

(LONG-TERM ECONOMIC ADVANCEMENT FOUNDATION)

RANDY ISENHOWER
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, 2018

RE: Report to Governmental Operations

In accordance with guidance 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, 2017, a statement of activities for the six months ended December 31, 2017, and a preliminary budget for FY 2017-2018
- (3) Official audited financial statements for the year ending June 30, 2017
- (4) Tax returns for the Fiscal Year ending June 30, 2017

Enclosures as stated:

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



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^{*}Mr. Hester serves as the Chair of the Rural Infrastructure Authority.

Golden LEAF Foundation

Annual Report of Foundation Activities January 1, 2017 - December 31, 2017

Overview

The purpose of this report is to provide an overview of Golden LEAF Foundation activities for calendar year 2017. For more detailed information regarding a grant referenced in this report, please visit Golden LEAF's website or contact the Golden LEAF staff. This report includes action taken in 2017 on applications received in 2016. Grant amounts and project descriptions referenced throughout are the current award amounts for grants made during calendar year 2017, reflecting any adjustments. These amounts do not include grants that were awarded but subsequently rescinded prior to release of funds. Grants are awarded to governmental entities and 501(c)(3) non-profit organizations to support permissible activities that lead to job creation and economic growth in tobacco-dependent or economically distressed areas.

Summary of Grant Awards

Golden LEAF receives applications and makes grant awards through three primary programs. While these programs share similar priority areas, eligibility, maximum award, and required outcomes distinguish each program. Grant proposals that do not fit within an established program may be funded as a special initiative.

| Open Grants Program | Economic Catalyst Program | Community-Based Grantsmaking Initiative |
|---|--|---|
| Available year-round to local governments and 501(c)(3) nonprofits. | Job creation and retention projects at risk without Golden LEAF participation | Participation invited for one or more prosperity zone each fiscal year. |
| Up to \$200,000. Priority on agriculture, job creation and retention and workforce preparedness projects. | Funding for eligible projects directly linked to job creation or retention outcomes. | Grant awards limited to three projects per county, totaling no more than \$1,500,000. |

The Golden LEAF Foundation Board of Directors awarded 60 grants totaling \$57,708,867.45 to organizations across 36 counties to enable implementation of agricultural, workforce preparedness, job creation and retention, healthcare, scholarships, and educational initiatives.

Five grants awarded to units of local government and a community college the through Economic Catalyst Program are projected to enable the creation of 1,679 jobs over the next few years. Through the fourth round of the Community-Based Grantsmaking Initiative, Golden LEAF awarded 29 grants totaling \$20,893,548.80 in the Piedmont-Triad (Central) and Southwest Prosperity Zones. These grants support workforce development, infrastructure, education, economic development, and healthcare projects.

The Golden LEAF Scholars Program awarded 214 new scholarships and 505 renewal scholarships to students from rural counties across the state. In addition, more than 1,900 scholarships were provided to help students attend a participating North Carolina community college.

Special Initiatives

Golden LEAF grant funds will be used to purchase classroom technology for the new College of Business at the University of North Carolina at Pembroke (UNC-P). State-of-the-art improvements will allow the School to expand existing programs and create new ones necessary for contemporary professional preparedness. \$1,892,900 in Golden LEAF grant funds will be combined with \$23 million in Connect NC bond proceeds and \$5.2 million in private funding to construct the new building.

The new North Carolina State University Food Processing Innovation Center (FPIC) to be located on the N.C. Research Campus in Kannapolis is a collaboration among NCSU, the N.C. Department of Agriculture and Consumer Services and the North Carolina Research Campus. The FPIC will include a pilot plant capable of transforming agricultural raw materials into value-added products for testing and markets. It received \$4.4 million in the FY 2017 state budget and has commitments of \$4.85 million from partners for construction, staffing and marketing.

Golden LEAF awarded \$2,200,000 to provide pilot-scale food and ingredient processing equipment.

Described as the hub for providing cancer services for Vidant's community hospitals throughout eastern North Carolina, the new \$193 million Cancer Center and Bed Tower will co-locate inpatient, outpatient, and supportive services for people fighting cancer. The Center will significantly improve Vidant's ability to ensure patients are able to receive services they need without the added burden of traveling to multiple sites or out of the region for treatment. The project will also create nearly 200 new full-time equivalent positions over five years and will serve as a training location for more than 3,500 future health professionals. Golden LEAF awarded \$10,782,315 to purchase equipment for the new facility.

Disaster Recovery

The Disaster Recovery Acts of 2016 and 2017 appropriated a total of \$55 million to the Golden LEAF Foundation for local government infrastructure and small business assistance. Golden LEAF awarded 74 grants in 21 of the disaster-affected counties. Golden LEAF reports monthly to the General Assembly through the Office of State Budget and Management on the status of these projects.

Golden LEAF Grants Awarded January 1, 2017 - December 31, 2017

| Priority Area | Number of Grants | Grant Award Amount |
|------------------------------|------------------|--------------------|
| Agriculture | 4 | \$587,500.00 |
| Community Vitality | 3 | \$1,100,168.00 |
| Economic Development | 19 | \$19,379,524.64 |
| Education | 16 | \$7,686,278.81 |
| Healthcare | 3 | \$1,006,300.00 |
| Workforce Preparedness | 11 | \$7,815,881.00 |
| Golden LEAF Scholars Program | | \$4,958,000.00 |
| Special Initiatives | 4 | \$15,175,215.00 |
| Disaster Recovery | 74 | \$54,367,932.73** |
| Total | 134 | \$112,076,800.18 |

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

^{**}Nonrecurring funds appropriated by the General Assembly in the Disaster Recovery Acts of 2016 and 2017.

Golden LEAF Impact Data

Golden LEAF assesses the success of each grant by reviewing outcomes specific to each project. Data is reported by grantees and reviewed by Golden LEAF staff against established goals. Golden LEAF also conducts site visits and uses other strategies to determine the success of grants awarded.

| Impact Data as Reported by Grantees | [‡] 2017 | Cumulative as of 12/31/2017 |
|--|-------------------|-----------------------------|
| Jobs Created | 2,031 | 63,053 |
| New Payroll | \$83,823,243 | \$624,282,698 |
| Capital Investment | \$1,022,086,233 | \$3,052,148,890 |
| People Trained/Worker Skills Upgraded | 3,507 | 68,965 |
| †Industry/3rd-Party Credentials Earned | 1,378 | 4,473 |
| †Degree/Diploma/Certificates Earned | 183 | 1,630 |

[‡]Incremental impact for reports reviewed for CY2017

Golden LEAF Priority Area Activities

Economic Development

Golden LEAF partners with Commerce, the Economic Development Partnership, and local governments to provide gap funding to assist with job creation in rural, economically distressed and/or tobacco-dependent communities.

Five grants totaling \$12,972,987 are projected to enable the creation of 1,679 jobs and capital investment of \$746,800,000 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. When determining whether to fund a project and at what level, Golden LEAF considers a several factors, including the economic distress of the community and the number and quality of jobs to be created.

Eligible uses of Golden LEAF grant funds include: construction or improvement of public water, sewer, wastewater or road infrastructure. To aid in expansion or location of a business, Golden LEAF grant funds may be used by a unit of local government or 501(c)(3) to purchase equipment for lease to a company.

| Grantee | Projected New Jobs | Projected Average Annual Wage | County Average Annual Wage | Projected Capital Investment |
|--------------------------------|--------------------|----------------------------------|-------------------------------|---------------------------------|
| Martin County | 31 | \$32,839 | \$28,287 | \$13,400,000 |
| City of Claremont | 50 | \$43,800 | \$42,536 | \$53,000,000 |
| Town of Siler City | 645 | \$25,806 | \$35,970 | \$85,000,000 |
| Vance County | 153 | \$52,000 | \$32,768 | \$15,400,000 |
| Edgecombe Community College | 800 | \$56,450 | \$33,487 | \$580,000,000 |

[†]New measure beginning CY2013

Infrastructure

Golden LEAF awarded \$5,008,308 for infrastructure improvements related to recruitment or retention of businesses in 2017. Improvements include extension of infrastructure to serve newly developed publicly-owned sites for development or improvements to water, sewer, and wastewater infrastructure necessary to handle increased capacity. Outcomes will be realized over the next few years once construction is complete.

| Grantee | Project Title | Outcomes |
|---|--|---|
| Davidson County | Davidson County I-85 Corporate Center | Supports projected creation of 9,000 jobs over several years as park is fully developed. Egger Wood Products plans to build a \$700MM facility and create 400 jobs over the next six years. |
| Forsyth County | Idols Road Business Park (Phase I) | Supports expansion of existing business to retain 33 jobs and create 15 jobs. |
| City of Gastonia | Phase II South Fork Sewer Project | Enables reduction of operating costs for business, supporting retention of approximately 900 jobs. |
| Jackson County | Water and Sewer Extension Project for Jackson County, NC | Supports new business expected to create at least 10 jobs. |
| Town of Madison | Madison Water Treatment Plant Upgrade | Supports future growth for businesses. |
| City of Mount Airy | Spencer's Mill Redevelopment | Multi-use development including \$28.5 million in private investment and creation of more than 110 jobs. |
| Mooresville-South Iredell Economic Development Corporation (MSIEDC) | Mooresville Business Park East - Manufacturers Boulevard Phase 1B | MSIEDC expects the project will enable the creation of 1,000 jobs within three years. |
| Town of Seaboard | Seaboard End Stage Lagoon Rehabilitation | Necessary wastewater improvements to retain 155 jobs. |
| City of Reidsville | WWTP Baffle Wall for BNR Compliance | Supports future growth for businesses. |
| Stanly County | Palestine-Badin Water System Improvements | Investment in public infrastructure and creation of 200 jobs within three years. |

Access to Capital

Golden LEAF awarded \$1,000,000 to the to the Piedmont Triad Regional Development Corporation (PTRDC) to establish a revolving loan fund to address quality job creation, small to large business and entrepreneurial support, and redevelopment in all 12 of the PTRDC counties. The PTRDC has applied to the Economic Development Administration (EDA) for one-to-one matching funds.

Workforce Preparedness

Golden LEAF supports the development and expansion of workforce development programs at North Carolina Community Colleges and partner nonprofit organizations. As businesses change, workforce training must keep pace. Therefore, new equipment must be acquired, faculty trained and facilities renovated. Golden LEAF awarded \$7,815,881 for workforce development projects in 2017. Eligible uses of grant funds include: professional development for faculty, equipment and technology, and building renovations.

| Grantee | Project |
|---|---|
| ABC of NC Foundation | Expanded services for children and teens with autism, creating more than 45 new healthcare-related jobs. Vocational and job support services for teens with autism transitioning into adulthood and the workforce. |
| Cleveland Community College | Construction of an advanced manufacturing center to house automation engineering, robotics, computer-integrated machining, drafting, and other programs. |
| Davidson County Community College | Educational technology and training equipment for DCCC's future health sciences center. The center will supply highly-trained workers to regional healthcare facilities. |
| Davidson County Community College | Converting space at the former Davie Medical Center-Mocksville (DMC) into training areas to expand Emergency Medical Science program. |
| Forsyth Technical Community College | Build and equip space for programs in welding, electricity, plumbing, and horticulture at the Walnut Cove campus in Stokes County. |
| Goler Community Development Corporation | Workforce Technology Pathway 2020 to support one hundred under-represented, under-employed, and unemployed residents ages 18-30 in Forsyth and surrounding counties seeking employment opportunity in fields of information and technology. |
| Guilford Technical Community College | Expansion of the college's welding and machining programs through purchase of additional welding booths, cutting stations, and industrial robotic welders. |
| Rowan-Cabarrus Community College | Establishment of a new Light Diesel Technology degree program. |
| Rowan-Cabarrus Community College | Expansion of engineering technology program. Development of mechatronics program and updating the equipment in the welding program to meet current industry standards |
| Stanly Community College | Enhancements to the Virtualization Data Center to support a competency-based education training program in Information Technology-Network Management. |
| Surry Community College (Foundation) | Equip the Industrial Training Center in Yadkin County to provide advanced manufacturing training in mechatronics, electronics engineering, electrical systems, welding, and computer integrated machining. |

Education

Golden LEAF supports projects to help students graduate from high school and/or college with the technical and life skills necessary to enter work and become productive citizens. Including the Scholarship Program, Golden LEAF awarded \$12,644,278.81 to support education in 2017.

Digital Learning

Golden LEAF grant funds are used to fill gaps not met by other state, federal, or local funds for digital learning initiatives. Golden LEAF awarded \$472,216.47 for digital learning projects in Franklin County, Graham County, and Montgomery County. Eligible uses of Golden LEAF grant funds include purchase of devices and professional development training for teachers.

Golden LEAF awarded funds to the North Carolina State University Friday Institute to continue providing support to new and existing district leadership teams consisting of administrators, teachers, and staff that are leading efforts to launch digital learning initiatives at the school and district levels. The Friday Institute will assist local education agencies with building a sustainable foundation to infuse technology-rich instructional practice into teaching and learning. Funds will be used to provide experienced coaches to assist 15 Golden LEAF grantees as they implement digital learning and to support structured peer-to-peer learning opportunities for leadership teams to drive continuous improvement and sustained practice.

Career Pathways and STEM

Through STEM and Career Pathways initiatives, local school systems are promoting career exploration and increasing the pipeline of skilled workers for in-demand fields including advanced manufacturing and biotechnology. Golden LEAF awarded \$7,014,062.34 for STEM and Career Pathways projects in 12 counties. Eligible uses of Golden LEAF grant funds include: salaries and benefits for additional instructional positions, student transportation, building improvements, professional development, lab equipment, and classroom technology.

| Grantee | Project | |
|--------------------------------------|--|--|
| Alamance-Burlington School System | Transform four laboratory classrooms at Graham High School to create industry standard science facilities for contextualized instruction. | |
| Anson County Schools | Expand STEM program offerings to include introductory courses at the middle grades, through Project Lead the Way's Gateway to Technology courses, to prepare students for more advanced courses in high school. | |
| Bladen Community College | Place a career coach at each of Bladen County's two high schools and support outreach efforts to middle school students. The career coach would counsel students about career pathways in STEM and advanced manufacturing / technologies and connect them to careers in high-demand occupations as well as programs at Bladen Community College. | |
| Caswell County Schools | Develop a program to improve the performance of students in Math I EOG through personalized instruction delivered in STEM labs and an after-school academy. Teachers will provide after-school tutoring and STEM experiences through Pitsco learning labs. Transportation home will be provided for targeted Math I students. All math and science teachers at the schools will be trained to integrate the STEM labs through project-based instruction. | |

Career Pathways and STEM, continued

| Grantee | Project |
|--|--|
| Davie County Schools | Provide Davie County High School with learning spaces for students and prepare STEM and Career and Technical Education (CTE) teachers and staff to use project-based instructional practices to enhance student learning. |
| Gaston County Schools | Create an advanced manufacturing pathway that addresses the education and workforce training needs of Gaston County employers. |
| Iredell-Statesville Schools | Open the first agriculture- and science-focused early college high school in central North Carolina. ISS will partner with Mitchell Community College to establish a north campus, which will offer a college transfer program, an Agricultural Technology program, and work-based credentials/certificates for early college high school students and traditional college students. |
| Northeast Academy for Aerospace & Advanced Technologies | Initiate and grow an innovative pre-service learning partnership with Elizabeth City State University (ECSU). NEAAAT will implement a digital learning initiative at the public charter school and establish a new collaborative model of pre-service teacher development with the university. |
| Onslow County Schools | Build a Regional Skills Center to serve Onslow, Jones, and Duplin counties. The center will provide high quality, advanced training offered in four core business sectors that mirror employment needs of the region: automotive mechanics, construction trades, information technology and hospitality. |
| Randolph Community College | Establish two new high school advanced manufacturing programs and provide support to upgrade existing high school and community college advanced manufacturing programs to fill local demand in mechatronics, computer-integrated machining, welding, and electrical systems technology. |
| Rowan-Salisbury School System | Implement an advanced manufacturing curriculum pathway (AMCP) including training in mechatronics, metal fabrication, and engineering for high school students. The AMCP at Salisbury High School will introduce them to the skills required for employment in local industries. |
| Surry County Schools | Establish a college and career academy to provide students access to career pathways targeting advanced manufacturing, health sciences, agriculture and other trade/industry employment sectors. |

Agriculture

Golden LEAF supports agriculture as an economic engine in rural communities. Projects include education or training opportunities to enable transition to a career in agriculture or technical assistance and research projects to support existing farmers. Golden LEAF awarded \$587,500 for agriculture projects in 2017. Eligible uses of Golden LEAF funds include salary, equipment, and other program costs.

| Grantee | Project / Outcomes |
|---|--|
| North Carolina Foundation for Soil and Water Conservation, Inc. | Outreach program through conservation districts to improve pasture management and ensure drought resilience. The program will provide technical resources and training to farmers through partner organizations. |
| North Carolina State University | Establishment of educational, vocational, and mentoring opportunities for military personnel leaving the armed services and veterans that want to transition into a career in agriculture. |
| North Carolina State University | Research and field trials regarding stevia production, including disease and weed management strategies. Production and management recommendations will be shared with farmers and county extension agents. |
| University of Mount Olive, Inc. | Construction of a building for classroom, lab, and meeting space at UMO's 63-acre Kornegay Student Farm in Duplin County. The farm will be an educational resource for UMO that will serve as a living laboratory. |

Healthcare

Golden LEAF invests and supports healthcare as an economic engine in rural, economically distressed and/or tobacco dependent communities. Golden LEAF awarded \$1,006,300 for healthcare projects in 2017. Eligible uses of Golden LEAF grant funds include: faculty training, technology and equipment, and building and site improvements.

| Grantee | Project / Outcomes | |
|---------------------|--|--|
| | Support five fellows in MedServe's pilot implementation in North Carolina. MedServe is a service-learning program pairing recent college graduates and primary care practices serving rural communities. | |
| Pfeiffer University | Establishment of a Physician Assistant program to serve rural, underserved communities, including a clinic to provide free services to residents. | |
| Yadkin County | Improvements to the Yadkin Community Hospital building and surrounding parking areas to help the County negotiate with healthcare providers to offer healthcare services in the county. | |

Community Vitality

Golden LEAF makes investments to improve economic competitiveness of rural, economically distressed and/or tobacco dependent communities. Through the Open Grants Program, Golden LEAF awarded \$199,968.00 to the North Carolina Rural Economic Development Center to work in collaboration with the Friday Institute to establish a regional training and capacity-building program to aid community leaders and organizations.

Through the Community-Based Grantsmaking Initiative, Golden LEAF awarded \$700,200.00 to Caswell County to support renovation and expansion of the public library. The expansion will create quiet study rooms, space for additional public computers, capacity for additional classroom space to hold simultaneous programs, and install innovative learning spaces to host Makerspace and STEM programs. Caswell's low school rankings contribute to the county being overlooked by potential businesses, employers, and citizens wanting to move to the area.

Golden LEAF Scholarships

Since inception, Golden LEAF has awarded scholarship grants totaling \$41,433,024.98 to assist over 16,000 students from rural counties to attend two- and four-year colleges and universities in North Carolina.

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.

Four-Year Colleges and Universities

The North Carolina State Education Assistance Authority is the grantee and manager of the Golden LEAF scholarship program for four-year colleges and universities. Golden LEAF awarded \$2,508,000.00 to support 214 new and 505 renewal scholarships for students to attend public and private universities and colleges in North Carolina. Each scholarship is valued at \$3,000.00 per year. The program also supports four 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 fourth year.

Golden LEAF Scholarship recipients enrolled in four-year colleges and universities are eligible to participate in a leadership development program that includes paid summer internships. These internships provide students with work experience 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. 283 freshman, sophomore, junior, and senior scholars participated this year. Golden LEAF awarded a \$1,700,000.00 grant to the Center for Creative Leadership for this program. Funding supports leadership development activities and the costs of the summer internships.

Community Colleges

The Foundation awarded \$750,000.00 to the North Carolina Community College System to support over 1,900 new scholarships for students from rural counties to attend a participating community college. 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.

Golden LEAF Annual Report

Planned Activities and Goals

Performance on 2017 Goals

- 1. Provide funding for economic development projects across North Carolina that create jobs and add investment.
- ✓ The Golden LEAF Foundation Board of Directors awarded 63 grants totaling \$57,708,867.45 to organizations across 36 counties to enable implementation of agricultural, workforce preparedness, job creation and retention, healthcare, scholarships, and educational initiatives. Four grants awarded to units of local government are projected to enable the direct creation of 879 jobs over the next few years. Other grants for workforce development and training and public infrastructure are expected to lead to the creation of additional jobs.
- 2. Award and distribute funding to help local governments and small businesses affected by natural disasters.
- ✓ The Disaster Recovery Acts of 2016 and 2017 appropriated a total of \$55 million to the Golden LEAF Foundation for local government infrastructure and small businesses assistance. Golden LEAF awarded 74 grants in 21 of the disaster-affected counties.
- 3. Provide funding support for community-based grants in the Piedmont-Triad and Southwest Prosperity Zones and begin work in the North Central Prosperity Zone.
- ✓ Golden LEAF awarded 29 grants totaling \$20,893,548.80 to organizations in 18 counties in the Piedmont-Triad and Southwest Prosperity Zones. Grants in the North Central Prosperity Zone will be awarded at the April 2018 meeting of the Golden LEAF Board.
- 4. Evaluate the five-year Community-Based Grantsmaking Initiative and the long standing scholarship program.
- ✓ Students from the University of North Carolina at Chapel Hill (UNC) School of Public Policy conducted survey research and analysis of the Community-Based Grantsmaking Initiative. Students presented their findings to the Golden LEAF staff. These findings were incorporated into revised guidelines for the next round of the program. Evaluation of the scholarship program is underway.
- 5. Explore strategies to build capacity in the most distressed communities.
- ✓ Students from the Duke University Sanford School of Public Policy provided a report to Golden LEAF regarding capacity building strategies for organizations in rural communities. Golden LEAF awarded a grant to the North Carolina Rural Economic Development Center to work in collaboration with the Friday Institute to establish a regional training and capacity-building program to aid community leaders and organizations.

Planned Activities and Goals for 2018

- 1. Provide funding for economic development projects across North Carolina that create jobs and add investment.
- 2. Complete the process of grant administration for many of the grants awarded to aid local governments and small business affected by natural disasters.
- 3. Award grants in North Central Prosperity Zone in April 2018 and begin new geographically-based process in Northeast.
- 4. Manage Rural Center and Friday Institute capacity building opportunity in the Northeast.
- 5. Begin planning for special initiatives in future years.

Golden LEAF Foundation

Annual Report of Foundation Activities January 1, 2017 - December 31, 2017

Appendix

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 |
| FY 2017 | \$10 | \$117 | \$152** |
| FY 2018* | \$0 | \$61 | \$91** |
| Cumulative | \$1,133 | \$661 | \$1,851 |

^{*}FY 2018 data reflects activity through December 31, 2017.

Funds Awarded by Golden LEAF (2000 - 2017)

| | Number of Grants Awarded | Amount of Grant Funds Awarded |
|---------------------------------|--------------------------|-------------------------------|
| Grants | 1,429 | \$703,938,161.16 |
| Scholarships / Scholars Program | 55* | \$52,114,382.82 |
| Total | 1,484 | \$756,052,543.98 |

^{*}grants to entities to manage

Awarded per County by Tier

| | Average Amount Awarded | Average Awarded Per Capita |
|--------|------------------------|----------------------------|
| Tier 1 | \$4,123,992.47 | \$184.08 |
| Tier 2 | \$4,499,461.42 | \$60.03 |
| Tier 3 | \$3,025,189.50 | \$21.77 |

^{**}Includes state general fund appropriation for disaster recovery grants of \$25 million for FY2017 and \$30 million for FY2018.

Active Golden LEAF Grant Programs

Overview

Open Grants Program

Up to \$200,000 in grant funding available year-round to local governments and 501(c)(3) nonprofit organizations. Program places priority on agriculture, job creation and retention and workforce preparedness.

Economic Catalyst Program

Focuses on job creation and retention projects associated with business locations or expansions that are at risk without Golden LEAF participation. Specific criteria includes urgent need, eligible use of funds, and economic impact of the project (jobs and capital investment).

Community-Based Grantsmaking Initiative

Golden LEAF invites participation from one or more prosperity zone each year. CBGI grant awards limited to three projects per county, totaling no more than \$1,500,000 per county. This grant program is a competitive process and not all counties in a region receive funds in support of their projects.

Scholarships

Four-Year Scholarship Program

The Golden LEAF Scholarship Program four-year scholarship program assists current high school seniors and North Carolina community college transfer students. Recipients must be from certain rural counties, demonstrate both financial need and merit, and plan to attend participating North Carolina colleges and universities. Scholarships for students attending four-year colleges and universities worth \$3,000 each are funded through a grant to the North Carolina State Education Assistance Authority. Students awarded Golden LEAF Scholarships attending four-year colleges and universities are also eligible to participate in the Golden LEAF Scholars Leadership Program. The program provides Golden LEAF Scholars with leadership training at the Center for Creative Leadership, one of the nation's leading leadership development organizations. Students participating in the leadership development program also engage in a paid internship in rural NC communities.

Community College Scholarship Program

The Golden LEAF Community College Scholarship Program supports students from certain rural counties to attend a participating community college. 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.

Active Golden LEAF Grant Programs

Priority Goals and Outcomes

Economic Development

Partner with Commerce, the Economic Development Partnership, and local governments to provide gap funding to assist with job creation in rural, economically distressed and/or tobacco-dependent communities.

- New jobs created and wages paid
- Percentage by which wage exceeds county average
- Jobs retained during performance period
- Investment in privately-owned property, plant and/or equipment

Workforce Preparedness

Close the skills gap and increase the pool of highly qualified individuals with skills aligned to business' current and future needs.

- Student completion (credit programs), trained (non-credit courses completed) or earned industry (third-party) credentials
- Incumbent workers trained (non-credit courses completed)
- Students employed in field of study

Community Vitality

Investments to improve economic competitiveness of rural, economically distressed and/or tobacco dependent communities.

- Dollars invested in public infrastructure
- Residential and commercial hookups to public infrastructure
- Private investment resulting from Golden LEAF-supported project
- Business start-ups or expansions resulting from Golden LEAF-supported projects
- Broadband access: new fiber miles

Healthcare

Invest and support healthcare as an economic engine in rural, economically distressed and/or tobacco dependent communities.

- New jobs created and wages paid
- Jobs retained during the performance period
- Number of patient visits (non-emergency room)
- Number of rural healthcare facilities with improved financial condition

Agriculture

Support agriculture as an economic development engine in rural communities.

- Sales revenue of new, existing, and alternative products
- New acres in production
- Revenue from N.C. agricultural products by producers, distributors, or retailers

Education

Graduate students from high school and/or college with the technical and life skills necessary to enter work and be productive citizens.

- High school on-time graduation
- Number and percent of students achieving proficiency on EOC/EOG exams
- Student performance meeting or exceeding expected growth
- Golden LEAF Scholars four-year college or university completion

Golden LEAF Grants Awarded

2000 - 2017

| Project Area (years active) | Number | Amount |
|---|--------|------------------|
| Annual / Open Grants (2000 - present) | | |
| Agriculture | 238 | \$32,410,942.43 |
| Community Assistance and Education | 162 | \$34,506,685.11 |
| Economic Development | 141 | \$20,629,761.11 |
| Healthcare | 64 | \$14,096,015.85 |
| Tourism | 82 | \$8,499,770.02 |
| Workforce Preparedness | 110 | \$17,987,230.38 |
| Scholarships / Scholars Leadership Program (2000 - present) | 55 | \$52,114,382.82 |
| Economic Catalyst (2005- present) | 122 | \$164,433,542.07 |
| Economic Stimulus (2002- 2004) | 16 | \$6,543,542.07 |
| Site Certification (2002-2006) | 20 | \$438,695.21 |
| Strategic Initiatives | | |
| Aerospace Alliance (2005 - 2008) | 6 | \$10,321,884.27 |
| AgBiotech Initiative (2010) | 4 | \$1,140,243.09 |
| Agriculture Special Initiative (2014) | 2 | \$227,931.00 |
| Biotechnology (2003 - 2006) | 9 | \$67,493,935.25 |
| Community Assistance Initiative (2007 - 2013) | 194 | \$86,179,451.20 |
| Community-Based Grantsmaking Initiative (2013 - present) | 93 | \$60,852,022.83 |
| Essential Skills in Advanced Manufacturing (2012 - 2013) | 23 | \$10,537,038.62 |
| Financial Markets Access (2009) | 1 | \$5,000,000.00 |
| Golden LEAF Opportunities for Work (GLOW) (2009) | 22 | \$3,003,239.64 |
| Golden LEAF Opportunities for Work - Advanced Manufacturing (2009 - 2010) | 10 | \$4,614,830.40 |
| Healthcare Workforce Initiative (2015) | 9 | \$3,013,300.00 |
| Local Foods Initiative (2010) | 12 | \$1,855,677.94 |
| Major Site Development Initiative (2016) | 5 | \$25,000,000.00 |
| Rural Broadband Initiative (2010, 2016) | 3 | \$25,615,962.59 |
| Rural Health Care (2009 - 2012) | 20 | \$3,098,247.14 |
| Special Programs Initiative (2011 - present) | 20 | \$87,302,544.92 |
| STEM Initiative (2010 - 2011) | 16 | \$5,410,046.69 |
| UNC-CH Initiative (2007 - 2011) | 25 | \$3,815,620.54 |
| Total | 1,484 | \$756,052,543.98 |

^{*}Numbers do not include grants that had been awarded and then rescinded with no grant funds released

Golden LEAF Grants Awarded by County 2000 - 2017

| County | 2017 Tier | Amount Awarded 2000 - 2017 | Amount Awarded Per Capita |
|-----------------------|-----------|----------------------------|---------------------------|
| Alamance | 2 | \$3,917,162.00 | \$24.63 |
| Alexander | 2 | \$3,075,282.00 | \$82.95 |
| Alleghany | 1 | \$2,757,573.00 | \$246.17 |
| Anson | 1 | \$3,299,750.00 | \$139.89 |
| Ashe | 1 | \$1,862,850.00 | \$68.13 |
| Avery | 2 | \$950,000.00 | \$58.09 |
| Beaufort | 1 | \$6,142,948.00 | \$129.03 |
| Bertie | 1 | \$2,638,511.00 | \$139.11 |
| Bladen | 1 | \$5,345,761.00 | \$154.20 |
| Brunswick | 3 | \$843,673.00 | \$6.60 |
| Buncombe | 3 | \$6,281,876.00 | \$24.40 |
| Burke | 2 | \$3,366,119.00 | \$37.77 |
| Cabarrus | 3 | \$970,667.00 | \$4.84 |
| Caldwell | 1 | \$2,789,099.00 | \$33.80 |
| Camden | 1 | \$2,239,100.00 | \$217.66 |
| Carteret | 3 | \$1,617,724.00 | \$23.25 |
| Caswell | 1 | \$3,231,244.82 | \$143.03 |
| Catawba | 2 | \$3,780,662.00 | \$24.20 |
| Chatham | 3 | \$5,711,110.00 | \$77.96 |
| Cherokee | 1 | \$4,325,666.00 | \$151.29 |
| Chowan | 1 | \$1,510,848.00 | \$104.85 |
| Clay | 1 | \$2,293,397.00 | \$202.60 |
| Cleveland | 2 | \$10,842,118.00 | \$110.36 |
| Columbus | 1 | \$3,865,839.00 | \$70.61 |
| Craven | 2 | \$5,332,289.00 | \$51.78 |
| Cumberland | 2 | \$2,257,870.00 | \$6.85 |
| Currituck | 2 | \$0.00 | \$0.00 |
| Dare | 2 | \$307,447.00 | \$8.45 |
| Davidson | 2 | \$3,392,995.00 | \$20.45 |
| Davie | 2 | \$5,055,362.54 | \$119.76 |
| Duplin | 2 | \$5,309,022.00 | \$89.08 |
| Durham ^{1,2} | 3 | \$6,590,174.00 | \$22.06 |
| Edgecombe | 1 | \$24,976,552.00 | \$467.10 |
| Forsyth | 3 | \$10,341,465.00 | \$28.03 |
| Franklin | 2 | \$227,735.64 | \$3.51 |

| County | 2017 Tier | Amount Awarded 2000 - 2017 | Amount Awarded Per Capita |
|-----------------------|-----------|----------------------------|---------------------------|
| Gaston | 2 | \$1,815,154.00 | \$8.43 |
| Gates | 1 | \$1,040,424.00 | \$87.50 |
| Graham | 1 | \$2,629,988.83 | \$297.68 |
| Granville | 2 | \$1,230,333.00 | \$21.76 |
| Greene | 1 | \$4,046,818.00 | \$212.52 |
| Guilford ² | 2 | \$15,098,907.00 | \$29.02 |
| Halifax | 1 | \$4,185,560.00 | \$81.74 |
| Harnett | 2 | \$2,984,684.00 | \$23.35 |
| Haywood | 3 | \$3,666,580.00 | \$59.36 |
| Henderson | 3 | \$4,516,903.00 | \$39.49 |
| Hertford | 1 | \$1,900,395.00 | \$83.01 |
| Hoke | 2 | \$2,751,015.00 | \$53.16 |
| Hyde | 1 | \$2,538,126.00 | \$510.38 |
| Iredell | 3 | \$1,651,247.00 | \$9.52 |
| Jackson | 1 | \$4,419,217.00 | \$103.80 |
| Johnston | 3 | \$7,462,162.00 | \$39.52 |
| Jones | 1 | \$4,133,920.00 | \$399.26 |
| Lee | 2 | \$6,309,947.00 | \$107.04 |
| Lenoir ³ | 2 | \$10,667,529.00 | \$185.38 |
| Lincoln | 3 | \$200,000.00 | \$2.44 |
| Macon | 1 | \$550,000.00 | \$15.69 |
| Madison | 2 | \$2,401,171.00 | \$109.25 |
| Martin | 1 | \$4,695,279.00 | \$198.90 |
| McDowell | 1 | \$2,920,232.00 | \$64.82 |
| Mecklenburg | 3 | \$93,907.00 | \$0.09 |
| Mitchell | 1 | \$3,081,107.00 | \$201.83 |
| Montgomery | 1 | \$6,725,330.00 | \$247.40 |
| Moore | 3 | \$1,080,000.00 | \$11.24 |
| Nash | 2 | \$5,699,127.00 | \$60.78 |
| New Hanover | 3 | \$952,146.00 | \$4.27 |
| Northampton | 1 | \$3,164,645.00 | \$155.38 |
| Onslow | 2 | \$1,443,975.00 | \$7.45 |
| Orange ^{1,2} | 3 | \$1,693,209.00 | \$12.04 |
| Pamlico | 2 | \$1,318,900.00 | \$103.20 |
| Pasquotank | 1 | \$7,034,123.00 | \$178.18 |
| Pender | 3 | \$926,000.00 | \$15.77 |
| Perquimans | 2 | \$1,820,442.00 | \$134.24 |

| County | 2017 Tier | Amount Awarded 2000 - 2017 | Amount Awarded Per Capita |
|---------------------|-----------|----------------------------|---------------------------|
| Person | 1 | \$1,331,245.00 | \$33.51 |
| Pitt | 2 | \$23,494,292.00 | \$133.58 |
| Polk | 2 | \$1,000,000.00 | \$47.55 |
| Randolph | 2 | \$2,432,369.64 | \$16.95 |
| Richmond | 1 | \$4,140,634.00 | \$93.66 |
| Robeson | 1 | \$9,778,206.00 | \$74.15 |
| Rockingham | 2 | \$5,731,233.00 | \$62.37 |
| Rowan | 2 | \$1,937,823.00 | \$13.84 |
| Rutherford | 2 | \$6,414,162.00 | \$95.06 |
| Sampson | 2 | \$3,117,422.00 | \$49.45 |
| Scotland | 1 | \$6,056,850.00 | \$177.57 |
| Stanly | 2 | \$2,439,998.00 | \$40.06 |
| Stokes | 2 | \$4,000,000.00 | \$85.56 |
| Surry | 2 | \$8,086,678.00 | \$111.02 |
| Swain | 1 | \$4,308,095.00 | \$290.07 |
| Transylvania | 2 | \$1,820,000.00 | \$53.31 |
| Tyrrell | 1 | \$3,212,403.00 | \$876.51 |
| Union | 3 | \$807,102.00 | \$3.60 |
| Vance | 1 | \$5,237,045.00 | \$116.52 |
| Wake ^{1,2} | 3 | \$2,432,123.00 | \$2.38 |
| Warren | 1 | \$1,944,623.00 | \$99.82 |
| Washington | 1 | \$3,340,224.00 | \$268.83 |
| Watauga | 3 | \$2,665,722.00 | \$48.47 |
| Wayne | 2 | \$5,495,097.00 | \$44.31 |
| Wilkes | 2 | \$5,845,654.00 | \$83.79 |
| Wilson | 2 | \$6,808,480.00 | \$83.28 |
| Yadkin | 1 | \$2,208,122.00 | \$58.53 |
| Yancey | 1 | \$3,057,948.00 | \$168.56 |

Grants to entities based in Durham, Orange or Wake to support projects throughout the state are not reflected.
 Grants to entities based in Durham, Guilford, Wake and Orange for administration of the Golden LEAF Scholarships and Golden LEAF Scholars Leadership Program are not reflected.

^{3.} Lenoir County does not include \$99,370,109 grant awarded to the N.C. Global TransPark Authority for Project "Marco Polo" involving Spirit AeroSystems.

^{4.} Grants to entities based outside of North Carolina with statewide benefit are not reflected.

