY MEDICAL CENTER 3990 E HWY 64 ALT MURPHY, NC 28906	56-1844262	501(C)(3)	375,000.				SEE PART IV
(11) NC BUSINESS CMTE FOR EDUC 20301 MAIL SERVICE CENTER RALEIGH, NC 27699	56-1513432	501(C)(3)	163,118.				SEE PART IV
(12) NC COMMUNITY COLLEGE SYSTEM 5016 MAIL SERVICE CENTER RALEIGH, NC 27699	56-1288079	GOV'T ENTITY	750,000.				SEE PART IV

- Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶
- Enter total number of other organizations listed in the line 1 table ▶

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2015)

**SCHEDULE I
(Form 990)**

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

OMB No. 1545-0047

2015

**Open to Public
Inspection**

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service

Name of the organization

THE GOLDEN L.E.A.F., INC

Employer identification number

52-2204473

Part I General Information on Grants and Assistance

- Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) NC GLOBAL TRANSPARK AUTHORITY PO BOX 1476 KINSTON, NC 28503	56-1767291	GOV'T ENTITY	251,800.				SEE PART IV
(2) NC SCHOOL OF SCIENCE AND MATH 22203 SP MEADOW DR CHAPEL HILL, NC 27517	56-1425643	EDUCATION	115,000.				SEE PART IV
(3) NC STATE EDUCATION ASST AUTH PO BOX 13663 RESEARCH TRNGL PK, NC 27709	56-6172047	GOV'T ENTITY	2,356,000.				SEE PART IV
(4) NC STATE UNIVERSITY 2701 SULLIVAN DR, STE 240 RALEIGH, NC 27695	56-6000756	EDUCATION	200,000.				SEE PART IV
(5) NC STATE UNIVERSITY 3110 FAUCETTE DR, BOX 7625 RALEIGH, NC 27695	56-6000756	EDUCATION	200,000.				SEE PART IV
(6) NC STATE UNIV-FRIDAY INST 1890 MAIN CAMPUS DR, BOX 7249	56-6000756	EDUCATION	199,873.				SEE PART IV
(7) NUSSBAUM CTR ENTREPRENEURSHIP PO BOX 35 GREENSBORO, NC 27406	56-1577495	501(C)(3)	67,517.				SEE PART IV
(8) ONSLOW COUNTY SCHOOLS 200 BROADHURST RD JACKSONVILLE, NC 28540	56-6001089	GOV'T ENTITY	332,500.				SEE PART IV
(9) PAMLICO COUNTY PO BOX 776 BAYBORO, NC 28515	56-6000949	GOV'T ENTITY	1,200,000.				SEE PART IV
(10) RICHMOND COUNTY GOVERNMENT PO BOX 504 ROCKINGHAM, NC 28380	56-6000334	GOV'T ENTITY	475,000.				SEE PART IV
(11) ROANOKE CHOWAN COM HEALTH CTR 120 HEALTH CENTER DR AHOSKIE, NC 27910	42-1638714	501(C)(3)	200,000.				SEE PART IV
(12) RUTHERFORD COUNTY GOVERNMENT 289 N MAIN ST RUTHERFORDTON, NC 28139	56-6000337	GOV'T ENTITY	415,000.				SEE PART IV

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶

3 Enter total number of other organizations listed in the line 1 table ▶

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2015)

**SCHEDULE I
(Form 990)**

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

OMB No. 1545-0047

2015

**Open to Public
Inspection**

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service

Name of the organization

THE GOLDEN L.E.A.F., INC

Employer identification number

52-2204473

Part I General Information on Grants and Assistance

- Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) SOUTHWESTERN COMM COLLEGE 447 COLLEGE DR. SYLVA, NC 28779	56-0894556	EDUCATION	370,000.				SEE PART IV
(2) SPRINGBOARD NC INC. 427 FALLS RD ROCKY MOUNT, NC 27804	45-5487451	501(C)(3)	150,000.				SEE PART IV
(3) STOKES COUNTY SCHOOLS PO BOX 50 DANBURY, NC 27016	56-6001116	GOV'T ENTITY	200,000.				SEE PART IV
(4) SURRY CC FOUNDATION, INC. 630 S MAIN ST DOBSON, NC 27017	56-6094116	501(C)(3)	200,000.				SEE PART IV
(5) TEACH FOR AMERICA 324 BLACKWELL ST, BAY 11 DURHAM, NC 27701	13-3541913	501(C)(3)	200,000.				SEE PART IV
(6) THE OCRACOKE FOUNDATION, INC. PO BOX 1689 OCRACOKE, NC 27960	56-2602254	501(C)(3)	137,000.				SEE PART IV
(7) THE UNIV OF NC AT CHAPEL HILL 104 AIRPT DR, STE 2200 CHAPEL HILL, NC 27599	56-6001393	EDUCATION	120,000.				SEE PART IV
(8) TOWN OF CLAYTON PO BOX 879 CLAYTON, NC 27528	56-6001203	GOV'T ENTITY	4,000,000.				SEE PART IV
(9) TOWN OF MARS HILL PO BOX 368 MARS HILL, NC 28754	56-6001281	GOV'T ENTITY	487,650.				SEE PART IV
(10) TOWN OF SPINDALE PO BOX 186 SPINDALE, NC 28160	56-6001340	GOV'T ENTITY	727,116.				SEE PART IV
(11) TRANSYLVANIA COUNTY 101 S BROAD ST BREVARD, NC 28712	56-6000343	GOV'T ENTITY	1,100,000.				SEE PART IV
(12) TRI-COUNTY COMMUNITY COLLEGE 21 CAMPUS CIRCLE MURPHY, NC 28906	56-0896010	GOV'T ENTITY	1,200,000.				SEE PART IV