The Golden L.E.A.F., Inc. Statement of Net Position December 31, 2017

| Assets | | |
|---|----|---------------|
| Cash and cash equivalents | \$ | 1,275,018 |
| Investments | | 1,112,983,175 |
| Sales tax refund and other receivables | | - |
| Notes receivable | | 226,621 |
| Prepaid items | | 63,544 |
| Fixed assets: | | |
| Land | | 900,256 |
| Land improvements | | 3,650 |
| Buildings | | 3,291,322 |
| Equipment | | 106,439 |
| Furniture and fixtures | | 124,151 |
| | | 4,425,818 |
| Accumulated depreciation | | (1,018,436) |
| · | | 3,407,382 |
| Total assets | \$ | 1,117,955,740 |
| | | |
| Liabilities | | |
| Accounts payable and accrued liabilities: | | |
| Accounts payable | \$ | 32,025 |
| Accrued liabilities | • | 49,509 |
| Grants payable | | 211,446,925 |
| Total liabilities | | 211,528,459 |
| Total habilities | | 211,020,100 |
| Net position | | |
| Invested in capital assets, net of related debt | | 3,407,382 |
| Restricted for broadband projects | | 774,011 |
| Restricted for disaster recovery projects | | 3,382,067 |
| Unrestricted | | 898,863,820 |
| | | 906,427,280 |
| Total liabilities and net position | \$ | 1,117,955,740 |

The Golden L.E.A.F., Inc. Statement of Activities For the Six Months Ended December 31, 2017

| Revenues: | |
|------------------------------------|-------------------|
| State general fund appropriation | \$ 30,000,000 |
| Investment income | 61,065,617 |
| Grant revenue | 26,040 |
| Other income | 1,150 |
| Total revenues | 91,092,807 |
| Expenses: | |
| Grant distributions | 54,158,745 |
| Administrative costs | 1,246,715 |
| Depreciation expense | 50,707 |
| Loss on sale of fixed assets | 914 |
| Unrelated business income tax | 4,702 |
| Total expenses | 55,461,783 |
| | _ |
| Excess of revenues over expenses | 35,631,024 |
| Net assets, at beginning of period | 870,796,256 |
| Net assets, at end of period | \$ 906,427,280 |

The Golden L.E.A.F., Inc. Preliminary Administrative Budget FY2018

Operating Budget

| Board of Director Expenses | |
|-------------------------------------|-----------|
| Bd of Directors Expenses | \$ 12,250 |
| Bd of Directors Per Diem | 13,520 |
| Board Meetings | 42,000 |
| Total Board of Director Expenses | 67,770 |
| Depreciation Expense | 104,280 |
| Insurance | |
| Property | 5,852 |
| Directors & Officer's Liability | 16,863 |
| Workers Comp Insurance | 3,017 |
| Total Insurance | 25,732 |
| Miscellaneous and Bank Charges | 780 |
| Occupancy Expenses | |
| Rent - Office | 5,000 |
| Maintenance | 39,644 |
| Utilities | 40,600 |
| Total Occupancy Expenses | 85,244 |
| Office Operations Expenses | |
| Equipment Rental | 844 |
| Office Supplies | 16,500 |
| Postage and Freight | 3,000 |
| Total Office Operations Expenses | 20,344 |
| Personnel Expenses | |
| Employee Insurance & Benefits | |
| Dental Insurance | 14,234 |
| Disability Insurance | 10,641 |
| Life Insurance | 7,044 |
| Medical Insurance | 216,615 |
| Retirement | 152,145 |
| Total Employee Insurance & Benefits | 400,679 |
| Salaries | 1,521,454 |
| Salary Reserve | 85,000 |
| Staff Development | 7,500 |
| Taxes-Payroll | 108,687 |
| Travel & Meetings | 41,500 |
| Total Personnel Expenses | 2,164,820 |

The Golden L.E.A.F., Inc. Preliminary Administrative Budget FY2018

| Operating Budget | |
|-------------------------------|-------------------------|
| Professional Fees | |
| Audit & Tax Return | 65,000 |
| Technical Consulting | 10,000 |
| Communication Expense | 60,000 |
| Dues & Memberships | 7,850 |
| Legal Fees | |
| General Representation | 125,000 |
| Special Matters | 25,000 |
| Total Legal Fees | 150,000 |
| Payroll Services | 3,068 |
| Total Professional Fees | 295,918 |
| Technology | |
| Installation | 2,000 |
| Software | 29,568 |
| Maintenance | 32,702 |
| Telephone-Long Distance/Local | 18,000 |
| Total Technology | 82,270 |
| Total Expenditures | \$ 2,847,158 |
| rotal Expenditures | \$ 2,047,130 |
| | |
| Capital Budget | |
| Buildings | \$ 5,000 |
| Furniture | 6,200 |
| Computers and equipment | 19,400 |
| | \$ 30,600 |
| | |

Financial Statements and Other Report Years Ended June 30, 2017 and 2016



Financial Statements and Other Report Years Ended June 30, 2017 and 2016

Contents

| Independent Auditor's Report | 3-4 |
|--|-------|
| Management's Discussion and Analysis (Unaudited) | 5-10 |
| Financial Statements | |
| Statements of Net Position and Governmental Fund Balance Sheets | 12-13 |
| Statements of Activities and Governmental Fund Revenues, Expenditures, and Changes in Fund Balance | 14-15 |
| Notes to Financial Statements | 16-28 |
| Other Report | |
| Independent Auditor's Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of the Financial Statements Performed in Accordance with Government Auditing Standards | 30-31 |



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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. Rocky Mount, North Carolina

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, 2017 and 2016, 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 audits. We conducted our audits 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, 2017 and 2016, 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, 2017 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.

September 29, 2017

BPO WA, LLP

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, 2017, with comparative information for the fiscal year ended June 30, 2016. 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 increased by \$122.5 million during 2017 from \$919.9 million at June 30, 2016 to \$1,042.4 million at June 30, 2017.
- The Foundation ended 2017 with investments and cash and cash equivalents totaling \$1,038.6 million, an increase of \$122.4 million from June 30, 2016.
- The total liabilities of the Foundation increased by \$103.7 million during 2017 from \$68.0 million at June 30, 2016 to \$171.7 million at June 30, 2017. Almost all of this increase was in grants payable which increased from \$67.8 million at June 30, 2016 to \$171.5 million at June 30, 2017.
- 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 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 each of the fiscal years 2017 and 2016.
- The Foundation's investment portfolio generated income of \$116.7 million in 2017 compared to a net loss of \$4.2 million in 2016. The Foundation's investment assets returned 13.1% compared to (0.4%) in 2016. The increase in investment earnings reflects broader market performance and the Foundation's asset allocation. The S&P 500 Index (domestic equities) returned 17.9% in fiscal year 2017 compared with 4.0% in fiscal year 2016. The MSCI EAFE Index (international equities) returned 20.3% in fiscal year 2017 versus a return of (10.2%) in fiscal year 2016. Barclays Aggregate Index (fixed income) returned (0.3%) in fiscal year 2017 compared with 6.0% in fiscal year 2016 and the HFRI Index (hedge funds) returned 8.0% in fiscal year 2017 versus (2.0%) in fiscal year 2016.

Management's Discussion and Analysis (Unaudited)

• The Foundation awarded grants of \$133.6 million in 2017, a nearly threefold increase from 2016 levels. In addition to \$13.5 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 initiatives:

<u>Plant Sciences Initiative - \$45.0 million</u>: Golden LEAF awarded grants to assist in the construction of North Carolina State University's Plant Sciences Initiative facility, which is designed to increase the quality and quantity of cutting-edge research to benefit North Carolina's diverse agricultural communities. Golden LEAF joined agriculture commodity groups and private donors and leveraged state support from the NC Connect Bond act to enable this bold vision.

<u>Disaster Recovery Initiative - \$26.5 million</u>: As a result of Hurricane Matthew, wildfires in western North Carolina, or Tropical Storms Julia and Hermine, more than 30,000 businesses suffered physical or economic damage affecting more than 400,000 employees. The Disaster Recovery Act of 2016 allocated \$25 million of state-appropriated funds to Golden LEAF to administer grant programs to fund local government infrastructure and small business loans to help local economies recover as quickly as possible. As of June 30, 2017, \$24,463,018 of the total had been awarded in grants, \$500,000 had been designated by the Foundation's board for a future grant, and \$36,982 remained available for future disaster recovery grants. The Foundation also awarded \$2.0 million in grants from its own funds to eligible entities to make bridge loans to small businesses expected to receive future Small Business Administration loan capital.

Major Site Development Initiative - \$25.0 million: The Major Site Development Initiative was developed to help ready large sites to attract major employers to rural, tobacco dependent, and economically distressed areas of North Carolina. To be as competitive as possible, those sites must be served by public infrastructure, such as water and sewer, to reduce the time it will take for an employer to complete site development and begin operations. The Foundation awarded five grants to fund construction or improvement of public infrastructure that serves publicly owned or publicly controlled industrial sites that have the potential to attract employers that can create a large number of jobs and have a significant positive effect on the local, regional, and state economy.

Community Based Grantsmaking Initiative - \$22.2 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 eligible entities located in all counties within a designated region have an opportunity to apply to participate. The \$17.3 million awarded in 2016 was to support projects in the Southeast and Western Prosperity Zones. The \$22.2 million awarded in 2017 was to support projects in the Southwest and Piedmont Triad Prosperity Zones.

Management's Discussion and Analysis (Unaudited)

<u>Broadband Initiative - \$1.4 million</u>: The Foundation awarded a grant to MCNC to expand the Golden LEAF Rural Broadband Initiative by extending middle-mile fiber from Guilford into Randolph, Montgomery, and Richmond counties.

The Foundation made grant payments of \$28.0 million in 2017 compared to \$30.7 million in fiscal year 2016.

Administrative costs were \$2.6 million in 2017, an increase of approximately \$117,000 from 2016. Administrative costs represented 1.9% of grantsmaking in 2017.

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, 2017 and 2016. 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, 2017 and 2016. The Notes to Financial Statements contain additional information that is essential to a full understanding of the data in the financial statements.

Statements of Net Position and Governmental Fund Balance Sheets

Condensed Statements of Net Position and Governmental Fund Balance Sheets:

| June 30, | 2017 | 2016 | 2015 |
|-------------------------------------|------------------|-------------------|-------------------|
| Assets | | | |
| Current assets | \$ 1,038,999,385 | \$ 916,425,827 | \$ 941,156,934 |
| Capital assets—nondepreciable | 903,906 | 903,906 | 903,906 |
| Capital assets—depreciable, net | 2,544,002 | 2,608,620 | 2,679,726 |
| Total Assets | \$ 1,042,447,293 | \$ 919,938,353 | \$ 944,740,566 |
| Total Liabilities | \$ 171,651,037 | \$ 67,996,660 | \$ 69,494,824 |
| Fund Balance/Net Position | | | |
| Net investment in capital assets | 3,447,908 | 3,512,526 | 3,583,632 |
| Restricted for broadband projects | 747,971 | 1,726,018 | 513,851 |
| Unassigned/unrestricted | 866,600,377 | 846,703,149 | 871,148,259 |
| Total Fund Balance/Net Position | 870,796,256 | 851,941,693 | 875,245,742 |
| Total Liabilities and Fund Balance/ | | | |
| Net Position | \$ 1,042,447,293 | \$ 919,938,353 | \$ 944,740,566 |

Management's Discussion and Analysis (Unaudited)

2017

Total assets at June 30, 2017 were \$1,042.4 million, an increase of approximately \$122.5 million from June 30, 2016. 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, 2017 was \$1,038.6 million, compared to \$916.2 million at June 30, 2016. This increase resulted primarily from investment income exceeding payments for grants and other expenditures. Net capital assets were \$3.4 million at June 30, 2017, a decline of \$65,000 from 2016 primarily due to depreciation. The liabilities of the Foundation are comprised primarily of grants payable. Grants payable totaled \$171.7 million at June 30, 2017, compared to \$68.0 million at June 30, 2016. Current year grant awards of \$133.6 million outpaced payment of current and prior year grant awards of \$28.0 million. The Foundation also rescinded \$1.9 million in grant awards in 2017.

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.

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.

Management's Discussion and Analysis (Unaudited)

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:

| Years ended June 30, | 2017 | 2016 | 2015 |
|--|-------------------|----------------------|--------------|
| Total Revenues | \$ 152,074,107 | \$ 7,007,589 \$ | 21,682,569 |
| Total Expenditures/Expenses | 133,219,544 | 30,311,638 | 31,912,395 |
| Change in Fund Balance/Net Position | 18,854,563 | (23,304,049) | (10,229,826) |
| Fund Balance/Net Position, beginning of year | 851,941,693 | 875,245,742 | 885,475,568 |
| Fund Balance/Net Position, end of year | \$ 870,796,256 | \$ 851,941,693 \$ | 875,245,742 |

These statements show the revenues and the expenses of the Foundation for the years ended June 30, 2017, 2016 and 2015, and the corresponding effect on fund balance/net position.

2017

Total revenues were \$152.1 million in 2017 and \$7.0 million in 2016. In 2017, the primary source of revenue was investment income. The Foundation had investment income of \$116.7 million in 2017 compared to a net loss of \$4.2 million in 2016. In 2017, the Foundation received an allocation of \$25 million of state appropriated funds to administer grant programs to fund local government infrastructure and small business loans for communities recovering from hurricanes, tropical storms and wildfires. The Foundation received no disaster recovery funds in 2016. The Foundation received \$10.0 million of proceeds from tobacco settlement funds in 2017 and 2016. Grant revenue to support rural broadband projects was approximately \$390,000 in 2017 compared to \$1.2 million in 2016.

Total expenditures/expenses were \$133.2 million in 2017 and \$30.3 million in 2016. The largest expense of the Foundation in 2017 and 2016 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 \$133.6 million during 2017 and \$34.2 million in 2016. Administrative costs were \$2.6 million in 2017, an increase of approximately \$117,000 from 2016 primarily as the result of expenses to repair damage caused by Hurricane Matthew along with increased personnel costs and professional fees. Depreciation expense was approximately \$100,000 in 2017 and approximately \$98,000 in 2016.

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.

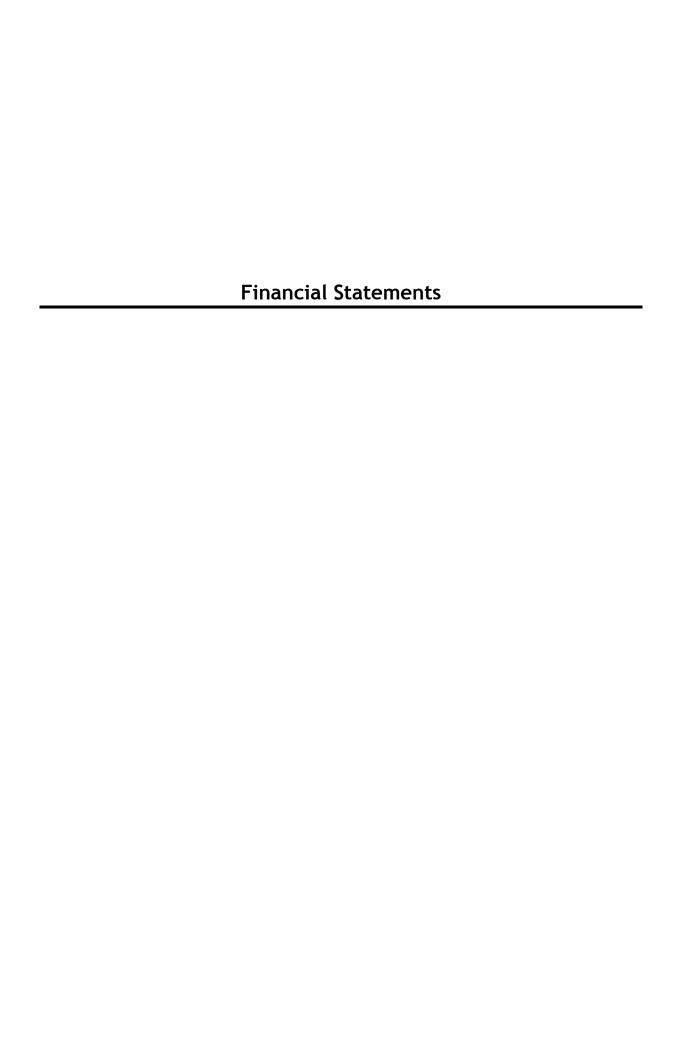
Total expenditures/expenses were \$30.3 million in 2016 and \$31.9 million in 2015. The largest expense of the Foundation in 2016 and 2015 was grant disbursements. Grant disbursements represent grants awarded net of grants rescinded and grant funds returned. Grants were awarded (excluding grants rescinded 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.

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.



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

Statement of Net Position and Governmental Fund Balance Sheet

| June 30, 2017 | | General Fund | | Reclassifications and Eliminations (Note 6) | | Statement of Net Position | |
|---|----|-----------------|----|--|----|------------------------------|--|
| Assets | | | | | | | |
| Cash and cash equivalents | \$ | 1,286,773 | \$ | - | \$ | 1,286,773 | |
| Sales tax refund and other receivables | | 94,418 | | - | | 94,418 | |
| Note receivable | | 228,640 | | - | | 228,640 | |
| Prepaid items | | 108,114 | | - | | 108,114 | |
| Investments | | 1,037,281,440 | | - | | 1,037,281,440 | |
| Capital assets—nondepreciable | | - | | 903,906 | | 903,906 | |
| Capital assets—depreciable, net | | - | | 2,544,002 | | 2,544,002 | |
| Total Assets | \$ | 1,038,999,385 | \$ | 3,447,908 | \$ | 1,042,447,293 | |
| Liabilities | | | | | | | |
| Accounts payable | \$ | 91,542 | \$ | - | \$ | 91,542 | |
| Accrued liabilities | | 85,438 | | - | | 85,438 | |
| Grants payable | | 171,474,057 | | - | | 171,474,057 | |
| Total Liabilities | | 171,651,037 | | - | | 171,651,037 | |
| Fund Balance/Net Position | | | | | | | |
| Nonspendable prepaid items | | 108,114 | | (108,114) | | - | |
| Net investment in capital assets | | - | | 3,447,908 | | 3,447,908 | |
| Restricted for broadband projects | | 747,971 | | - | | 747,971 | |
| Restricted for disaster recovery projects | | 536,982 | | - | | 536,982 | |
| Unassigned/unrestricted | | 865,955,281 | | 108,114 | | 866,063,395 | |
| Total Fund Balance/Net Position | | 867,348,348 | | 3,447,908 | | 870,796,256 | |
| Total Liabilities and Fund Balance/ Net Position | \$ | 1,038,999,385 | \$ | 3,447,908 | \$ | 1,042,447,293 | |

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

| June 30, 2016 | | General Fund | 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 Activities and Governmental Fund Revenues, Expenditures, and Changes in Fund Balance

| Year ended June 30, 2017 | General Fund | | | eclassifications and Eliminations (Note 6) | S | Statement of Activities | | |
|--|-----------------|-------------|----|---|----|----------------------------|--|--|
| Personnes | | | | | | | | |
| Revenues State general fund appropriation | Ś | 25,000,000 | ¢ | | \$ | 25,000,000 | | |
| State general fund appropriation Proceeds from state settlement | Ş | | \$ | - | Þ | | | |
| | | 10,000,000 | | - | | 10,000,000 | | |
| Net investment income | | 116,679,666 | | - | | 116,679,666 | | |
| Grant revenue | | 389,953 | | - | | 389,953 | | |
| Other income | | 4,488 | | - | | 4,488 | | |
| Total Revenues | | 152,074,107 | | - | | 152,074,107 | | |
| Expenditures/Expenses | | | | | | | | |
| Grant distributions | | 130,478,012 | | - | | 130,478,012 | | |
| Administrative costs | | 2,569,678 | | - | | 2,569,678 | | |
| Capital outlays | | 37,685 | | (37,685) | | - | | |
| Loss on capital assets | | - | | 2,110 | | 2,110 | | |
| Depreciation expense | | - | | 100,193 | | 100,193 | | |
| Unrelated business income tax | | 69,551 | | - | | 69,551 | | |
| Total Expenditures/Expenses | | 133,154,926 | | 64,618 | | 133,219,544 | | |
| Excess Revenues Over (Under) | | | _ | | | | | |
| Expenditures/Expenses | | 18,919,181 | | (64,618) | | 18,854,563 | | |
| Change in Fund Balance/Net Position | _ | 18,919,181 | | (64,618) | | 18,854,563 | | |
| Fund Balance/Net Position, beginning of year | | 848,429,167 | | 3,512,526 | | 851,941,693 | | |
| Fund Balance/Net Position, end of year | \$ | 867,348,348 | \$ | 3,447,908 | \$ | 870,796,256 | | |

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

| | | | Re | eclassifications | | |
|--|----|--------------|----|---------------------|----|--------------|
| | | General | | and Eliminations | S | tatement of |
| Year ended June 30, 2016 | | Fund | | (Note 6) | | 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.

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.

Measurement Focus and Basis of Accounting

The Foundation uses the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized when they become measureable and available to finance expenditures of the current period. Expenditures generally are recognized when the related liability is incurred.

However, the statement of net position and governmental fund balance and the statement of activities and governmental fund revenues, expenditures and changes in fund balance are reported using economic resources measurement focus and 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, regardless of the timing of the cash flow.

Notes to Financial Statements

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, 2017, 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 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. When both restricted and unrestricted funds are available for expenditures, the Foundation's general policy is to first expend restricted resources then to expend unrestricted resources.

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 and disaster recovery 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 securites 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

Notes to Financial Statements

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, 2017 and 2016, fair value of investments based on other than quoted market prices was \$715.7 million and \$643.0 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, 2017 and 2016. 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

Notes to Financial Statements

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.

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 following table summarizes the Foundation's investments within the fair value hierarchy at June 30, 2017 and 2016:

| | Fair Value Measurements Using | | | | | | | | |
|---------------------------------------|-------------------------------|-------------|---------------|-------------|----|----------|--------|--|--|
| June 30, 2017 | | Fair Value | Level 1 | Level 2 | | Level 3 | | | |
| Investments by fair value level: | | | | | | | | | |
| U.S. Treasuries | \$ | 58,066,061 | \$ 58,066,061 | \$ - | \$ | ; | - | | |
| Fixed income funds | | 51,873,818 | 51,074,082 | 799,736 | | | - | | |
| Domestic stocks and equity funds | | 145,920,079 | 137,870,519 | 7,996,760 | | | 52,800 | | |
| Total investments by fair value level | \$ | 255,859,958 | \$247,010,662 | \$8,796,496 | Ş | <u> </u> | 52,800 | | |
| Investments measured at net | | | | | | | | | |
| asset value ("NAV"): | | | | | | | | | |
| International equity funds | \$ | 272,697,298 | | | | | | | |
| Absolute return funds | | 248,817,696 | | | | | | | |
| Fixed income fund | | 10.231.690 | | | | | | | |

| Private equity limited partnerships | 66,653,382 |
|--|----------------|
| Real estate and other real asset funds | 117,269,109 |
| Total investments measured at NAV | 715,669,175 |
| Total investments measured at fair value | \$ 971,529,133 |
| | |

Notes to Financial Statements

| | Fair Value Measurements Using | | | | | | |
|--|-------------------------------|-------------|----------------|--------|---------|----|---------|
| June 30, 2016 | | Fair Value | Level 1 | Le | vel 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 | 4,9 | 962,777 | | - |
| Total investments by fair value level | \$ | 241,533,854 | \$ 236,571,077 | \$ 4,9 | 962,777 | \$ | - |
| Investments measured at 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 | | | | | |
| ranas | | 121,013,303 | - | | | | |
| Total investments measured at NAV | | 642,989,241 | _ | | | | |
| Total investments measured at fair value | \$ | 884,523,095 | _ | | | | |

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

| | | | Redemption | Redemption |
|---|----------------|---------------|----------------------|------------|
| | | Unfunded | Frequency (if | Notice |
| June 30, 2017 | Fair Value | Commitments | Currently Available) | Period |
| International equity funds:(A) | | | | |
| Commingled funds | \$ 242,430,662 | \$ - | Daily-monthly | 5-30 days |
| Hedge fund | 30,266,636 | - | Quarterly | 45 days |
| Absolute return funds(B) | 248,817,696 | - | Quarterly-biannually | 30-90 days |
| Fixed income fund ^(C) | 10,231,690 | - | | |
| Private equity limited partnerships(D) | 66,653,382 | 22,462,808 | | |
| Real estate and other real asset funds: (E) | | | | |
| Commingled funds | 63,571,690 | - | Monthly | 30 days |
| Limited partnerships | 53,697,419 | 35,975,780 | - | |
| Total investments measured at NAV | \$ 715,669,175 | \$ 58,438,588 | | |

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 and cash. This type also includes an investment in a fund that invests in long/short hedge funds and whose underlying funds hold approximately 66 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 33 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 1 to 21 months at June 30, 2017.
- C. The fixed income fund in this type is a fund that provided lending for an economic development project in North Carolina. This investment can never be redeemed with the fund. Instead, the nature of the investment 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 2 years.
- D. Private equity limited partnerships are comprised of 17 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.
- E. Real estate and other real assets funds include two commingled funds and 19 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 ten 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.

Notes to Financial Statements

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

- 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 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.

Notes to Financial Statements

D. Real estate and other real assets funds include two commingled funds and 18 private limited partnerships. One commingled fund invests in publicly traded REITs and is a long only strategy. One commingled fund invests in publicly traded 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.

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, 2017 and 2016.

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, 2017, the carrying amount of the Foundation's deposits was \$1,286,773 and the bank balance, excluding in-transit items, was \$2,114,879. Of the bank balance, \$673,899 was covered by Federal Depository Insurance and \$1,440,980 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, 2017, the Foundation had investments in U.S. Treasuries with an average duration of 12.43 years and fair value of \$58.6 million and investments in two fixed income security funds with an average duration of 2.61 years and fair value of \$53.9 million. The Foundation also had an investment in a money market fund with a fair value of \$65.7 million at June 30, 2017, and duration of 0.12 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, 2017, the Foundation had investments in two unrated fixed income funds with a fair value of \$53.9 million. At June 30, 2017, the Foundation had an investment in a money market fund rated AAA with a fair value of \$65.7 million.

Notes to Financial Statements

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.

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:

| June 30, | 2017 | % | 2016 | % |
|--|---------------------|--------|-------------------|--------|
| U.S. Treasuries | \$ 58,066,061 | 5.60 | \$ 69,777,296 | 7.62 |
| Fixed income funds | 62,105,508 | 5.99 | 48,835,903 | 5.34 |
| Domestic stocks and equity funds | 145,920,079 | 14.07 | 122,920,655 | 13.43 |
| International equity funds | 272,697,298 | 26.29 | 230,922,436 | 25.23 |
| Absolute return funds | 248,817,696 | 23.99 | 219,954,055 | 24.03 |
| Private equity limited partnerships | 66,653,382 | 6.42 | 71,097,365 | 7.77 |
| Real estate and other real asset funds | 117,269,109 | 11.30 | 121,015,385 | 13.22 |
| Money market funds | 65,652,307 | 6.33 | 30,659,744 | 3.35 |
| Certificates of deposit | 100,000 | 0.01 | 100,000 | 0.01 |
| Total investments | \$ 1,037,281,440 | 100.00 | \$ 915,282,839 | 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:

| Year ended June 30, | 2017 | 2016 |
|-------------------------------|-------------------|-------------------|
| | | |
| Dividends and interest | \$ 9,324,377 | \$ 8,964,605 |
| Net realized gains | 42,528,169 | 11,101,404 |
| Net unrealized gains (losses) | 67,460,693 | (21,830,949) |
| Management fees | (2,633,573) | (2,442,970) |
| Net investment income (loss) | \$ 116,679,666 | \$ (4,207,910) |

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.

Notes to Financial Statements

4. Capital Assets

A summary of the activity related to the capital assets for the years ended June 30, 2017 and 2016 is as follows:

| | | Balance | | | | Balance |
|---------------------------------------|-----|------------|----------------|---------------|-----|-------------|
| | Jun | e 30, 2016 | Additions | Disposals | Jur | ne 30, 2017 |
| 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 | 25,363 | (2,110) | | 3,291,322 |
| Equipment | | 109,653 | 9,193 | (1,211) | | 117,635 |
| Furniture and fixtures | | 121,543 | 3,129 | (521) | | 124,151 |
| Total capital assets-depreciable | | 3,499,265 | 37,685 | (3,842) | | 3,533,108 |
| Less accumulated depreciation for: | | | | | | |
| Buildings | | (712,648) | (85,048) | - | | (797,696) |
| Equipment | | (63,585) | (13,766) | 1,211 | | (76,140) |
| Furniture and fixtures | | (114,412) | (1,379) | 521 | | (115,270) |
| Total accumulated depreciation | | (890,645) | (100,193) | 1,732 | | (989,106) |
| Total capital assets-depreciable, net | | 2,608,620 | (62,508) | (2,110) | | 2,544,002 |
| Total capital assets, net | \$ | 3,512,526 | \$ (62,508) | \$ (2,110) | \$ | 3,447,908 |

Notes to Financial Statements

| | | Balance | | | | | Balance | |
|---------------------------------------|---------------|-----------|----|-----------|---------------|---------------|-----------|--|
| | June 30, 2015 | | | Additions | Disposals | 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 | |

5. Tobacco Settlement and State Appropriations

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 \$1.13 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 calculated as a percentage, any changes in the base payments may affect the amount received by the Foundation.

Notes to Financial Statements

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 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 years 2017 and 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.

In December 2016, the North Carolina General Assembly enacted "The Disaster Recovery Act of 2016" to appropriate funds intended to assist areas in recovering from damage caused by Hurricane Matthew, the western North Carolina wildfires, and Tropical Storms Julia and Hermine. Of the total appropriation, \$20 million was allocated to the Foundation to provide grants for local government infrastructure, and \$5 million was allocated to the Foundation to provide grants to eligible entities capable of making loans to small businesses affected by the disasters. As of June 30, 2017, the Foundation had awarded grants totaling \$24.4 million from these funds.

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, 2017 and 2016.

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.

Notes to Financial Statements

The Foundation contributed approximately \$142,000 and \$139,000 to the plan during the years ended June 30, 2017 and 2016, respectively. Participants contributed approximately \$89,000 and \$75,000 to the plan during the years ended June 30, 2017 and 2016, 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.

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, 2017 and 2016.

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, 2017 through September 29, 2017. During this period, no material recognizable subsequent events were identified.

Other Report



Tel: 919-754-9370 Fax: 919-754-9369

www.bdo.com

421 Fayetteville Street Suite 300 Raleigh, NC 27601

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.
Rocky Mount, North Carolina

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, 2017, 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, 2017.

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.

September 29, 2017

BPO WA, LLP

PUBLIC INSPECTION COPY

Return of Organization Exempt From Income Tax

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

OMB No. 1545-0047

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.

| A F | or th | e 201 | 6 cale | ndar year, or ta | x year begi | inning | 07 | /01, 201 6 | i, and en | ding | | 06 | 5/30, 20 ₁₇ | | | |
|---------------------------|---------------------|----------------------|---------------------|--|-------------------------------------|---------------------------------------|---|--------------------------------|-----------------------------|----------------------------|------------------------------------|----------------|-------------------------------|-------------------|--|--|
| R - | barata ir | -81 | | ne of organization | | | | | | | D Employer id | entifi | cation number | | | |
| CI CI | heck if ap | | TH | E GOLDEN L. | E.A.F., | INC | | | | |] | | | | | |
| | Addre | | | ig Business As | | | | | | | 52-2204 | | | | | |
| | Name | change | l | nber and street (or F | | | to street addre | ss) | Room/sui | te | E Telephone n | | | | | |
| | Initial | return | | 1 N. WINSTE | | | | | | | (252) 44 | (252) 442-7474 | | | | |
| | Term | | | or town, state or pre | - | | eign postal cod | le | | | | | | | | |
| | Amer | 1 | | CKY MOUNT, | | | | | | | G Gross receip | | 363,465 | | | |
| | Applio pendi | | | ne and address of pr | • | DANIE | EL J. GE | RLACH | | | H(a) Is this a gro subordinates | | ırn for Yes | X No | | |
| | | | | ME AS C ABC | | | | | | | H(b) Are all suboro | | | No | | |
| | | empt st | | X 501(c)(3) | 501(c) (|) 《 (in | sert no.) | 4947(a)(1) | or | 527 | If "No," atta | ch a lis | st. (see instructions) | | | |
| _ | | | | GOLDENLEAF | ORG | ı | П. | | | | H(c) Group exem | | | | | |
| | | | | X Corporation | Trust | Association | Other | <u> </u> | L Ye | ar of forma | tion: 1999 M | State | of legal domicile: | NC | | |
| Pá | art I | | mmar | | | | | | 3.D. T. T. | T TT1 | | | | | | |
| | 1 | Briefly | / descr | ibe the organization | on's mission | or most signif | ficant activitie | SEE P | ART II | 1, LIN | NE T | | | | | |
| nce | | | | | | | | | | | | | | | | |
| rna | _ | | | | | | | | | | | | | | | |
| Governance | | | | ox ▶ if the | • | | • | | | | | 1 1 | ı | 1 5 | | |
| | l _ | | | oting members of | | | | | | | | 3 | | 15. | | |
| es | 4 | | | ndependent voting | | | | | | | | 4 | | 17. | | |
| Ξ | | | | r of individuals en | | | | | | | | 5 6 | | 0. | | |
| Activities & | 6 | | | r of volunteers (es | | | | | | | | | 223 | 3,927. | | |
| - | | | | ted business reven | | | | | | | | 7a 7b | 223 | 0,727 | | |
| | D | ivet ui | ireiale | d business taxable | e income non | 1 FOIIII 990-1 | , IIIIE 34 | | | | Prior Year | 7.0 | Current Y | | | |
| | 8 | Contri | hution | s and grants (Part | \/ line 1h\ | | | | | _ | 11,212,16 | 57. | 35,389 | | | |
| ıπ | | Drogr | am car | vice revenue (Part | \/III line 2a\ | | | COF | Y FOR | | | 0. | 00,000 | 0 | | |
| Revenue | 10 | Invest | ment i | vice revenue (Part ncome (Part VIII, | column (Δ) lir | nes 3 4 and | 7d) | PUBLIC I | NSPECTIC | DN M | 20,066,00 | - | 51,852 | 546 | | |
| æ | 11 | | | ue (Part VIII, colur | | | | | | _ | 3,332. | | | , 488. | | |
| | | | | e - add lines 8 thr | | | | | | | 31,281,50 | | 87,246 | | | |
| | 13 | | | similar amounts pa | | | | | | | 34,160,73 | | 133,579 | | | |
| | 14 | | | d to or for member | | | | | | | | 0. | - | 0 | | |
| s | 15 | | | er compensation, | | | | | | | 1,943,29 | 99. | 1,977 | 7,899. | | |
| Expenses | 16a | | | fundraising fees (| | | | | | | | 0. | | 0 | | |
| xpe | | | | ising expenses (Pa | | | | (|). | | | | | | | |
| Ш | 17 | Other | expen | ses (Part IX, colun | nn (A), lines 1 | 1a-11d, 11f-2 | | | | | 3,000,64 | | 3,332 | 2,588. | | |
| | 18 | Total | expens | ses. Add lines 13- | 17 (must equa | al Part IX, col | umn (A), line | 25) | | | 39,104,67 | | 138,890 | ,436. | | |
| | 19 | Rever | nue les | s expenses. Subtr | act line 18 fro | m line 12 | | | | | -7,823,17 | 71. | -51 , 643 | ,449. | | |
| s or | | | | | | | | | | | nning of Current | | End of Yea | | | |
| Net Assets Fund Baland | 20 | | | (Part X, line 16) | | | | | | | | | 1,038,999 | | | |
| ם | 21 | Total | liabilitie | es (Part X, line 26) | | | | | | | 67,996,66 | _ | 171,651 | | | |
| | | | | r fund balances. S | Subtract line 2 | 1 from line 2 | 0 | | | 8 | 848,429,16 | 57. | 867,348 | ,348. | | |
| | rt II | | | re Block | | | | | | | | | | | | |
| Und | der pei e, corre | nalties o ct, and | of perjui comple | ry, I declare that I hat te. Declaration of pre | ave examined t eparer (other tha | his return, incl an officer) is ba | luding accom _l ised on all info | canying sched rmation of wh | lules and st ich prepare | atements, a r has any k | and to the best of nowledge. | f my | knowledge and be | elief, it is | | |
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| Mav | the I | | | his return with the | | | | | | | 1 Hone Ho. | | X Ves | No | | |

Form 990 (2016) Page 2 **Statement of Program Service Accomplishments** Part III Check if Schedule O contains a response or note to any line in this Part III 1 Briefly describe the organization's mission: GOLDEN LEAF'S MISSION IS TO INCREASE ECONOMIC OPPORTUNITY IN NORTH CAROLINA'S RURAL AND TOBACCO-DEPENDENT COMMUNITIES THROUGH LEADERSHIP IN GRANTSMAKING, COLLABORATION, INNOVATION, AND STEWARDSHIP AS AN INDEPENDENT AND PERPETUAL FOUNDATION. 2 Did the organization undertake any significant program services during the year which were not listed on the 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?.... If "Yes," describe these changes on Schedule O. 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 \$ 135,028,617. including grants of \$ 133,579,949.) (Revenue \$ ATTACHMENT 1 4b (Code:) (Expenses \$ including grants of \$) (Revenue \$ including grants of \$) (Revenue \$ **4c** (Code: **4d** Other program services (Describe in Schedule O.)) (Revenue \$ (Expenses \$ including grants of \$ **4e** Total program service expenses ► 135,028,617.

JSA 6E1020 1.000 Form 990 (2016)

Page 3

| 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)? If "Yes," | | | |
| | complete Schedule A | 1 | Х | |
| 2 | Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? | 2 | Х | |
| 3 | Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to | | | |
| | candidates for public office? If "Yes," complete Schedule C, Part I | 3 | | Х |
| 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? If "Yes," complete Schedule C, Part II | 4 | 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? If "Yes," complete Schedule C, | | | |
| | Part III | 5 | | Х |
| 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? If | | | |
| | "Yes," complete Schedule D, Part I. | 6 | | Х |
| 7 | Did the organization receive or hold a conservation easement, including easements to preserve open space, | | | |
| | the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II | 7 | | Х |
| 8 | Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," | | | |
| | complete Schedule D, Part III | 8 | | Х |
| 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? If "Yes," complete Schedule D, Part IV | 9 | | Х |
| 10 | Did the organization, directly or through a related organization, hold assets in temporarily restricted | | | |
| | endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V | 10 | | Х |
| 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. | | | |
| а | Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," | | | |
| | complete Schedule D, Part VI | 11a | | Х |
| 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? If "Yes," complete Schedule D, Part VII | 11b | X | |
| С | 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? If "Yes," complete Schedule D, Part VIII. | 11c | | Х |
| 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? If "Yes," complete Schedule D, Part IX | 11d | | X |
| | Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X | 11e | | Х |
| f | Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses | | | l |
| | the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X | 11f | | Х |
| 12a | Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete | | 37 | |
| | Schedule D, Parts XI and XII. | 12a | X | |
| b | Was the organization included in consolidated, independent audited financial statements for the tax year? If | | | ,, |
| | "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional. | 12b | | X |
| 13 | Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E. | 13 | | X |
| | Did the organization maintain an office, employees, or agents outside of the United States? | 14a | | Х |
| 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 | | v | |
| 4- | foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV | 14b | Х | |
| 15 | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or | | | v |
| 10 | for any foreign organization? If "Yes," complete Schedule F, Parts II and IV | 15 | | X |
| 16 | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other | 1.0 | | v |
| | assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV | 16 | | X |
| 17 | Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on | | | v |
| 40 | Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions) | 17 | | X |
| 18 | Did the organization report more than \$15,000 total of fundraising event gross income and contributions on | 4.0 | | v |
| 40 | Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II | 18 | | Х |
| 19 | Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? | 10 | | X |
| | If "Yes," complete Schedule G, Part III | 19 | | Λ |

Form 990 (2016) Page 4 Part IV Checklist of Required Schedules (continued) No Yes Х 20a 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 Х domestic government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II 21 22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Х Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the 23 organization's current and former officers, directors, trustees, key employees, and highest compensated 23 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? If "Yes," answer lines 24b Х through 24d and complete Schedule K. If "No," go to line 25a.................... 24a b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?..... 24b Did the organization maintain an escrow account other than a refunding escrow at any time during the year 24c Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit 25 a Х 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? Х 25b 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 X 26 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 Х entity or family member of any of these persons? If "Yes," complete Schedule L, Part III.......... 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 current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV Х A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Х 28b An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) С Х was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV. 28c 29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M. . . . X 30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified Х 30 31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Х 31 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," 32 Х 32 33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations Х sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, 34 Х 34 X 35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)?........... 35a 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)? If "Yes," complete Schedule R, Part V, line 2 36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable Х 36 related organization? If "Yes," complete Schedule R, Part V, line 2 Did the organization conduct more than 5% of its activities through an entity that is not a related organization 37 and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Х

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.

38

| Form | 990 (2016) | | F | age 5 |
|------|---|-----|-----|--------------|
| Par | t 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 | | | |
| | | | Yes | No |
| 1a | Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable | | | |
| b | Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable | | | |
| С | Did the organization comply with backup withholding rules for reportable payments to vendors and | | | |
| | reportable gaming (gambling) winnings to prize winners? | 1c | Х | |
| 2a | Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax | | | |
| | Statements, filed for the calendar year ending with or within the year covered by this return 2a 17 | | | |
| b | If at least one is reported on line 2a, did the organization file all required federal employment tax returns? | 2b | Х | |
| | Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions) | | | |
| 3a | Did the organization have unrelated business gross income of \$1,000 or more during the year? | 3a | X | |
| | If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O | 3b | Х | - |
| 4a | At any time during the calendar year, did the organization have an interest in, or a signature or other authority | | | |
| | over, a financial account in a foreign country (such as a bank account, securities account, or other financial | | ., | |
| | account)? | 4a | Х | |
| b | If "Yes," enter the name of the foreign country: ▶ TRELAND | | | |
| | See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts | | | |
| | (FBAR). | _ | | v |
| | Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? | 5a | | X |
| | Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | 5b | | |
| | If "Yes" to line 5a or 5b, did the organization file Form 8886-T? | 5c | | |
| ба | Does the organization have annual gross receipts that are normally greater than \$100,000, and did the | 6a | | X |
| | organization solicit any contributions that were not tax deductible as charitable contributions? | Ua | | |
| D | If "Yes," did the organization include with every solicitation an express statement that such contributions or | 6b | | |
| 7 | gifts were not tax deductible? | 0.0 | | |
| 7 | Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods | | | |
| а | and services provided to the payor? | 7a | | Х |
| h | If "Yes," did the organization notify the donor of the value of the goods or services provided? | 7b | | |
| | Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was | | | |
| · | required to file Form 8282? | 7c | | Х |
| d | If "Yes," indicate the number of Forms 8282 filed during the year | | | |
| | Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | 7e | | Х |
| | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 7f | | Х |
| | If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? | 7g | | |
| • | If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? | 7h | | |
| 8 | Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the | | | |
| | sponsoring organization have excess business holdings at any time during the year? | 8 | | |
| 9 | Sponsoring organizations maintaining donor advised funds. | | | |
| а | Did the sponsoring organization make any taxable distributions under section 4966? | 9a | | |
| b | Did the sponsoring organization make a distribution to a donor, donor advisor, or related person? | 9b | | |
| 10 | Section 501(c)(7) organizations. Enter: | | | |
| а | Initiation fees and capital contributions included on Part VIII, line 12 | | | |
| b | Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities 10b | | | |
| 11 | Section 501(c)(12) organizations. Enter: | | | |
| а | Gross income from members or shareholders | | | |
| b | Gross income from other sources (Do not net amounts due or paid to other sources | | | |
| | against amounts due or received from them.) | 4.0 | | |
| | Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? | 12a | | |
| | If "Yes," enter the amount of tax-exempt interest received or accrued during the year | | | |
| 13 | Section 501(c)(29) qualified nonprofit health insurance issuers. | 120 | | |
| а | Is the organization licensed to issue qualified health plans in more than one state? | 13a | | |
| L | Note. See the instructions for additional information the organization must report on Schedule O. | | | |
| a | Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans | | | |
| _ | the organization is licensed to issue qualified health plans | | | |
| | Did the organization receive any payments for indoor tanning services during the tax year? | 14a | | Х |
| | If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O | | | |

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.

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

| Sect | ion A. Governing Body and Management | | | | |
|-------|--|---------------------|-------|------------|-------|
| | | 1 | | Yes | No |
| 1a | Enter the number of voting members of the governing body at the end of the tax year | 1a 15 | | | |
| | If there are material differences in voting rights among members of the governing body, or if the governing | | | | |
| | body delegated broad authority to an executive committee or similar committee, explain in Schedule O. | | | | |
| b | Enter the number of voting members included in line 1a, above, who are independent | 1b 15 | | | |
| 2 | Did any officer, director, trustee, or key employee have a family relationship or a business re | lationship with | | | |
| | any other officer, director, trustee, or key employee? | | 2 | | Х |
| 3 | Did the organization delegate control over management duties customarily performed by or un | nder the direct | | | |
| | supervision of officers, directors, or trustees, or key employees to a management company or other | er person? | 3 | | X |
| 4 | Did the organization make any significant changes to its governing documents since the prior Form 990 was f | led? | 4 | | X |
| 5 | Did the organization become aware during the year of a significant diversion of the organization's | assets? | 5 | | Х |
| 6 | Did the organization have members or stockholders? | | 6 | Х | |
| 7a | Did the organization have members, stockholders, or other persons who had the power to e | ect or appoint | | ., | |
| | one or more members of the governing body? | | 7a | Х | |
| b | Are any governance decisions of the organization reserved to (or subject to approval | by) members, | | 37 | |
| | stockholders, or persons other than the governing body? | | 7b | Х | |
| 8 | Did the organization contemporaneously document the meetings held or written actions und | ertaken during | | | |
| | the year by the following: | | | v | |
| а | The governing body? | | 8a | X | |
| b | Each committee with authority to act on behalf of the governing body? | | 8b | Λ | |
| 9 | Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot | | 9 | | Х |
| Socti | the organization's mailing address? If "Yes," provide the names and addresses in Schedule O on B. Policies (This Section B requests information about policies not required by the Internation about policies not policies n | | | .) | Λ |
| Jech | on b. Folicies (This Section B requests information about policies not required by the line | emamevenue | Cour | Yes | No |
| 10- | Did the executantian have lead shorters branches as affiliates? | | 10a | | Х |
| | Did the organization have local chapters, branches, or affiliates? | | - Tou | | |
| b | If "Yes," did the organization have written policies and procedures governing the activities of | - | 10b | | |
| 110 | affiliates, and branches to ensure their operations are consistent with the organization's exempt p | - | 11a | Х | |
| b | Has the organization provided a complete copy of this Form 990 to all members of its governing body before f Describe in Schedule O the process, if any, used by the organization to review this Form 990. | iing the form? | 114 | | |
| 12a | Did the organization have a written conflict of interest policy? <i>If "No," go to line 13</i> | | 12a | Х | |
| b | Were officers, directors, or trustees, and key employees required to disclose annually interests | | | | |
| D | rise to conflicts? | _ | 12b | X | |
| С | Did the organization regularly and consistently monitor and enforce compliance with the p | | | | |
| • | describe in Schedule O how this was done | - | 12c | Х | |
| 13 | Did the organization have a written whistleblower policy? | | 13 | Х | |
| 14 | Did the organization have a written document retention and destruction policy? | | 14 | Х | |
| 15 | Did the process for determining compensation of the following persons include a review ar | | | | |
| | independent persons, comparability data, and contemporaneous substantiation of the deliberation | | | | |
| а | The organization's CEO, Executive Director, or top management official | | 15a | Х | |
| b | Other officers or key employees of the organization | | 15b | | X |
| | If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions). | | | | |
| 16a | Did the organization invest in, contribute assets to, or participate in a joint venture or similar | r arrangement | | | |
| | with a taxable entity during the year? | | 16a | | Х |
| b | If "Yes," did the organization follow a written policy or procedure requiring the organization | to evaluate its | | | |
| | participation in joint venture arrangements under applicable federal tax law, and take steps to | | | | |
| | organization's exempt status with respect to such arrangements? | | 16b | | |
| Secti | on C. Disclosure | | | | |
| 17 | List the states with which a copy of this Form 990 is required to be filed ▶ | | | | |
| 18 | Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and | d 990-T (Section | 501(0 | c)(3)s | only |
| | available for public inspection. Indicate how you made these available. Check all that apply. Own website Another's website X Upon request Other (explain in Sci | nodulo (1) | | | |
| | | | | | |
| 19 | Describe in Schedule O whether (and if so, how) the organization made its governing documen | ts, conflict of int | erest | 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 BETH EDMONDSON 301 N. WINSTEAD AVE ROCKY MOUNT, NC 27804 | books and record | s: ► | | |

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

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

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 no | or any related | orga | niza | tion | CO | mpen | sate | ed any current offic | er, director, or trus | stee. |
|---|---|---------|-----------------------|---------|--------------|------------------------------|--------|---------------------------------|---------------------------|--|
| | | | | (0 | C) | | | | | |
| (A) | (B) | | | | ition | | | (D) | (E) | (F) |
| Name and Title | Average | , | | | | e than c | | Reportable | Reportable | Estimated |
| | hours per week (list any | | | | | is both tor/trust | | compensation from | compensation from related | amount of other |
| | hours for | | | | | | r · | the | organizations | compensation |
| | related organizations below dotted line) | 1 14 == | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | organization (W-2/1099-MISC) | (W-2/1099-MISC) | from the organization and related organizations |
| (1)BO BIGGS | 3.00 | | | | | | | | | |
| DIRECTOR | 0. | Х | | | | | | 1,248. | 0. | 0. |
| (2)BRITT COBB | 3.00 | | | | | | | | | |
| DIRECTOR | 0. | Х | | | | | | 1,248. | 0. | 0 . |
| (3)LAWRENCE DAVENPORT | 3.00 | | | | | | | | | |
| DIRECTOR | 0. | Х | | | | | | 1,040. | 0. | 0 . |
| (4)BARRY DODSON | 15.00 | | | | | | | | | |
| DIRECTOR-BOARD CHAIR | 0. | Х | | Х | | | | 0. | 0. | 0 . |
| (5)DON FLOW | 3.00 | | | | | | | | | |
| DIRECTOR-TREASURER | 0. | Х | | Х | | | | 0. | 0. | 0 |
| (6)JIM GARDNER | 3.00 | | | | | | | | | |
| DIRECTOR | 0. | Х | | | | | | 0. | 0. | 0 |
| (7)BILLY RAY HALL | 3.00 | | | | | | | | | |
| DIRECTOR | 0. | X | | | | | | 936. | 0. | 0 |
| (8)TOMMY HESTER | 3.00 | | | | | | | | | |
| DIRECTOR-SECRETARY | 0. | X | | Х | | | | 832. | 0. | 0 |
| (9)RANDY ISENHOWER | 3.00 | | | | | | | | | |
| DIRECTOR-VICE CHAIR | 0. | X | | Х | | | | 832. | 0. | 0 |
| (10)CAROLYN JUSTICE | 3.00 | | | | | | | | | |
| DIRECTOR | 0. | Х | | | | | | 1,040. | 0. | 0 |
| (11)JOHNATHAN RHYNE | 3.00 | | | | | | | | | |
| DIRECTOR | 0. | Х | | | | | | 0. | 0. | 0 |
| (12)LEE ROBERTS | 3.00 | | | | | | | | | |
| DIRECTOR | 0. | Х | | | | | | 0. | 0. | 0 |
| (13)DAVID ROSE | 3.00 | | | | | | | | | |
| DIRECTOR | 0. | Х | | L | L | | | 1,144. | 0. | 0 |
| (14)RUTH SAMUELSON | 3.00 | | | | | | | | | |
| DIRECTOR | 0. | Х | | | | | | 624. | 0. | 0 |

Form **990** (2016)

JSA 6E1041 1.000

Form 990 (2016) Page **8**

| (A) | (B) | y En | ipio | | 23, C) | anu r | iigi | (D) | (E) | 55 (CC | | (F) |
|---|--|--------------------------------|-----------------------|---------------|-----------------|--------------------------------|--------|--|---------------------------------|---------------|----------------------|---|
| Name and title | Average hours per week (list any | box, | unles | heck ss pe | rson | than o is both or/trusto | an | Reportable compensation from | Reportable compensation telated | from | amo | mated ount of ther |
| | hours for related organizations below dotted line) | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | the organization (W-2/1099-MISC) | organization (W-2/1099-MI | | from organ and | ensation m the nization related nizations |
| 15) THOMAS STITH DIRECTOR | 3.00 | X | | | | Ď | | 0. | | 0. | | 0 |
| 16) DAVID STOVER | 3.00 | Λ. | | | | | | 0. | | 0. | | 0 |
| DIRECTOR-ASSISTANT SECRETARY | | Х | | Х | | | | 1,040. | | 0. | | 0. |
| 17) RALPH STRAYHORN | 3.00 | Λ | | | | | | 1,040. | | | | |
| DIRECTOR | $-\frac{3.00}{0.}$ | X | | | | | | 1,040. | | 0. | | 0 |
| 18) JEROME VICK | 3.00 | | | | | | | 2,0100 | | | | |
| DIRECTOR | | Х | | | | | | 832. | | 0. | | 0. |
| 19) DAN GERLACH | 40.00 | | | | | | | | | | | |
| PRESIDENT | 0. | | | Х | | | | 195,065. | | 0. | 4 | 10,889. |
| 20) MARK SORRELLS | 40.00 | | | | | | | , , , , , , | | | | |
| SENIOR VICE PRESIDENT | | | | Х | | | | 182,851. | | 0. | 3 | 35,604. |
| 21) EDWARD LORD | 40.00 | | | | | | | , | | | | • |
| VP PROGRAMS/STAFF ATTY | - | | | Х | | | | 126,402. | | 0. | 3 | 33,643. |
| 22) BETH EDMONDSON | 30.00 | | | | | | | - | | | | - |
| CONTROLLER | 0. | | | Х | | | | 100,772. | | 0. | 2 | 26,415. |
| 23) PETER CERA (PARTIAL YEAR) | 40.00 | | | | | | | | | | | |
| VP INVESTMENTS | 0. | | | Х | | | | 58,456. | | 0. | | 7,080. |
| | | - | | | | | | | | | | |
| | | | | | | | | | | | | |
| 1b Sub-total | | | | | 1 | | • | 8,944. | | 0. | | 0. |
| c Total from continuation sheets to Part VII. | Section A | | | • • | • • | | • | 666,458. | | 0. | 14 | 3,631. |
| d Total (add lines 1b and 1c) | | | | | | | • | 675,402. | | 0. | | 3,631. |
| Total number of individuals (including but no reportable compensation from the organization) | t limited to t | hose | | | | e) who | re | eceived more than | \$100,000 of | | | |
| reportable compensation from the organization | <u> </u> | | _ | | | | | | | | | Yes No |
| 3 Did the organization list any former off employee on line 1a? If "Yes," complete Scheen | | | | | | | | | | | 3 | Х |
| 4 For any individual listed on line 1a, is the organization and related organizations g | reater than | \$15 | 50,0 | 00? | ⁱ If | "Yes | ," | complete Schedu | le J for suc | :h | | 77 |
| individualDid any person listed on line 1a receive o | r accrue co | mpen | satio | on 1 | fron | n any | un | related organization | on or individua | al | 4 | Х |
| for services rendered to the organization? <i>If "</i> Section B. Independent Contractors | Yes," comple | te Sch | nedu | ıle J | l for | such | per | rson | | | 5 | X |
| Complete this table for your five highest corcompensation from the organization. Report year. | | | | | | | | | | | | |
| (A) Name and business ac | ddress | | | | | | | (B) Description of se | rvices | Co | (C) | ation |
| ATTACHMENT 2 | - | | | | | | | | | | | |
| | | | | | | | L | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |

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 ▶ 8

JSA 6E1055 2.000

Form **990** (2016)

52-2204473 Form 990 (2016) THE GOLDEN L.E.A.F., INC Page 9 Part VIII Statement of Revenue Check if Schedule O contains a response or note to any line in this Part VIII............. (C) (A) (B) (D) Related or Unrelated Revenue Total revenue exempt business excluded from tax function revenue under sections revenue 512-514 ons, Gifts, Grants Similar Amounts Federated campaigns 1b Membership dues Fundraising events 1 c 1d Related organizations Contributions, and Other Sim 35,000,000. Government grants (contributions) 1e All other contributions, gifts, grants, 389,953. and similar amounts not included above . 1f Noncash contributions included in lines 1a-1f: \$ _ 35,389,953. Program Service Revenue **Business Code** 2a All other program service revenue Total. Add lines 2a-2f Investment income (including dividends, interest, 3 9,324,377. 223,927. 9,100,450. 0. Income from investment of tax-exempt bond proceeds . (i) Real 6a Gross rents **b** Less: rental expenses Rental income or (loss) d Net rental income or (loss) (ii) Other 7a Gross amount from sales of (i) Securities assets other than inventory 318,746,979. b Less: cost or other basis 276,218,810. and sales expenses 42,528,169. Gain or (loss) 42,528,169. 42,528,169. 8a Gross income from fundraising Other Revenue events (not including \$ _ of contributions reported on line 1c). See Part IV, line 18 a 0. b Less: direct expenses b c Net income or (loss) from fundraising events _____ ▶ 9a Gross income from gaming activities. See Part IV, line 19 a 0. c Net income or (loss) from gaming activities _____ > Ω 10a Gross sales of inventory, less returns and allowances a 0. 0. Less: cost of goods sold **b** b Net income or (loss) from sales of inventory <u>....</u>▶ Miscellaneous Revenue **Business Code** OTHER INCOME 900099 4,488. 4,488 11a

4,488.

87,246,987.

b c

All other revenue

e Total. Add lines 11a-11d Total revenue. See instructions.

223,927.

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

| | | to any iii | : | | |
|----|---|-----------------------|---------------------------------------|-------------------------------------|---------------------------------------|
| | not include amounts reported on lines 6b, 7b, 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 | 133,579,949. | 133,579,949. | | |
| 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 | ē | | | |
| | 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 | 789,478. | 490,253. | 299,225. | |
| 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 | 800,794. | 653,972. | 146,822. | |
| | Pension plan accruals and contributions (include | | | | |
| - | section 401(k) and 403(b) employer contributions) | 80,101. | 65,591. | 14,510. | |
| 9 | Other employee benefits | 208,651. | 126,256. | 82,395. | |
| | Payroll taxes | 98,875. | 73,252. | 25,623. | |
| | Fees for services (non-employees): | | | | |
| | Management | 0. | | | |
| | Legal | 125,315. | | 125,315. | |
| | Accounting | 64,460. | | 64,460. | |
| | Lobbying | 0. | | | |
| | Professional fundraising services. See Part IV, line 17 | 0. | | | |
| | Investment management fees | 2,633,573. | | 2,633,573. | |
| | Other. (If line 11g amount exceeds 10% of line 25, column | | | | |
| - | (A) amount, list line 11g expenses on Schedule O.) | 30,750. | | 30,750. | |
| 12 | Advertising and promotion | 14,576. | | 14,576. | |
| 13 | Office expenses | 37,345. | | 37,345. | |
| 14 | Information technology | 71,651. | | 71,651. | |
| 15 | Royalties | 0. | | | |
| | Occupancy | 125,647. | | 125,647. | |
| 17 | Travel | 40,723. | 39,344. | 1,379. | |
| 18 | Payments of travel or entertainment expenses | | | | |
| | for any federal, state, or local public officials | 0. | | | |
| | Conferences, conventions, and meetings | 0. | | | |
| 20 | Interest | 0. | | | |
| | Payments to affiliates | 0. | | | |
| 22 | Depreciation, depletion, and amortization | 0. | | 10 450 | |
| 23 | Insurance | 19,470. | | 19,470. | |
| 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.) | 60 551 | | 60 551 | |
| _ | UNRELATED BUS. INCOME TAX | 69,551. | | 69,551. | |
| _ | BOARD OF DIRECTORS EXPENSES | 49,533. | | 49,533. | |
| • | CAPITAL OUTLAYS | 37,685. | | 37,685. | |
| _ | DUES AND MEMBERSHIPS | 9,413. | | 9,413. | |
| | All other expenses | 2,896. | 135 020 617 | 2,896. | |
| | Total functional expenses. Add lines 1 through 24e Joint costs. Complete this line only if the | 138,890,436. | 135,028,617. | 3,861,819. | |
| ∠0 | organization reported in column (B) joint costs from a combined educational campaign and | | | | |
| | fundraising solicitation. Check here if following SOP 98-2 (ASC 958-720) | 0. | | | |
| | <u> </u> | | | | |

Form 990 (2016) Page **11**

Part X Balance Sheet

| | | Check if Schedule O contains a response or note to any line in this P | art X | | |
|---------------|----------|---|-------------------|----------|--|
| | | | (A) | | (B) |
| | | | Beginning of year | | End of year |
| | 1 | Cash - non-interest-bearing | 869,099. | | 1,286,773. |
| | 2 | Savings and temporary cash investments | 0. | | 0. |
| | 3 | Pledges and grants receivable, net | 0. | 3 | 0. |
| | 4 | Accounts receivable, net | 130. | 4 | 94,418. |
| | 5 | Loans and other receivables from current and former officers, directors, | | | |
| | | trustees, key employees, and highest compensated employees. | • | | |
| | 6 | Complete Part II of Schedule L Loans and other receivables from other disqualified persons (as defined under section | 0. | 5 | 0. |
| | O | 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 | 0 | | 0 |
| S. | _ | organizations (see instructions). Complete Part II of Schedule L | 174 211 | - | 0. |
| Assets | 7 | Notes and loans receivable, net | 174,211. | | 228,640. |
| As | 8 | Inventories for sale or use | 99,548. | | 108,114. |
| | 9 | Prepaid expenses and deferred charges | 99,348. | 9 | 108,114. |
| | 10 a | Land, buildings, and equipment: cost or | | | |
| | | other basis. Complete Part VI of Schedule D | 0 | 10c | 0. |
| | 11 | Less: accumulated depreciation | 272,293,598. | | 321,612,265. |
| | 12 | Investments - publicly traded securities Investments - other securities. See Part IV, line 11 | 642,989,241. | | |
| | 13 | Investments - other securities. See Fart IV, line 11 | 0. | | 0. |
| | 14 | Intangible assets | 0. | | 0. |
| | 15 | Other assets. See Part IV, line 11 | | 15 | 0. |
| | 16 | Total assets. Add lines 1 through 15 (must equal line 34) | | | 1,038,999,385. |
| | 17 | Accounts payable and accrued expenses | 159,307. | | 176,980. |
| | 18 | Grants payable | 67,837,353. | | 171,474,057. |
| | 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. |
| န္ | 22 | Loans and other payables to current and former officers, directors, | | | |
| Liabilities | | trustees, key employees, highest compensated employees, and | | | |
| iabi | | disqualified persons. Complete Part II of Schedule L | | 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 | | 25 | 0. |
| \rightarrow | 26 | Total liabilities. Add lines 17 through 25 | 67,996,660. | 26 | 171,651,037. |
| es | | Organizations that follow SFAS 117 (ASC 958), check here ▶ □ and complete lines 27 through 29, and lines 33 and 34. | | | |
| Balances | 27 | Unrestricted net assets | | 27 | |
| _ | 28 | Temporarily restricted net assets | | 28 | |
| Ba | | Permanently restricted net assets | | 29 | |
| nd Ba | 29 | | | | |
| Fund | 29 | Organizations that do not follow SFAS 117 (ASC 958), check here X and complete lines 30 through 34. | | | |
| or Fund | 29 30 | complete lines 30 through 34. | 0. | 30 | 0. |
| or Fund | | complete lines 30 through 34. Capital stock or trust principal, or current funds | 0. | 30 31 | |
| or Fund | 30 | complete lines 30 through 34. Capital stock or trust principal, or current funds Paid-in or capital surplus, or land, building, or equipment fund Retained earnings, endowment, accumulated income, or other funds | | | 0. 867,348,348. |
| Fund | 30 31 | complete lines 30 through 34. Capital stock or trust principal, or current funds Paid-in or capital surplus, or land, building, or equipment fund | 0. | 31 | 0. 0. 867,348,348. 867,348,348. 1,038,999,385. |

Form **990** (2016)

Page **12** Form 990 (2016)

| Part | XI Reconciliation of Net Assets | | | | | |
|------|--|--------|------|---------------|------|-----|
| | Check if Schedule O contains a response or note to any line in this Part XI | | | | | X |
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | | 87,2 | | |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | | 38,8 | | |
| 3 | Revenue less expenses. Subtract line 2 from line 1 | 3 | | 51,6 | | |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | | 48,4 | | |
| 5 | Net unrealized gains (losses) on investments | 5 | | 67 , 4 | 60,6 | 93. |
| 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 | | 3,1 | 01,9 | 37. |
| 10 | Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line | | | | | |
| | 33, column (B)) | 10 | 8 | 67,3 | 48,3 | 48. |
| Part | · | | | | | |
| | Check if Schedule O contains a response or note to any line in this Part XII | | | | | X |
| | | | | | Yes | No |
| 1 | Accounting method used to prepare the Form 990: Cash X Accrual Other | | | | | |
| | If the organization changed its method of accounting from a prior year or checked "Other," ex | plain | in | | | |
| | Schedule O. | | | | | |
| 2a | Were the organization's financial statements compiled or reviewed by an independent accountant? | | | 2a | | X |
| | If "Yes," check a box below to indicate whether the financial statements for the year were com- | piled | 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? | | | 2b | Х | |
| | If "Yes," check a box below to indicate whether the financial statements for the year were audit | ed o | n a | | | |
| | separate basis, consolidated basis, or both: | | | | | |
| | X Separate basis Consolidated basis Both consolidated and separate basis | | | | | |
| С | If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for committee that assumes responsibilities are committee that are committeed that are committee that are comm | versi | ght | | | |
| | of the audit, review, or compilation of its financial statements and selection of an independent acc | ounta | ınt? | 2c | Х | |
| | If the organization changed either its oversight process or selection process during the tax year, e | xplair | ı in | | | |
| | Schedule O. | | | | | |
| 3a | As a result of a federal award, was the organization required to undergo an audit or audits as set | forth | ı in | | | |
| | the Single Audit Act and OMB Circular A-133? | | | 3a | | X |
| b | If "Yes," did the organization undergo the required audit or audits? If the organization did not und | | the | | | |
| | required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits. | lits. | | 3b | 000 | |

Form **990** (2016)

SCHEDULE A (Form 990 or 990-EZ)

Public Charity Status and Public Support

Department of the Treasury Internal Revenue Service

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

OMB No. 1545-0047 Open to Public

► 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. Inspection Name of the organization Employer identification number

| тпі | <u> </u> | JLDEN L.E.A.F., INC | | | | | 32-22044 | 13 |
|--------|------------|---|---------------------|---------------------------|-------------------|--------------|---|------------------------|
| Pa | rt I | Reason for Public Cha | rity Status (All o | rganizations must o | omplete | e this pa | art.) See instructions | |
| The | org | anization is not a private fou | ndation because it | is: (For lines 1 through | gh 12, ch | eck only | one box.) | |
| 1 | | A church, convention of chu | urches, or associa | tion of churches desci | ribed in s | ection 1 | 70(b)(1)(A)(i). | |
| 2 | | A school described in section | on 170(b)(1)(A)(ii) | . (Attach Schedule E | (Form 99 | 90 or 990 |)-EZ).) | |
| 3 | | A hospital or a cooperative | | | | | | |
| 4 | | A medical research organiz | ation operated in | conjunction with a hos | spital des | scribed in | n section 170(b)(1)(A) | (iii). Enter the |
| | | hospital's name, city, and st | | , | • | | ()()() | ` ' |
| 5 | | An organization operated f | | a college or universit | v owned | d or ope | erated by a governme | ntal unit described in |
| | | section 170(b)(1)(A)(iv). (C | | | , | | | |
| 6 | | A federal, state, or local go | | rnmental unit describe | d in sect | ion 170(| b)(1)(A)(v). | |
| 7 | Х | An organization that norma | • | | | , | ,,,,,,,, | om the general public |
| • | | described in section 170(b) | = | • | , pp 0.1 | u go | | on the general passe |
| 8 | | A community trust describe | | • | Part II) | | | |
| 9 | | An agricultural research org | | | | | I in conjunction with a | land-grant college |
| ٠ | ш | or university or a non-land- | | | | | | |
| | | university: | grant conege or ag | fricaltare (See Instruct | юпо). Е | inter the | name, city, and state of | the college of |
| 10 | | An organization that norma | lly receives: (1) m | ore than 331/3 % of its | sunnort | from co | ntributions membersh | nin fees, and gross |
| | ш | receipts from activities rela | ted to its exempt f | unctions - subject to | certain e | xception | is, and (2) no more tha | n 331/3 % of its |
| | | support from gross investm | rent income and ur | nrelated business tax | able inco | ome (les: | s section 511 tax) from | businesses |
| 11 | | acquired by the organization An organization organization organized a | | | | | | |
| 12 | \vdash | An organization organized a | • | • | - | | | earny out the numbers |
| 12 | ш | of one or more publicly su | • | • | | | · | |
| | | | - | | | | | |
| | Г | Check the box in lines 12a t | = | | | - | · | = |
| а | L | _ Type I. A supporting orga | • | · | - | | = ::: | |
| | | the supported organizatio | | | | ajority of | the directors or truste | es of the |
| | | supporting organization. | | | | 201. 20. | | / . \ |
| b | L | Type II. A supporting org | • | | | | | ` ' ' |
| | | control or management o | | = | tne sam | e persor | ns that control or man | age the supported |
| | | organization(s). You must | • | | | | | |
| С | L | Type III functionally integ | | | | | | iy integrated with, |
| | | its supported organization | | | | | | |
| d | | | • | | • | | • | • , |
| | | that is not functionally inte | - | | - | | · · | an attentiveness |
| | | requirement (see instructi | | | | | | |
| е | L | ☐ Check this box if the orga | | | | | | I, Type III |
| | | functionally integrated, or | | | | | | |
| ı ~ | | ter the number of supported | | | | | | |
| 9 | | ovide the following information | | | (iv) to the | organization | (v) Amount of monetary | (vi) Amount of |
| | (1) 14 | arrie or supported organization | (II) LIIV | (described on lines 1-10 | | ur governing | support (see | other support (see |
| | | | | above (see instructions)) | | ment? | instructions) | instructions) |
| | | | | | Yes | No | | |
| (A) | | | | | | | | |
| | | | | | | | | |
| (B) | | | | | | | | |
| (C) | | | | | | | | |
| (0) | | | | | | | | |
| (D) | | | | | | | | |
| | | | | | | | | <u> </u> |
| (E) | | | | | | | | |
| Tota | al | | | | | | | |
| . 5.0 | 4 1 | | | | | | | |

Schedule A (Form 990 or 990-EZ) 2016 Page **2**

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.)

| Sec | tion A. Public Support | | | | | | |
|------|---|-------------------|-----------------|------------|-------------|-----------------|--------------|
| Cale | ndar year (or fiscal year beginning in) | (a) 2012 | (b) 2013 | (c) 2014 | (d) 2015 | (e) 2016 | (f) Total |
| 1 | Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | 105,581,136. | 0. | 513,851. | 11,212,167. | 35,389,953. | 152,697,107. |
| 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 | 105,581,136. | | 513,851. | 11,212,167. | 35,389,953. | 152,697,107. |
| 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. | | | | | | 152,697,107. |
| Sec | tion B. Total Support | | | | | | |
| Cale | ndar year (or fiscal year beginning in) | (a) 2012 | (b) 2013 | (c) 2014 | (d) 2015 | (e) 2016 | (f) Total |
| 7 | Amounts from line 4 | 105,581,136. | | 513,851. | 11,212,167. | 35,389,953. | 152,697,107. |
| 8 | Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 11,250,562. | 9,504,307. | 8,759,107. | 8,177,230. | 9,100,450. | 46,791,656. |
| 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 | 5,202. | 4,498. | 9,280. | 3,332. | 4,488. | 26,800. |
| 11 | Total support. Add lines 7 through 10 | | | | | | 199,515,563. |
| 12 | Gross receipts from related activities, etc. (s | see instructions) | | | | 12 | |
| 13 | First five years. If the Form 990 is f organization, check this box and stop here | | | | | | |
| | tion C. Computation of Public Sup | • | • | | | | 76.53% |
| 14 | Public support percentage for 2016 (li | | | | | | 80.12% |
| 15 | Public support percentage from 2015 | | | | | | |
| 16a | 331/3% support test - 2016. If the o | • | | | | | |
| | this box and stop here. The organization | • | | • | | | |
| D | 331/3% support test - 2015. If the concept this box and stop here. The organization | • | | | | | or more, |
| 170 | 10%-facts-and-circumstances test - 2 | | | | | | ino 14 io |
| 11a | 10% or more, and if the organization | | | | | | |
| | Part VI how the organization meets t | | | | | • | • |
| | | | | _ | - | | upported □ |
| h | organization 10%-facts-and-circumstances test - 2 | | | | | | and line |
| D | | - | | | | | |
| | 15 is 10% or more, and if the organization Explain in Part VI how the organization | | | | | | |
| | supported organization | | | | _ | | |
| 18 | Private foundation. If the organization | | | | | | |
| | instructions | | | | | | |

Schedule A (Form 990 or 990-EZ) 2016 Page **3**

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 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.)

| Sec | tion A. Public Support | | | | | | |
|-------|--|-------------------|---------------------|---------------|---------------|-----------------|-------------|
| Caler | ndar year (or fiscal year beginning in) 🕨 | (a) 2012 | (b) 2013 | (c) 2014 | (d) 2015 | (e) 2016 | (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 | | | | | | |
| С | Add lines 7a and 7b | | | | | | |
| 8 | Public support. (Subtract line 7c from | | | | | | |
| | line 6.) | | | | | | |
| Sec | tion B. Total Support | | | | | | |
| Caler | ndar year (or fiscal year beginning in) 🕨 | (a) 2012 | (b) 2013 | (c) 2014 | (d) 2015 | (e) 2016 | (f) Total |
| 9 | Amounts from line 6. | | | | | | |
| 10 a | 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 | | | | | | |
| С | 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 | • | | | • | | ` ` ` ` |
| | organization, check this box and stop here | | | | | | <u></u> |
| Sec | tion C. Computation of Public Sup | • | | | | | |
| 15 | Public support percentage for 2016 (line 8, | column (f) divide | ed by line 13, colu | mn (f)) | | 15 | <u></u> |
| 16 | Public support percentage from 2015 Sche | | | | | 16 | <u> </u> |
| Sec | tion D. Computation of Investmen | | | | | | |
| 17 | Investment income percentage for 2016 (lin | | • | | | 17 | <u>%</u> |
| 18 | Investment income percentage from 2015 | | | | | 18 | % |
| 19 a | 331/3% support tests - 2016. If the org | • | | | | | . \square |
| | 17 is not more than 331/3 %, check thi | - | - | • | | • | |
| b | 331/3% support tests - 2015. If the orga | | | | | | |
| | line 18 is not more than $331/3\%$, check | | - | • | | • | . — |
| 20 | Private foundation If the organization of | did not check | a hox on line | 14 19a or 19h | check this ho | y and see instr | uctions |

JSA 6E1221 1.000 Schedule A (Form 990 or 990-EZ) 2016 Page 4

Part IV **Supporting Organizations**

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

S

| Secti | on A. All Supporting Organizations | | T | |
|-------|---|-----|-----|----|
| | | | Yes | No |
| 1 | Are all of the organization's supported organizations listed by name in the organization's governing documents? 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. | 1 | | |
| 2 | Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2). | 2 | | |
| 3a | Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below. | 3a | | |
| 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)? If "Yes," describe in Part VI when and how the organization made the determination. | 3b | | |
| С | Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use. | 3с | | |
| 4a | Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below. | 4a | | |
| b | Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? 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. | 4b | | |
| С | 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)? 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. | 4c | | |
| 5a | Did the organization add, substitute, or remove any supported organizations during the tax year? 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). | 5a | | |
| 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? | 5b | | |
| С | Substitutions only. Was the substitution the result of an event beyond the organization's control? | 5c | | |
| 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? If "Yes," provide detail in Part VI. | 6 | | |
| 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? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ). | 7 | | |
| 8 | Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ). | 8 | | |
| 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))? If "Yes," provide detail in Part VI . | 9a | | |
| 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? If "Yes," provide detail in Part VI. | 9b | | |
| С | 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? If "Yes," provide detail in Part VI. | 9с | | |
| 10 a | 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)? If "Yes," answer 10b below. | 10a | | |

b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to

determine whether the organization had excess business holdings.)