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶

3 Enter total number of other organizations listed in the line 1 table ▶

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2015)

**SCHEDULE I
(Form 990)**

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

OMB No. 1545-0047

2015

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

THE GOLDEN L.E.A.F., INC

Employer identification number

52-2204473

Part I General Information on Grants and Assistance

- Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) TUCKASEIGEE WATER & SEWER 1246 W MAIN ST SYLVA, NC 28779	56-1771768	GOV'T ENTITY	460,800.				SEE PART IV
(2) WAYNE COMMUNITY COLLEGE PO BOX 8002 GOLDSBORO, NC 27533	56-0792849	GOV'T ENTITY	500,000.				SEE PART IV
(3) WELDON CITY SCHOOLS 4489 US 301 HALIFAX, NC 27839	56-6001132	GOV'T ENTITY	175,000.				SEE PART IV
(4) YADKIN CO ECON DEV PTRSHP PO BOX 1840 YADKINVILLE, NC 27055	26-2134343	501(C)(3)	199,750.				SEE PART IV
(5) YANCEY COUNTY 110 TOWN SQUARE, RM 11 BURNSVILLE, NC 28714	56-6000453	GOV'T ENTITY	300,000.				SEE PART IV
(6) CITY OF LUMBERTON PO BOX 1388 LUMBERTON, NC 28359	56-6001274	GOV'T ENTITY	120,000.				SEE PART IV
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 66.

3 Enter total number of other organizations listed in the line 1 table

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2015)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

GRANTS MONITORING - FORM 990, SCHEDULE I, LINE 2

APPLICANTS THAT RECEIVE AWARDS FROM THE BOARD ARE REQUIRED TO SIGN A GRANTEE ACKNOWLEDGMENT & AGREEMENT, WHICH STATES GUIDELINES AND CONDITIONS FOR THE GRANT. GRANTEES MUST ALSO ATTEND A GRANTS MANAGEMENT SESSION. THE GRANTEE ACKNOWLEDGMENT & AGREEMENT MAY CONTAIN CONDITIONS THAT MUST BE SATISFIED BEFORE FUNDS WILL BE RELEASED. THESE CONDITIONS ALONG WITH REQUIREMENTS FOR INTERIM AND FINAL REPORTS ARE ENTERED IN A DATABASE. ONCE THE FOUNDATION RECEIVES THE SIGNED GRANTEE ACKNOWLEDGMENT & AGREEMENT, EVIDENCE THAT PRECONDITIONS HAVE BEEN MET, AND A WRITTEN REQUEST FOR PAYMENT, THE APPLICANT IS ELIGIBLE TO RECEIVE AN INITIAL

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

DISBURSEMENT OF THE GRANT AWARD. TWENTY PERCENT OF THE FUNDS MAY BE PAID IN ADVANCE, WITH THREE ADDITIONAL INSTALLMENTS OF 20% PAID ONCE PRIOR ADVANCES HAVE BEEN SUBSTANTIALLY EXPENDED. ALTERNATIVELY, THE GRANTEE MAY BE REIMBURSED FOR EXPENSES UP TO 80% OF THE GRANT AT ANY TIME. A SUM EQUAL TO THE 20% OF THE TOTAL AMOUNT OF THE GRANT IS GENERALLY RETAINED BY THE FOUNDATION UNTIL COMPLETION OF THE GRANTEE'S OBLIGATIONS UNDER THE GRANT, INCLUDING THE SUBMISSION TO THE FOUNDATION OF A FINAL REPORT ON THE FUNDED PROJECT AND SATISFACTION OF ANY REMAINING CONDITIONS TO RELEASE OF FUNDS. GRANTEES MAY USE FUNDS ONLY FOR ITEMS IDENTIFIED IN THE PROJECT'S APPROVED BUDGET. SHOULD THE GRANTEE SEEK TO SPEND FUNDS ON AN

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

ITEM NOT INCLUDED IN THE BUDGET OR IN AN AMOUNT IN EXCESS OF THE APPROVED BUDGET AMOUNT, THE GRANTEE MUST RECEIVE APPROVAL OF A BUDGET MODIFICATION. IN NO EVENT MAY A GRANTEE SPEND GOLDEN LEAF FUNDS IN EXCESS OF THE AMOUNT AWARDED BY THE GOLDEN LEAF BOARD. GRANTEES MUST SUBMIT INTERIM REPORTS IN SIX MONTH INCREMENTS BEGINNING SIX MONTHS AFTER THE AWARD DATE AND A FINAL REPORT WITHIN 60 DAYS AFTER COMPLETION OF THE PROJECT. THE REPORTS INCLUDE INFORMATION REGARDING THE WORK ACCOMPLISHED, COMPARED TO AN APPROVED SCOPE OF WORK, REPORTED OUTCOMES OF THE PROJECT, AND EXPENDITURE REPORTS WITH SUPPORTING DOCUMENTATION.