Schedule A (Form 990 or 990-EZ) 2016

Page 5

| Part | Supporting Organizations (continued) | | V | NI. |
|---------|---|-------------|---------|-----|
| 11 | Las the organization accepted a gift or contribution from any of the following persons? | | Yes | No |
| | Has the organization accepted a gift or contribution from any of the following persons? A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) | | | |
| u | pelow, the governing body of a supported organization? | 11a | | |
| b | A family member of a person described in (a) above? | 11b | | |
| | A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI. | 11c | | |
| | n 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 | | | |
| | ax year? 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. | 1 | | |
| 2 | | • | | |
| 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? 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. | 2 | | |
| Section | n 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)? 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). | | | |
| Soction | n D. All Type III Supporting Organizations | 1 | | |
| 36011 | Ti D. All Type III Supporting Organizations | | Vac | No |
| 1 | Did the organization provide to each of its supported organizations, by the last day of the fifth month of the | | 103 | 140 |
| | organization's tax year, (i) a written notice describing the type and amount of support provided during the price of the date of patification, and (ii) engine of the date of patification, and (iii) engine of the date of patification. | | | |
| | ax 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 | וי | | |
| | 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? If "No," explain in Part VI how | ′ | | |
| | the organization maintained a close and continuous working relationship with the supported organization(s). | 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 ncome or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's | | | |
| | supported organizations played in this regard. | 3 | | |
| Section | n E. Type III Functionally Integrated Supporting Organizations | | | |
| | Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (se | e instructi | ions). | |
| a | The organization satisfied the Activities Test. Complete line 2 below. | | | |
| b | The organization is the parent of each of its supported organizations. Complete line 3 below. | | | |
| С | The organization supported a governmental entity. Describe in Part VI how you supported a government entity | (see instru | ctions) | |
| 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? 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 | 0- | | |
| | that these activities constituted substantially all of its activities. | 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? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these | | | |
| | easons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement. | 2b | | |
| 3 | Parent of Supported Organizations. <i>Answer (a) and (b) below.</i> | | | |
| a | Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or | | | |
| - | rustees of each of the supported organizations? <i>Provide details in Part VI.</i> | За | | |
| b | Did the organization exercise a substantial degree of direction over the policies, programs, and activities of ea | ch | | |
| | of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard. | 3b | | |

Schedule A (Form 990 or 990-EZ) 2016 Page **6**

| Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organ | izatio | าร | |
|--|----------|--------------------------|----------------------------|
| 1 Check here if the organization satisfied the Integral Part Test as a qualifying | | | in in Part VI). See |
| instructions. All other Type III non-functionally integrated supporting organization | | | |
| | | | (B) Current Year |
| Section A - Adjusted Net Income | | (A) Prior 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) Drior Voor | (B) Current Year |
| Section B - William Asset Amount | | (A) Prior 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 Check here if the current year is the organization's first as a non-functionally | y integr | ated Type III supporting | g organization (see |
| instructions) | | | • • |

Schedule A (Form 990 or 990-EZ) 2016

Schedule A (Form 990 or 990-EZ) 2016 Page **7**

| Part | Type III Non-Functionally Integrated 509(a)(3) | Supporting Organizat | tions (continued) | |
|-------|--|-----------------------------|--|---|
| Secti | on D - Distributions | | | Current Year |
| 1 | Amounts paid to supported organizations to accomplish ex | | | |
| 2 | Amounts paid to perform activity that directly furthers exer | mpt purposes of support | ed | |
| | organizations, in excess of income from activity | | | |
| 3 | Administrative expenses paid to accomplish exempt purpo | | | |
| 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 resp | oonsive | |
| | (provide details in Part VI). See instructions. | | | |
| 9 | Distributable amount for 2016 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-2016 | (iii) Distributable Amount for 2016 |
| 1 | Distributable amount for 2016 from Section C, line 6 | | | |
| | Underdistributions, if any, for years prior to 2016 | | | |
| 2 | (reasonable cause required-explain in Part VI). See | | | |
| | instructions. | | | |
| 3 | Excess distributions carryover, if any, to 2016: | | | |
| а | | | | |
| b | | | | |
| С | From 2013 | | | |
| d | From 2014 | | | |
| е | From 2015 | | | |
| f | Total of lines 3a through e | | | |
| g | Applied to underdistributions of prior years | | | |
| h | Applied to 2016 distributable amount | | | |
| i | Carryover from 2011 not applied (see instructions) | | | |
| j | Remainder. Subtract lines 3g, 3h, and 3i from 3f. | | | |
| 4 | Distributions for 2016 from | | | |
| | Section D, line 7: \$ | | | |
| а | Applied to underdistributions of prior years | | | |
| b | Applied to 2016 distributable amount | | | |
| С | Remainder. Subtract lines 4a and 4b from 4. | | | |
| 5 | Remaining underdistributions for years prior to 2016, if | | | |
| | any. Subtract lines 3g and 4a from line 2. For result | | | |
| | greater than zero, explain in Part VI. See instructions. | | | |
| 6 | Remaining underdistributions for 2016. Subtract lines 3h | | | |
| | and 4b from line 1. For result greater than zero, explain in | | | |
| | Part VI. See instructions. | | | |
| 7 | Excess distributions carryover to 2017. Add lines 3j | | | |
| | and 4c. | | | |
| 8 | Breakdown of line 7: | | | |
| а | | | | |
| b | Excess from 2013 | | | |
| С | Excess from 2014 | | | |
| d | Excess from 2015 | | | |
| е | Excess from 2016 | | | |

Schedule A (Form 990 or 990-EZ) 2016

Page 8

Part VI Suppleme

Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

| | | _ | | | ATTACHMENT 1 | |
|-----------------------|--------------|--------|--------|--------|--------------|---------|
| SCHEDULE A, PART II - | OTHER INCOME | S | | | | |
| DESCRIPTION | 2012 | 2013 | 2014 | 2015 | 2016 | TOTAL |
| OTHER INCOME | 5,202. | 4,498. | 9,280. | 3,332. | 4,488. | 26,800. |
| TOTALS | 5,202. | 4,498. | 9,280. | 3,332. | 4,488. | 26,800. |

Schedule B

(Form 990, 990-EZ, or 990-PF)

Schedule of Contributors

OMB No. 1545-0047

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

Department of the Treasury Internal Revenue Service

Information about Schedule B (Form 990, 990-EZ, or 990-PF) 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

| Organization type (check one): | | | | | | |
|--|--|--|--|--|--|--|
| Filers of: | Section: | | | | | |
| Form 990 or 990-EZ | X 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 | | | | | |
| | overed by the General Rule or a Special Rule . (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See | | | | | |
| General Rule | | | | | | |
| _ | ling Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 property) from any one contributor. Complete Parts I and II. See instructions for determining a ntributions. | | | | | |
| Special Rules | | | | | | |
| regulations under sec 13, 16a, or 16b, and | lescribed in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the ctions 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line that received from any one contributor, during the year, total contributions of the greater of (1) the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II. | | | | | |
| contributor, during th | 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. | | | | | |
| contributor, during the contributions totaled during the year for an General Rule applies | lescribed in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one e year, contributions <i>exclusively</i> for religious, charitable, etc., purposes, but no such more than \$1,000. If this box is checked, enter here the total contributions that were received a <i>exclusively</i> religious, charitable, etc., purpose. Don't complete any of the parts unless the to this organization because it received <i>nonexclusively</i> religious, charitable, etc., contributions ore during the year | | | | | |
| Caution: An organization that is | sn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 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 doesn't 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 cop | oies of Part I if additional space is n | eeded. |
|------------|--|---|---|
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| 1 | | \$\$ | Person Payroll Noncash (Complete Part II for noncash contributions.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | Person Payroll Noncash (Complete Part II for noncash contributions.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | Person Payroll Noncash (Complete Part II for noncash contributions.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | Person Payroll Noncash (Complete Part II for noncash contributions.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | Person Payroll Noncash (Complete Part II for noncash contributions.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | Person Payroll Noncash (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. (10) that total more than \$1,000 for the following line entry. For organizati contributions of \$1,000 or less for the Use duplicate copies of Part III if additi | the year from any ons completing Par e year. (Enter this in | one contributor. One contributor. One till, enter the total formation once. So | Complete columns (a) through (e) and of exclusively religious, charitable, etc., | | | | | |
|---------------------------|--|---|--|--|--|--|--|--|--|
| (a) No. from | (b) Purpose of gift | (c) Use | of gift | (d) Description of how gift is held | | | | | |
| Part I | | | | | | | | | |
| | | (e) Transf | er of gift | | | | | | |
| | Transferee's name, address, an | nd ZIP + 4 | Relation | nship of transferor to transferee | | | | | |
| (a) No | | | | | | | | | |
| (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, an | | _ | nship 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) Transt | er of gift | | | | | | |
| | Transferee's name, address, an | nd ZIP + 4 | Relation | nship 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) Transf | er of gift | | | | | | |
| | Transferee's name, address, an | nd ZIP + 4 | Relation | nship of transferor to transferee | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |

SCHEDULE C

(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

OMB No. 1545-0047

Open to Public Inspection

Department of the Treasury Internal Revenue Service

► 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.

| | . , . , | that have NOT filed Form 5768 (election | , , | · · | • |
|--------|--|--|---|---|--|
| | e organization answered "Yes," (see separate instructions), ther | on Form 990, Part IV, line 5 (Proxy | Tax) (see separate in | structions) or Form 990- | EZ, Part V, line 35c (Proxy |
| • | Section 501(c)(4), (5), or (6) org | | | | |
| Nam | e of organization | | | Employer ide | ntification number |
| THE | GOLDEN L.E.A.F., IN | NC | | 52-220 | 4473 |
| Pai | rt I-A Complete if the o | organization is exempt under | section 501(c) or i | is a section 527 orga | nization. |
| 1 | Provide a description of the | organization's direct and indirect p | oolitical campaign ac | ctivities in Part IV. (see | instructions for definition |
| | of "political campaign activit | | | | |
| 2 | | xpenditures (see instructions) | | | |
| 3 | Volunteer hours for political | campaign activities (see instruction | ns) | | |
| Par | t I-B Complete if the o | organization is exempt under | section 501(c)(3). | | |
| 1 | | cise tax incurred by the organization | | | |
| 2 | | cise tax incurred by organization m | | | |
| 3 | | a section 4955 tax, did it file Form | | | |
| | | | | | Yes No |
| | If "Yes," describe in Part IV. | | | | |
| Par | • | organization is exempt under | | • | 5). |
| 1 | | expended by the filing organization | | | |
| 2 | | ng organization's funds contributedies | | | |
| 3 | Total exempt function expe | enditures. Add lines 1 and 2. En | ter here and on Fo | orm 1120-POL, | |
| 4 5 | Did the filing organization fil Enter the names, addresses organization made payment the amount of political cont | e Form 1120-POL for this year? and employer identification numbles. For each organization listed, er tributions received that were promed or a political action committee (| per (EIN) of all section ter the amount paid | on 527 political organiz I from the filing organiz livered to a separate po | Yes No No ations to which the filing ration's funds. Also enter blitical organization, such |
| | (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) | | | | | |

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

Schedule C (Form 990 or 990-EZ) 2016

| SU | ledule C (FOITH 990 of 990-EZ) 20 16 | 111111111111111111111111111111111111111 | TDU. T.I | , 1110 | | J2 2 | 2011/5 | Page Z |
|----|---|---|---------------|-------------------------|--------------------|---------------------------|-------------|----------|
| P | art II-A Complete if the org section 501(h)). | janizati | on is exen | npt under sectior | n 501(c)(3) and | filed Form 5768 (ele | ction under | |
| 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). | | | | | | | |
| В | Check ▶ if the filing orga | nization | checked I | box A and "limited | control" provision | ons apply. | | |
| | Limits | on Lobb | ying Expen | ditures | • | (a) Filing | (b) Affilia | ted |
| | (The term "expendit | ures" m | eans amoui | nts paid or incurred. |) | organization's totals | group tot | als |
| 18 | a Total lobbying expenditures to i | nfluence | public opini | ion (grass roots lobb | oying) | | | |
| ı | Total lobbying expenditures to i | nfluence | a legislative | e body (direct lobbyi | ng) | | | |
| • | Total lobbying expenditures (ad | d lines 1 | a and 1b) . | | | | | |
| (| d Other exempt purpose expendi | tures | | | | | | |
| • | Total exempt purpose expendit | ures (ad | d lines 1c an | nd 1d) | | | | |
| 1 | Lobbying nontaxable amount. | Enter th | e amount | from the following | table in both | | | |
| | columns. | | | | | | | |
| | If the amount on line 1e, column (a | n) or (b) is: | The lobbyir | ng nontaxable amount | is: | | | |
| | Not over \$500,000 | | 20% of the | amount on line 1e. | | | | |
| | Over \$500,000 but not over \$1,000 | 0,000 | \$100,000 pl | lus 15% of the excess | over \$500,000. | | | |
| | Over \$1,000,000 but not over \$1,5 | 00,000 | \$175,000 pl | lus 10% of the excess | over \$1,000,000. | | | |
| | Over \$1,500,000 but not over \$17, | 000,000 | \$225,000 pl | lus 5% of the excess of | ver \$1,500,000. | | | |
| | Over \$17,000,000 | | \$1,000,000 | | | | | |
| | g Grassroots nontaxable amount | ` | | , | _ | | | |
| | h Subtract line 1g from line 1a. If | | | | _ | | | |
| į | Subtract line 1f from line 1c. If | | | | | | | |
| j | If there is an amount other th | | | | - | | | — |
| _ | reporting section 4911 tax for t | | | | | | Yes | No |
| | (Como overeninations that | | | raging Period Unde | ` ' | As all of the five column | b-l | |
| | (Some organizations that | | | | _ | | nns below. | |
| | | See | tne separa | te instructions for I | ines za through | 21.) | | |
| | | Lobb | ying Exper | nditures During 4-Ye | ear Averaging Per | iod | 1 | |
| | Calendar year (or fiscal year beginning in) | (a) | 2013 | (b) 2014 | (c) 2015 | (d) 2016 | (e) Tot | al |
| 28 | Lobbying nontaxable amount | | | | | | | |
| - | Lobbying ceiling amount (150% of line 2a, column (e)) | | | | | | | |
| _ | C Total lobbying expenditures | | | | | | | |
| _ | d Grassroots nontaxable amount | | | | | | | |
| • | Grassroots ceiling amount (150% of line 2d, column (e)) | | | | | | | |

Schedule C (Form 990 or 990-EZ) 2016

f Grassroots lobbying expenditures

Page 3 Schedule C (Form 990 or 990-EZ) 2016

| Par | Complete if the organization is exempt under section 501(c)(3) and has NOT (election under section 501(h)). | Γ file | d For | m 5768 | 3 | |
|--------------------|---|----------------|-----------------|------------|----------|----------|
| For | each "Yes," response on lines 1a through 1i below, provide in Part IV a detailed | (8 | a) | | (b) | |
| | ription of the lobbying activity. | Yes | No | | Amour | nt |
| 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: | | Х | | | |
| a | Volunteers? | Х | Λ | | | |
| b | Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?. Media advertisements? | | Х | | | |
| c d | Mailings to members, legislators, or the public? | | Х | | | |
| e | Publications, or published or broadcast statements? | | Х | | | |
| f | Grants to other organizations for lobbying purposes? | | Х | | | |
| g | Direct contact with legislators, their staffs, government officials, or a legislative body? | Х | | | | 3,50 |
| h | Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means? | | X | | | |
| i | Other activities? | | Х | | | 3,50 |
| j | Total. Add lines 1c through 1i | | Х | | | 3,50 |
| 2a | Did the activities in line 1 cause the organization to be not described in section 501(c)(3)? | | Λ | | | |
| b | If "Yes," enter the amount of any tax incurred under section 4912 | | | | | |
| c d | If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year? | | | | | |
| | t III-A Complete if the organization is exempt under section 501(c)(4), section 501 | (c)(5) | , or s | ection | | |
| | 501(c)(6). | ,,,, | , | | | |
| 3 Par 1 2 | Did the organization agree to carry over lobbying and political campaign activity expenditures from till-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," answered "Yes." Dues, assessments and similar amounts from members | (c)(5) OR (| , or s b) Pa | ection | 3 line 3 | , is |
| а | Current year | | | 2a | | |
| b | Carryover from last year | | | 2b | | |
| С | Total | | | 2c 3 | | |
| 3 | Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) due | | | 3 | | |
| 4 | If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion | | | | | |
| | excess does the organization agree to carryover to the reasonable estimate of nondeductible lo and political expenditure next year? | obbyli | ıg | 4 | | |
| 5 | Taxable amount of lobbying and political expenditures (see instructions) | | | 5 | | |
| Par | t IV Supplemental Information | | | | | |
| | de the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated e instructions); and Part II-B, line 1. Also, complete this part for any additional information. | d grou | up list |); Part II | -A, line | es 1 and |
| LOE | BYING ACTIVITY - FORM 990, SCHEDULE C, PART II-B, LINE 1G | | | | | |
| THE | SE EXPENSES REPRESENT SALARY AND BENEFIT COSTS FOR OUR PRESIDENT'S | <u> </u> | | | | |
| TIM | E SPENT LOBBYING MEMBERS OF THE NC GENERAL ASSEMBLY RELATED TO | | | | | |
| LEG | ISLATION AFFECTING GOLDEN LEAF FUNDING AND EDUCATING LEGISLATORS A | ND | | | | |
| THE | IR STAFF ON THE MISSION OF THE FOUNDATION AND ITS WORK. | | | | | |

Schedule C (Form 990 or 990-EZ) 2016

Page 4

Part IV Supplemental Information (continued)

Department of the Treasury

Supplemental Financial Statements

► 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.

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

Internal Revenue Service Name of the organization

OMB No. 1545-0047

Open to Public

Inspection

Employer identification number THE GOLDEN L.E.A.F., INC 52-2204473 Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" on Form 990, Part IV, line 6. (a) Donor advised funds (b) Funds and other accounts Total number at end of year 1 2 Aggregate value of contributions to (during year) 3 Aggregate value of grants from (during year) 4 Aggregate value at end of year Did the organization inform all donors and donor advisors in writing that the assets held in donor advised 5 Yes funds are the organization's property, subject to the organization's exclusive legal control? 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 Yes Nο Part II **Conservation Easements.** Complete if the organization answered "Yes" on Form 990, Part IV, line 7. Purpose(s) of conservation easements held by the organization (check all that apply). Preservation of land for public use (e.g., recreation or education) Preservation of a historically important land area Preservation of a certified historic structure Protection of natural habitat Preservation of open space Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation Held at the End of the Tax Year easement on the last day of the tax year. 2a 2b Number of conservation easements on a certified historic structure included in (a) 2c Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register..... 2d Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the 4 Number of states where property subject to conservation easement is located ▶ Does the organization have a written policy regarding the periodic monitoring, inspection, handling of 5 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year 6 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year 7 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)? 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. Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets, Part III Complete if the organization answered "Yes" on Form 990, Part IV, line 8. 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. 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:

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:

▶ \$ _

▶ \$

Schedule D (Form 990) 2016 Page 2

| a Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of it collection terms (check all that apply): a Public exhibitor b Scholarly research c Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Pa 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? | | t Organizations Maintaini | ng Collections o | f Art, Histor | ical Treasures | , or Oth | ner Similar Asse | | ed) |
|--|-----|---------------------------------------|------------------------|---------------------------------------|---------------------|-----------------|----------------------|----------------|----------|
| collection items (check all that apply): a | | | | · · · · · · · · · · · · · · · · · · · | | • | | • | <u> </u> |
| a Public exhibition de Other Other Other Other Other Other Other Control of Other Preservation for future generations de Dither Other Othe | | • | | | | | | | |
| b Scholarly research Preservation for future generations Preservation for future generations Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Pax XIII. 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. Ia Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? If Yes IV Explain the arrangement in Part XIII and complete the following table: C Beginning balance C Beginning balance C Beginning balance 1 Ending balance 1 Endowment Funds. Complete if the organization answered "Yes" on Form 990, Part X, line 21, for escrow or custodial account liability? Yes IV 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. 1a Beginning of year balance. C Net investment earnings, gains, and losses. G Grants or scholarships C Other expenditures for facilities and programs. A Administrative expenses. Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as: Board designated or qualse-indowment Yes S and 2c should equal 100%. A Are there endowment funds not in the possession of the organization that are held and administered for the organization by: (I) unrelated organizations (II) unrelated organizations answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10. Describe in Part XIII the intended uses of the organization indowent funds. Part V Land | а | ` ` ` ' ' ' | .,,,. | d \square | Loan or exchang | ie prograr | ns | | |
| c Preservation for future generations 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Pa 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? Yes N 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, line 21. 1b if "Yes," explain the arrangement in Part XIII and complete the following table: 1c Beginning balance 1d Additions during the year 1d Beginning balance 1 Ending balance 1 If Ending balance 1 If Ending balance 1 If Ending balance 2 Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes N If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII 2 Beginning of year balance 1 Beginning of year balance 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as: and losses. 3 Complete if the organization answered "Yes" on Form 990, Part IV, line 10. 2 Part V Endowment Funds. 5 Contributions 6 Contributions 6 Net investment earnings, gains, and losses on lines 2a, 2b, and 2c should equal 100%. 7 Are there endowment trunds not in the possession of the organization that are held and administered for the organization by: (i) unrelated organizations 5 If "Yes" on line 3a(ii), are the related organizations isleed as required on Schedule R? 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as: a Board designated or quasi-endowment Funds. 5 Permanent endowment Funds not in the possession of the organi | | | | _ | - | | | | |
| A Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Pa 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? \ Yes \ N Part IV Ecrow 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? \ \ I'res' explain the arrangement in Part XIII and complete the following table: C Beginning balance d Additions during the year \ 1e | | | rations | • 🗀 | | | | | |
| XIII. 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? | _ | | | e and evolain | how they furthe | or the or | nanization's evenn | t nurnose in | Dart |
| 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? | 4 | | ilization's collection | s and explain | now they fulthe | ei tile oit | ganization's exemp | i puipose iii | rait |
| assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Part IV | _ | | an adjait or receive | donations of a | rt historical trace | uroo or | other cimiler | | |
| 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: c Beginning balance d Additions during the year f Ending balance 1b If the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? | o o | • • • | | | • | - | | | 7 N. |
| 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? | Do | | | lained as part o | or the organization | on's collec | cuon? | Yes | _ No |
| 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: C Beginning balance d Additions during the year e Distributions during the year f Ending balance 1 to 2 Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? | Pal | | | o" on Form 0 | 000 Part IV line | 0 or ro | norted an amoun | t on Form | |
| 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? | | | uon answered Te | :5 0111 01111 5 | 90, Fait IV, IIIIe | 9, UI IE | ported an amoun | t Off i Offin | |
| included on Form 990, Part X? b If "Yes," explain the arrangement in Part XIII and complete the following table: C | 1. | | a austadian ar ath | or intermedian | y for contribution | o or other | r accete not | | |
| b If "Yes," explain the arrangement in Part XIII and complete the following table: c Beginning balance d Additions during the year f Ending balance 11 2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes 1 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. (a) Current year (b) Prior year (c) Two years back (d) Three years back (e) Four years back Amount Tending balance (a) Current year (b) Prior year (l) Two years back (d) Three years back (e) Four years back (a) Current year (b) Prior year (d) Two years back (e) Four years back (b) Contributions Complete if the organization answered "Yes" on Form 990, Part IV, line 10. Administrative expenses G End of year balance. Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as: Board designated or quasi-endowment % Permanent endowment % The percentages on lines 2a, 2b, and 2c should equal 100%. Are there endowment funds not in the possession of the organization that are held and administered for the organization by: (i) unrelated organizations b If "Yes" on line 3a(ii), are the related organization's endowment funds. Part VI Lond, Buildings, and Equipment. Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10. Describe in Part XIII the intended uses of the organization's endowment funds. Part VI Lond, Buildings, and Equipment. Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10. Describe in Part XIII the intended uses of the organization's endowment funds. Part VI Lond, Buildings, and Equipment. Complete if the organization answered "Yes" on Form 990, Part IV, line 10. Describe in Part XIII the intended uses of the organization's endowment funds. | ıa | | | | - | | _ | | ٦ |
| d Additions during the year e Distributions during the year 1 | | | | | | | L | Yes | No |
| c Beginning balance d Additions during the year e Distributions during the year f Ending balance 2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes N 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. Endowment Funds. Complete if the organization answered "Yes" on Form 990, Part IV, line 10. 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 ▶ % b Permanent endowment ▶ % c Temporarily restricted endowment ▶ % in 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 (iii) related organizations (iii) related organizations (iii) related organizations (iv) and a sa(iii) are the related organizations listed as required on Schedule R? 2 Describe in Part XIII the intended uses of the organization's endowment funds. Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10. 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. Bescribe in Part XIII the intended uses of the organization's endowment funds. Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10. Bescribe in Part XIII the intended uses of the organization's endowment funds. Complete if the organization answered "Yes" on | D | if "Yes," explain the arrangement | n Part XIII and com | piete the follow | ving table: | 1 | A | | |
| d Additions during the year E Distributions during the year E Ending balance 2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Ves | | Bush day kalanga | | | <u> </u> | | Amount | | |
| e Distributions during the year f | | | | | | | | | |
| f Ending balance 11 | d | | | | | | | | |
| Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? | е | | | | | | | | |
| b if "Yes." explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII. Endowment Funds. | | Ending balance | | | <u>. 1</u> f | | | 1 1 | 1 |
| Part V Endowment Funds. Complete if the organization answered "Yes" on Form 990, Part IV, line 10. (a) Current year (b) Prior year (c) Two years back (d) Three years back (e) Four year | | | | | | | | | No |
| Complete if the organization answered "Yes" on Form 990, Part IV, line 10. Contributions | | | n Part XIII. Check h | nere if the expla | anation has been | provided | on Part XIII | | |
| (a) Current year (b) Prior year (c) Two years back (d) Three years back (e) Four years back by 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 (g) Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as: a Board designated or quasi-endowment (g) When the percentage of the current year end balance (line 1g, column (a)) held as: a Board designated or quasi-endowment (g) When 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 (iii) related organizations (iii) related organizations (iii) related organizations (iii) and the related organizations (iii) related organizations (iii) and the related organization (g) When the 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. Description of property (a) Cost or other basis (b) Cost or other basis (c) Accumulated depreciation (d) Book value depreciation (d) Book value depreciation (d) Equipment. | Par | | ·· | -" - · · · - · · · · · · · · | 00 D N/ li | 40 | | | |
| Beginning of year balance | | Complete if the organiza | | 1 | | | T | | |
| b Contributions | | | (a) Current year | (b) Prior ye | ear (c) Two ye | ears back | (d) Three years back | (e) Four years | back |
| 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 Perrwide the estimated percentage of the current year end balance (line 1g, column (a)) held as: a Board designated or quasi-endowment ▶ | 1 a | Beginning of year balance | | | | | | | |
| and losses | b | Contributions | | | | | | | |
| d Grants or scholarships | С | Net investment earnings, gains, | | | | | | | |
| e Other expenditures for facilities and programs | | and losses | | | | | | | |
| e Other expenditures for facilities and programs | d | Grants or scholarships | | | | | | | |
| and programs | | · · · · · · · · · · · · · · · · · · · | | | | | | | |
| g End of year balance | | - | | | | | | | |
| provide the estimated percentage of the current year end balance (line 1g, column (a)) held as: a Board designated or quasi-endowment ▶ | f | . • | | | | | | | |
| Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as: a Board designated or quasi-endowment ▶ | а | - | | | | | | | |
| a Board designated or quasi-endowment ▶ | | • | | end balance (I | ine 1g. column (a |)) held as | : | | |
| c Temporarily restricted endowment ▶ | | | | | (9, 22.2 (9, | ,,, | | | |
| c Temporarily restricted endowment ▶ | b | Permanent 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. 3a(ii) 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. Description of property (a) Cost or other basis (b) Cost or other basis (c) Accumulated depreciation 1a Land b Buildings c Leasehold improvements d Equipment | С | | | | | | | | |
| 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. (iii) related organizations. (iii) related organizations. (iii) related organizations. (iv) 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. Description of property (a) Cost or other basis (b) Cost or other basis (c) Accumulated depreciation 1a Land b Buildings c Leasehold improvements d Equipment | | - | | 100%. | | | | | |
| organization by: (i) unrelated organizations (ii) related organizations 5 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. Description of property (a) Cost or other basis (b) Cost or other basis (c) Accumulated depreciation 1 a Land b Buildings c Leasehold improvements d Equipment | 3a | Are there endowment funds not in | the possession of t | he organizatio | n that are held a | nd admir | nistered for the | | |
| (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. Description of property (a) Cost or other basis (b) Cost or other basis (c) Accumulated depreciation 1a Land b Buildings c Leasehold improvements d Equipment | | organization by: | • | - | | | | Yes | No |
| (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. Description of property (a) Cost or other basis (b) Cost or other basis (c) Accumulated depreciation 1a Land b Buildings c Leasehold improvements d Equipment | | (i) unrelated organizations | | | | | | 3a(i) | |
| b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? | | | | | | | | 3a(ii) | |
| 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. Description of property (a) Cost or other basis (other) (b) Cost or other basis (other) (c) Accumulated depreciation (d) Book value depreciation to Buildings c Leasehold improvements d Equipment | b | - · · | | | | | | 3b | |
| Land, Buildings, and Equipment. Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10. Description of property (a) Cost or other basis (b) Cost or other basis (other) 1a Land b Buildings c Leasehold improvements d Equipment | | * * | • | • | | | | | |
| Description of property (a) Cost or other basis (b) Cost or other basis (c) Accumulated depreciation 1a Land b Buildings c Leasehold improvements d Equipment | Par | t VI Land, Buildings, and Equ | ipment. | | | | | | |
| 1a Land b Buildings c Leasehold improvements d Equipment (investment) (other) depreciation depreciation | | Complete if the organiza | | | 990, Part IV, line | <u>e 11a. S</u> | | | |
| 1a Land b Buildings c Leasehold improvements d Equipment | | Description of property | | | | | | 1) Book value | |
| b Buildings | 1a | Land | | / | \/ | 2001 | | | |
| c Leasehold improvements | b | | | | | | | | |
| d Equipment | | | | | | | | | |
| | - | | | | | | | | |
| | | | | | | | | | |
| Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.) | | <u> </u> | | m 990. Part X | column (B). line 1 | 10c.) | • | | |

Schedule D (Form 990) 2016 Page 3

| Part VII Investments - Other Securities. | | | |
|--|-------------------------|--|--|
| Complete if the organization answered | "Yes" on Form 990 | 0, 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 | 50,960,466. | | |
| (B) AG REALTY FND VII(TE) & FND VIII | 6,779,920. | | |
| (C) ARC IMPACT FUND | 10,231,690. | | |
| (D) AURORA VENTURES IV & V | 5,832,331. | | |
| (E) BEACON CPTL STRTEGIC PTRS V&VI | 1,485,957. | | |
| (F) SWIFTCURRENT OFFSHORE, LTD. | 24,328,435. | | |
| (G) CANTILLON GLOBAL VALUE FUND | 50,557,938. | | |
| (H) CARLYLE VENTURE PARTNERS II, LP | 1,903,910. | | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶ | 715,669,175. | , | |
| Part VIII Investments - Program Related. | \/aa an Fama 000 | 2 Doubly line 44 a Con Forms 000 Doubly line 42 | |
| | | O, 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 | D, Part IV, line 11d. See Form 990, Part X, line 15. | |
| (a) Des | scription | (b) Book value | |
| (1) | | | |
| (2) | | | |
| (3) | | | |
| (4) | | | |
| (5) | | | |
| (6) | | | |
| (7) | | | |
| (8) | | | |
| (9) | | | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) li | ne 15.) | <u></u> ▶ | |
| Part X Other Liabilities. | W | | |
| Complete if the organization answered line 25. | "Yes" on Form 990 | 0, Part IV, line 11e or 11f. See Form 990, Part X, | |
| 1. (a) Description of liability | (b) Book valu | ue | |
| (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.) | <u> </u> | | |
| 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 JSA 6E1270 1.000

Schedule D (Form 990) 2016

Schedule D (Form 990) 2016 Page 4

| Part | Reconciliation of Revenue per Audited Financial Statements With Revenue per Return Complete if the organization answered "Yes" on Form 990, Part IV, line 12a. | ٦. | |
|-----------|--|---------|--------------------------------|
| 1 | Total revenue, gains, and other support per audited financial statements | 1 | 152,074,107. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12: | | |
| | Net unrealized gains (losses) on investments | | |
| a | Tvet directized gains (1033e3) on investments 111111111111111111111111111111111111 | | |
| b | | | |
| C | recoveries of prior year granter in the interest in the intere | | |
| d | | 20 | 67,460,693. |
| _ | Add lines 2a through 2d | 2e 3 | 84,613,414. |
| 3 | Subtract line 2e from line 1 | 3 | 01/010/1111 |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1: Investment expenses not included on Form 990, Part VIII, line 7b | | |
| a | investment expenses not included on Form 990, Fait Vill, line Fb. | | |
| b | Other (Describe in Part XIII.) | 10 | 2,633,573. |
| | Add lines 4a and 4b | 4c 5 | 87,246,987. |
| 5 Dort | Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.) | | 07,240,707. |
| Part | Complete if the organization answered "Yes" on Form 990, Part IV, line 12a. | 111. | |
| | · · · · · · · · · · · · · · · · · · · | 1 | 133,154,926. |
| 1 | Total expenses and losses per audited financial statements | | 100/101/0201 |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25: Donated services and use of facilities | | |
| a | Behated convides and decondenses TTTTTTTTTTTTTTTTTTTTTTTTTTTTTTTTTT | | |
| b | That year adjustments 111111111111111111111111111111111111 | | |
| C | Other losses | | |
| d | Other (Describe in Part XIII.) | 20 | |
| | Add lines 2a through 2d | 2e | 133,154,926. |
| 3 | Subtract line 2e from line 1 | 3 | 133,134,720. |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1: | | |
| а | Investment expenses not included on Form 990, Part VIII, line 7b | | |
| b | Other (Describe III) art All.) | | 5,735,510. |
| | Add lines 4a and 4b | 4c 5 | 138,890,436. |
| 5 Dort | Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.) | Э | 130,030,430. |
| | e the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Pa | rt V | ine 4 [.] Part X line |
| 2; Par | t XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional inform | nation | |
| FORM | 990, SCHEDULE D, PART XII, LINE 4B | | |
| | | | |
| CANC | ELLED GRANTS \$3,101,937 | | |
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JSA Schedule D (Form 990) 2016

| Part XIII Supplemental Information (continued) | | |
|---|--------------|----------------|
| | ATTACHMENT 1 | |
| SCHEDULE D, PART VII - INVESTMENTS - OTHER SECURITIES | | |
| DESCRIPTION | BOOK VALUE | COST OR FMV |
| CAROUSEL CAPITAL PTRS III&IV | 7,893,250. | FMV |
| CBRE CLARION GLOBAL REAL | 42,222,823. | FMV |
| COLONY INVESTORS VIII, L.P | 581,000. | FMV |
| DENHAM COMMODITY PTRS FND V&VI | 4,328,572. | FMV |
| ENCAP ENERGY CPTL FND/FLATROCK | 15,848,722. | FMV |
| FARALLON CAPITAL INSTITUTIONAL | 28,224,137. | FMV |
| FPA HAWKEYE FUND, LLC | 29,102,074. | FMV |
| HARVEST MLP INCOME FUND II LLC | 21,348,867. | FMV |
| HIGHLINE CAPITAL INTL, LTD | 27,938,024. | FMV |
| KING STREET CAPITAL, LTD | 23,324,667. | FMV |
| LEXINGTON CAPITAL PTRS V & LCP | 2,637,874. | FMV |
| LONE CASCADE, L.P | 29,472,226. | FMV |
| MATLIN PATTERSON GLOBAL OPP | 4,167,134. | FMV |
| MATRIX CAPITAL MGMT FD (OFSHR) | 19,644,132. | FMV |
| OCH-ZIFF REAL ESTATE FUND III | 3,516,217. | FMV |
| OZ OVERSEAS FUND II, LTD | 25,549,878. | FMV |
| Q-BLK PRIVATE CAPITAL II, L.P | 4,603,766. | FMV |
| SHEPHERD INVESTMENTS INTL, LTD | 698,433. | FMV |
| SHERIDAN PRODUCTION PTRS I-B | 8,819,000. | FMV |
| SILCHESTER INTL VALUE EQUITY | 75,371,429. | FMV |
| SILVERPOINT CPTL OFFSHORE FUND | 477,581. | FMV |
| SYNERGY LIFE SCIENCE PTRS, L.P | 2,204,401. | FMV |
| REALTY ASSOC. FND VIII, IX & X | 12,338,031. | FMV |
| TACONIC OPP. OFFSHORE FUND, LTD | 19,785,835. | FMV |

| Part XIII Supplemental Information (continued) | | |
|---|-----------------|--------|
| | ATTACHMENT 1 (C | ONT'D) |
| SCHEDULE D, PART VII - INVESTMENTS - OTHER SECURITIES | | |
| | | COST |
| DESCRIPTION | BOOK VALUE | OR FMV |
| | | |
| THOMAS H LEE EQUITY FUND VI, LP | 3,912,914. | FMV |
| | | |
| VARDE CREDIT PARTNERS | 23,151,838. | FMV |
| | | |
| VARDE FUND IX, X & XI | 25,467,067. | FMV |
| | | |
| WARBURG PINCUS X | 8,030,735. | FMV |
| URLI TUGROU ARGUTRELAGO | 20, 266, 626 | F147 |
| WELLINGTON ARCHIPELAGO | 30,266,636. | FMV |
| WELLINGTON BAY POND | 26 502 662 | FMV |
| WELLINGTON BAY POND | 26,592,662. | FMV |
| WELLINGTON CTF EMERGING MARKET | 36,068,603. | FMV |
| WIDDINGTON CIT DEBROTRO PERROET | 30,000,003. | ITIV |
| TOTALS | 715,669,175. | |
| 10111110 | | |

Statement of Activities Outside the United States

► 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.

OMB No. 1545-0047

2016

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Name of the organization

Employer identification number

| THE | GOLDEN L.E.A.F., INC | | | | 52-22044 | 73 |
|----------|--|-----------------------|--|---|---|--|
| Par | General Information o Form 990, Part IV, line 14 | | Outside the U | nited States. Complete i | f the organization answer | red "Yes" on |
| 1 | For grantmakers. Does the orga | nization mainta | in records to s | substantiate the amount of | its grants and other | |
| | assistance, the grantees' eligibili | | | | | |
| | grants or assistance? | | | | [| Yes No |
| | | | | | | |
| | For grantmakers. Describe in assistance outside the United Sta | | ganization's p | rocedures for monitoring | the use of its grants a | and other |
| 3 | Activities per Region (The follow | vina Part I lina | 2 table can be | a duplicated if additional ap | ago is pooded \ | |
| <u> </u> | Activities per Region. (The follow (a) Region | (b) Number of | (c) Number of | (d) Activities conducted in the | (e) If activity listed in (d) is | (f) Total |
| | (4) 1 (3) | offices in the region | employees, agents, and independent contractors in the region | region (by type) (such as, fundraising, program services, investments, grants to recipients located in the region) | a program service, describe specific type of service(s) in the region | expenditures for and investments in the region |
| (1) | CENTRAL AMERICA/CARIBBEAN | | | INVESTMENTS | | 196,161,143. |
| _(., | | | | | | |
| (2) | EUROPE | | | INVESTMENTS | | 50,557,938. |
| (3) | NORTH AMERICA | | | INVESTMENTS | | 56,859,298. |
| (4) | | | | | | |
| _ (., | | | | | | |
| (5) | | | | | | |
| (6) | | | | | | |
| (7) | | | | | | |
| (8) | | | | | | |
| (9) | | | | | | |
| (10) | | | | | | |
| (11) | | | | | | |
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| (12) | | | | | | |
| (13) | | | | | | |
| (14) | | | | | | |
| (15) | | | | | | |
| | | | | | | |
| (16) | | | | | | |
| (17) | | | | | | |
| 3a | Sub-total | | | | | 303,578,379. |
| b | Total from continuation | | | | | |
| | sheets to Part I | | | | | |
| С | Totals (add lines 3a and 3b) | | | | | 303,578,379. |

| | Par | Sched |
|--|--|-----------------------------------|
| | Ē | ule F (|
| Dot IV list 15 for any registions who recognized more than 65 000 Dort II can be displicated if additional angels is product | Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" on Form 990, | Schedule F (Form 990) 2016 Page 2 |

| Part II | Grants and Other Assistance to Organizations or Entitles 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. | ince to Organizati Sipient who receive | ed more than \$5,000. F | art II can be c | States. Complete Iuplicated if additi | dditional space is needed. | ization answered s needed. | Yes on Fo | orm 990, |
|-------------|---|--|----------------------------|--|--|---------------------------------|----------------------------------|---------------------------------------|--|
| _ | (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 noncash assistance | (h) Description of noncash assistance | (i) Method of valuation (book, FMV, appraisal, other) |
| (3) | | | | | | | | | |
| (2) | | | | | | | | | |
| (3) | | | | | | | | | |
| (4) | | | | | | | | | |
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| (13) | | | | | | | | | |
| (14) | | | | | | | | | |
| (15) | | | | | | | | | |
| (16) | | | | | | | | | |
| 2 Ente | Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, by the IRS or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter | or counsel has provi | ded a section 501(c)(3) ed | tharities by the think that the thick the thick the thick the thick that the thick that the thic | <u>`</u> | recognized as tax-exempt | :-exempt ▼ | | |
| 3 Ente | Enter total number of other organizations or entities | ations or entities | | | | | | | |

Schedule F (Form 990) 2016

Page 3

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.

| Part III can be duplicated if additional space is needed. | 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 noncash assistance | (g) Description of noncash assistance | (h) Method of valuation (book, FMV, appraisal, other) |
| (1) | | | | | | | |
| (2) | | | | | | | |
| (3) | | | | | | | |
| (4) | | | | | | | |
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| (16) | | | | | | | |
| (17) | | | | | | | |
| (18) | | | | | | | |

Page 4

| Part | V 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) | X Yes | No 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 | X 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 | X 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) | X 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 | X 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 | X No |

Schedule F (Form 990) 2016

Schedule F (Form 990) 2016 Page 5

Part V

Supplemental Information
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 F (Form 990) 2016

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

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

► Attach to Form 990.

Open to Public 2016

OMB No. 1545-0047

Name of the organization Department of the Treasury Internal Revenue Service THE GOLDEN L.E.A.F., INC General Information on Grants and Assistance ► Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990. Employer identification number 52-2204473

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and

× Yes

<mark>2</mark>

| 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. | lures for mon | itoring the use | of grant funds in the | United States. | | | |
|--|----------------|---|-----------------------------|---------------------------------------|---|---|------------------------------------|
| Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Comple 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated | omestic Org | yanizations an eived more tha | an \$5,000. Part II | ernments. Com can be duplicat | | te if the organization answered "Yes" on Form if additional space is needed. | s" on Form |
| 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 noncash assistance | (h) Purpose of grant or assistance |
| (1) ABC OF NC FOUNDATION | | | | | | | |
| 905 FRIEDBERG RD WINSTON-SALEM, NC 27127 | 91-1963813 | 501(C)(3) | 100,000. | | | | SEE PART IV |
| (2) ALAMANCE-BURLINGTON SCHOOLS | | | | | | | |
| 1712 VAUGHN ROAD BURLINGTON, NC 27217 | 56-1957903 | GOV'T ENTITY | 1,500,000. | | | | SEE PART IV |
| (3) ANSON COUNTY SCHOOLS | | | | | | | |
| 320 CAMDEN ROAD WADESBORO, NC 28170 | 56-6000987 | GOV'T ENTITY | 950,000. | | | | SEE PART IV |
| (4) BEAUFORT COUNTY COMM. COLLEGE | | | | | | | |
| PO BOX 1069 5337 HWY 264 E WASH., NC 27889 | 56-0894923 | EDUCATION | 120,000. | | | | SEE PART IV |
| (5) COUNTY OF BERTIE | | | | | | | |
| POST OFFICE BOX 530 WINDSOR, NC 27983 | 56-6000276 | GOV'T ENTITY | 72,707. | | | | SEE PART IV |
| (6) COUNTY OF BERTIE | | | | | | | |
| POST OFFICE BOX 530 WINDSOR, NC 27983 | 56-6000276 | GOV'T ENTITY | 500,000. | | | | SEE PART IV |
| (7) BURKE COUNTY PUBLIC SCHOOLS | | | | | | | |
| 509 WEST CONCORD STREET MORGANTON, NC 28655 | 56-0935935 | GOV'T ENTITY | 200,000. | | | | SEE PART IV |
| (8) CAROLINA SMALL BUS. DEV. FUND | | | | | | | |
| 3128 HIGHWOODS BLVD S 170 RALEIGH, NC 27604 | 58-1903219 | 501(C)(3) | 1,000,000. | | | | SEE PART IV |
| (9) CAROLINA SMALL BUS. DEV. FUND | | | | | | | |
| 3128 HIGHWOODS BLVD S 170 RALEIGH, NC 27604 | 58-1903219 | 501(C)(3) | 2,000,000. | | | | SEE PART IV |
| (10) CAROLINAS GATEWAY PARTNERSHIP | | | | | | | |
| 427 FALLS ROAD ROCKY MOUNT, NC 27804 | 56-1931327 | 501(C)(3) | 7,000,000. | | | | SEE PART IV |
| (11) CARTERET COMM. COLL. FDN, INC | | | | | | | |
| 3505 ARENDELL ST MOREHEAD CITY, NC 28557 | 51-6089453 | 501(C)(3) | 200,000. | | | | SEE PART IV |
| (12) CASWELL COUNTY GOVERNMENT | | | | | | | |
| 144 CT SQ. PO BOX 98 YANCEYVILLE, NC 27379 | 56-6000283 | GOV'T ENTITY | 700,200. | | | | SEE PART IV |
| 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table | government o | organizations lis | ted in the line 1 tab | le | | · · · · · · · · · · · · · · · · · · · | |
| 3 Enter total number of other organizations listed in the line 1 table | ed in the line | 1 table | | | | • | |

Department of the Treasury Internal Revenue Service

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

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.

OMB No. 1545-0047

Open to Public

Name of the organization Employer identification number

| THE GOLDEN L.E.A.F., INC | | | | | | 52-2204473 | |
|--|-------------------------|----------------------------------|--|---------------------------------------|---|--|------------------------------------|
| Part General Information on Grants and Assistance | d Assistanc | Ф | | | | | |
| 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' elig the selection criteria used to award the grants or assistance? | ubstantiate th | ie amount of the | grants or assistar | nce, the grantees' | eligibility for the grants or assistance, and | \neg | X Yes No |
| 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States | dures for mor | nitoring the use | ing the use of grant funds in the United States. | United States. | | | |
| Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complet 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if | omestic Ordent that rec | ganizations ar eived more tha | Id Domestic Gov an \$5,000. Part II | ernments. Com can be duplicate | plete if the organization answer | te if the organization answered "Yes" on Form fadditional space is needed. | ;" on Form |
| 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 noncash assistance | (h) Purpose of grant or assistance |
| (1) CASWELL COUNTY SCHOOLS | | | | | | | |
| P.O. BOX 160 YANCEYVILLE, NC 27379 | 56-6001002 | EDUCATION | 346,207. | | | 8 | SEE PART IV |
| (2) CTR. FOR CREATIVE LEADERSHIP | | | | | | | |
| PO BOX 26300 GREENSBORO, NC 27438-6300 | 23-7079591 | GOV'T ENTITY | 1,700,000. | | | 50 | SEE PART IV |
| (3) CITY OF FAYETTEVILLE | | | | | | | |
| 467 HAY STREET FAYETTEVILLE, NC 28301 | 56-6001226 | GOV'T ENTITY | 873,872. | | | 6 | SEE PART IV |
| (4) CITY OF FAYETTEVILLE | | | | | | | |
| 467 HAY STREET FAYETTEVILLE, NC 28301 | 56-6001226 | GOV'T ENTITY | 993,000. | | | | SEE PART IV |
| (5) CITY OF FAYETTEVILLE | | | | | | | |
| 467 HAY STREET FAYETTEVILLE, NC 28301 | 56-6001226 | GOV'T ENTITY | 920,491. | | | 100 | SEE PART IV |
| (6) CITY OF FAYETTEVILLE | <u> </u> | | | | | | |
| 467 HAY STREET FAYETTEVILLE, NC 28301 | 56-6001226 | GOV'T ENTITY | 300,000. | | | 100 | SEE PART IV |
| (7) CITY OF GREENSBORO | I | | | | | | |
| 300 W. WASHINGTON ST GREENSBORO, NC 27401 | 56-6000230 | GOV'T ENTITY | 7,000,000. | | | 50 | SEE PART IV |
| (8) CITY OF HAVELOCK | | | | | | | |
| PO BOX 3681 HAVELOCK, NC 28532 | 56-6023932 | GOV'T ENTITY | 476,000. | | | 50 | SEE PART IV |
| (9) CITY OF KINSTON | I | | | | | | |
| PO DRAWER 339 KINSTON, NC 28502-0339 | 56-6001259 | GOV'T ENTITY | 599,720. | | | 50 | SEE PART IV |
| 10) CITY OF LUMBERTON | | | | | | | |
| PO BOX 1388 LUMBERTON, NC 28359 | 56-6001274 | GOV'T ENTITY | 2,020,522. | | | 50 | SEE PART IV |
| 11) CITY OF LUMBERTON | I | | | | | | |
| PO BOX 1388 LUMBERTON, NC 28359 | 56-6001274 | GOV'T ENTITY | 3,000,000. | | | 100 | SEE PART IV |
| 12) CITY OF MOUNT AIRY | | | | | | | |
| PO BOX 70 MOUNT AIRY, NC 27030-0070 | 56-6001293 | GOV'T ENTITY | 722,500. | | | 100 | SEE PART IV |
| 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table | government o | organizations lis | ted in the line 1 tak | ole | | | |
| | ted in the line | 1 table | | | | · · · · · · · · · · · · · · · · · · · | |

(Form 990) **SCHEDULE I**

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

OMB No. 1545-0047

2016

Open to Public

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

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

Department of the Treasury Internal Revenue Service

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

Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form

the selection criteria used to award the grants or 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 General Information on Grants and Assistance **Employer identification number** 52-2204473

(12) DAVIDSON COUNTY COMM. COLLEGE (11) DAVIDSON COUNTY COMM. COLLEGE (10) DAVIDSON COUNTY (1) CITY OF REIDSVILLE (9) CRAVEN COUNTY GOVERNMENT (8) COUNTY OF RANDOLPH (7) COUNTY OF BLADEN (2) CITY OF SANFORD (4) CITY OF SHELBY (6) CLEVELAND COMMUNITY COLLEGE (5) CITY OF WHITEVILLE (3) CITY OF SHELBY PO BOX 1287 LEXINGTON, NC 27293-1287 Enter total number of other organizations listed in the line 1 table Enter total number of section 501(c)(3) and government organizations listed in the line 1 table PO BOX 1287 LEXINGTON, NC 27293-1287 PO BOX 1067 LEXINGTON, NC 27293-1067 406 CRAVEN STREET NEW BERN, NC 725 MCDOWELL ROAD ASHEBORO, NC 27205 122 POWELL M. CTR ELIZABETHTOWN, NC 28337 137 SOUTH POST ROAD SHELBY, NC 28152 PO BOX 607 WHITEVILLE, NC 28472 POST OFFICE BOX 207 SHELBY, NC 28151-0207 POST OFFICE BOX 207 SHELBY, NC 28151-0207 PO BOX 3729 SANFORD, NC 27330 1100 VANCE STREET REIDSVILLE, NC 27320 1 (a) Name and address of organization or government 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed. 28562 56-0792247 GOV'T ENTITY 56-0792247 56-6000294 56-6000290 56-6000277 56-0848556 56-6001333 56-6001333 56-6001316 56-6001526 56-6001372 56-6001328 (b) EIN GOV'T ENTITY (c) IRC section (if applicable) (d) Amount of cash grant 1,000,000. 1,500,000. 3,000,000. 4,000,000. 1,500,000. 1,000,000. 500,000. 618,670 800,000 500,000 200,000. 150,000. (e) Amount of non-cash assistance (f) Method of valuation (book, FMV, appraisal, other) (g) Description of noncash assistance SEE PART IV SEE SEE SEE SEE PART IV SEE SEE SEE PART IV SEE PART IV SEE PART IV SEE PART IV (h) Purpose of grant or assistance PART PART IV PART IV PART IV PART IV PART IV ۷I

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

Department of the Treasury Internal Revenue Service Name of the organization

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

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.

OMB No. 1545-0047

Open to Public

. IJ INC

Employer identification number 52-2204473

| THE GOLDEN L.E.A.F., INC | | | | | | 52-2204473 | ~ |
|--|----------------------------|--|--|---------------------------------------|---|--|------------------------------------|
| Part General Information on Grants and Assistance | Assistanc | e | | | | - | |
| oes | bstantiate th | ne amount of the | e grants or assista | nce, the grantees | eligibility for the grants or assistance, | or assistance, and |] |
| the selection criteria used to award the grants or assistance? | s or assistand | be? | of grant funds in the | I Inited States | | | X Yes No |
| Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complet 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if | omestic Or ent that rec | ganizations ar eived more th | nd Domestic Gov an \$5,000. Part II | vernments. Com can be duplicat | | e if the organization answered "Yes" on Form additional space is needed. | s" on Form |
| 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 noncash assistance | (h) Purpose of grant or assistance |
| (1) DAVIE COUNTY SCHOOLS | | | | | | | |
| 220 CHERRY STREET MOCKSVILLE, NC 27028 | 56-6001019 | GOV'T ENTITY | 199,978. | | | | SEE PART IV |
| (2) EAST CAROLINA UNIVERSITY | | | | | | | |
| EAST FIFTH STREET GREENVILLE, NC 27858 | 56-6000403 | GOV'T ENTITY | 135,000. | | | | SEE PART IV |
| (3) ELIZ CITY PASQUOTANK PUB SCHS | • | | | | | | |
| 1200 S HALSTEAD B. ELIZABETH CITY, NC 27909 | 56-0891512 | GOV'T ENTITY | 200,000. | | | | SEE PART IV |
| | | | | | | | |
| (5) FORSYTH TECH. COMM. COLLEGE | 0000 | GOV I ENTITI | 100,000 | | | | SEE FAKT IV |
| 2100 SILAS CRK P WINSTON-SALEM, NC 27103 | 56-0792614 | EDUCATION | 1,500,000. | | | - | SEE PART IV |
| (6) FRANKLIN CO. PUBLIC SCHOOLS | | | | | | | |
| 53 WEST RIVER ROAD LOUISBURG, NC 27549 | 56-6001029 | 501(C)(3) | 192,756. | | | | SEE PART IV |
| (7) GASTON COUNTY SCHOOLS | | | | | | | |
| P.O. BOX 1397 GASTONIA, NC 28053 | 56-6001032 | GOV'T ENTITY | 634,107. | | | - | SEE PART IV |
| (8) GLOBAL OPPORTUNITIES CENTER | • | | | | | | |
| 111 W LEWIS ST GREENSBORO, NC 27406 | 47-5120058 | 501(C)(3) | 150,000. | | | - | SEE PART IV |
| (9) GOLER COMMUNITY DEVEL. CORP. | | | | | | | |
| 889 N. LIBERTY ST WINSTON-SALEM, NC 27101 | 56-2118777 | 501(C)(3) | 477,394. | | | | SEE PART IV |
| 10) GRAHAM COUNTY SCHOOLS | | | | | | | |
| 52 MOOSE BRANCH ROAD ROBBINSVILLE, NC 28771 | 56-6001037 | GOV'T ENTITY | 173,961. | | | | SEE PART IV |
| 11) GUILFORD TECH. COMM. COLLEGE | | | | | | | |
| PO BOX 309 JAMESTOWN, NC 27282 | 56-0792519 | GOV'T ENTITY | 650,000. | | | - | SEE PART IV |
| 12) HALIFAX REG. MED. CTR., INC. | • | | | | | | |
| 250 SMITH CH. RD ROANOKE RAPIDS, NC 27870 | 56-0989789 | 501(C)(3) | 200,000. | | | - | SEE PART IV |
| 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table | government . | organizations lis | sted in the line 1 tak | ole . | | • | |
| | ed in the line | 1 table | | | | · · · · · · · · · · · · · · · · · · · | |

(Form 990) **SCHEDULE I**

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

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

► Attach to Form 990.

OMB No. 1545-0047 2016

Open to Public

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

(12) NC COMMUNITY DEV. INITIATIVE (11) NC COMMUNITY COLLEGE SYSTEM Department of the Treasury Internal Revenue Service (10) NORTH CAROLINA BAPTIST MEN Name of the organization THE GOLDEN L.E.A.F., INC (1) HEALTH EDUC FDN FOR ENC, INC. (9) NC AG FOUNDATION, INC. (8) MOORESVILLE-SOUTH IREDELL EDC (2) IREDELL-STATESVILLE SCHOOLS (6) MARTIN COUNTY (5) LENOIR COUNTY (4) LENOIR COMMUNITY COLLEGE (3) JAMES SPRUNT COMM. COLLEGE 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and Enter total number of other organizations listed in the line 1 table Enter total number of section 501(c)(3) and government organizations listed in the line 1 table PO BOX 98148 RALEIGH, NC 27624 5016 MAIL SERVICE CTR RALEIGH, NC 27699 PO BOX 1107 CARY, NC 27512 CAMPUS BOX 7645 RALEIGH, NC 27695-7645 151 E. IREDELL AVENUE MOORESVILLE, NC 28115 PO BOX 12889 RESEARCH TRIANGLE PK, NC 27709 305 EAST MAIN STREET WILLIAMSTON, NC 1791 HIGHWAY 11/55 KINSTON, NC 28504 PO BOX 188 KINSTON, NC 28502-0188 P. O. BOX 398 KENANSVILLE, NC 28349 410 GARFIELD STREET STATESVILLE, NC 28677 P.O. DRAWER 7368 ROCKY MOUNT, NC 27804-0368 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. the selection criteria used to award the grants or assistance? 1 (a) Name and address of organization or government General Information on Grants and Assistance 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed. Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 27892 58-1406628 56-2142717 |501(C)(3) 51-0599747 23-7338802 56-6000317 56-1288079 56-6049304 56-6000314 56-0753025 56-0892755 56-1744267 20-3648746 (b) EIN GOV'T ENTITY 501(C)(3) 501(C)(3) GOV'T ENTITY GOV'T ENTITY GOV'T ENTITY 501(C)(3) 501(C)(3) GOV'T ENTITY GOV'T ENTITY 501(C)(3) (c) IRC section (if applicable) (d) Amount of cash grant 45,000,000. 1,368,000. 1,406,700. 577,808. 200,000. 460,000. 750,000. 750,000. 200,000 702,000 57,500. 76,000. (e) Amount of non-cash assistance (f) Method of valuation (book, FMV, appraisal, other) (g) Description of noncash assistance **Employer identification number** 52-2204473 SEE PART IV SEE SEE SEE SEE PART IV SEE SEE SEE PART IV SEE PART IV SEE PART IV SEE PART IV (h) Purpose of grant or assistance PART PART IV PART IV PART IV PART IV PART IV ۷I

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

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

OMB No. 1545-0047

Open to Public 2016

| Department of the Treasury Internal Revenue Service | ► Informat | ion about So | chedule I (Form | Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990. | uctions is at www | v.irs.gov/form990. | | Inspection |
|---|---|---------------------------------|---------------------------------|---|---------------------------------------|---|---------------------------------------|------------------------------------|
| Name of the organization | | | | | | , | Employer identification number | ication number |
| THE GOLDEN L.E.A.F | A.F., INC | | | | | | 52-2204473 | 73 |
| Part II General Ir | General Information on Grants and Assistance | Assistance | е | | | | | |
| Does the organize | Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eli | ıbstantiate th | e amount of the | grants or assista | nce, the grantees | eligibility for the grants or assistance, and | s or assistance, and | |
| the selection crite 2 Describe in Part | the selection criteria used to award the grants or assistance? | s or assistanc lures for mor | xe? nitoring the use | of grant funds in the | e United States. | | | Yes |
| Part II Grants an | Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form | omestic Or | ganizations ar | nd Domestic Gov | vernments. Com | plete if the organiza | ation answered " | res" on Form |
| 990, Part | 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated | ent that rec | eived more tha | an \$5,000. Part II | can be duplicat | ed if additional space is needed | e is needed. | |
| 1 (a) Name and or g | (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 noncash assistance | (h) Purpose of grant or assistance |
| (1) NC FDN FOR SOIL & WATER CONS | WATER CONS. | 1 | | | | | | |
| 5171 GLENWOOD AVE | STE 330 RALEIGH, NC 27612 | 56-2158494 | 501(C)(3) | 200,000. | | | | SEE PART IV |
| (2) NC RURAL ECON DEVEL CTR, | EL CTR, INC. | | | | | | | |
| 4021 CARYA DRIVE RALEIGH, | RALEIGH, NC 27610-4021 | 56-1552375 | 501(C)(3) | 1,000,000. | | | | SEE PART IV |
| (3) NC RURAL ECON DEVEL CTR, | EL CTR, INC. | | | | | | | |
| (4) NCSEAA | | | | | | | | |
| PO BOX 13663 RESEARCH TRIANGLE | ARCH TRIANGLE PK, NC 27709 | 56-6172047 | GOV'T ENTITY | 2,423,500. | | | | SEE PART IV |
| (5) NC STATE - FRIDAY | FRIDAY INSTITUTE | ı | | | | | | |
| CAMPUS BOX 7249 RALEIGH, | ALEIGH, NC 27606 | 56-6000756 | EDUCATION | 199,961. | | | | SEE PART IV |
| (6) NC STATE UNIVERSITY | Ϋ́ | • | | | | | | |
| 2701 SULLIVAN DR BOX 7653 | 30X 7653 RALEIGH, NC 27695 | 56-6000756 | EDUCATION | 151,405. | | | | SEE PART IV |
| (7) NC STATE UNIVERSITY | ΓY | | | | | | | |
| 2701 SULLIVAN DR BOX | 30X 7514 RALEIGH, NC 27695 | 56-6000756 | GOV'T ENTITY | 37,500. | | | | SEE PART IV |
| (8) NC'S EASTERN EDC | | | | | | | | |
| 415 EAST BOULEVARD WILLIAMSTON, | O WILLIAMSTON, NC 27892 | 56-1995352 | 501(C)(3) | 174,686. | | | | SEE PART IV |
| (9) NEAAAT | | • | | | | | | |
| PO BOX 2889 ELIZABETH CITY, | BETH CITY, NC 27909 | 46-4978300 | 501(C)(3) | 200,000. | | | | SEE PART IV |
| (10) PFEIFFER UNIVERSITY | ľΥ | | | | | | | |
| P.O. BOX 960 MISENHEIMER, | NHEIMER, NC 28109 | 56-0529990 | 501(C)(3) | 500,000. | | | | SEE PART IV |
| (11) PIEDMONT TRIAD REC | REG DEVEL CORP | • | | | | | | |
| 1398 CARROLLTON CF | CARROLLTON CR KERNERSVILLE, NC 27284 | 56-1438854 | 501(C)(3) | 1,000,000. | | | | SEE PART IV |
| (12) PUBLIC SCH. OF ROI | ROBESON CO. | • | | | | | | |
| 201 EAST LIVERMORE DRIVE PEMBROKE, | E DRIVE PEMBROKE, NC 28372 | 56-6001104 | GOV'T ENTITY | 2,761,016. | | | | SEE PART IV |
| | Enter total number of section 501(c)(3) and government organizations listed in the line 1 table | government o | organizations lis | ted in the line 1 tak | ole | | | |
| 3 Enter total number | Enter total number of other organizations listed in the line 1 table | ed in the line | 1 table | | | | | |
| | | | | | | | | |

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

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

OMB No. 1545-0047

Open to Public 2016

| | | i Ati | Attach to Form 990. | | | | Open to Public |
|---|---------------------------------|--|---|---------------------------------------|---|---------------------------------------|------------------------------------|
| • | ion about Sc | hedule I (Form | Information about Schedule I (Form 990) and its instructions is at www. | uctions is at www | ı.irs.gov/form990. | | Inspection |
| | | | | | | Employer identification number | ication number |
| IND GOLDEN L.E.A.F., INC | | | | | | C/##022-2C | 170 |
| Part General Information on Grants and | and Assistance | | | | | | |
| 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' | ıbstantiate th | e amount of the | grants or assistar | nce, the grantees | eligibility for the grants or assistance, and | s or assistance, and | * |
| the selection criteria used to award the grants or assistance? | s or assistanc lures for mon | e? itoring the use | of grant funds in the | e United States. | | | Yes |
| Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answer 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed | omestic Orç ent that reco | yanizations ar eived more th | า d Domestic Gov an \$5,000. Part II | ernments. Com can be duplicat | plete if the organization answered "Yes" on Form ed if additional space is needed. | ation answered "\ ce is needed. | Yes" on Form |
| 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 noncash assistance | (h) Purpose of grant or assistance |
| (1) RANDOLPH COMMUNITY COLLEGE | | | | | | | |
| 629 INDUSTRIAL PK AV ASHEBORO, NC 27205 | 56-0793680 | GOV'T ENTITY | 960,000. | | | | SEE PART IV |
| (2) ROWAN-CABARRUS COMM. COLLEGE | - | | | | | | |
| PO BOX 1595 SALISBURY, NC 28145-1595 | 56-0792333 | GOV'T ENTITY | 560,000. | | | | SEE PART IV |
| (3) ROWAN-CABARRUS COMM. COLLEGE | • | | | | | | |
| PO BOX 1595 SALISBURY, NC 28145-1595 | 56-0792333 | GOV'T ENTITY | 403,487. | | | | SEE PART IV |
| (4) ROWAN-SALISBURY SCHOOL SYSTEM | | | | | | | |
| 500 N. MAIN STREET SALISBURY, NC 28144 | 56-6001834 | GOV'T ENTITY | 700,000. | | | | SEE PART IV |
| (5) STANLY COMMUNITY COLLEGE | • | | | | | | |
| 141 COLLEGE DRIVE ALBEMARLE, NC 28001 | 56-0994111 | GOV'T ENTITY | 325,000. | | | | SEE PART IV |
| (6) STANLY COUNTY | | | | | | | |
| 1000 N FIRST ST ALBEMARLE, NC 28001 | 56-6001537 | GOV'T ENTITY | 500,000. | | | | SEE PART IV |
| (7) SURRY COMM. COLLEGE FDN, INC. | • | | | | | | |
| 630 SOUTH MAIN STREET DOBSON, NC 27017 | 56-6094116 | 501(C)(3) | 800,000. | | | | SEE PART IV |
| (8) SURRY COUNTY SCHOOLS | | | | | | | |
| 209 N CRUTCHFIELD ST DOBSON, NC 27017 | 56-6001117 | GOV'T ENTITY | 320,046. | | | | SEE PART IV |
| (9) TOWN OF BLACK MOUNTAIN | | | | | | | |
| 160 MIDLAND AVE. BLACK MOUNTAIN, NC 28711 | 56-6001182 | GOV'T ENTITY | 775,000. | | | | SEE PART IV |
| (10) TOWN OF BOARDMAN | | | | | | | |
| PO BOX 87 EVERGREEN, NC 28438 | 56-1851203 | GOV'T ENTITY | 336,000. | | | | SEE PART IV |
| (11) TOWN OF BURGAW | | | | | | | |
| 109 NORTH WALKER STREET BURGAW, NC 28425 | 56-6001188 | GOV'T ENTITY | 478,000. | | | | SEE PART IV |
| (12) TOWN OF FAIR BLUFF | • | | | | | | |
| PO BOX 157 FAIR BLUFF, NC 28439 | 56-6001222 | GOV'T ENTITY | 522,600. | | | | SEE PART IV |
| | government c | organizations lis | sted in the line 1 tak | ole | | | |
| 3 Enter total number of other organizations listed in the line 1 table | ad in the line | 1 table | | | | 7 | • |

Department of the Treasury Internal Revenue Service

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

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

OMB No. 1545-0047

Open to Public 2016

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

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. the selection criteria used to award the grants or assistance? General Information on Grants and Assistance Yes N_o

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

| 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 noncash assistance | (h) Purpose of grant or assistance |
|---|----------------|---------------------------------|-----------------------------|---------------------------------------|---|---------------------------------------|------------------------------------|
| (1) TOWN OF FAIR BLUFF | | | | | | | |
| PO BOX 157 FAIR BLUFF, NC 28439 | 56-6001222 | GOV'T ENTITY | 1,767,000. | | | | SEE PART IV |
| (2) TOWN OF FREMONT | | | | | | | |
| P. O. BOX 4 FREMONT, NC 27830 | 56-6001231 | GOV'T ENTITY | 222,250. | | | | SEE PART IV |
| (3) TOWN OF MADISON | | | | | | | |
| 120 NORTH MARKET STREET MADISON, NC 27025 | 56-6001276 | GOV'T ENTITY | 500,000. | | | | SEE PART IV |
| (4) TOWN OF MCADENVILLE | | | | | | | |
| PO BOX 9 MCADENVILLE, NC 28101 | 56-0962359 | GOV'T ENTITY | 858,000. | | | | SEE PART IV |
| (5) TOWN OF PEMBROKE | | | | | | | |
| PO BOX 866 PEMBROKE, NC 28372 | 56-0809922 | GOV'T ENTITY | 310,237. | | | | SEE PART IV |
| (6) TOWN OF SEABOARD | | | | | | | |
| P.O. BOX 327 SEABOARD, NC 27876 | 56-6001330 | GOV'T ENTITY | 200,000. | | | | SEE PART IV |
| (7) TOWN OF SILER CITY | | | | | | | |
| PO BOX 769 SILER CITY, NC 27344 | 56-6001334 | GOV'T ENTITY | 4,000,000. | | | | SEE PART IV |
| (8) TOWN OF TABOR CITY | | | | | | | |
| P.O. DRAWER 655 TABOR CITY, NC 28463 | 56-6001349 | GOV'T ENTITY | 406,996. | | | | SEE PART IV |
| (9) UNIV. OF MOUNT OLIVE, INC. | | | | | | | |
| 634 HENDERSON STREET MOUNT OLIVE, NC 28365 | 56-0623936 | 501(C)(3) | 200,000. | | | | SEE PART IV |
| (10) UNC AT PEMBROKE | | | | | | | |
| P.O. BOX 1510 PEMBROKE, NC 28372 | 56-6000805 | EDUCATION | 1,892,900. | | | | SEE PART IV |
| (11) UNC AT PEMBROKE | | | | | | | |
| PO BOX 1510 PEMBROKE, NC 28372-1510 | 58-1592230 | 501(C)(3) | 55,000. | | | | SEE PART IV |
| (12) VANCE COUNTY SCHOOLS | | | | | | | |
| 1724 GRAHAM AVENUE HENDERSON, NC 27536 | 56-6001124 | 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 | overnment c | organizations lis | ted in the line 1 tab | ie | | • | |
| 3 Enter total number of other organizations listed in the line 1 table | ed in the line | 1 table | | | | | |

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

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

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

► Attach to Form 990.

OMB No. 1545-0047

2016

Open to Public

| Department of the Treasury Internal Revenue Service | ► Informa | tion about Sc | chedule I (Form | Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990 | uctions is at wwv | v.irs.gov/form990. | | Inspection |
|--|---|--|---|--|---------------------------------------|--|---|------------------------------------|
| Name of the organization | | | | | | ı | Employer identification number | ation number |
| THE GOLDEN L.E.A.F., | A.F., INC | | | | | | 52-2204473 | ü |
| Part I General In: | General Information on Grants and Assistance | d Assistance | Ф | | | | | |
| Does the organize the selection crite Describe in Part I' | 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? | ubstantiate thes or assistance the dures for mon | e amount of the e? nitoring the use | mount of the grants or assistance, the grante | nce, the grantees United States. | eligibility for the grants | s or assistance, and | X Yes No |
| Part II Grants and 990, Part IV | Grants and Other Assistance to Domestic Organizations and Domestic Governments. Comple 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated | omestic Orç | ganizations ar eived more tha | ı d Domestic Gov an \$5,000. Part II | ernments. Com can be duplicat | plete if the organization answer ed if additional space is needed | te if the organization answered "Yes" on Form if additional space is needed. | es" on Form |
| 1 (a) Name and or go | (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 noncash assistance | (h) Purpose of grant or assistance |
| (1) COUNTY OF WAYNE | | | | | | | | |
| PO BOX 227 GOLDSBORO, | RO, NC 27533-0227 | 56-6001520 | GOV'T ENTITY | 300,000. | | | | SEE PART IV |
| (2) COUNTY OF WAYNE | | <u> </u> | | | | | | |
| PO BOX 227 GOLDSBORO, | RO, NC 27533-0227 | 56-6001520 | GOV'T ENTITY | 178,000. | | | | SEE PART IV |
| (3) COUNTY OF WAYNE | | | | | | | | |
| PO BOX 227 GOLDSBORO, | RO, NC 27533-0227 | 56-6001520 | GOV'T ENTITY | 237,474. | | | | SEE PART IV |
| (4) YADKIN COUNTY | | | | | | | | |
| PO BOX 220 YADKINVILLE, NC | ILLE, NC 27055 | 56-6000352 | GOV'T ENTITY | 448,800. | | | | SEE PART IV |
| (5) | | | | | | | | |
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| (12) | | | | | | | | |
| 2 Enter total number of section 501 | ି ରା | (3) and government organization | organizations lis | ted in the line 1 tab | ole | | | 85. |
| | Ī | 5 | 300 | | | | , | |

Schedule I (Form 990) (2016) **Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

| Part IV | 7 | 6 | 51 | 4 | ω | 2 | 1 | |
|--|---|---|----|---|---|---|---|---|
| Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b); and any other additional information. | | | | | | | | (a) Type of grant or assistance |
| nformation re | | | | | | | | (b) Number of recipients |
| equired in Part I, | | | | | | | | (c) Amount of cash grant |
| line 2, Part III, c | | | | | | | | (d) Amount of non-cash assistance |
| column (b); and any c | | | | | | | | (e) Method of valuation (book, FMV, appraisal, other) |
| other additional | | | | | | | | (f) Description of non-cash assistance |

GRANTS MONITORING - FORM 990, SCHEDULE I, LINE 2

GRANTEE ACKNOWLEDGEMENT & AGREEMENT, WHICH STATES GUIDELINES AND APPLICANTS THAT RECEIVE AWARDS FROM THE BOARD ARE REQUIRED TO SIGN A

OF THE FOUNDATION FOR GOOD CAUSE. CONDITIONS FOR A GRANT. TRAINING SESSION, UNLESS WAIVED BY THE SENIOR VICE PRESIDENT OR PRESIDENT GRANTEES MUST ALSO ATTEND A GRANTS MANAGEMENT GOOD CAUSE INCLUDES, FOR EXAMPLE, THE

THE GRANTEE ACKNOWLEDGEMENT & AGREEMENT MAY CONTAIN CONDITIONS THAT MUST

GRANTEE HAS PREVIOUSLY SUCCESSFULLY MANAGED A GRANT FROM THE FOUNDATION.