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

SCHEDULE I, PART II, COLUMN H, PURPOSE OF GRANT OR ASSISTANCE:

1. FILLING THE ADVANCED MANUFACTURING SKILLS GAP IN ALAMANCE COUNTY
2. ABSS EDUCATORS ARE BECOMING TECH MASTERS
3. WESTERN NC FOUNDRY TECHNOLOGY TRAINING ACADEMY (PROJECT SWISS)
4. HEALTH SCIENCES CENTER-CLINICAL SIMULATION LABORATORY (SIMLAB)
5. SOUTHEASTERN ADVANCED MOLDING TECHNOLOGY EDUCATION CENTER
6. DEVELOPING AGRICULTURE EDUCATION IN WESTERN NC
7. BUILDING AND SUSTAINING A STEM IDENTITY IN RURAL NC (NC STEM ID)
8. US 74/76 500,000 SQUARE FOOT INDUSTRIAL WAREHOUSE FIRE PROTECTION PROJECT

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

- 9. COURTHOUSE WASTEWATER TREATMENT PLANT
- 10. AUTOMOTIVE TECHNOLOGY PROGRAM
- 11. REGIONAL STEM CAREER PATHWAYS
- 12. EQUIPMENT PURCHASES FOR BIOTEXTILES LAUNCH
- 13. GOLDEN LEAF SCHOLARS LEADERSHIP PROGRAM 2016-2017
- 14. INFRASTRUCTURE TO SERVE PROJECT Y2-ELEVATED STORAGE TANK
- 15. PROJECT PIPE-(ATI SPECIALTY MATERIALS)
- 16. CITY MARKET-WORKFORCE DEVELOPMENT TRAINING CENTER
- 17. PROJECT ALEXANDER
- 18. PROJECT SAM

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

- 19. REGIONAL STEM CAREER PATHWAYS
- 20. REGIONAL STEM CAREER PATHWAYS
- 21. ECPPS: ECMS MODEL DIGITAL LEARNING SCHOOL
- 22. REGIONAL STEM CAREER PATHWAYS
- 23. PROJECT CHIPS SEWER RELOCATION & REPLACEMENT
- 24. PROJECT EMPOWER: BUILDING TEACHER CAPACITY
- 25. 1:1 CHROMEBOOK INITIATIVE
- 26. THE ADVANCED INDUSTRIAL TECHNOLOGIES AND AGRIBUSINESS WORKFORCE DEVELOPMENT PROJECT
- 27. ASCENT TO COLLEGE AND CAREER READINESS THROUGH STEM AND DIGITAL

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

LEARNING

- 28. JONES COUNTY MIDDLE AND HIGH SCHOOL
- 29. HIGHWAY 209 & I-40 RIVERBEND SCHOOL SEWER SERVICE
- 30. AEROSPACE ADVANCED MANUFACTURING CENTER
- 31. REGIONAL STEM CAREER PATHWAYS
- 32. SMOKY MOUNTAINS REGION ASCENT TO CAREERS: LINKING PATHWAYS TO

REACH HOT JOBS

- 33. OUT OF THE BOX: DESIGNING OUR FUTURE
- 34. MURPHY GROUP PRACTICE-HAYESVILLE
- 35. 2016-2018 NCBCE TEACHERS@WORK@-STEM EAST EXPANSION

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

- 36. GOLDEN LEAF SCHOLARSHIP PROGRAM-TWO YEAR COLLEGES 2016-2017
- 37. PROJECT HOMETOWN
- 38. ENC STEM YEAR-ROUND PROGRAMMING
- 39. GOLDEN LEAF SCHOLARS PROGRAM FY2016-17
- 40. GREENHOUSE PRODUCTION OF CERTIFIED SWEET POTATO PLANTS FOR NORTH CAROLINA GROWERS
- 41. MEETING NC'S FOOD SAFETY REGULATORY TRAINING AND OUTREACH NEEDS UNDER FSMA
- 42. PHASE II: LEADERSHIP SUPPORT FOR DIGITAL LEARNING INITIATIVES
- 43. STEELHOUSE

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

- 44. REGIONAL STEM CAREER PATHWAYS
- 45. PAMLICO STEM PATHWAYS TO JOBS INITIATIVE
- 46. SANDHILLS AGINNOVATION CENTER
- 47. CRESWELL CLINIC-WASHINGTON COUNTY
- 48. SPEEDY
- 49. SMOKEY MOUNTAINS REGION ASCENT TO CAREERS: LINKING PATHWAYS TO REACH HOT JOBS
- 50. PROJECT SPRINGBOARD
- 51. CHARTING THE COURSE FOR ENGAGED, LITERATE AND FUTURE READY STUDENTS - PHASE 2

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

- 52. INDUSTRIAL TRAINING CENTER-YADKIN COUNTY CAMPUS
- 53. ENC RESIDENCY: TRANSFORMING TEACHER PREPARATION IN EASTERN NC
- 54. COMMUNITY SQUARE REVITALIZAITON-WASTEWATER IMPROVEMENTS
- 55. NC GROWTH-SANDHILLS
- 56. PROJECT BRIGHT SKY
- 57. WASTEWATER TREATMENT PLANT IMPROVEMENTS AND SEWER LINE EXTENSION
- 58. US 74/221 INFRASTRUCTURE AND RURAL ECONOMIC CATALYST PROJECT
- 59. GROWING TRANSYLVANIA COUNTY WITH STEM
- 60. TCCC ALLIED HEALTH TRAINING PROGRAM
- 61. HORSEPASTURE RIVER WASTEWATER TREATMENT PLANT & COLLECTION SYSTEM

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

IMPROVEMENTS

- 62. WAYNE ADVANCE MANUFACTURING CENTER-PHASE I (WELDING)
- 63. ONE TO ONE PERSONALIZED INITIATIVE "CHARGING CHARGERS"
- 64. LYDALL METALS EXPANSION
- 65. EAST YANCEY WASTEWATER TREATMENT PLANT AND COLLECTION SYSTEM
- 66. SANDERSON FARMS HATCHERY SEWER PROJECT

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

THE GOLDEN L.E.A.F., INC

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
- ▶ Attach to Form 990.