BE SATISFIED BEFORE FUNDS WILL BE RELEASED. THESE CONDITIONS, ALONG WITH

REQUIREMENTS FOR INTERIM AND FINAL REPORTS, ARE ENTERED IN A DATABASE

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

Schedule I (Form 990) (2016)

52-2204473

| Part III | Grants and Other Assistance to Domestic Individuals. Complete if the organization answered Part III can be duplicated if additional space is needed. | t ic Individuals ce is needed. | . Complete if th | e organization | | "Yes" on Form 990, Part IV, line 22. |
|----------|---|--|--------------------------|-----------------------------------|---|--|
| | (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 | Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b); and any other additional information. | nformation re | quired in Part I, | line 2, Part III, c | column (b); and any o | ther additional |
| ONCE TI | ONCE THE FOUNDATION RECEIVES THE SIGNED GRANTEE ACKNOWLEDGEMENT | GRANTEE A | CKNOWLEDGEME | NT & | | |

REQUEST FOR PAYMENT, THE APPLICANT IS ELIGIBLE TO RECEIVE AN INITIAL AGREEMENT, EVIDENCE THAT PRECONDITIONS HAVE BEEN MET, AND A WRITTEN

OF THE GRANT AWARD OR REIMBURSEMENTS OF UP TO 80% OF THE GRANT AWARD OR A

DISBURSEMENT. GRANTEES MAY RECEIVE ADVANCES IN INCREMENTS OF UP TO 20%

COMBINATION OF ADVANCES AND REIMBURSEMENTS WITHIN THOSE RESPECTIVE

BY THE FOUNDATION UNTIL COMPLETION OF THE GRANTEE'S OBLIGATIONS UNDER THE

A SUM EQUAL TO 20% OF THE TOTAL AMOUNT OF THE GRANT IS RETAINED

LIMITS.

THE FUNDED PROJECT AND SATISFACTION OF ANY REMAINING CONDITIONS TO

GRANT, INCLUDING THE SUBMISSION TO THE FOUNDATION OF A FINAL REPORT ON

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

52-2204473

⊃age **2**

Schedule I (Form 990) (2016) **Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

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|--|---------------------------------|---------------------------------------|-----------------------------------|---|--|
| (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. Provide the information required in Part I, line 2, Part III, column (b); information. | nformation re | quired in Part I, | line 2, Part III, c | | and any other additional |
| RELEASE OF FUNDS. THE PRESIDENT OF THE FOUNDATION HAS THE AUTHORITY TO | FOUNDATIC | N HAS THE AU | JTHORITY TO | | |
| MODIFY THIS RELEASE SCHEDULE. GRANTEES | MAY USE F | GRANTEES MAY USE FUNDS ONLY FOR ITEMS | OR ITEMS | | |

AFTER THE AWARD DATE AND A FINAL REPORT WITHIN 60 DAYS AFTER COMPLETION MUST SUBMIT INTERIM REPORTS IN SIX MONTH INCREMENTS BEGINNING SIX MONTHS FUNDS IN EXCESS OF THE AMOUNT AWARDED BY THE GOLDEN LEAF BOARD. GRANTEES OF A BUDGET MODIFICATION. IN NO EVENT MAY A GRANTEE SPEND GOLDEN LEAF OF THE PROJECT, THOUGH THIS SCHEDULE MAY BE ADJUSTED IF APPROPRIATE FOR A EXCESS OF THE APPROVED BUDGET AMOUNT, THE GRANTEE MUST RECEIVE APPROVAL SPEND FUNDS ON A ITEM NOT INCLUDED IN THE BUDGET OR IN AN AMOUNT IN IDENTIFIED IN THE PROJECT'S APPROVED BUDGET. SHOULD THE GRANTEE SEEK TO

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

52-2204473

Page 2

Schedule I (Form 990) (2016) **Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

| | Part IV | 7 | o O | បា | 4 | ယ | N | 1 | |
|--|---|---|--------|----|---|---|---|---|---|
| SHICOTER HIMEID OH CERTIFORD OF IT ERE SEEMNED SESTED WITH | Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b); and any other additional information. | | | | | | | | (a) Type of grant or assistance |
| TEO DEOUTE | nformation re | | | | | | | | (b) Number of recipients |
| DEN MO CITAMITA | quired in Part I, | | | | | | | | (c) Amount of cash grant |
| | I, line 2, Part III, c | | | | | | | | (d) Amount of non-cash assistance |
| | olumn (b); and any c | | | | | | | | (e) Method of valuation (book, FMV, appraisal, other) |
| | other additional | | | | | | | | (f) Description of non-cash assistance |

PROJECT. IN SOME CASES, GRANTEES ARE ALSO REQUIRED TO SUBMIT REPORTS

AFTER THE CONCLUSION OF THE PROJECT TO DOCUMENT ONGOING ACTIVITIES AND

ACCOMPLISHED COMPARED TO AN APPROVED LIST OF ACTIVITIES, REPORTED

THE REPORTS INCLUDE INFORMATION REGARDING THE WORK

OUTCOMES.

OUTCOMES OF THE PROJECT COMPARED TO APPROVED PROJECTED OUTCOMES, AND

EXPENDITURE REPORTS. USING A SAMPLING PROCESS, THE FOUNDATION VERIFIES

REPORTED ACTIVITIES, OUTCOMES, AND EXPENDITURES BY REVIEWING SUPPORTING

DOCUMENTATION. FOUNDATION STAFF ALSO CONDUCTS SITE VISITS FOR SOME OF

THE PROJECTS. THE GRANT MONITORING PROCESS IS RISK ADJUSTED, WITH SOME

GRANTEES, SUCH AS THOSE WITH LESS GRANTS MANAGEMENT EXPERIENCE AND

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| Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered | |
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| Part IV | 7 | 6 | 5 | 4 | ω | N | _ | | |
|---|---|---|---|---|---|---|---|---|--|
| Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b); and any other additional information. | | | | | | | | (a) Type of grant or assistance | Part III can be duplicated if additional space is needed |
| information re | | | | | | | | (b) Number of recipients | ce is needed. |
| equired in Part I, | | | | | | | | (c) Amount of cash grant | |
| line 2, Part III, o | | | | | | | | (d) Amount of non-cash assistance | |
| column (b); and any c | | | | | | | | (e) Method of valuation (book, FMV, appraisal, other) | |
| other additional | | | | | | | | (f) Description of non-cash assistance | |

CAPACITY, RECEIVING MORE INTENSIVE MONITORING.

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

- 1. ABC OF NC CAMPUS/WORKFORCE EXPANSION
- 2. BUILDING A STEM SCHOOL TO WORK PIPELINE IN ALAMANCE COUNTY
- 3. AMS STEM INITIATIVE
- 4. INTEGRATING MECHATRONICS IN ENGINEERING AT BEAUFORT COUNTY

COMMUNITY COLLEGE

- 5. FLOODING IN THE CASHIE RIVER DRAINAGE SYSTEM
- 6. BERTIE COUNTY PUBLIC LIBRARY & COOPERATIVE EXTENSION PLANNING

Schedule I (Form 990) (2016) **Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

| Part IV | 7 | 6 | σ ı | 4 | ယ | 2 | - | |
|---|---|---|------------|---|---|---|----------|---|
| Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b); and any other additional information. | | | | | | | | (a) Type of grant or assistance |
| information re | | | | | | | | (b) Number of recipients |
| equired in Part I, | | | | | | | | (c) Amount of cash grant |
| line 2, Part III, o | | | | | | | | (d) Amount of non-cash assistance |
| column (b); and any c | | | | | | | | (e) Method of valuation (book, FMV, appraisal, other) |
| other additional | | | | | | | | (f) Description of non-cash assistance |

- 7. PROJECT DETAIL
- 8. CAROLINA SMALL BUSINESS DISASTER RELIEF PROGRAM
- 9. CSBDF GOLDEN LEAF NORTH CAROLINA DISASTER RECOVERY LOAN PROGRAM
- 10. KINGSBORO MEGA-SITE INFRASTRUCTURE (A CSX SELECT SITE)
- 11. CULINARY/HOSPITALITY FACILITY: EQUIPMENT
- 12. CASWELL COUNTY PUBLIC LIBRARY EXPANSION PROJECT
- 13. CASWELL COUNTY SCHOOLS STEM LAB
- 14. GOLDEN LEAF SCHOLARS LEADERSHIP PROGRAM
- 15. HURRICANE MATTHEW RECOVERY SPRUCE STREET STORM DRAINAGE
- 16. HURRICANE MATTHEW RECOVERY - MULTIPLE CREEK TREE DEBRIS REMOVAL

Page 2

Schedule I (Form 990) (2016) Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

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|----------|--|---------------------------------|--------------------------|-----------------------------------|---|--|
| | (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. Provide the information required in Part I, line information. | nformation re | quired in Part I, | line 2, Part III, column (b); | | and any other additional |
| 17. | MATTHEW RECOVERY - | RAYCONDA SUB | SUBDIVISION ACC | ACCESS ROADWAY | | |
| 18. | HURRICANE MATTHEW RECOVERY - CI | CROSS CREEK | TREE AND DEI | DEBRIS REMOVAL | - | |
| 19. | GREENSBORO-RANDOLPH MEGASITE SI | SEWER EXTENSION | ION | | | |
| 20. | MCCOTTER CANAL STABILIZATION | | | | | |
| 21. | DOCTORS DRIVE EXTENSION | | | | | |
| 22. | PUBLIC FACILITIES BUILDING REPAIR | IR PROJECT | | | | |
| 23. | TANGLEWOOD STORMWATER DRAINAGE | PROJECT | | | | |
| 24. | SPENCER'S MILL REDEVELOPMENT | | | | | |
| 25. | WWTP BAFFLE WALL FOR BNR COMPLIANCE | ANCE | | | | |
| 26. | MONCURE MEGASITE | | | | | |

Schedule I (Form 990) (2016) **Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed. 52-2204473

| 27. | Part IV | 7 | 6 | σ ı | 4 | အ | 2 | - | |
|--|---|---|---|------------|---|---|---|----------|---|
| FARMVILLE ROAD WATER SYSTEM IMPROVEMENTS SERVING WASHBURN SWITCH | Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b); information. | | | | | | | | (a) Type of grant or assistance |
| PROVEMENTS | information re | | | | | | | | (b) Number of recipients |
| SERVING WASH | quired in Part I, | | | | | | | | (c) Amount of cash grant |
| IBURN SWITCE | line 2, Part III, c | | | | | | | | (d) Amount of non-cash assistance |
| I | column (b); and any c | | | | | | | | (e) Method of valuation (book, FMV, appraisal, other) |
| | and any other additional | | | | | | | | (f) Description of non-cash assistance |

BUSINESS PARK

- 28. WESTSIDE/CREST SEWER IMPROVEMENT PROJECT
- 29. STORMWATER PLAN FOR DOWNTOWN MUNICIPAL SERVICE DISTRICT &

EMERGENCY GENERATOR

- 30. ADVANCED MANUFACTURING CENTER
- 31. BLADEN COUNTY STREAM DEBRIS REMOVAL
- 32. PETTY'S GARAGE LLC
- 33 CRAVEN COUNTY DRAINAGE INFRASTRUCTURE MAINTENANCE (MATTHEW

DAMAGE)

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| Part III | Grants and Other Assistance to Domestic Individuals. Complete if the organization answered Part III can be duplicated if additional space is needed. | tic Individuals. ce is needed. | Complete if th | e organization | answered "Yes" on F | "Yes" on Form 990, Part IV, line 22. |
|-------------|---|-----------------------------------|----------------------------|-----------------------------------|---|--|
| | (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. Provide the information required in Part I, line 2, Part III, column (b); and any other additional information. | information req | uired in Part I, I | ine 2, Part III, c | column (b); and any o | ther additional |
| 34. | DAVIDSON COUNTY I-85 CORPORATE | CENTER | | | | |
| 35· | DCCC HEALTH SCIENCES EDUCATION | EDUCATIONAL TECHNOLOGY | Y & EQUIPMENT | TINI | | |
| 36. | DCCC'S HEALTH CARE PROGRAMS IN | IN DAVIE COUNTY | Ā | | | |
| 37. | INNOVATIVE SPACES AND INSTRUCTION | CON IN STEM AND | AND CTE | | | |
| 3 8 • | RETIREMENT MIGRATION AND ECONOMIC | | DEVELOPMENT: EASTERN NORTH | N NORTH | | |
| CAROLINA AS | A AS A RETIREMENT ZONE | | | | | |
| 39. | ELIZABETH CITY PASQUOTANK EARLY COLLEGE | COLLEGE | | | | |
| 40. | IDOLS ROAD BUSINESS PARK (PHASE | Ι) | | | | |
| 41. | FORSYTH TECH STOKES COUNTY SKI | SKILLED TRADES | BUILDING | | | |
| 42. | T3 (TECH TEACHING AND TRANSFORMATION) | ATION) | | | | |

Schedule I (Form 990) (2016)

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.

Part III can be displicated if additional space is needed. 52-2204473

Page 2

| | Part III can be auplicated if additional space is needed. | ce 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. Provide the information required in Part I, line 2, Part III, column (b); information. | nformation re | quired in Part I, I | line 2, Part III, o | column (b); and any o | and any other additional |
| 43. | GASTON COUNTY ADVANCED MANUFACTURING CAREER ACADEMY | URING CARE | ER ACADEMY | | | |
| 44. | TRIAD REGIONAL EXPORT INITIATIVE | Ħ | | | | |
| 45. | WORKFORCE TECHNOLOGY PATHWAY 2020 | 20 | | | | |
| 46. | TECHNOLOGY IN RURAL HANDS: BRIDGING THE GAP FOR GRAHAM COUNTY | GING THE G | AP FOR GRAHA | M COUNTY | | |
| STUDENTS | Š | | | | | |
| 47. | INCREASING CAPACITY FOR THE CENTER FOR ADVANCE MANUFACTURING | TER FOR AL | VANCE MANUFA | CTURING | | |
| (ICCAM) | | | | | | |

50.

AGRICULTURE AND SCIENCE EARLY COLLEGE

49.

MEDSERVE

48.

EXPANDED ACCESS MEDICAL HOME

52-2204473

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| (For |
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| Part III | Grants and Other Assistance to Domestic Individuals. Complete if the organization answered Part III can be duplicated if additional space is needed. | t ic Individuals ce is needed. | . Complete if th | ne organization | answered "Yes" on F | "Yes" on Form 990, Part IV, line 22. |
|----------|---|--|--------------------------|-----------------------------------|---|--|
| | (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. Provide the information required in Part I, line 2, Part III, column (b); information. | nformation re | quired in Part I, | line 2, Part III, c | olumn (b); and any o | and any other additional |
| 51. | JSCC TRUCK DRIVING PROGRAM | | | | | |

- 52. LENOIR COMMUNITY COLLEGE VITAL CARE VITAL SIGNS
- 53. LENOIR COUNTY COOPERATIVE EXTENSION BUILDING DEMO AND

REPLACEMENT

- 54. PROJECT AC RAIL EXTENSION
- 55. GOLDEN LEAF PIEDMONT FIBER BUILD
- 56. MOORESVILLE BUSINESS PARK EAST - MANUFACTURERS BOULEVARD PHASE
- 1B
- 57. PLANT SCIENCES INITIATIVE PHASE 3
- 58. DISASTER RELIEF AND REBUILDING AFTER HURRICANE MATTHEW IN EASTERN

52-2204473

Schedule I (Form 990) (2016) **Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed

| | Fait III can be duplicated II additional space is needed. | de 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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| 51 | | | | | | |
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| 7 | | | | | | |
| Part IV | Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b); information. | nformation re | quired in Part I, | line 2, Part III, c | column (b); and any o | and any other additional |
| NORTH | NORTH CAROLINA | | | | | |

- 59. GOLDEN LEAF SCHOLARS PROGRAM-TWO-YEAR COLLEGES
- 60. INITIATIVE CAPITAL DISASTER RECOVERY LENDING
- 61. IMPROVING PASTURE MANAGEMENT
- 62. NORTH CAROLINA SMALL BUSINESS EMERGENCY BRIDGE LOAN PROGRAM
- 63. NORTH CAROLINA SMALL BUSINESS RECOVERY FUND
- 64. GOLDEN LEAF SCHOLARS PROGRAM 2017-18
- 65. PHASE III: LEADERSHIP SUPPORT FOR DIGITAL LEARNING INITIATIVES
- 66. CREATING LONG-TERM SOLUTIONS TO ADVANCE FARMER PROFITABILITY AND

MARKET CAPACITY FOR NC PASTURED MEATS

52-2204473 Page 2

| Part III | Schedule I |
|--|------------------------|
| Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed. | le I (Form 990) (2016) |

| Part IV | 7 | 6 | 51 | 4 | ω | 2 | 1 | |
|---|---|---|----|---|---|---|---|---|
| Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b); and any other additional information. | | | | | | | | (a) Type of grant or assistance |
| information re | | | | | | | | (b) Number of recipients |
| quired in Part I, | | | | | | | | (c) Amount of cash grant |
| line 2, Part III, c | | | | | | | | (d) Amount of non-cash assistance |
| column (b); and any c | | | | | | | | (e) Method of valuation (book, FMV, appraisal, other) |
| ther additional | | | | | | | | (f) Description of non-cash assistance |

OF STEVIA IN NC

67.

INTEGRATION OF RESEARCH AND EXTENSION FOR SUSTAINABLE PRODUCTION

- 68. STEM EAST NETWORK EVALUATION
- 69. GET REAL: REINVENTING EDUCATION TO ACCELERATE LEARNING
- 70. PFEIFFER UNIVERSITY PHYSICIAN ASSISTANT PROGRAM
- 71. PTRC REGIONAL INVESTMENT FUND
- 72. DISASTER REPAIR AND REPLACEMENT OF PUBLIC SCHOOLS OF ROBESON

COUNTY INFRASTRUCTURE

- 73. PATHWAYS TO PROSPERITY - ADVANCED MANUFACTURING
- 74. MECHATRONICS PROGRAM DEVELOPMENT AND EQUIPMENT UPGRADES FOR

52-2204473

Schedule I (Form 990) (2016) **Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

| Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b); and any other additional | 7 | 6 | 5 | 4 | 3 | 2 | 1 | (a) Type of grant or assistance (b) Nu recip |
|--|---|---|---|---|---|---|---|---|
| ation rec | | | | | | | | (b) Number of recipients |
| wired in Dart I | | | | | | | | (c) Amount of cash grant |
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| | | | | | | | | (e) Method of valuation (book, FMV, appraisal, other) |
| | | | | | | | | (f) Description of non-cash assistance |

WELDING AND MACHINING PROGRAMS

- 75. LIGHT DIESEL TECHNOLOGY PROGRAM DEVELOPMENT AND EQUIPMENT
- 76. ROWAN-SALISBURY SCHOOLS: REGIONAL ADVANCED MANUFACTURING CAREER

PATHWAYS

- 77. STANLY COMMUNITY COLLEGE VIRTUALIZATION DATA CENTER
- 78. PALESTINE-BADIN WATER SYSTEM IMPROVEMENTS
- 79. ADVANCED MANUFACTURING EQUIPMENT YADKIN CENTER
- 80. NEXT GENERATION COLLEGE AND CAREER ACADEMY OF SURRY
- 81. PROJECT MEDLAUNCH WATER & WASTEWATER INFRASTRUCTURE FOR

BIOTECHNOLOGY MANUFACTURING JOBS

52-2204473

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Schedule I (Form 990) (2016) **Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

| Part IV | 7 | 6 | σ ı | 4 | ယ | 2 | 1 | |
|---|---|---|------------|---|---|---|---|---|
| Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b); information. | | | | | | | | (a) Type of grant or assistance |
| nformation re | | | | | | | | (b) Number of recipients |
| equired in Part I, | | | | | | | | (c) Amount of cash grant |
| line 2, Part III, c | | | | | | | | (d) Amount of non-cash assistance |
| column (b); and any o | | | | | | | | (e) Method of valuation (book, FMV, appraisal, other) |
| and any other additional | | | | | | | | (f) Description of non-cash assistance |

- 82. WATER MAIN REPLACEMENT LUMBER RIVER CROSSING
- 83. PENDER MEMORIAL HOSPITAL AND OSGOOD CANAL FLOODING AND STORMWATER

MITIGATION PROJECT

- 84. FAIR BLUFF APARTMENTS ROUGH/READY ROAD
- 85. FAIR BLUFF MUNICIPAL BUILDINGS
- 86. FREMONT PUMP STATION NO. 1 (HILLANDALE DRIVE) REHABILITATION
- 87. MADISON WATER TREATMENT PLANT UPGRADE
- 88. PHASE II SOUTH FORK SEWER PROJECT
- 89. ONSITE PRE-TREATMENT WASTE WATER PROCESSING PLANT
- 90. SEABOARD END STAGE LAGOON REHABILITATION

Schedule I (Form 990) (2016) 52-2204473

| 7 | 6 | S1 | 4 | ယ | 2 | 1 | | Part III G |
|---|---|----|---|---|---|---|---|---|
| | | | | | | | (a) Type of grant or assistance | Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered Part III can be duplicated if additional space is needed. |
| | | | | | | | (b) Number of recipients | ce is needed. |
| | | | | | | | (c) Amount of cash grant | . Complete if the |
| | | | | | | | (d) Amount of non-cash assistance | ne organization |
| | | | | | | | (e) Method of valuation (book, FMV, appraisal, other) | answered "Yes" on F |
| | | | | | | | (f) Description of non-cash assistance | Yes" on Form 990, Part IV, line 22. |
| | 7 | 7 | 5 6 8 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9 | 7 6 5 4 8 1 1 1 9 1 1 1 10 1 1 1 | 5 | | | (a) Type of grant or assistance (b) Number of recipients (c) Amount of cash grant (d) Amount of cash assistance (e) Method of valuation (book. FMV, appraisal, other) |

WASTEWATER SERVICE

92. WATER & SEWER IMPROVEMENTS FOR NEW TABOR LANDING APARTMENT

COMPLEX

- 93. CREATING AGRICULTURAL OPPORTUNITIES IN EASTERN NORTH CAROLINA
- 94. PROGRAMS FOR THE NEW UNCP SCHOOL OF BUSINESS
- 95. RENOVATION OF INCUBATOR
- 96. IINSPIRE DIGITAL LEARNING PROJECT
- 97. EMS STATION 1 REPLACEMENT - SEVEN SPRINGS
- 98. SEWER LIFT STATION - GENOA

Page 2

Schedule I (Form 990) (2016) Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

| 99. | Part IV | 7 | 6 | ហ | 4 | ယ | 2 | _ | |
|---|---|---|---|---|---|---|---|---|---|
| C.O.W.S. CLEAN OUT WAYNE COUNTY STREAMS | Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b); and any other additional information. | | | | | | | | (a) Type of grant or assistance |
| STREAMS | nformation re | | | | | | | | (b) Number of recipients |
| | equired in Part I, | | | | | | | | (c) Amount of cash grant |
| | line 2, Part III, c | | | | | | | | (d) Amount of non-cash assistance |
| | column (b); and any o | | | | | | | | (e) Method of valuation (book, FMV, appraisal, other) |
| | ther additional | | | | | | | | (f) Description of non-cash assistance |

100. INFRASTRUCTURE RENOVATION AT YADKIN HOSPITAL

SCHEDULE J (Form 990)

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.

Open to Public

OMB No. 1545-0047

Department of the Treasury Name of the organization

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

Inspection Employer identification number

52-2204473

| Part | Questions Regarding Compensation | | | |
|------|---|----|-----|----|
| | | | Yes | No |
| 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. | | | |
| | First-class or charter travel Housing allowance or residence for personal use | | | |
| | Travel for companions Payments for business use of personal residence | | | |
| | Tax indemnification and gross-up payments X Health or social club dues or initiation fees | | | |
| | Discretionary spending account Personal services (such as, 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 | 1b | Х | |
| 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 on line | | х | |
| | 1a? | 2 | Λ | |
| 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. | | | |
| | X Compensation committee Written employment contract | | | |
| | Independent compensation consultant X Compensation survey or study | | | |
| | X Form 990 of other organizations X 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: | | | |
| а | , | 4a | | X |
| b | Participate in, or receive payment from, a supplemental nonqualified retirement plan? | 4b | | X |
| С | Participate in, or receive payment from, an equity-based compensation arrangement? | 4c | | Х |
| | 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 | | | |
| Ū | compensation contingent on the revenues of: | | | |
| а | The organization? | 5a | | Х |
| b | Any related organization? | 5b | | Х |
| - | If "Yes" on 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: | | | |
| а | The organization? | 6a | | Х |
| b | Any related organization? | 6b | | Х |
| | 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 nonfixed | | | |
| - | payments not described on lines 5 and 6? If "Yes," describe in Part III. | 7 | | Х |
| 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 | 8 | | Х |
| 9 | If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in | | | |
| | Regulations section 53.4958-6(c)? | 9 | | |

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

Schedule J (Form 990) 2016

Schedule J (Form 990) 2016

Page 2

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 aren't listed on Form 990, Part VII.

individual. 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

| | | (B) Breakdown of | (B) Breakdown of W-2 and/or 1099-MISC compensation | SC compensation | (C) Retirement and | (D) Nontaxable | (E) Total of columns | (F) Compensation |
|------------------------------|----------|-----------------------|--|------------------------|-----------------------------|----------------|----------------------|--|
| (A) Name and Title | | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable | other deferred compensation | benefits | (B)(i)-(D) | in column (B) reported as deferred on prior Form 990 |
| DAN GERLACH (i) | = | 195,065. | 0. | 0. | 19,967. | 20,922. | 235,954. | 0. |
| | <u> </u> | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| MARK SORRELLS (i) | ⋽ | 182,851. | 0. | 0. | 18,485. | 17,119. | 218,455. | 0. |
| 2SENIOR VICE PRESIDENT (ii) | <u>=</u> | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| EDWARD LORD (i) | <u> </u> | 126,402. | 0. | 0. | 13,094. | 20,549. | 160,045. | 0. |
| 3VP PROGRAMS/STAFF ATTY (ii) | ij | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| (i) | _ | | | | | | | |
| 4 (ii) | = | | | | | | | |
| (1) | | | | | | | | |
| 5 (ii) | ۳ | | | | | | | |
| (9) | | | | | | | | |
| 6 (ii) | ij | | | | | | | |
| (i) | | | | | | | | |
| 7 (ii) | = | | | | | | | |
| (i) | | | | | | | | |
| 8 (ii) | = | | | | | | | |
| (i) | | | | | | | | |
| 9 (ii) | ۳ | | | | | | | |
| (i) | | | | | | | | |
| 10 (ii) | ۳ | | | | | | | |
| (i) | | | | | | | | |
| 11 (ii) | ij | | | | | | | |
| (i) | | | | | | | | |
| 12 (ii) | ۳ | | | | | | | |
| (i) | | | | | | | | |
| 13 (ii) | ij | | | | | | | |
| | | | | | | | | |
| 14 (ii) | = | | | | | | | |
| (i) | | | | | | | | |
| 15 (ii) | = | | | | | | | |
| (9) | Ī | | | | | | | |
| 16 (ii) | <u>=</u> | | | | | | | |

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Page 3

Schedule J (Form 990) 2016 Part III Supplemental Information

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)

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

2016

Open to Public Inspection

Department of the Treasury Internal Revenue Service Name of the organization

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

Ivalile of the organization

Employer identification number 52-2204473

THE GOLDEN L.E.A.F., INC 52-2204473

APPROVAL OF GOVERNING BODY DECISIONS - FORM 990, PART VI, LINE 6,7A AND 7B THE FOUNDATION IS GOVERNED BY A BOARD OF DIRECTORS 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.

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.

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

Employer identification number 52-2204473

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
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 \$3,101,937

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

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

Schedule O (Form 990 or 990-EZ) 2016 Page **2**

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 2

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

| NAME AND ADDRESS | DESCRIPTION OF SERVICES | COMPENSATION |
|---|-------------------------|--------------|
| SILCHESTER INTERNATIONAL INVESTORS 780 THIRD AVENUE, 42ND FLOOR NEW YORK, NY 10017 | INVESTMENT MNGMT | 483,622. |
| DRZ 250 PARK AVENUE SOUTH, SUITE 250 WINTER PARK, FL 32789 | INVESTMENT MNGMT | 349,252. |
| PRIME, BUCHHOLZ & ASSOCIATES, INC. 25 CHESTNUT STREET PORTSMOUTH, NH 03801 | INVEST. CONSULTING | 319,022. |
| WELLINGTON MANAGEMENT 280 CONGRESS STREET BOSTON, MA 02110 | INVESTMENT MNGMT | 204,768. |
| RICE HALL JAMES & ASSOCIATES, LLC 600 WEST BROADWAY, SUITE 1000 SAN DIEGO, CA 92101 | INVESTMENT MNGMT | 202,727. |

| Form | 990-T | EX | empt Organization l and proxy tax) | | iess income T r section 6033(e | | 1 0 | MB No 1545-0687 |
|----------|---------------------------------------|-----------------|---|------------|---|------------------|--------------------------------------|--------------------------|
| | F | or cale | ndar year 2016 or other tax year begin | ning0 | 7/01 , 2016, and ending | 06/30,20 | 17 | 201 |
| | tment of the Treasury | - | formation about Form 990-T and i | | | • | Ot. | <i>1</i> 20 ■ |
| Α | Check box if | Do | not enter SSN numbers on this form a Name of organization (Check bo | _ | e made changed and see instructions. | is a 501 | D Employer ide | ntification number |
| _ | address changed | | - | | · | , | | st, see instructions) |
| B Exe | empt under section | | THE GOLDEN L.E.A.F., | INC | | | | |
| Χ | 501(C)(3) | Print | Number, street, and room or suite no It | a P.O. box | k, see instructions | | 52-22044 | 73 |
| 5- | | Туре | 201 11 11 11 11 11 11 11 11 11 11 11 11 1 | | | E | E Unrelated but (See instructions | siness activity codes |
| ы | 408A530(a) | | 301 N. WINSTEAD AVEN | | | | , | , |
| C Box | 529 | | City or town, state or province, country | | or foreign postal code | | E22000 | |
| | ok value of all assets and of year | | ROCKY MOUNT, NC 2780 | | | | 523000 | |
| | FL038999385 | | number See ck ► X 501 | | ntion 504 | Annual I | 404 | 01111 |
| | | 6 Che tion's | ck × 501 unrelated business | | ation 501 STMENTS IN PART | NERSHIPS | 401 trust | Other trust |
| | | - | corporation a subsidiary in an affilia | | | | • | Yes No |
| | | | identifying number of the parent cor | | | antiolica group: | | 163 140 |
| | | | BETH EDMONDSON | por atro- | Internal | number ▶ 252 | -442-7474 | 1 |
| Par | t I Unrelated T | rade d | or Business Income | | (A) Income | (B) Expense | es | (C) Net |
| 1a | Gross receipts or sa | les | | | | | | |
| b | Less returns and allowance | es | c Balance | 1c | | | | |
| 2 | Cost of goods sold | (Sched | ule A, line 7) | 2 | | | | |
| 3 | | | 2 from line 1c | 3 | | | | |
| 4a | | | ttach Schedule D) | 4a | | | | |
| b | | | Part II, line 17) (attach Form 4797) | 4b | | | _ | |
| C | | | rusts | 4c | 002 070 | TOTAL 1 | _ | 002 070 |
| 5 | | | os and S corporations (attach statement) | 5 | 223,972. | ATCH 1 | | 223,972 |
| 6 | | | come (Schodula E) | 6 | | | - | |
| 7 8 | | | come (Schedule E) | 7 | | | - | |
| 9 | | | ts from controlled organizations (Schedule F) I(c)(7), (9), or (17) organization (Schedule G) | 8 | | | _ | |
| 10 | | | ncome (Schedule I) | 10 | | | - | |
| 11 | | | ule J) | 11 | | | _ | |
| 12 | | | tions; attach schedule) | 12 | | | | |
| 13 | Total. Combine line | | | 13 | 223,972. | | | 7 |
| Par | tll Deductions | Not ' | Taken Elsewhere (See instr | uctions | for limitations on de | eductions.) (E | xcept for co | ntributions, |
| | deductions | must | be di connected with the | ne unre | lated business | H | | |
| 14 | | | directors, and trustees (Schedule K) | | | | 14 | |
| 15 | | | | 11.11 | CHGAMMA | | 15 | |
| 16 | Repairs and mainte | | | | | technica. | 16 | |
| 17 | Bad debts | | | | | | 17 | |
| 18 19 | Tayos and licenses | edule) | | | | | 18 | 77,664 |
| 20 | Charitable contribut | tions (S | See instructions for limitation rules) | | 1011001111111 | 100000 | 19 20 | 77,004 |
| 21 | | | 4562) | | | | 20 | |
| 22 | | | on Schedule A and elsewhere on re | | | | 22b | |
| 23 | | | | | | | | |
| 24 | | | compensation plans | | | | | |
| 25 | | | | | | | | |
| 26 | | | Schedule I) | | | | | |
| 27 | Excess readership of | osts (S | chedule J) | <i>.</i> | | | . 27 | |
| 28 | | | chedule) | | | | | 11,133 |
| 29 | | | s 14 through 28 | | | | | 88,79 |
| 30 | | | le income before net operating | | | | | 135,175 |
| 31 | | | on (limited to the amount on line 30 e income before specific deduction | | | | | 135,175 |
| 32 33 | | | e income before specific deduction ally \$1,000, but see line 33 instruct | | | | | 1,000 |
| 34 | | | ble income. Subtract line 33 fro | | | | | 1,000 |
| - | e | | | | oo is great | o. than inte 32 | 34 | 0 |
| For P | aperwork Reductio | n Act N | | | | | | Form 990-T (2016) |
| 6X274 | 0 1,000 8 3 8 6 H T L 4 3 V | | | | | | | ,, |

| Pai | rt III | ax Com | | | |
|------|----------|---|---|------------------------|---|
| 35 | Organ | izations Taxable as Corporations. See inst | tructions for tax computation. Controlled g | roup | |
| | | ers (sections 1561 and 1563) check here | | - 1 - 1 | |
| а | | your share of the \$50,000, \$25,000, and \$9,925, | | - 1 | |
| - | (1 | 50, 510,5 5, 410 \$50,500, \$20,500, 4170 \$5,520, | taxasia maama sitaanata (iii tiiat araar). | | |
| h | | rganization's share of: (1) Additional 5% tax (not more | than \$11 750) | - 1 - 1 | |
| D | | itional 3% tax (not more than \$100,000) | | _ | |
| | | | | ▶ 35c | |
| 36 | Trusts | tax on the amount on line 34 | ons for tax computation Income tax | | |
| 00 | | 0.000 | | | |
| | | ount on line 34 from: Tax rate schedule or | Schedule D (Form 1041) | ▶ 36 | |
| 37 | | ax. See instructions | | ▶ 37 | |
| 38 | | | | 38 | |
| 39 | | Non-Compliant Facility Income. See instructions | | 39 | |
| 40 | _ | Add lines 37 38 and 39 to line 35c or 36, whichever | | 40 | |
| Pai | rt IV | Tax and P ents | | | |
| 41 a | Foreigr | tax credit (corporations attach Form 1118; trusts atta | ch Form 1116). 41a | | |
| | | redits (see instructions) | | _ | |
| С | Genera | I business credit. Attach Form 3800 (see instructions) | 41c | | |
| | | or prior year minimum tax (attach Form 8801 or 8827) | | _ | |
| е | Total c | redits. Add lines 41a through 41d | | 41e | |
| 42 | | ct line 41e from line 40. | | 42 | |
| 43 | Other ta | xes. Check if from: Form 4255 Form 8611 | Form 8697 Form 8866 Other (attach sched | dule) . 43 | |
| 44 | Total ta | ıx. Add lines 42 and 43 | | 44 | |
| 45 a | | nts: A 2015 overpayment credited to 2016 | | | |
| | | stimated tax payments | | | |
| | | posited with Form 8868 | | _ | |
| ď | | organizations: Tax paid or withheld at source (see inst | | | |
| e | _ | withholding (see instructions) | | _ | |
| f | | or small employer health insurance (Attach | | | |
| ' | | redits and payments: Form 2439 | 101111 0941) | | |
| g | | | Tatal N. 450 | - 1 - 1 | |
| 40 | | | Total ► 45g | 46 | |
| 46 | - | ayments. Add lines 45a through 45g | | . 46 | |
| 47 | | red tax penalty (see instructions). Check if Form 2220 i | | 47 | |
| 48 | | e. If line 46 is less than the total of lines 44 and 47, er | | ▶ 48 | |
| 49 | | yment. If line 46 is larger than the total of lines 44 ar | | ▶ 49 | |
| 50 | _ | e amount of line 49 want: Credited to 2017 estimated | | ed ► 50 | |
| Par | _ | | ties and Other Information see | - | |
| 51 | | time during the 2016 calendar year, did the c | | | |
| | over a | financial account (bank, securities, or other) in | a foreign country? If YES, the organization | on may have | to file |
| | FinCEN | Form 114, Report of Foreign Bank and Finar | ncial Accounts. If YES, enter the name of | the foreign | |
| | here 🕨 | IRELAND | | | X |
| 52 | During | the tax year, did the organization receive a distribution | n from, or was it the grantor of, or transferor to, | a foreign trust? | X |
| | If YES, | see instructions for other forms the organization may have | ave to file. | | |
| 53 | Enter tl | ne amount of tax-exem interest received or accrued | the tax | | |
| | | | rn, including accompanying schedules and statements, and t | to the best of my | knowledge and belief, it is |
| Sign | ı" | ue, of (other than taxpayer) | is based on all information of which preparer has any knowledge | the IF | O discuss this setum |
| Her | | DAN | IDENT | | RS discuss this return reparer shown below |
| | | ignature of officer | H 4 6 18 | - | X Yes |
| | | Print/Type preparer's name | Date | Chock ; | PTIN |
| Paid | | MARC BERGER | 11/9/2017 | Check if self-employed | P01871563 |
| | parer | Firm's name BDO USA, LLP | | | 3-5381590 |
| Use | Only | Firm's address > 8401 GREENSBORO DRIVE, | , '#800, MCLE N, VA 22102 | | 03-893-0600 |
| | | dagious p 1 1 1 2 3 Alabito Botto Bitty Bi | | i lione lio | Form 990-T (2016) |
| | | | | | (2016) |

| Form 990-T (2016) | | | | Page 3 |
|---|--|---|--|---|
| Schedule A - Cost of Goods Sold. E | nter method o | f inve valuation | - | |
| 1 Inventory at beginning of year 1 | | 6 Inventory | at end of year | 6 |
| 2 Purchases 2 | | | goods sold. Subtract line | |
| 3 Cost of labor 3 | | 6 from I | ine 5. Enter here and in | |
| 4a Additional section 263A costs | | Part I, line | 2 | 7 |
| (attach schedule) 4a | | | | with respect to Yes No |
| b Other costs (attach schedule) 4b | | | , | or resale) apply |
| 5 Total. Add lines 1 4b 5 | | to the orga | · | X |
| Schedule C - Rent Income (From Real F (see instructions) | Property and | Perso Property | Leased With Real Prope | erty) |
| 1. Description of property | | | | |
| (1) | | | | |
| (2) | | | | |
| (3) | | | | |
| 4 | | | | |
| 2. Rent rece | ived or accrued | | | |
| (a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%) | real and personal property (of rent for personal property he rent is based on profit or i | exceeds in columns 2 | directly connected with the income 2(a) and 2(b) (attach schedule) | |
| (1) | _ | | | |
| (2) | | | | |
| (3) | _ | | | |
| (-) | - | | | |
| Total | Total | | | |
| (c) Total income. Add totals of columns 2(a) and 2 | | | (b) Total deduct | |
| here and on Part I line column | .(b), Litter | | Enter here and o Part I, line 6, colu | |
| Schedule E - Unrelated Debt-Financed | | Address Service | r art i, iirie o, coit | |
| | moomo | | 3 Deductions directly c | onnected with or allocable to |
| Description of debt-financed property | - 1 | Gross income from or allocable to debt-financed | debt-finar | nced |
| | - 1 | property | (a) Straight line depreciation (attach schedule) | (b) Other deductions (attach schedule) |
| (1) | | | (attaon concedito) | (attach concaute) |
| (2) | | | | |
| (3) | | | | |
| (4) | | | | |
| 4. Amount of average 5. Average adju | usted basis | | | |
| acquisition debt on or of or allocal allocable to debt-financed debt-financed property (attach schedule) (attach sch | able to d property | 6. Column 4 divided by column 5 | 7. Gross income reportable (column 2 x column 6) 8. Allocable deducti (column 6 x total of cc | |
| property (antaon contents) (article) | ioduloj | % | | |
| | | % | | |
| | | % | | |
| 4 | - | % | | |
| | _ | 70 | Enter here and on page 1 | Enter here and on page 1, |
| | | | Part I, line 7, column (A). | Part I, line 7, column (B). |
| Totals | | | 23 | |
| | column 8 | | | |
| | | | | Form 990-T (2016 |

| Form 990-T (2016) | THE GOLI | DEN L.E.A.F., | INC | | 52-22 | .04473 Page |
|--------------------------|---|--|---|--|------------------------|---|
| 2 through 7 c | on a ine basi | (c) | rate Back Fig. | alor beliefed | beaut in Two | t to a second |
| 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 readershi costs (column 6 minus column 5, bu not more than column 4). |
| (1) | | | | | | |
| (2) | | | | | | |
| (3) | _ | | _ | | | _ |
| (4) | | | | | | |
| Totals from Part I | | | | | | |
| | 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. |
| T Part II lines 1 | iel. | | | | | |
| Schedule K - Com | arter of Different. | Druden and T | March 200 For | tectors | | |
| 1. Nam | ne | 2 | Title | 3. Percent of time devoted to business | 4. Compensation | on attributable to I business |
| (1 | | | | % | | |
| (2) | | | | % | | |
| (3) | | | | % | | |
| (4) | | | | % | | |
| Total. Enter here and on | Part II line 14 | | | | | |

ATTACHMENT 1

FORM 990T LINE 5 -INCOME LOSS FROM PARTNERSHIPS

| AG REALTY FUND VII (TE)LP AG REALTY FUND VIII LP CAROUSEL CAPITAL PARTNERS III LP CAROUSEL CAPITAL PARTNERS IV LP COLONY INVESTORS VIII LP DENHAM COMMODITY INVESTORS FUND V LP ENCAP ENERGY CAPITAL FUND VII LP LEXINGTON CAPITAL PARTNERS V LP Q-BLK PRIVATE CAPITAL II LP VARDE FUND IX LP VARDE FUND X(B) FEEDER LP VARDE FUND XI(B) FEEDER LP VARDE FUND VII(B) FEEDER LP OCH-ZIFF REAL ESTATE PARALLEL FUND HARVEST MLP INCOME FUND II LLC SYNERGY LIFE SCIENCE PARTNERS LP | 46,065. 373,297. 582141,972. 44,223117,519165,1951,943. 13,303. 14,371. 72,601. 32,07723,319. 71,147. 83. 6,171. |
|---|--|
| INCOME (LOSS) FROM PARTNERSHIPS | 223,972. |

ATTACHMENT 2

FORM 990T PART II LINE 28 TOTAL OTHER DEDUCTIONS

ACCOUNTING FEES 11,133.