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2015

**Open to Public
Inspection**

Employer identification number

52-2204473

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|---|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input checked="" type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
 - b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
 - c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
 - b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
 - b** Any related organization?
- If "Yes" on line 6a or 6b, describe in Part III.

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described on lines 5 and 6? If "Yes," describe in Part III.

8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1a	X	
2	X	
3		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2015

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note: The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 DANIEL J. GERLACH PRESIDENT	(i)	194,169.	0.	0.	19,998.	20,550.	234,717.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 MARK A. SORRELLS SENIOR VICE PRESIDENT	(i)	179,063.	0.	0.	18,242.	16,371.	213,676.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3 PETER J. CERA VICE PRESIDENT-INVESTMENTS	(i)	162,195.	0.	0.	16,877.	20,432.	199,504.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
4 EDWARD P. LORD VP PROGRAMS/STAFF ATTORNEY	(i)	120,374.	0.	0.	12,517.	20,101.	152,992.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
5	(i)							
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15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

OTHER COMPENSATION - FORM 990, SCHEDULE J, PART I, LINE 1A

ROTARY CLUB DUES PAID FOR PRESIDENT

WRITTEN POLICY - FORM 990, SCHEDULE J, PART I, LINE 1B

PAYMENT OF DUES APPROVED BY BOARD OF DIRECTORS

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

**Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.**

OMB No. 1545-0047

2015

**Open to Public
Inspection**

Name of the organization

THE GOLDEN L.E.A.F., INC

Employer identification number

52-2204473

APPROVAL OF GOVERNING BODY DECISIONS - FORM 990, PART VI, LINE 6,7A AND 7B

THE FOUNDATION IS GOVERNED BY A BOARD OF DIRECTIONS COMPRISED OF FIFTEEN DIRECTORS. FIVE DIRECTORS ARE APPOINTED BY THE GOVERNOR OF THE STATE OF NORTH CAROLINA. FIVE DIRECTORS ARE APPOINTED BY THE PRESIDENT PRO TEMPORE OF THE NORTH CAROLINA SENATE. FIVE DIRECTORS ARE APPOINTED BY THE SPEAKER OF THE NORTH CAROLINA HOUSE OF REPRESENTATIVES.

FORM 990 REVIEW PROCESS - FORM 990, PART VI, LINE 11B

A COPY OF FORM 990 WAS PROVIDED TO EACH MEMBER OF THE FOUNDATION'S BOARD OF DIRECTORS. THE AUDIT COMMITTEE OF THE BOARD REVIEWED THE FORM 990 AND, PRIOR TO ITS FILING, RECOMMENDED APPROVAL TO THE FULL BOARD.

CONFLICTS OF INTEREST - FORM 990, PART VI, LINE 12C

THE FOUNDATION'S BOARD OF DIRECTORS AND COMMITTEES MEET APPROXIMATELY SIX TIMES PER YEAR. AT EACH SUCH MEETING, OR GROUP OF MEETINGS, DIRECTORS ARE ASKED TO CONFIRM THEIR DISCLOSURE OR MAKE ANY NEW DISCLOSURES. WHEN A DIRECTOR DISCLOSES AN INTEREST IN A PROPOSED TRANSACTION, THE DIRECTOR DOES NOT PARTICIPATE IN THE DISCUSSION CONCERNING, OR THE VOTE UPON, THE PROPOSED TRANSACTION.

DETERMINING COMPENSATION - FORM 990, PART VI, LINE 15

THE PERSONNEL COMMITTEE OF THE BOARD OF DIRECTORS REVIEWED SALARY AND BENEFIT INFORMATION FOR POSITIONS COMPARABLE TO THE PRESIDENT AT OTHER NORTH CAROLINA FOUNDATIONS AND ENDOWMENTS AND REVIEWED THE RESULTS OF A

Name of the organization THE GOLDEN L.E.A.F., INC	Employer identification number 52-2204473
--	--

SALARY STUDY OF NONPROFIT SALARIES PRIOR TO MAKING A RECOMMENDATION TO THE BOARD REGARDING THE PRESIDENT'S SALARY AND BENEFITS. THE BOARD APPROVED THE SALARY AND BENEFITS OF THE PRESIDENT.

AVAILABILITY OF OTHER DOCUMENTS - FORM 990, PART VI, LINE 19
THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY AVAILABLE UPON REQUEST. THE FINANCIAL STATEMENTS ARE MADE AVAILABLE ON THE ORGANIZATION'S WEBSITE AND UPON REQUEST.

CHANGES IN NET ASSETS - FORM 990, PART XI, LINE 9
CANCELLED GRANTS 6,421,177

DISPOSAL OF ASSETS - FORM 990, PART VI, LINE 7B
THE FOUNDATION MAY NOT DISPOSE OF ASSETS PURSUANT TO THE PROVISIONS OF SECTION 55A-12-02 OF THE NORTH CAROLINA GENERAL STATUTES WITHOUT THE APPROVAL OF THE NORTH CAROLINA GENERAL ASSEMBLY. THE FOUNDATION MAY NOT AMEND ITS ARTICLES OF INCORPORATION WITHOUT THE APPROVAL OF THE NORTH CAROLINA GENERAL ASSEMBLY.

OVERSIGHT/SELECTION PROCESS - FORM 990, PART XII, LINE 2C
THE PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR.