PART II LINE 28 OTHER DEDUCTIONS _____11,133.

The Golden L.E.A.F., Inc. 2016 Form 990-T Attachment 3

52-2204473

Net Operating Loss:

| Loss Originating in 2009 | 543,495 |
|--------------------------|-----------|
| Loss Originating in 2011 | 1,083,463 |
| Loss Utilized in 2013 | (33,814) |
| Loss Utilized in 2014 | (624,409) |
| Loss Utilized in 2015 | (755,740) |
| Loss Utilized in 2016 | (135,175) |
| Loss remaining | 77,820 |

Form 8865

Return of U.S. Perso Respect to Certain Foreign ships

➤ Attach to your tax return. ➤ Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.

OMB No. 1545-1668

uence No. 118

Department of the Treasury Internal Revenue Service

Information furnished for the 01/01/2016, and b inn

partnership's tax year 31/2016

Attachment

Name person filing this return ler's identifying number THE GOLDEN L.E.A.F., 52-2204473 Filer's address (if you are not filing this form with your tax return) A Category of filer (see Categories of Filers in the instructions and check applicable box(es)) 07 01 2016 06 3 /2 17 B Filer's tax and Filer's share of liabilities: Nonrecourse \$ Qualified nonrecourse financing \$ Other \$ If filer is a member of a consolidated D but not the parent, enter the followi information about the parent: Name Address Check if n financial assets are on this form Information about certain other instructions) (4) Check (1) Name (2) Address (3) Identifying number Category 2 Category 1 G1 Name and address of foreign partnership 2(a) EIN (if any) ENCAP FLATROCK MIDSTREAM FUND III-C, LP 98-1160799 1100 LOUISIANA, SUITE 4900 2(b) Reference ID number (see instr.) HOUSTON, TX 77002 3 Country under whose laws organized 8b Exchange rate (see instr.) Date of Princ place of 6 Principal business Principal business 8a Functional currency organization busin activity code number activity II S 04/09/2014 DOLLAR Provide the following information for the foreign partnership's tax year Name, address, and identifying number of agent (if any) in the 2 Check if the foreign partnership must file: United States Form 1042 Form 8804 X Form 1065 or 1065-B Service Center where Form 1065 or 1065-B is filed: Name and address of foreign partnership's agent in country of ress of per foreign par different with custody of the books and organization, if any ip, and the location of such books Yes No 6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) NONE 7 How is this partnership classified under the law of the country in which it is organized? 8 a Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that is a separate unit under Reg 1 1503(d)-1(b)(4) or part of a combined separate unit under Reg 1 1503(d)-1(b)(4)(ii)? If "No," skip question 8b Yes No b If "Yes," does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg 1 1503(d)-1(b)(5)(ii)?

Your Tax Return Paid Preparer

Sign Here Only If You Are Filling This Form Separately

and Not With

Firm's name Use Only Firm's address ▶

Print/Type preparer's name

9 Does this partnership meet both of the following requirements?

If "Yes," do not com Schedules M-1, and M-2

The partnership's total receipts for the tax year were less than \$250,000 and

Signature of general partner or limited liability company member

The value of the partnership's total assets at the end of the tax year was less than \$1 million

Preparer's signature

an correct and complete Declaration of preparer than general partner or limited liability company member) is based on all information of which preparer has any knowledge

that I have examined this return

Date

Date

schedules and statements, and to the

Check if PTIN self-employed Firm's EIN

Phone no.

Yes

Form 8865 (2016)

No

No

| - | n 8865 Chedule | A Constructive b, enter you c | THE PARTY OF | oxes th | at apply ter (if any) | o the filer. If of the person | 2 you check (s) whose |
|-------------------------------|---|--|--|-------------------|------------------------|-------------------------------|-------------------------------|
| | | Owns a direct interest | 0 | wns a cons | tructive inter | est | |
| | | Name | | | mber (if any) | Check if | Check if direct |
| S | chedule | A-1 Certain Partners of n Par Name | t nershi in ru ns Address | Identify | ing number (| (if any) | Check if foreign person |
| | | | | | | | |
| _ | es the chedule | have a other fore rson as A-2 Affiliation Schedule. List all pa direct interest or indirectl owns | rtnerships (foreign or domestic | c) in whic | h the fore | Yes eign partnersh | N∘ ip owns a |
| | | Name | Address | EIN | | Total ordinary | Check if foreign |
| 7 | TTACHM | | | (if any |) | income or loss | partnership |
| Income | 1a Gr b Le 2 Cc 3 Gr 4 Or 5 Ne 6 Ne | oss profit. Subtract line 2 from line 1c dinary income (loss) from other partnershipt farm profit (loss) (attach Schedule F (Formutt gain (loss) from Form 4797, Part II, line | 1a 1b | ment) | 1c 2 3 4 5 | | 3. matter |
| | | her income (loss) (attach statement) | | | 7 | | |
| | | tal income Combine lines 3 thro haries and wages (other than to partners) (| | Aproblem | 8 | | |
| instructions for limitations) | 10 Gu 11 Re | aranteed payments to partners | | | 10 11 12 | | |
| for lir | 13 Re | | | | 13 | | |
| ions | 14 Ta | xes and licenses. | | | 14 | | |
| truct | 15 Int | erest | | | 15 | | |
| Deductions (see ins | b Le | preciation (if required, attach Form 4562). ss depreciation reported elsewhere on retu pletion (Do not deduct oil and gas depletio | rn | | 16c | | |
| ion | | tirement plans, etc | | | 18 | | |
| luct | 19 En | nployee benefit programs | | | 19 | | |
| Ded | 20 Ot | her deductions (attach statement) | | | 20 | | |
| | | tal deductions. Add the amounts shown in the | | | 21 | | |
| | 22 Or | dinary business income (loss) from trade or bus | iness activities Subtract line 21 from I | ine 8 | 22 | | |

JSA

| Form 886 | 5 | | Page 3 |
|---|------|--|--------------|
| Single- | 53.5 | Partners' Distributive Share Items | Total amount |
| | 1 | Ordinary business income (loss) (page 2, line 22) | |
| | 2 | Net rental real estate income (loss) (attach Form 8825) | 2 |
| | 3 a | Other gross rental income (loss), | 401 |
| | b | Expenses from other rental activities (attach statement) | Jed |
| | С | Other net rental income (loss). Subtract line 3b from line 3a | 3c |
| ŝ | 4 | Guaranteed payments | 4 |
| So | 5 | Interest income | 5 |
| | 6 | Dividends: a Ordinary dividends | 6a |
| Income (Loss) | | b Qualified dividends 6b | Jan . |
| | 7 | Royalties | 7 |
| - 1 | 8 | Net short-term capital gain (loss) (attach Schedule D (Form 1065)) | 8 |
| | 9a | Net long-term capital gain (loss) (attach Schedule D (Form 1065)) | 9a |
| | b | Collectibles (28%) gain (loss) 9b | |
| | С | Unrecaptured section 1250 gain (attach statement) | 100 |
| | 10 | Net section 1231 gain (loss) (attach Form 4797) | 10 |
| | 11 | Other income (loss) (see instructions) Type ▶ | 11 |
| ' | 12 | Section 179 deduction (attach Form 4562) | |
| Deductions | 13 a | Contributions | 13a |
| ŧŧ | b | Contributions | |
| np | | Investment interest expense, | 13b |
| Õ | C | 1 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 | 1 |
| | d | Other deductions (see instructions) Type ▶ | 13d |
| Self- Employ- ment | 14 a | Net earnings (loss) from self-employment | 14a |
| Se | b | Gross farming or fishing income | 14b |
| Ш | С | Gross nonfarm income | 14c |
| | 15 a | Low-income housing credit (section 42(j)(5)) | |
| S | b | Low-income housing credit (other) | |
| ij | С | Qualified rehabilitation expenditures (rental real estate) (attach Form 3468) | 15c |
| Credits | d | Other rental real estate credits (see instructions) Type ▶ | 15d |
| • | е | Other rental credits (see instructions) Type ▶ | 15e |
| | f | Other credits (see instructions) Type ▶ | 15f |
| | 16 a | Name of country or U S. possession ▶ | 200 |
| | b | Gross income from all sources | 16b |
| દ | С | Gross income sourced at partner level | 16c |
| gn Transactions | | Foreign gross income sourced at partnership level | per . |
| ä | d | Passive category ▶ e General category ▶ f Other (attach statement) ▶ | ► 16f |
| ans | | Deductions allocated and apportioned at partner level | |
| <u> </u> | g | | ► 16h |
| gu | 9 | Deductions allocated and apportioned at partnership level to foreign source income | |
| Forei | | Passive category ▶ j General category ▶ k Other (attach statement) ▶ | ► 16k |
| G. | - | | 161 |
| | m | Total foreign taxes (check one): ► Paid Accrued Reduction in taxes available for credit (attach statement) | |
| | m | | 16m |
| - | 17 o | Other foreign tax information (attach statement) | 47- |
| s ax e | 17 a | Post-1986 depreciation adjustment. | 17a |
| n T | b | Adjusted gain or loss | 17b |
| החד חשר (| c | Depletion (other than oil and gas) | 17c |
| Alternative Minimum Tax (AMT) Items | d | Oil, gas, and geothermal properties - gross income | 17d |
| Ą ₹ Ą | е | Oil, gas, and geothermal properties - deductions . | |
| _ | f | Other AMT items (attach statement) | 17f |
| _ | 18 a | Tax-exempt interest income | 18a |
| ij | b | Other tax-exempt income | 18b |
| E H | С | Nondeductible expenses | 18c |
| .ori | 19 a | Distributions of cash and marketable securities | 19a |
| 프 | b | Distributions of other property | 19b |
| Other Information | 20 a | Investment income | 20a |
| \pm | b | Investment expenses | 20b |
| Ö | n | | 200 |

| | Beginning | of tax year | End | of tax year |
|--|-----------|-------------|-----|-------------|
| Assets | (a) | (b) | (c) | (d) |
| Cash | | | | |
| 2a Trade notes and accounts receivable. | | | | |
| b Less allowance for bad debts | | | | _ |
| Inventories | | | | |
| U.S. government obligations | | | | |
| Tax-exempt securities | | | | |
| Other current assets (attach statement) | | | | |
| a Loans to partners (or persons related to | | | | |
| partners) | | | | |
| b Mortgage and real estate loans | | | | |
| Other investments (attach statement) | | | | |
| a Buildings and other depreciable assets | | | | - |
| b Less accumulated depreciation | | | | _ |
| a Depletable assets | | | | |
| b Less accumulated depletion | | | | |
| Land (net of any amortization) | | | | _ |
| a Intangible assets (amortizable only) . | | | | |
| b Less accumulated amortization | | | | |
| Other assets (attach statement) | | | | |
| Total assets | | | | |
| Liabilities and Capital | | | | |
| Accounts payable | | | | |
| Mortgages, notes, bonds payable in less than 1 year | | | | |
| Other current liabilities (attach statement) | | | | |
| All nonrecourse loans | | | | |
| a Loans from partners (or persons related to partners) | | | | |
| b Mortgages, notes, bonds payable in 1 year or more | | | | |
| Other liabilities (attach statement) | | | | |
| Partners' capital accounts | | | | |
| Total liabilities and ca | | | | |

line 8 from line 5...

Form 8865 (2016)

Add lines 1 throu h 4

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) thro h (d).

Transactions Schools Contributed Sprage Processing and Pursuin or Steel School Edition

| Purchases of tangible property other than inventory Purchases of property rights (patents, trademarks, etc.). Compensation paid for technical, managerial, engineering, construction, or like services | person with a direct interest folled foreign other than the | 10% or mo in the cor partnership | c) Any other foreign poration or partnership ntrolling or controlled the U.S. person filing | ed | (b) Any domestic corporation or partner controlling or control by the U.S. person fil | S. person his return | (a) U filing | f | Transactions of foreign partners | |
|--|--|--|--|---------------|--|-------------------------|-----------------|-------------------------------|--|-----|
| 2 Sales of property rights (patents, trademarks, etc.) 3 Compensation received for technical, managerial, engineering, construction, or like services 4 Commissions received. 5 Rents, royalties, and license fees received. 6 Distributions received. 7 Interest received. 10 Purchases of inventory. 11 Purchases of inventory. 11 Purchases of tangible property rights (patents, trademarks, etc.). 12 Compensation paid for technical, managerial, engineering, construction, or like services. 13 Compensation paid for technical, managerial, engineering, construction, or like services. 14 Commissions paid. 15 Rents, royalties, and license fees paid Interest paid. 16 Distributions paid Interest paid. 17 Interest paid. 18 Other. 19 Add lines 10 throu h 18 20 Amounts borrowed (enter the maximum loan balance during the year). See instructions, | ling this return) | U.S. person | this return | \rightarrow | this return | | | | | |
| (patents, trademarks, etc.) 3 Compensation received for technical, managerial, engineering, construction, or like services 4 Commissions received | | | | _ | | | | tory | Sales of inventory | 1 |
| technical, managerial, engineering, construction, or like services Commissions received | | | | 4 | | | | marks, etc.) | (patents, trademark | |
| 5 Rents, royalties, and license fees received | | | | | | | | nagerial, construction, or | technical, manager engineering, const | 3 |
| fees received | | | | _ | | | | received | Commissions recei | 4 |
| 7 Interest received | | | | 4 | | | | | fees received | 5 |
| 9 Add lines 1 h 8. 10 Purchases of inventory. 11 Purchases of tangible property other than inventory 12 Purchases of property rights (patents, trademarks, etc.). 13 Compensation paid for technical, managerial, engineering, construction, or like services 14 Commissions paid 15 Rents, royalties, and license fees paid 16 Distributions paid 17 Interest paid 18 Other . 19 Add lines 10 throu h 18 20 Amounts borrowed (enter the maximum loan balance during the year). See instructions, | | | | 4 | | | | | | |
| Purchases of inventory. Purchases of tangible property other than inventory Purchases of property rights (patents, trademarks, etc.) Compensation paid for technical, managerial, engineering, construction, or like services | | | | 4 | | | | | Other | 8 |
| Purchases of tangible property other than inventory Purchases of property rights (patents, trademarks, etc.). Compensation paid for technical, managerial, engineering, construction, or like services | | | | 4 | | | | h8. | Add lines 1 | 9 |
| property other than inventory Purchases of property rights (patents, trademarks, etc.) Compensation paid for technical, managerial, engineering, construction, or like services | | | | 4 | | | | nventory. | Purchases of inven | 10 |
| (patents, trademarks, etc.). Compensation paid for technical, managerial, engineering, construction, or like services | | | | 1 | | | | | | 11 |
| technical, managerial, engineering, construction, or like services | | | | _ | | | | | | 12 |
| engineering, construction, or like services | | | | - 1 | | | | | | 13 |
| like services | | | | - 1 | | | | | | |
| 14 Commissions paid 15 Rents, royalties, and license fees paid 16 Distributions paid 17 Interest paid 18 Other . 19 Add lines 10 throu h 18 20 Amounts borrowed (enter the maximum loan balance during the year). See instructions | | | | | | | | | - | |
| 15 Rents, royalties, and license fees paid 16 Distributions paid 17 Interest paid 18 Other . 19 Add lines 10 throu h 18 20 Amounts borrowed (enter the maximum loan balance during the year). See instructions | | | | - | | | | | | 11 |
| 16 Distributions paid 17 Interest paid 18 Other . 19 Add lines 10 throu h 18 20 Amounts borrowed (enter the maximum loan balance during the year). See instructions | | | | Π | | | | es, and license | Rents, royalties, a | |
| 17 Interest paid 18 Other . 19 Add lines 10 throu h 18 20 Amounts borrowed (enter the maximum loan balance during the year). See instructions | | | | _ | | | | _:4 | | 16 |
| Add lines 10 throu h 18 Amounts borrowed (enter the maximum loan balance during the year). See instructions | | | | = | | | | · · · · · · · · | Interest paid | 17 |
| Amounts borrowed (enter the maximum loan balance during the year). See instructions | | | | + | _ | | | | Other. | 18 |
| the maximum loan balance during the year). See instructions | | | | _ | | | | throu h 18 | Add lines 10 throu | 19 |
| during the year). See instructions | | | | | | | | owed (enter | Amounts borrowed | 20 |
| instructions | | | | | | | | | | |
| Instructions | | | | | | | | | | |
| ET AMOUND JORNE (CITC) INC | | | | - | | | | ed (enter the | Amounts loaned (e | 21 |
| maximum loan balance | | | | | | | | | | - 1 |
| during the year). See | | | | | | | | | | |
| during the year). See | | | - 1 | _ | | | | r). See | during the year). Se | |

Form **8865** (2016)

SCHEDULE O (Form 8865)

Transfer of Property to a Foreign Partnership

(un r section 6038B)

► Attach to Form 5. See Instructions for Form 8865.

► Information about Schedule O (Form 886 and its instructions is at

of the Treasury Revenue Service

instructions is at

OMB No 1545-1668

ENCAP FLATROCK MIDSTREAM FUND III-C, LP 52-2204473 Name of fore (if any) ID number (see instructions) ENCAP FLATROCK MIDSTREAM FUND III-C, LP 98-1160799 Transfers Reportable Under Section 6038B (b) Number of (e) Section 704(c) (c) Fair market (a) Date of transfer (g) (d) (f) Type of Percentage interest Gain recognized on transfer Cost or other property items value on date allocation in partnership after basis transferred of transfer method transfer Cash VAF 2,414,459 1.827 Stock, notes receivable and payable, and other securities Inventory Tangible property used in trade or business Intangible property Other property Supplemental Information Required To Be Reported (see Dispositions Reportable Under Section 6038B (b) Date of (f) Depreciation (h) Depreciation (d) (g) Gain Type of Date of Manner of Gain allocated original recognized by recapture allocated property disposition disposition transfer to partner partnership to partner

Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or

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section 904(f)(5)(F)?

Yes Schedule O (Form 8865) 2016

X No

ATTACHMENT 1

| ПP |
|-----------|
| III-C, |
| FUND |
| MIDSTREAM |
| FLATROCK |
| CAP |

| FORM 8865, PAGE 2 DETAIL | | | ı | | Ì | |
|--|---------------------------------------|---------|------------|--|-----|--|
| A-2 - AFFILIATION SCHEDULE | | | | | | |
| NAME | ADDRESS | H | ID NUMBER | TOTAL ORDINARY FOR INCOME OR LOSS PSHE | FOR | |
| ENCAP FLATROCK MIDSTREAM FUND III, L.P | 1100 LOUISIANA, SUITE 4900 HOUSTON | . 77002 | 46-4943834 | | | |

Form **8865**

Return of U.S. Perso Certain Foreign h ch to tax Information about Form 8865 its se e in linformation furnished for the lin

545-1668

| Internal Rever | nue Service Inni 0 | 1/01/2016 and end | 1 /31/2016 | Attachment No 118 | |
|---------------------------------|--|--|--|--|--|
| Name of pers | on filing this return | | Filer's identifying num | | |
| THE GOL | DEN L.E.A.F., INC | | 52-2204 | 473 | |
| iler's addres | s (if you are not filing this form with your tax ret | urn) A Category of filer (s | ee Categories of Filers in the in | structions and check applicable box(es)): | |
| | | 1. | 2 3 | 4 | |
| | | B Filer's tax | 07/01/2016 | and 06 30 2017 | |
| C Filer's | share of liabilities: Nonrecourse \$ | Qualified nonreco | urse financing \$ | Other \$ | |
| D If filer i | is a member of a consolidated but | not the enter the following | owing information about the | per l | |
| Name | | | EIN | | |
| Addres | s | | | | |
| E Check | if an financi | al assets are reported on this f | orm | | |
| F Informa | ation about certain other see ins | structions) | | | |
| | (1) Name | (2) Address | (3) Identifying number | Check | |
| | (-) | (±) / (da) 000 | (b) identifying number | Category 1 Category 2 | |
| | | | | | |
| | | | | | |
| G1 Name | and address of foreign partnership | | | 2(a) EIN (if any) | |
| ENCAP E | NERGY CAPITAL FUND IX-C, | L.P | | 98-1076726 | |
| 1100 LO | UISIANA, SUITE 4900 | | | 2(b) Reference ID number (see instr.) | |
| HOUSTON | , TX 77002 | | | | |
| | | | | 3 Country under whose laws organized CJ | |
| 4 Date of organiz | | | ctivity | U.S. Sb Exchange rate (see instr.) | |
| 01/01 | ./2013 | | | OOLLAR | |
| H Provide | e the following information for the foreign | n partnership's tax year: | | | |
| 1 Name, United | address, and identifying number of agen States | 100 | heck if the foreign partnersh Form 1042 Foreign Center where Form 1065 EFILE | orm 8804 X Form 1065 or 1065-B | |
| | and address of foreign partnership's ager cation, if any | nt in country of 4 | ress of per foreign par different | with custody of the books and ip, and the location of such books | |
| | | | | | |
| 5 Were ar | ny special allocations made by the foreign | partnership? | | ► Yes No | |
| | e number of Forms 8858, Information Re | | | Entities, | |
| | d to this return (see instructions) | | | NONE | |
| 7 How is t | this partnership classified under the law | of the country in which it is or | ganized? PAR' | TNERSHIP | |
| 8 a Does the | filer have an interest in the foreign partnership | , or an interest indirectly through | the foreign partnership, that is a | | |
| | er Reg 1 1503(d)-1(b)(4) or part of a combined | | | | |
| | does the separate unit or combined separate u is partnership meet both of the following | | s defined in Reg 1 1503(d)-1(b)(| 5)(ii)? ► Yes No | |
| | partnership's total receipts for the tax yea | | d | 7.7 | |
| The v | /alue of the partnership's total assets at | the end of the tax year was les | s than \$1 million | ▶ Yes ^X No | |
| If " gn Here | do not com Schedules L M-1 and I und at | | accompanying schedules and st | atements. my | |
| nly If You e Filing | and correct, and complete information of which preparer has any knowle | Declaration of preparer (other tha | n general partner or limited liability | company member) is based on all | |
| nis Form eparately | The second of which prepare has any knowle | ugo | 1.0 | | |
| nd Not With our Tax eturn | Signature of general partner or limited li | ability company member | Date | | |
| | Print/Type preparer's name | Preparer's signature | Date | Check if PTIN | |
| aid | | | | self-employed | |
| Preparer Use Only | Firm's name | name • | | | |
| | | | | Firm's EIN ▶ | |

| | | you a Owns a direct int | erest Address | b Owns a cons | | Check if | disast |
|-------------------------------|---------------------|--|--|---------------------|----------------|-------------------------------|------------------------------------|
| | | Nume | Addless | identifying nu | imber (II any) | foreign | direct |
| Sc | :hedule A- | Certain Partners of F | Foreign Partnership see | Name of the last | | 1 | |
| | | Name | Address | Identify | ing number (i | f any) | Check if foreign person |
| Dog | on the star | orch boye o alberta | | | | | |
| _ | hedule A-2 | Affiliation Schedule. | n as a direct rtner? List all partnerships (foreign or owns a 10% interest. | domestic) in which | h the fore | Yes ign partnersh | |
| | | Name | Address | EIN (if any |) | Total ordinary income or loss | Check if foreign partnership |
| Sc | hedule B | Income Statement - | Trade or Bus Income | - | | | |
| Cau | tion: Include | e trade or business inc | come and expenses on lines 1a thro | u h 22 below. See t | he instructio | ns for more inf | ormation |
| | | receipts or sales returns and allowances | 1a 1b | | 1c | | |
| | | of goods sold | | | 2 | | |
| Шe | | | n line 1c | | 3 | | |
| ncome | 4 Ordina | ary income (loss) from other | er partnerships, estates, and trusts (a | ttach statement). * | 4 | | |
| - | 5 Net fa | rm profit (loss) (attach Sch | nedule F (Form 1040)) | | 5 | | |
| | 6 Net ga 7 Other | ain (loss) trom Form 4797, income (loss) (attach state | Part II, line 17 (attach Form 4797) ment) | | 6 7 | | |
| | | income Combine lin | | | | | |
| | | | to partners) (less employment credits) | | 8 9 | | |
| ŝ | 10 Guara | inteed payments to partner | S | | 10 | | |
| instructions for limitations) | 11 Repai | rs and maintenance | · | | 11 | | |
| imita | 12 Bad d | | | | 12 | | |
| for | 13 Rent | | | | 13 | | |
| tions | 14 Taxes | and licenses | | | 14 | | |
| struc | 15 Intere | st | | | 15 | | |
| i. | 16a Depre | ciation (if required, attach | Form 4562) 16a | | 4.0 | | |
| (se | b Less of Deple | depreciation reported elsev tion (Do not deduct oil and | 1 1 11 3 | | 16c 17 | | |
| ons | | | gas depletion.) | | 17 | | |
| icti | 19 Emplo | ovee benefit programs | | | 19 | | |
| Deductions (see | 20 Other | deductions (attach statem | ent) | | 20 | | |
| | | | | | | | |
| | 21 Total | deductions. Add the amount | s shown in the far right column for lines | 9 through 20 . | 21 | | |

| | 55 16 | | | |
|---|--|--|---|--------------|
| - | Mar I | Partners' Distributive Share Items | | Total amount |
| | 1 | Ordinary business income (loss) (page 2, line 22) | 1 | |
| | 2 | Net rental real estate income (loss) (attach Form 8825) | 2 | |
| | 3 a | Other gross rental income (loss) 3a | 600 | |
| | b | Expenses from other rental activities (attach statement) | ~ | |
| | С | Other net rental income (loss). Subtract line 3b from line 3a | 3c | |
| (SS | 4 | Guaranteed payments | 4 | |
| Income (Loss) | 5 | Interest income | 5 | |
| <u>e</u> | 6 | Dividends: a Ordinary dividends | 6a | |
| Į. | | b Qualified dividends 6b | = | |
| lnc | 7 | Royalties | 7 | |
| | 8 | Net short-term capital gain (loss) (attach Schedule D (Form 1065)) | 8 | |
| | 9a | Net long-term capital gain (loss) (attach Schedule D 1) | 9a | |
| | b | Collectibles (28%) gain (loss) 9b | 4001 | |
| | С | Unrecaptured section 1250 gain (attach statement) | ᆵ | |
| | 10 | Net section 1231 gain (loss) (attach Form 4797) | 10 | |
| | 11 | Other income (loss) (see instructions) Type ▶ | 11 | |
| SL | 12 | Section 179 deduction (attach Form 4562) . | 12 | |
| Deductions | 13 a | Contributions | 13a | |
| <u>3</u> | b | Investment interest expense, | 13b | |
|)ec | С | | 13c(2) | |
| | d | Other deductions (see instructions) Type ▶ | 13d | |
| - 6+ | 14 a | Net earnings (loss) from self-employment | 14a | |
| Sell- Employ- ment | b | Gross farming or fishing income | 14b | |
| . | С | Gross nonfarm income | 14c | |
| _ | 15 a | Low-income housing credit (section 42(j)(5)). | 15a | |
| " | b | Low-income housing credit (other) | 15b | |
| ## | С | Qualified rehabilitation expenditures (rental real estate) (attach Form 3468) | 15c | |
| Credits | d | Other rental real estate credits (see instructions) Type ▶ | 15d | |
| U | е | Other rental credits (see instructions) Type ▶ | 15e | |
| | f | Other credits (see instructions) Type ▶ | 15f | |
| | 16 a | Name of country or U S possession ▶ | = | |
| - 1 | b | Gross income from all sources | 16b | |
| ည | С | Gross income sourced at partner level , | 16c | |
| ţį | | Foreign gross income sourced at partnership level | 烜 | |
| ಲ | | Passive category ▶ e General category ▶ f Other (attach statement) ▶ | _ | |
| g | d | | 16f | |
| ansa | a | Deductions allocated and apportioned at partner level | 16f | |
| Transa | a g | Indianat sumana b | 16f 16h | |
| ign Transactions | | | 戸 | |
| | | Interest expense ► h Other ► Deductions allocated and apportioned at partnership level to foreign source income | 戸 | |
| Foreign Transa | | Interest expense ► h Other ► Deductions allocated and apportioned at partnership level to foreign source income Passive category ► j General category ► k Other (attach statement) ► | 16h | |
| | | Interest expense ► h Other . ► Deductions allocated and apportioned at partnership level to foreign source income Passive category ► j General category ► k Other (attach statement) ► Total foreign taxes (check one): ► Paid Accrued | 16h 16k | |
| | g | Interest expense ▶ h Other ▶ Deductions allocated and apportioned at partnership level to foreign source income Passive category ▶ j General category ▶ k Other (attach statement) ▶ Total foreign taxes (check one): ▶ Paid Accrued | 16h 16k 16l | |
| Forei | g m | Interest expense ▶ h Other | 16h 16k 16l | |
| Forei | g m n | Interest expense ▶ h Other ▶ Deductions allocated and apportioned at partnership level to foreign source income Passive category ▶ j General category ▶ k Other (attach statement) Total foreign taxes (check one): ▶ Paid Accrued | 16h 16k 16l 16m | |
| Forei | g m n 17 a | Interest expense ▶ h Other ▶ Deductions allocated and apportioned at partnership level to foreign source income Passive category ▶ j General category ▶ k Other (attach statement) Total foreign taxes (check one): ▶ Paid Accrued Reduction in taxes available for credit (attach statement) Other foreign tax information (attach statement) Post-1986 depreciation adjustment Adjusted gain or loss | 16h 16k 16l 16m 17a 17b | |
| Forei | g m n 17 a b | Interest expense ▶ h Other ▶ Deductions allocated and apportioned at partnership level to foreign source income Passive category ▶ j General category ▶ k Other (attach statement) Total foreign taxes (check one): ▶ Paid Accrued Reduction in taxes available for credit (attach statement) Other foreign tax information (attach statement) Post-1986 depreciation adjustment Adjusted gain or loss Depletion (other than oil and gas) | 16h 16k 16l 16m 17a 17b 17c | |
| Forei | g m n 17 a b | Interest expense ▶ h Other ▶ Deductions allocated and apportioned at partnership level to foreign source income Passive category ▶ j General category ▶ k Other (attach statement) Total foreign taxes (check one): ▶ Paid Accrued Reduction in taxes available for credit (attach statement) Other foreign tax information (attach statement) Post-1986 depreciation adjustment Adjusted gain or loss Depletion (other than oil and gas) Oil, gas, and geothermal properties - gross income | 16h 16k 16l 16m 17a 17b 17c 17d | |
| Forei | g m n 17 a b c | Interest expense ▶ h Other ▶ Deductions allocated and apportioned at partnership level to foreign source income Passive category ▶ j General category ▶ k Other (attach statement) Total foreign taxes (check one): ▶ Paid Accrued Reduction in taxes available for credit (attach statement) Other foreign tax information (attach statement) Post-1986 depreciation adjustment. Adjusted gain or loss Depletion (other than oil and gas) Oil, gas, and geothermal properties - gross income Oil, gas, and geothermal properties - deductions | 16h 16k 16l 16m 17a 17b 17c 17d 17e | |
| Minimum Tax Forei (AMT) Items | g m n 17 a b c d e | Interest expense ▶ h Other | 16h 16k 16l 16m 17a 17b 17c 17d 17e 17f | |
| Minimum Tax Forei (AMT) Items | g m n 17 a b c d e f | Interest expense ▶ h Other | 16h 16k 16l 16m 17a 17b 17c 17d 17e 17f 18a | |
| Minimum Tax Forei (AMT) Items | m n 17 a b c d e f 18 a b | Interest expense ▶ h Other | 16h 16k 16l 16m 17a 17b 17c 17d 17e 17f 18a 18b | |
| Minimum Tax Forei (AMT) Items | m n 17 a b c d e f 18 a b c | Interest expense ▶ h Other | 16h 16k 16l 16m 17a 17b 17c 17d 17e 17f 18a 18b 18c | |
| Alternative Minimum Tax Forei (AMT) Items | m n 17 a b c d e f 18 a b c | Interest expense ▶ h Other | 16h 16k 16l 16m 17a 17b 17c 17d 17e 17f 18a 18b 18c 19a | |
| Alternative Minimum Tax Forei (AMT) Items | g m n 17 a b c d e f 18 a b c | Interest expense ▶ h Other | 16h 16k 16l 16m 17a 17b 17c 17d 17e 17f 18a 18b 18c 19a 19b | |
| | m n 17 a b c d e f 18 a b c | Interest expense ▶ h Other | 16h 16k 16l 16m 17a 17b 17c 17d 17e 17f 18a 18b 18c 19a | |

| _ | 8865 | No. | 6 H 1.10 | | Page |
|----------|--|-----|---------------------------------|-----------------|----------|
| Scr | edule L Balance Sheets r Boo | | f Item H9 1 is a of tax year | answered "Yes." | tax year |
| | Assets | (a) | (b) | (c) | (d) |
| 1 | Cash | | | | |
| 2a | Trade notes and accounts receivable. | | | | |
| b | Less allowance for bad debts | | | | |
| 3 | Inventories | | | | |
| 4 | U.S. government obligations | | | | |
| 5 | Tax-exempt securities | | | | |
| 6 | Other current assets (attach statement) | | | | |
| 7 a | | | | | |
| | partners) | | | | |
| b | Mortgage and real estate loans | | | | |
| 8 | Other investments (attach statement) | | | | |
| 9 a | Buildings and other depreciable assets | | | | |
| b | Less accumulated depreciation | | | | |
| 0 a | Depletable assets | | | | |
| b | Less accumulated depletion | | | | |
| 1 | Land (net of any amortization) | | | | |
| 2 a | Intangible assets (amortizable only) . | | | | |
| b | Less accumulated amortization | | | | |
| 3 | Other assets (attach statement) | | | | |
| 4 | Total assets | | | h. | |
| | Liabilities and Capital | | | | |
| 5 | Accounts payable | | | | |
| 6 | Mortgages, notes, bonds payable in less than 1 year | | | | |
| 7 | Other current liabilities (attach statement) | | | | |
| 8 | All nonrecourse loans | | | | |
| 9 a | Loans from partners (or persons related to partners) | | | | |
| b | Mortgages, notes, bonds payable in 1 year or more | | | | |
| 0 | Other liabilities (attach statement) | | | | |
| 21 22 | Partners' capital accounts Total liabilities and | | | | |

Add lines 6 and 7. Balance at end of year. Subtract

line 8

Form 8865 (2016)

Add lines 1 thro h 4.