ATTACHMENT 1

FORM 990, PART III - PROGRAM SERVICE, LINE 4A

THE PRIMARY PURPOSE FOR WHICH THIS CORPORATION WAS FORMED IS TO PROMOTE THE SOCIAL WELFARE AND LESSEN THE BURDENS OF GOVERNMENT BY RECEIVING AND DISTRIBUTING FUNDS TO BE USED TO PROVIDE ECONOMIC IMPACT ASSISTANCE TO ECONOMICALLY AFFECTED OR TOBACCO-DEPENDENT

Name of the organization THE GOLDEN L.E.A.F. , INC	Employer identification number 52-2204473
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ATTACHMENT 1 (CONT'D)

REGIONS OF NORTH CAROLINA. IN ACCORDANCE WITH THE CONSENT DECREE AND FINAL JUDGMENT IN STATE OF NORTH CAROLINA V. PHILLIP MORRIS INCORPORATED, ET AL., 98 CVS 14377. ACTIVITIES IN WHICH THE CORPORATION MAY ENGAGE IN THE STATE OF NORTH CAROLINA INCLUDE, BUT ARE NOT LIMITED TO, THE FOLLOWING:

1. EDUCATION ASSISTANCE- PROVISION OF FUNDS FOR EDUCATIONAL PROGRAMS FOR TOBACCO FARMERS AND OTHER WORKERS IMPACTED OR PROJECTED TO BE IMPACTED BY THE DECLINE IN DEMAND FOR AND/OR PRODUCTION OF TOBACCO OR TOBACCO PRODUCTS.
2. JOB TRAINING AND EMPLOYMENT ASSISTANCE - PROVISION OF LOANS AND GRANTS, TO BE USED FOR JOB TRAINING AND OTHER EMPLOYMENT-RELATED PROGRAMS TO ORGANIZATIONS ASSISTING TOBACCO FARMERS AND OTHER WORKERS DEPENDENT ON TOBACCO FARMING, PRODUCTION AND SALES TO TRANSITION TO OTHER SOURCES OF INCOME.
3. SCIENTIFIC RESEARCH - PROVISION OF FUNDING FOR SCIENTIFIC RESEARCH TO DEVELOP NEW USES FOR TOBACCO OR FOR THE DEVELOPMENT OF ALTERNATIVE CASH CROPS.
4. ECONOMIC HARDSHIP ASSISTANCE - PROVISION OF DIRECT GRANTS, LOANS AND OTHER ASSISTANCE PROGRAMS TO ALLEVIATE ECONOMIC HARDSHIP, POVERTY OR NEED EXPERIENCED BY TOBACCO FARMERS, QUOTA OWNERS, THEIR FAMILIES AND OTHERS AS A RESULT OF DECLINE IN QUOTA AND/OR PRODUCTION OF TOBACCO OR TOBACCO PRODUCTS.
5. PUBLIC WORKS AND INDUSTRIAL RECRUITMENT - PROVISION OF GRANTS AND LOANS TO LOCAL GOVERNMENTS FOR UPGRADING UTILITIES, TRANSPORTATION, AND OTHER PUBLIC SERVICE INFRASTRUCTURE TO ATTRACT

Name of the organization THE GOLDEN L.E.A.F., INC	Employer identification number 52-2204473
--	--

ATTACHMENT 1 (CONT'D)

NEW BUSINESSES OR FOR MORE GENERAL ECONOMIC DEVELOPMENT PURPOSES.

6.HEALTH AND HUMAN SERVICES - PROVISION OF FUNDING FOR IMPROVED HEALTH CARE AND OTHER SOCIAL SERVICES NEEDED TO MAINTAIN THE STABILITY OF TOBACCO-DEPENDENT COMMUNITIES.

7.COMMUNITY ASSISTANCE - PROVISION OF DIRECT GRANTS AND LOANS TO ECONOMICALLY DEPRESSED AND DETERIORATING TOBACCO-DEPENDENT COMMUNITIES TO BE USED EXCLUSIVELY FOR PUBLIC PURPOSES.

ATTACHMENT 2990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
DRZ 250 PARK AVE SOUTH, SUITE 250 WINTER PARK, FL 32789	INVESTMENT MNGMT	445,865.
SILCHESTER INTERNATIONAL INVESTORS 780 THIRD AVE., 42ND FLOOR NEW YORK, NY 10017	INVESTMENT MNGMT	490,666.
PRIME, BUCHHOLZ & ASSOCIATES, INC. 25 CHESTNUT STREET PORTSMOUTH, NH 03801	INVEST. CONSULTING	310,214.
STRALEM & COMPANY, INC. 645 MADISON AVE., 13TH FLOOR NEW YORK, NY 10022	INVESTMENT MNGMT	237,254.
BNY MELLON ASSET SERVICING BNY MELLON CENTER PITTSBURGH, PA 15258	INVESTMENT CUSTODIAL	305,694.

**Exempt Organization Business Income Tax Return
(and proxy tax under section 6033(e))**

For calendar year 2015 or other tax year beginning 07/01, 2015, and ending 06/30, 2016.

2015

Department of the Treasury
Internal Revenue Service

▶ **Information about Form 990-T and its instructions is available at www.irs.gov/form990t.**
▶ **Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).**

Open to Public Inspection for
501(c)(3) Organizations Only

A <input type="checkbox"/> Check box if address changed B Exempt under section <input type="checkbox"/> 501(c) () <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a) C Book value of all assets at end of year 916,425,827.	Print or Type	Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.) THE GOLDEN L.E.A.F., INC Number, street, and room or suite no. If a P.O. box, see instructions. 301 N. WINSTEAD AVENUE City or town, state or province, country, and ZIP or foreign postal code ROCKY MOUNT, NC 27804	D Employer identification number (Employees' trust, see instructions.) 52-2204473 E Unrelated business activity codes (See instructions.) 523 000
F Group exemption number (See instructions.) ▶		G Check organization type ▶ <input type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust	

H Describe the organization's primary unrelated business activity. ▶ INVESTMENTS IN PARTNERSHIPS

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? ▶ Yes No
If "Yes," enter the name and identifying number of the parent corporation. ▶

J The books are in care of ▶ BETH EDMONDSON Telephone number ▶ 252-442-7474

		(A) Income	(B) Expenses	(C) Net
1a Gross receipts or sales				
b Less returns and allowances	c Balance ▶	1c		
2 Cost of goods sold (Schedule A, line 7)		2		
3 Gross profit. Subtract line 2 from line 1c		3		
4a Capital gain net income (attach Schedule D)		4a		
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)		4b		
c Capital loss deduction for trusts		4c		
5 Income (loss) from partnerships and S corporations (attach statement)		5 787,375.	ATCH 1	787,375.
6 Rent income (Schedule C)		6		
7 Unrelated debt-financed income (Schedule E)		7		
8 Interest, annuities, royalties, and rents from controlled organizations (Schedule F)		8		
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)		9		
10 Exploited exempt activity income (Schedule I)		10		
11 Advertising income (Schedule J)		11		
12 Other income (See instructions; attach schedule)		12		
13 Total. Combine lines 3 through 12		13 787,375.		787,375.

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.) (Except for contributions, deductions must be directly connected with the unrelated business income.)

14 Compensation of officers, directors, and trustees (Schedule K)		14		
15 Salaries and wages		15		
16 Repairs and maintenance		16		
17 Bad debts		17		
18 Interest (attach schedule)		18		
19 Taxes and licenses		19		21,667.
20 Charitable contributions (See instructions for limitation rules)		20		
21 Depreciation (attach Form 4562)		21		
22 Less depreciation claimed on Schedule A and elsewhere on return		22a		22b
23 Depletion		23		
24 Contributions to deferred compensation plans		24		
25 Employee benefit programs		25		
26 Excess exempt expenses (Schedule I)		26		
27 Excess readership costs (Schedule J)		27		
28 Other deductions (attach schedule)	ATTACHMENT 2	28		9,968.
29 Total deductions. Add lines 14 through 28		29		31,635.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13		30		755,740.
31 Net operating loss deduction (limited to the amount on line 30)		31		755,740.
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30		32		
33 Specific deduction (Generally \$1,000, but see line 33 instructions for exceptions)		33		1,000.
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32		34		0.

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here... 36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from: 37 Proxy tax. See instructions 38 Alternative minimum tax 39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies.

Part IV Tax and Payments

40 a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116). 40 b Other credits (see instructions). 40 c General business credit. Attach Form 3800 (see instructions). 40 d Credit for prior year minimum tax (attach Form 8801 or 8827). 40 e Total credits. Add lines 40a through 40d 41 Subtract line 40e from line 39. 42 Other taxes. Check if from: 43 Total tax. Add lines 41 and 42 44 a Payments: A 2014 overpayment credited to 2015 44 b 2015 estimated tax payments 44 c Tax deposited with Form 8868. 44 d Foreign organizations: Tax paid or withheld at source (see instructions) 44 e Backup withholding (see instructions) 44 f Credit for small employer health insurance premiums (Attach Form 8941) 44 g Other credits and payments: 45 Total payments. Add lines 44a through 44g 46 Estimated tax penalty (see instructions). Check if Form 2220 is attached. 47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed 48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid 49 Enter the amount of line 48 you want: Credited to 2016 estimated tax Refunded

Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2015 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file FinCEN Form 114, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here IRELAND 2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file. 3 Enter the amount of tax-exempt interest received or accrued during the tax year \$

Schedule A - Cost of Goods Sold. Enter method of inventory valuation

1 Inventory at beginning of year 2 Purchases 3 Cost of labor 4a Additional section 263A costs (attach schedule) 4b Other costs (attach schedule) 5 Total. Add lines 1 through 4b 6 Inventory at end of year 7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2. 8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?

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) is based on all information of which preparer has any knowledge.

Sign Here DANIEL J. GERLACH Signature of officer Date Date PRESIDENT Title May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only Print/Type preparer's name Preparer's signature Date Date Check if self-employed PTIN MARC BERGER BDO USA, LLP 13-5381590 Firm's EIN 8401 GREENSBORO DRIVE 8TH FLOOR Phone no. 703-893-0600 MCLEAN, VA 22102

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)

(see instructions)

1. Description of property

Table with 1 column for description of property, rows (1) through (4).

2. Rent received or accrued

Table with 3 columns: (a) From personal property, (b) From real and personal property, and 3(a) Deductions directly connected with the income. Rows (1) through (4) and a Total row.

(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A).

(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B).

Schedule E - Unrelated Debt-Financed Income (see instructions)

Table with 5 columns: 1. Description of debt-financed property, 2. Gross income from or allocable to debt-financed property, 3. Deductions directly connected with or allocable to debt-financed property (a) Straight line depreciation, (b) Other deductions, 4. Amount of average acquisition debt, 5. Average adjusted basis, 6. Column 4 divided by column 5, 7. Gross income reportable, 8. Allocable deductions. Includes a Totals row and instructions for entering values on page 1.

Total dividends-received deductions included in column 8

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

Table for Exempt Controlled Organizations with 6 columns: 1. Name of controlled organization, 2. Employer identification number, 3. Net unrelated income (loss), 4. Total of specified payments made, 5. Part of column 4 that is included in the controlling organization's gross income, 6. Deductions directly connected with income in column 5. Rows (1) through (4).

Nonexempt Controlled Organizations

Table for Nonexempt Controlled Organizations with 5 columns: 7. Taxable Income, 8. Net unrelated income (loss), 9. Total of specified payments made, 10. Part of column 9 that is included in the controlling organization's gross income, 11. Deductions directly connected with income in column 10. Includes instructions for adding columns 5 and 10, and 6 and 11.

Totals

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals ▶		Enter here and on page 1, Part I, line 9, column (A).		Enter here and on page 1, Part I, line 9, column (B).

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals ▶		Enter here and on page 1, Part I, line 10, col. (A).	Enter here and on page 1, Part I, line 10, col. (B).			Enter here and on page 1, Part II, line 26.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5)) . . . ▶						

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals from Part I ▶						
Totals, Part II (lines 1-5) ▶		Enter here and on page 1, Part I, line 11, col. (A).	Enter here and on page 1, Part I, line 11, col. (B).			Enter here and on page 1, Part II, line 27.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)			%
(2)			%
(3)			%
(4)			%
Total. Enter here and on page 1, Part II, line 14. ▶			

ATTACHMENT 1FORM 990T - LINE 5 -INCOME (LOSS) FROM PARTNERSHIPS

AG REALTY FUND VII (TE)LP	358,937.
AG REALTY FUND VIII LP	754,481.
CAROUSEL CAPTIAL PARTNERS III LP	17,297.
CAROUSEL CAPTIAL PARTNERS IV LP	-75,387.
COLONY INVESTORS VIII LP	41,389.
DENHAM COMMODITY INVESTORS FUND V LP	-126,587.
ENCAP ENERGY CAPITAL FUND VII LP	-184,505.
LEXINGTON CAPITAL PARTNERS V LP	1,379.
Q-BLK PRIVATE CAPITAL II LP	-7,726.
VARDE FUND IX LP	4,868.
VARDE FUND X(B) FEEDER LP	9,324.
VARDE FUND XI(B) FEEDER LP	38,668.
WARBURG PINCUS PRIVATE EQUITY (E&P) X-A LP	-44,763.
INCOME (LOSS) FROM PARTNERSHIPS	<u>787,375.</u>

ATTACHMENT 2

FORM 990T - PART II - LINE 28 - TOTAL OTHER DEDUCTIONS

ACCOUNTING FEES

9,968.

PART II - LINE 28 - OTHER DEDUCTIONS

9,968.

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Information about Form 926 and its separate instructions is at www.irs.gov/form926.
▶ Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

Name of transferor **GOLDEN L.E.A.F., INC.** Identifying number (see instructions) **52-2204473**

- 1 If the transferor was a corporation, complete questions 1a through 1d.
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d Have basis adjustments under section 367(a)(5) been made? Yes No

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.
- a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
AG REALTY FUND VIII, LP	27-2996434

- b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c Is the partner disposing of its **entire** interest in the partnership? Yes No
- d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) **AG REALTY VIII INVESTMENTS, LP** 4a Identifying number, if any **98-0685804**

5 Address (including country) **5300 COMMERCE COURT W, 199 BAY ST. TORONTO ONTARIO CA MSL 1B9** 4b Reference ID number (see instructions)

6 Country code of country of incorporation or organization (see instructions) **CA**

7 Foreign law characterization (see instructions) **CORPORATION**

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		253,259.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before VARIOUS % (b) After VARIOUS %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Information about Form 926 and its separate instructions is at www.irs.gov/form926.
▶ Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

Name of transferor GOLDEN L.E.A.F., INC.	Identifying number (see instructions) 52-2204473
--	--

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
THE VARDE FUND X (B) (FEEDER), LP	27-1015088

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) CRONOS INVESTMENTS LIMITED	4a Identifying number, if any FOREIGNUS
5 Address (including country) 13-14 ESPLANADE ST. HELIER CHANNEL ISLANDS JE JEI 1BD	4b Reference ID number (see instructions)
6 Country code of country of incorporation or organization (see instructions) JE	
7 Foreign law characterization (see instructions) CORPORATION	
8 Is the transferee foreign corporation a controlled foreign corporation? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		138,815.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .085666 % (b) After .085666 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Information about Form 926 and its separate instructions is at www.irs.gov/form926.
▶ Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

Name of transferor GOLDEN L.E.A.F., INC.	Identifying number (see instructions) 52-2204473
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
THE VARDE FUND XI (B) (FEEDER), LP	46-2022036

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) CRONOS INVESTMENTS LIMITED	4a Identifying number, if any FOREIGNUS
--	--

5 Address (including country) 13-14 ESPLANADE ST. HELIER CHANNEL ISLANDS JE JEI 1BD	4b Reference ID number (see instructions)
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6 Country code of country of incorporation or organization (see instructions)

JE

7 Foreign law characterization (see instructions)

CORPORATION

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		333,266.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .205666 % (b) After .205666 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Return by a U.S. Transferor of Property to a Foreign Corporation

► Information about Form 926 and its separate instructions is at www.irs.gov/form926.
► Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

Name of transferor **GOLDEN L.E.A.F., INC.** Identifying number (see instructions) **52-2204473**

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
THE VARDE FUND XI (B) (FEEDER), LP	46-2022036

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) **VF PECAN LIMITED** **4a** Identifying number, if any **FOREIGNUS**

5 Address (including country) **13-14 ESPLANADE** **4b** Reference ID number (see instructions)

ST HELIER CHANNEL ISLANDS JE JE1 1BD

6 Country code of country of incorporation or organization (see instructions) **JE**

7 Foreign law characterization (see instructions) **CORPORATION**

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		189,486.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0 % (b) After .226852 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Return by a U.S. Transferor of Property to a Foreign Corporation

Information about Form 926 and its separate instructions is at www.irs.gov/form926.
Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

Name of transferor: GOLDEN L.E.A.F., INC. Identifying number (see instructions): 52-2204473

- 1 If the transferor was a corporation, complete questions 1a through 1d.
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d Have basis adjustments under section 367(a)(5) been made? Yes No

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
<u>THE VARDE FUND XI (B) (FEEDER), LP</u>	<u>46-2022036</u>

- b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c Is the partner disposing of its **entire** interest in the partnership? Yes No
- d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation): MAGNI INTERMEDIARY FUNDING LTD 4a Identifying number, if any: FOREIGNUS

5 Address (including country): 13-14 ESPLANADE
ST. HELIER CHANNEL ISLANDS JE JEI 1BD 4b Reference ID number (see instructions):

6 Country code of country of incorporation or organization (see instructions): JE

7 Foreign law characterization (see instructions): CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		353,047.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0 % (b) After .213214 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Information about Form 926 and its separate instructions is at www.irs.gov/form926.
▶ Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

Name of transferor **GOLDEN L.E.A.F., INC.** Identifying number (see instructions) **52-2204473**

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
THE VARDE FUND XI (B) (FEEDER), LP	46-2022036

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) **HELIX INVESTMENTS** **4a** Identifying number, if any **FOREIGNUS**

5 Address (including country) **13-14 ESPLANADE** **4b** Reference ID number (see instructions)

ST. HELIER CHANNEL ISLANDS JE JEI 1BD

6 Country code of country of incorporation or organization (see instructions) **JE**

7 Foreign law characterization (see instructions) **CORPORATION**

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		667,080.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0 % (b) After .294546 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Information about Form 926 and its separate instructions is at www.irs.gov/form926.
▶ Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

Name of transferor **GOLDEN L.E.A.F., INC.** Identifying number (see instructions) **52-2204473**

- 1 If the transferor was a corporation, complete questions 1a through 1d.
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d Have basis adjustments under section 367(a)(5) been made? Yes No

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.
- a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
THE VARDE FUND XI (B) (FEEDER), LP	46-2022036

- b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c Is the partner disposing of its **entire** interest in the partnership? Yes No
- d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) **GRE SPIRIT SARL** 4a Identifying number, if any **FOREIGNUS**

5 Address (including country) **6C RUE GABRIEL LIPPMAN LUXEMBOURG LU L-5365** 4b Reference ID number (see instructions)

6 Country code of country of incorporation or organization (see instructions) **LU**

7 Foreign law characterization (see instructions) **CORPORATION**

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		221,632.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0 % (b) After .317800 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Return by a U.S. Transferor of Property to a Foreign Corporation

► Information about Form 926 and its separate instructions is at www.irs.gov/form926.
► Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

Name of transferor **GOLDEN L.E.A.F., INC** Identifying number (see instructions) **52-2204473**

- 1 If the transferor was a corporation, complete questions 1a through 1d.
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d Have basis adjustments under section 367(a)(5) been made? Yes No

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
THE VARDE FUND XI (B) (FEEDER), LP	46-2022036

- b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c Is the partner disposing of its **entire** interest in the partnership? Yes No
- d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) **VO METIS INC.** 4a Identifying number, if any **98-1271060**

5 Address (including country) **TRUST COMPANY COMPLEX AJELTAKE ROAD
AJELTAKE ISLAND MAJURO RM MH96960** 4b Reference ID number (see instructions)

6 Country code of country of incorporation or organization (see instructions) **RM**

7 Foreign law characterization (see instructions) **CORPORATION**

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		178,574.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0 % (b) After .411848 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Information about Form 926 and its separate instructions is at www.irs.gov/form926.
▶ Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

Name of transferor GOLDEN L.E.A.F., INC.	Identifying number (see instructions) 52-2204473
--	--

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
THE VARDE FUND XI (B) (FEEDER), LP	46-2022036

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) VFC INVESTMENTS 3 SARL	4a Identifying number, if any 98-1113938
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5 Address (including country) 6C RUE GABRIEL LIPPMAN LUXEMBOURG LU L-5365	4b Reference ID number (see instructions)
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6 Country code of country of incorporation or organization (see instructions)

LU

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		226,087.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0 % (b) After .335886 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Return by a U.S. Transferor of Property to a Foreign Corporation

► Information about Form 926 and its separate instructions is at www.irs.gov/form926.
► Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

Name of transferor **GOLDEN L.E.A.F., INC.** Identifying number (see instructions) **52-2204473**

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
THE VARDE FUND XI (B) (FEEDER), LP	46-2022036

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) **PAVONINA PTE. LTD.** **4a** Identifying number, if any **FOREIGNUS**

5 Address (including country) **50 COLLYER QUAY SINGAPORE SN 0499321** **4b** Reference ID number (see instructions)

6 Country code of country of incorporation or organization (see instructions) **SN**

7 Foreign law characterization (see instructions) **CORPORATION**

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		122,545.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .206699 % (b) After .206699 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Information about Form 926 and its separate instructions is at www.irs.gov/form926.
▶ Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

Name of transferor **GOLDEN L.E.A.F., INC.** Identifying number (see instructions) **52-2204473**

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
THE VARDE FUND XI (B) (FEEDER)	46-2022036

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) **SAN JOSE DESARROLLOS** **4a** Identifying number, if any **FOREIGNUS**

5 Address (including country) **CALLE DE ROSALIA DE CASTRO 44 PONTEVEDRA GALICIA SP 36001** **4b** Reference ID number (see instructions)

6 Country code of country of incorporation or organization (see instructions) **SP**

7 Foreign law characterization (see instructions) **CORPORATION**

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		238,620.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0 % (b) After .077712 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