Page 6

| Form 8865 | (20 |
|-----------|-----|
|-----------|-----|

Transactions Between Controlled F artnershi and Partners or Other Related Entities

Schedule N Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns thro (d).

| | Transactions of foreign partnership | (a) U.S person filing this return | (b) Any domestic corporation or partnership controlling or controlled by the U.S person filing this return | (c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return | (d) Any U.S person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return) |
|----------|--|-----------------------------------|--|--|---|
| 1 | Sales of inventory | | | | |
| 2 | Sales of property rights (patents, trademarks, etc.) | | | | |
| 3 | Compensation received for technical, managerial, ineering, construction, or services | | | | |
| 4 | Commissions received | | | | |
| 5 | Rents, royalties, and license fees received | | | | |
| 6 7 | Distributions received Interest received | | | | |
| 8 | Other | | | | |
| 9 | Add lines 1 thro h 8 | | | | |
| 10 | Purchases of inventory | | | | |
| 11 | Purchases of tangible property other than inventory | | | | |
| 12 | Purchases of property rights (patents, trademarks, etc.) | | | | |
| 13 | Compensation paid for | | | | |
| | technical, managerial, | | | | |
| | engineering, construction, or | | | | |
| 4.4 | like services | | | | |
| 14 15 | Commissions paid | | | | |
| 16 | Distributions paid | | | | |
| 17 | Interest paid | | | | |
| 18 | Other | | | | |
| 19 | 18 . | | | | |
| 20 | Amounts borrowed (enter | | | | |
| | the maximum loan balance | | | | |
| | during the year). See | | | | |
| 24 | instructions | | | | |
| 21 | Amounts loaned (enter the | | | | |
| | maximum loan balance during the year). See | | | | |
| | during the year). See | | | | |

SCHEDULE O (Form 8865)

Transfer of Property to a Foreign Partnership

rate instructions is at www

OMB No. 1545-1668

(un r section 6038B)

► Attach to Form

Information about Schedule O orm

| T section 6038B |

5. See Instructions for Form 8865, and its rate instructions is at Department of the Treasury Internal Revenue Service ENCAP ENERGY CAPITAL FUND IX-C, L.P. 52-2204473 Name of foreign partnership any) Reference ID number (see instructions) ENCAP ENERGY CAPITAL FUND IX-C, L.P. 98-1076726 Transfers Reportable Under Section 6038B (b) Number of (e) Section 704(c) allocation (c) Fair market (a) Date of (d) (f) Type of Percentage interest in partnership after Cost or other Gain recognized on property items value on date transfer basis transfer transferred of transfer method transfer Cash VAF 2,263,689 669 Stock, notes receivable and payable, and other securities Inventory Tangible property used in trade or business Intangible property Other property Supplemental Information Required To Be Reported (see instructions) Dispositions Reportable Under Section 6038B (f) Depreciation recapture (d) (g) Gain allocated Date of Gain Depreciation Type of Date of Manner of original recognized by recapture allocated recognized by partnership property disposition disposition to partner transfer partnership to partner Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? Yes For Paperwork Reduction Act Notice, see the Instructions for Form 8865. Schedule O (Form 8865) 2016

| | L.P |
|---------|---------|
| | IX-C, |
| INC | FUND |
| E.A.F., | CAPITAL |
| OLDEN L | ENERGY |
| THE G | ENCAP |

52-2204473

ATTACHMENT 1

| DETAIL |
|--------|
| N |
| PAGE |
| 8865 |
| FORM |

| | N SCREDOLE |
|---|--------------|
| | AFFT LLLATIO |
| (| A-2 - |
| | SCHEDOLE |

| | | | TOTAL ORDINARY | FOR |
|-----------------------------------|----------------------------|------------|----------------|------|
| NAME | ADDRESS | ID NUMBER | INCOME OR LOSS | PSHP |
| ENCAP ENERGY CAPITAL FUND IX, L.P | 1100 LOUISIANA, SUITE 4900 | 80-0860738 | | |
| | HOUSTON | TX 77002 | | |

Return of U.S. Perso Respect to Certain Foreign ships Attach to your tax return Information about Form 8865 and its ctions is at www.irs.gov/form8865.

| Internal Rever | | | 1001 furnish /2016 , and e | nd 1 31 | tnersnip's tax year /2016 | | Attachme | nt No 118 |
|--|---|---|--|-------------------------|---|-------------------------------|--------------------------------|---------------------|
| | son filing this return | | , and c | | identifying number | | | 140 110 |
| · | DEN L.E.A.F INC | | | 115 | 52-22044 | 73 | | |
| Filer's addres | ss (if you are not filing this form wi | th your tax return) | A Category of | filer (see Categori | es of Filers in the inst | | k applicable bo | x(es)): |
| | | | 1.0 | 2 | 3 | 4 | | , ,, |
| | share of liabilities; Nonrecours is a member of a consolidate | • | | nrecourse financ | 07 01 2016 sing \$ mation about the par | and end Other \$ rent: | 06/30 | /2017 |
| Addres | SS | | | | | | | |
| | | | | | | | | |
| E Check | if any excepted specified fore | eign financial assets | s are on | this form see | more | | | |
| F Inform | ation about certain other part | ners (see | 4 | | | | | |
| | (1) Name | | (2) Address | 13 |) Identifying number | | eck applicable t | oox(es) |
| | (., | | (=, -, -, -, -, -, -, -, -, -, -, -, -, -, | | , rasimiying mamba | Category 1 | Category 2 | |
| | | | | | | _ | _ | _ |
| | | | | | | _ | _ | - |
| C4 Name | and address of foreign partner | robin | | | | O(1) FINI (II | 1 | |
| | and address of foreign partner INERGY CAPITAL FUND | | | | | 2(a) EIN (if ar 98–122 | • / | |
| | UISIANA, SUITE 490 | , | | | | 2(b) Reference | | (ann inntr) |
| HOUSTON | | , 0 | | | | Z(b) Kererein | se ib number | (see msu.) |
| | , 111 | | | | | 3 Country un | der whose la | ws organize |
| 4 Date of organiz | | | business code number | 7 Principal bu activity | | tional currency | 8b Exchar (see in: | |
| 03/05 | 5/2015 | - | | | | LLAR | 1 | |
| | e the following information fo | r the foreign partne | rship's tax vear: | | | | - | |
| 1 Name, United | address, and identifying num States | ber of agent (if any) | in the | Form | e foreign partnership 1042 For er where Form 1065 o | m 8804 | X Form 10 | 65 or 1065- |
| | and address of foreign partne zation, if any | ership's agent in cou | intry of | 4 | ress of per foreign par different | with cu y o ip, and oca | f the books a ation of such | nd books |
| 5 Were ar | ny special allocations made b | y the foreign partner | ship? | | | • | Yes | No |
| | ne number of Forms 8858, In | | | | | Intities, | | |
| attache | d to this return (see instruction | ns) | | | | | NONE | |
| | this partnership classified un | | | | | NERSHIP | | |
| 8 a Does the | filer have an interest in the foreig | ın partnership, or an ir | nterest indirectly th | rough the foreign | partnership, that is a | separate | 400 | |
| | er Reg. 1.1503(d)-1(b)(4) or part o | | - | | | | Yes | X No |
| | does the separate unit or combinities partnership meet both of the | | | loss as defined in | Reg 1 1503(d)-1(b)(5) | (ii)? > | Yes | No |
| The p | partnership's total receipts for value of the partnership's tota | r the tax year were all assets at the end | less than \$250,0 | | nillion | | Yes | X No |
| ign Here | do not co Schedules L | ., M-1, and M-2 | STATE OF THE PARTY OF | - | stat | ements, to | of my kn | owledge |
| only If You are Filling | Act help a prince closed by | Total Street | | pa | rtner or limited liability of | | | |
| his Form Separately and Not With | | | | | 100 | | | |
| our Tax Return | Signature of general partne | er or limited liability cor | mpany member | | Date | | | |
| | Print/Type preparer's name | | Preparer's signatur | e | Date | Check | if PTIN | |
| Paid | | | | | | self-emp | | |
| reparer | Firm's name | | | | | Firm's E | IN ► | |
| Use Only | Firm's address | | | | | Phone n | | |

| Name Address Identifying number (if any) Des the rtnershi have other n as a direct Yes Chedule A-2 Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership of direct interest or indirectl owns a 10% interest Name Address (if no) interest or indirectly owns a large for foreign or domestic) Name Address (if no) interest or indirectly owns a large for foreign or domestic) | | O | Arison pas premitable. | 200 | of the person(s) wh |
|--|--|--|---|---|--|
| chedule A-1 Certain Partners of Foreign Partnership See Name Address Identifying number (if any) Control for pe Shedule A-2 Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership or direct interest or indirect) owns a 10% interest Name Address EBN Total ordinary income or loss ATTACHMENT 1 Shedule B -T ution: Include only trade or business income and expenses on lines 1a thro 22 below. See the instructions for more informa 1a Gross receipts or sales 1a b Less returns and allowances 1b 1c C cost of goods sold 2 3 Gross profit. Subtract line 2 from line 1c 3 4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement). 4 5 Net farm profit (loss) (attach Schedule F (Form 1040)). 5 8 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797). 6 7 Other income (loss) (attach Schedule F (Form 1040)). 7 8 Total income Combine lines 3 thro 7 9 Salaries and wages (other than to partners) (less employment credits). 9 10 Guaranteed payments to partners. 10 11 Repairs and maintenance. 11 12 Bad debts 13 Ret 13 Ret 13 Ret 13 Ret 14 15 Reprice and income deserver or return 16c 17 Depletion (Do not deduct oil and gas depletion) 17 18 Retirement plans, etc. 18 Eliment of the programs 19 Eliment of the program 1 | | | | 7" | Check if |
| es the rithershi have other in as a direct vowns a 10% interest of indirect interest or indirect interest interest or indirect interest | | Name | Address | identifying number (if a | |
| Chedule B A-2 Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership or direct interest or indirect! owns a 10% interest Name Address EIN (if any) Total ordinary income or loss Address Total ordinary income or loss 1a b Less returns and allowances 1b 1c C Cost of goods sold 2 Gross profit. Subtract line 2 from line 1c A Ordinary income (loss) from other partnerships, estates, and trusts (attach statement) 5 Net farm profit (loss) (attach Schedule F (Form 1040)) 6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797) 7 Other income (loss) (attach Statement) 7 Salaries and wages (other than to partners) (less employment credits) 9 Salaries and wages (other than to partners) (less employment credits) 12 Bad debts 13 Rent 14 Taxes and licenses 14 15 Interest 17 Depletion (Do not deduct oil and gas depletion) 18 Retirement plans, etc. 19 Employee benefit programs 19 Chercitics 19 Cother deductions (attach statement) 20 Other deductions (attach statement) | chedule A- | | | 7 | Chec ber (if any) forei perso |
| 1a Gross receipts or sales | chedule A-2 | 2 Affiliation Schedule. List direct interest or indirect! Name | t all partnerships (foreign or owns a 10% interest | EIN | foreign partnership own Total ordinary Chec |
| 3 Gross profit. Subtract line 2 from line 1c | | | D. A. Thalleste, Named | - | |
| 8 Total income Combine lines 3 thro 7 9 Salaries and wages (other than to partners) (less employment credits) 9 10 Guaranteed payments to partners 10 11 Repairs and maintenance 111 12 Bad debts 12 13 Rent 13 14 Taxes and licenses 14 15 Interest 15 16a Depreciation (if required, attach Form 4562) 15 16a Depreciation reported elsewhere on return 16c 17 Depletion (Do not deduct oil and gas depletion) 17 18 Retirement plans, etc 18 19 Employee benefit programs 19 20 Other deductions (attach statement) 20 | 1a Gross b Less | s receipts or salesreturns and allowances | 1a 1b | 1c | uctions for more informatio |
| 9 Salaries and wages (other than to partners) (less employment credits) . 9 10 Guaranteed payments to partners | 1 a Gross b Less 2 Cost 3 Gross 4 Ordin 5 Net fa | s receipts or sales returns and allowances of goods sold s profit. Subtract line 2 from line ary income (loss) from other par arm profit (loss) (attach Schedule ain (loss) from Form 4797, Part | 1a 1b 1c 1c 1rtnerships, estates, and trusts (all F (Form 1040)) II, line 17 (attach Form 4797) | 1c 2 3 ttach statement) * 4 5 | uctions for more informatio |
| 10 Guaranteed payments to partners 10 11 Repairs and maintenance 11 12 Bad debts 12 13 Rent 13 14 Taxes and licenses 14 15 Interest 15 16 a Depreciation (if required, attach Form 4562) The standard of the sta | 1a Gross b Less 2 Cost 3 Gross 4 Ordin 5 Net fa 6 Net g 7 Other | receipts or sales returns and allowances of goods sold for profit. Subtract line 2 from line ary income (loss) from other param profit (loss) (attach Schedule ain (loss) from Form 4797, Part income (loss) (attach statement) | 1a 1b 1c 1c rtnerships, estates, and trusts (ale F (Form 1040)) II, line 17 (attach Form 4797) | 1c 2 3 ttach statement) * 4 5 6 7 | uctions for more informatio |
| 11 Repairs and maintenance 11 12 Bad debts 12 13 Rent 13 14 Taxes and licenses 14 15 Interest 15 16a Depreciation (if required, attach Form 4562) | 1a Gross b Less 2 Cost 3 Gross 4 Ordin 5 Net fa 6 Net g 7 Other | receipts or sales returns and allowances of goods sold sprofit. Subtract line 2 from line ary income (loss) from other param profit (loss) (attach Schedule ain (loss) from Form 4797, Part income (loss) (attach statement) income Combine lines 3 | 1a 1b 1c 1c trinerships, estates, and trusts (ale F (Form 1040)) II, line 17 (attach Form 4797) thro 7 | 1c 2 3 ttach statement) * 4 5 6 7 | uctions for more informatio |
| 12 Bad debts 12 13 Rent 13 14 Taxes and licenses 14 15 Interest 15 16a Depreciation (if required, attach Form 4562) 15 b Less depreciation reported elsewhere on return 16c 17 Depletion (Do not deduct oil and gas depletion) 17 18 Retirement plans, etc. 18 19 Employee benefit programs 19 20 Other deductions (attach statement) 20 | 1a Gross b Less 2 Cost 3 Gross 4 Ordin 5 Net fa 6 Net g 7 Other 8 Total 9 Salar | receipts or sales returns and allowances of goods sold s profit. Subtract line 2 from line ary income (loss) from other par arm profit (loss) (attach Schedule ain (loss) from Form 4797, Part income (loss) (attach statement) income Combine lines 3 ies and wages (other than to pai | 1a 1b 1c 1c rtnerships, estates, and trusts (all e F (Form 1040)) II, line 17 (attach Form 4797) thro 7 rtners) (less employment credits) | 1c 2 3 ttach statement) * 4 5 6 7 8 9 | uctions for more informatio |
| 14Taxes and licenses1415Interest1516aDepreciation (if required, attach Form 4562)16cbLess depreciation reported elsewhere on return16c17Depletion (Do not deduct oil and gas depletion)1718Retirement plans, etc.1819Employee benefit programs1920Other deductions (attach statement)20 | 1a Gross b Less 2 Cost 3 Gross 4 Ordin 5 Net fa 6 Net g 7 Other 8 Total 9 Salar 10 Guara | returns and allowances of goods sold s profit. Subtract line 2 from line ary income (loss) from other par arm profit (loss) (attach Schedule ain (loss) from Form 4797, Part income (loss) (attach statement) income Combine lines 3 ies and wages (other than to par anteed payments to partners | 1a 1b 1c 1c rtnerships, estates, and trusts (alle F (Form 1040)) II, line 17 (attach Form 4797)) thro 7 rtners) (less employment credits) | 1c 2 3 ttach statement) * 4 5 6 7 8 9 10 11 | uctions for more informatio |
| 15 Interest | 1a Gross b Less 2 Cost of a Gross 4 Ordin 5 Net fa 6 Net g 7 Other 8 Total 9 Salar 10 Guara 11 Repa 12 Bad d | returns and allowances returns and allowances of goods sold s profit. Subtract line 2 from line ary income (loss) from other par arm profit (loss) (attach Schedule ain (loss) from Form 4797, Part income (loss) (attach statement) income Combine lines 3 ies and wages (other than to par anteed payments to partners irs and maintenance | thro 7 | 1c 2 3 ttach statement) * 4 5 6 7 8 9 10 11 | uctions for more information |
| 16 a Depreciation (if required, attach Form 4562). b Less depreciation reported elsewhere on return 16 c 17 Depletion (Do not deduct oil and gas depletion) 18 Retirement plans, etc | 1a Gross b Less 2 Cost of Gross 4 Ordin 5 Net fa 6 Net g 7 Other 8 Total 9 Salar 10 Guara 11 Repa 12 Bad of | returns and allowances of goods sold s profit. Subtract line 2 from line ary income (loss) from other par arm profit (loss) (attach Schedule ain (loss) from Form 4797, Part income (loss) (attach statement) income Combine lines 3 ies and wages (other than to par anteed payments to partners irs and maintenance | 1a 1b 1c 1c 1rtnerships, estates, and trusts (alle F (Form 1040)) II, line 17 (attach Form 4797) 1. thro 7 rtners) (less employment credits) | 1c 2 3 ttach statement) * 4 5 | uctions for more information |
| b Less depreciation reported elsewhere on return 16c 17 Depletion (Do not deduct oil and gas depletion) 18 Retirement plans, etc | 1 a Gross b Less 2 Cost of Gross 4 Ordin 5 Net fa 6 Net g 7 Other 8 Total 9 Salar 10 Guara 11 Repa 12 Bad of Gross 13 Rent 14 Taxes | returns and allowances of goods sold s profit. Subtract line 2 from line ary income (loss) from other par arm profit (loss) (attach Schedule ain (loss) from Form 4797, Part income (loss) (attach statement) income Combine lines 3 ies and wages (other than to par anteed payments to partners irs and maintenance lebts s and licenses. | 1a 1b 1c 1c 1rtnerships, estates, and trusts (alle F (Form 1040)) II, line 17 (attach Form 4797) thro 7 rtners) (less employment credits) | 1c 2 3 3 4 4 5 5 6 7 7 8 9 10 11 12 13 14 | uctions for more information |
| 17Depletion (Do not deduct oil and gas depletion)1718Retirement plans, etc | 1 a Gross b Less 2 Cost of 3 Gross 4 Ordin 5 Net fa 6 Net g 7 Other 8 Total 9 Salar 10 Guara 11 Repa 12 Bad of 13 Rent 14 Taxes 15 Intere | returns and allowances returns and allowances of goods sold s profit. Subtract line 2 from line ary income (loss) from other par arm profit (loss) (attach Schedule ain (loss) from Form 4797, Part income (loss) (attach statement) income Combine lines 3 ies and wages (other than to par anteed payments to partners irs and maintenance lebts s and licenses est | 1a 1b 1c 1c rtnerships, estates, and trusts (ale F (Form 1040)) II, line 17 (attach Form 4797) thro 7 rtners) (less employment credits) | 1c 2 3 3 4 4 5 5 6 7 7 8 9 10 11 12 13 14 | uctions for more information |
| 18Retirement plans, etc | 1 a Gross b Less 2 Cost of Gross 4 Ordin 5 Net for Gross 6 Net growth of Gross 7 Other 8 Total 9 Salar 10 Guara 11 Repa 12 Bad of Gross 13 Rent 14 Taxes 15 Interes 16 a Depres | returns and allowances of goods sold s profit. Subtract line 2 from line ary income (loss) from other par arm profit (loss) (attach Schedule ain (loss) from Form 4797, Part income (loss) (attach statement) income Combine lines 3 ies and wages (other than to par anteed payments to partners irs and maintenance lebts s and licenses est | thro 7 rtners) (less employment credits) | 1c 2 3 3 4 4 5 5 6 7 7 8 9 10 11 12 13 14 15 | uctions for more information |
| 20 Other deductions (attach statement) | 1a Gross b Less 2 Cost of Gross 4 Ordin 5 Net for Gross 6 Net g 7 Other 8 Total 9 Salar 10 Guara 11 Repa 12 Bad of Gross 13 Rent 14 Taxes 15 Interes 16 a Depres b Less | returns and allowances returns and allowances of goods sold s profit. Subtract line 2 from line ary income (loss) from other par arm profit (loss) (attach Schedule ain (loss) from Form 4797, Part income (loss) (attach statement) income Combine lines 3 ies and wages (other than to par anteed payments to partners irs and maintenance lebts s and licenses est eciation (if required, attach Form depreciation reported elsewhere | 1a 1b 1c 1c 1c 1rtnerships, estates, and trusts (all of F (Form 1040)) 1l, line 17 (attach Form 4797) 1thro 7 1thro 7 1thros) (less employment credits) | 1c 2 3 ttach statement) * 4 5 6 7 8 9 10 11 12 13 14 15 | uctions for more information |
| | 1 a Gross b Less 2 Cost of ordin 5 Net fa 6 Net g 7 Other 8 Total 9 Salar 10 Guara 11 Repa 12 Bad of ordin 14 Taxes 15 Intere 16 a Depre of b Less 17 Deple 18 Retire | returns and allowances of goods sold s profit. Subtract line 2 from line ary income (loss) from other par arm profit (loss) (attach Schedule ain (loss) from Form 4797, Part income (loss) (attach statement) income Combine lines 3 ies and wages (other than to par anteed payments to partners irs and maintenance lebts s and licenses est eciation (if required, attach Form depreciation reported elsewhere etion (Do not deduct oil and gas ement plans, etc | 1a 1b 1c 1c 1c rtnerships, estates, and trusts (all of F (Form 1040)) II, line 17 (attach Form 4797) thro 7 rtners) (less employment credits) | 1c 2 3 3 4 4 5 5 6 7 7 8 9 10 11 12 13 14 15 16c 17 18 | uctions for more information |
| 21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20 21 | 1 a Gross b Less 2 Cost of the | returns and allowances of goods sold s profit. Subtract line 2 from line ary income (loss) from other par arm profit (loss) (attach Schedule ain (loss) from Form 4797, Part income (loss) (attach statement) income Combine lines 3 ies and wages (other than to par anteed payments to partners irs and maintenance lebts st eciation (if required, attach Form depreciation reported elsewhere etion (Do not deduct oil and gas ement plans, etc. oyee benefit programs | 1a 1b 1c 1c 1c rtnerships, estates, and trusts (ale F (Form 1040)) II, line 17 (attach Form 4797) thro 7 rtners) (less employment credits) | 1c | uctions for more information |
| | 1 a Gross b Less 2 Cost of Gross 4 Ordin 5 Net fa 6 Net g 7 Other 8 Total 9 Salar 10 Guara 11 Repa 12 Bad of Gross 13 Rent 14 Taxes 15 Interect 16 a Deprect 16 b Less 17 Deplect 18 Retirect 19 Emplect 19 Emplect 10 Less 11 Repa 12 Bad of Gross 14 Taxes 15 Interect 16 Bad of Gross 16 Bad of Gross 17 Deplect 18 Retirect 19 Emplect 19 Emplect 10 Less 17 Deplect 18 Retirect 19 Emplect 19 Emplect 10 Less 17 Deplect 10 Less 11 Retirect 11 Repa 12 Bad of Gross 11 Retirect 12 Bad of Gross 12 Bad of Gross 13 Retirect 14 Bad of Gross 15 Bad of Gross 16 Bad of Gross 17 Deplect 18 Retirect 19 Emplect 19 Emplect 19 Emplect 10 Retirect 10 Bad of Gross 10 Bad of Gross 10 Bad of Gross 11 Bad of Gross 12 Bad of Gross 13 Bad of Gross 14 Bad of Gross 15 Bad of Gross 16 Bad of Gross 16 Bad of Gross 17 Bad of Gross 18 Bad of Gross 18 Bad of Gross 18 Bad of Gross 18 Bad of Gross 19 Bad of Gross 19 Bad of Gross 10 Bad of Gross 11 Bad of Gross 12 Bad of Gross 12 Bad of Gross 13 Bad of Gross 14 Bad of Gross 15 Bad of Gross 16 Bad of Gross 16 Bad of Gross 17 Bad of Gross 17 Bad of Gross 18 Bad | returns and allowances of goods sold s profit. Subtract line 2 from line ary income (loss) from other par arm profit (loss) (attach Schedule ain (loss) from Form 4797, Part income (loss) (attach statement) income Combine lines 3 ies and wages (other than to par anteed payments to partners irs and maintenance lebts st eciation (if required, attach Form depreciation reported elsewhere etion (Do not deduct oil and gas ement plans, etc. oyee benefit programs | 1a 1b 1c 1c 1c rtnerships, estates, and trusts (ale F (Form 1040)) II, line 17 (attach Form 4797) thro 7 rtners) (less employment credits) | 1c | uctions for more information |
| | 1a Gross b Less 2 Cost of the | returns and allowances of goods sold s profit. Subtract line 2 from line ary income (loss) from other par arm profit (loss) (attach Schedule ain (loss) from Form 4797, Part income (loss) (attach statement) income Combine lines 3 ies and wages (other than to par anteed payments to partners irs and maintenance lebts s and licenses eciation (if required, attach Form depreciation reported elsewhere etion (Do not deduct oil and gas ement plans, etc. oyee benefit programs r deductions (attach statement) | 1a 1b 1c 1c 1c 1rtnerships, estates, and trusts (ale F (Form 1040)) II, line 17 (attach Form 4797) thro 7 rtners) (less employment credits) | 1c 2 3 3 4 4 5 5 6 7 7 8 9 10 11 12 13 14 15 15 16c 17 18 19 20 | uctions for more information |

| Income (Loss) | 1 2 3a b c 4 5 6 6 7 8 9a b c | Ordinary business income (loss) (page 2, line 22) Net rental real estate income (loss) (attach Form 8825) Other gross rental income (loss) | 4 5 6a 7 8 | |
|-------------------------|---|--|------------------------------|---------------------|
| Income (Loss) | 3 a b c 4 5 6 7 8 9 a b c | Other gross rental income (loss) | 3c 4 5 6a 7 8 | |
| Income (Loss) | b c 4 5 6 7 8 9 a b c | Expenses from other rental activities (attach statement) Other net rental income (loss) Subtract line 3b from line 3a. Guaranteed payments | 4 5 6a 7 8 | |
| Loss (Loss | C 4 5 6 7 8 9 a b c | Other net rental income (loss) Subtract line 3b from line 3a . Guaranteed payments | 4 5 6a 7 8 | |
| L D L | 4 5 6 7 8 9 a b c | Guaranteed payments | 4 5 6a 7 8 | |
| Income (Loss | 5 6 7 8 9 a b c | Guaranteed payments | 4 5 6a 7 8 | |
| 1 | 6 7 8 9 a b c | Interest income Dividends: a Ordinary dividends | 6a 7 8 | |
| 1 | 7 8 9a b c | Dividends: a Ordinary dividends | 7 8 | |
| 1 | 8 9a b c | b Qualified dividends | 8 | |
| 1 | 8 9a b c | Net short-term capital gain (loss) (attach Schedule D (Form 1065)) . Net long-term capital gain (loss) (attach Schedule D (Form 1065)) . | 8 | |
| 1 | 9a b c | Net short-term capital gain (loss) (attach Schedule D (Form 1065)) . Net long-term capital gain (loss) (attach Schedule D (Form 1065)) . | 8 | |
| 1 | 9a b c | Net long-term capital gain (loss) (attach Schedule D (Form 1065)) . | | |
| 1 | b c | | | |
| 1 | С | 0 | | |
| 1 | | Unrecaptured section 1250 gain (attach statement). | - | |
| 1 | n | Net section 1231 gain (loss) (attach Form 4797) | 10 | |
| | | Other income (loss) (see instructions) Type ▶ | 11 | |
| | 2 | | | |
| Suc 1 | | Section 179 deduction (attach Form 4562) | 12 | |
| : <u>₹</u> ' | 3 a | Contributions | 13a | |
| Deductions 1 1 | b | Investment interest expense. | 13b | |
| ۵ | | Section 59(e)(2) expenditures: (1) Type ► (2) Amount ► | | |
| | d | Other deductions (see instructions) Type ▶ | 13d | |
| Employ- ment | 4 a | Net earnings (loss) from self-employment | 14a | |
| mploy ment | b | Gross farming or fishing income | 14b | |
| | С | Gross nonfarm income | 14c | |
| 1. | 5 a | Low-income housing credit (section 42(j)(5)) | 15a | |
| ι | b | Low-income housing credit (other) | 15b | |
| Credits | С | Qualified rehabilitation expenditures (rental real estate) (attach Form 3468) | 15c | |
| a E | d | Other rental real estate credits (see instructions) Type ▶ | 15d | |
| Ū | е | Other rental credits (see instructions) Type ▶ | 15e | |
| | f | Other credits (see instructions) Type ▶ | 15f | |
| 11 | 6 a | Name of country or U.S. possession ▶ | π | |
| | b | Gross income from all sources | 16b | |
| દ | С | Gross income sourced at partner level | 16c | |
| Ę | | Foreign gross income sourced at partnership level | $_{\rm PI}$ | |
| gac | d | Passive category ▶ e General category ▶ f Other (attach statement) ▶ | 16f | |
| gn Transactions | | Deductions allocated and apportioned at partner level | = | |
| Ë | g | Interest expense ▶ h Other ▶ | 16h | |
| g | | Deductions allocated and apportioned at partnership level to foreign source income | 100 | |
| Forei | | Passive category ▶ j General category ▶ k Other (attach statement) ▶ | 16k | |
| Ē. | | Total foreign taxes (check one): Poid Accrued | 161 | |
| | m | Reduction in taxes available for credit (attach statement) | 16m | |
| | n | Other foreign tax information (attach statement) | 10111 | |
| . 1 | 7 a | Post-1986 depreciation adjustment | 17a | |
| Minimum Tax MT Items | b | | 17a 17b | |
| MT Items | C | Adjusted gain or loss | 176 17c | |
| == | d | Oil, gas, and geothermal properties - gross income | | |
| _⊑ ≥ | | Oil, gas, and geothermal properties - gloss income Oil, gas, and geothermal properties - deductions | 17d | |
| Ξ | e | OH ANTH CHILD IN | 17e | |
| | f | | 17f | |
| E 13 | 8 a | Tax-exempt interest income | 18a | |
| Other Information | b | Other tax-exempt income | 18b | |
| Ē. | C | Nondeductible expenses | 18c | |
| <u>و</u> 1! | 9 a | Distributions of cash and marketable securities | 19a | |
| <u>-</u> | | Distributions of other property | 19b | |
| <u>e</u> 20 | 0 a | Investment income | 20a | |
| ŏ | b | Investment expenses | 20b | |
| - | С | Other items and amounts (attach statement) | | |
| SA | | | | Form 8865 (2 |

| | Beginning of | | answered "Yes | d of tax year |
|--|--------------|-----|---------------|---------------|
| Assets | (a) | (b) | (c) | (d) |
| 1 Cash | | | | |
| 2a Trade notes and accounts receivable. | | | | |
| b Less allowance for bad debts | | | | |
| 3 Inventories | | | | |
| U.S. government obligations | | | | |
| Tax-exempt securities | | | | |
| Other current assets (attach statement) | | | | |
| 7a Loans to partners (or persons related to | | | | |
| partners) | | | | |
| b Mortgage and real estate loans | | | | |
| Other investments (attach statement) | | | | |
| a Buildings and other depreciable assets | | | | |
| b Less accumulated depreciation | | | | |
| a Depletable assets | | | | |
| b Less accumulated depletion | | | | |
| Land (net of any amortization) | | | | |
| a Intangible assets (amortizable only) . | | | | |
| b Less accumulated amortization | | | | |
| Other assets (attach statement) | | | | |
| Total assets | | | | |
| Liabilities and Capital | | | | |
| Accounts payable | | | | |
| Mortgages, noles, bonds payable in less than 1 year | | | | |
| Other current liabilities (attach statement) | | | | |
| All nonrecourse loans | | | | |
| Loans from partners (or persons related to partners) | | | | |
| b Mortgages, notes, bonds payable in 1 year or more | | | | |
| Other liabilities (attach statement) | | | | |
| Partners' capital accounts | | | | |

98-1226073 Form 8865 (2016) Page 5 Schedule M **Balance Sheets for Interest Allocation** (b) End of (a) Beginning of tax vear Total U.S. assets... 2 Total foreign assets: a Passive category . . b General category . . stateme Income (Loss) per Books With Income (Loss) per Return. (Not required if Item H9, page Schedule M-1 1, is answered "Yes.") 6 Income recorded on books this Net income (loss) per books . . year not included on Schedule K, Income included on Schedule K, lines 1 through 11 (itemize): lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, a Tax-exempt interest \$ _ and 11 not recorded on books this year (itemize) Deductions included on Schedule Guaranteed payments (other K, lines 1 through 13d, and 16I not than health insurance) charged against book income this 4 Expenses recorded on year (itemize): this year not included on a Depreciation \$ Schedule K, lines 1 through 13d, and 16I (itemize): a Depreciation \$ b Travel and entertainment \$ Add lines 6 and 7. Income (loss) Subtract line 8 Balance at beginning of year Distributions: a Cash 6 Capital contributed: b Property. a Cash Other decreases (itemize): ___ b Property . . . Net income (loss) per books . .

> Add lines 6 and 7. Balance at end of year. Subtract

line 8 from line 5

Form 8865 (2016)

Other increases (itemize): ____

Add lines 1 throu h 4

Schedule N Transactions Between Controlled Fo Partnershi and Partners or Other Related Entities
Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) thro h

| Transactions of foreign partnership | (a) ∪ S. person filing this return | (b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing | (c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing | (d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the |
|--|------------------------------------|---|--|---|
| | | inis return | tnis return | U.S. person filing this return |
| Sales of inventory | | | | |
| Sales of property rights (patents, trademarks, etc.) | | | | |
| ** | | | | |
| Commissions received | | | | |
| Rents, royalties, and license fees received | | | | |
| Distributions received | | | | |
| Interest received | | | | |
| Other | | _ | | |
| Add lines 1 throu h 8 | | _ | | |
| Purchases of inventory | | | | |
| Purchases of tangible property other than inventory | | | | |
| Purchases of property rights (patents, trademarks, etc.) | | | | |
| technical, managerial, | | | | |
| | | | | |
| | | | | |
| Rents, royalties, and license | | | | |
| | | | | |
| Interest paid | | | | |
| Other | | | | |
| Add lines 10 thro 18 . | | | | |
| Amounts borrowed (enter | | | | |
| the maximum loan balance | | | | |
| during the year). See | | | | |
| | | | | |
| · · · · · · · · · · · · · · · · · · · | | | | |
| during the year). See | | | | |
| | Sales of inventory | Sales of inventory | Sales of inventory | or foreign partnership tiling this return by the U.S. peason filling or controlling this return. Sales of inventory |

SCHEDULE O

Transfer of Property to a Foreign Partnership

Schedule O (Form 8865) 2016

(Form 8865)

Department of the Treasury Internal Revenue Service

Attach to Form 5. See Instructions for Form 8865 orm 8865) and its se rate instructions is at

OMB No. 1545-1668

ENCAP ENERGY CAPITAL FUND X-C, L.P 52-2204473 EIN (if any) Reference ID number (see instructions) ENCAP ENERGY CAPITAL FUND X-C, L.P 98-1226073 Transfers Reportable Under Section 6038B (b) Number of (c) Fair market (e) Section 704(c) allocation (g) (a) Date of (d) (f) Type of Percentage interest in partnership after Cost or other Gain recognized on property items value on date transfer basis transfer transferred of transfer method transfer Cash VAF 2,218,629 652 Stock, notes receivable and payable, and other securities Inventory Tangible property used in trade or business Intangible property Other property Supplemental Information Required To Be Reported (see instructions): Dispositions Reportable Under Section 6038B (f)
Depreciation
recapture
recognized
by partnership (b) Date of (c) (d) (g) Gain Depreciation Type of Date of Manner of Gain allocated original recognized by partnership recapture allocated property disposition disposition to partner to partner Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? X No Yes

For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

| | L L |
|---------|---------|
| | X-C, |
| INC | FUND |
| E.A.F., | CAPITAL |
| OLDEN L | ENERGY |
| THE GO | ENCAP |

| -1 | SCH |
|----------|-------------|
| 2 DETAIL | AFFILIATION |
| PAGE 2 | 2 - AI |
| 8865, | 4 |
| FORM | SCHEDULE |
| | |

| SCHEDULE |
|-------------|
| AFFILIATION |
| A-2 - |
| CHEDULE |

| NAME | ADDRESS | ID NUMBER | TOTAL ORDINARY INCOME OR LOSS | FOR |
|----------------------------------|---------------------------------------|------------------------|----------------------------------|-----|
| ENCAP ENERGY CAPITAL FUND X, L.P | 1100 LOUISIANA, SUITE 4900 HOUSTON | 47-2732735 TX 77002 | 35 | |

ATTACHMENT 1

(Rev December 2013)

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

OMB No 1545-0026

| Interr | artment of the Treasury nal Revenue Service Attach to your income tax return for the of the transfer or | • | Attach Seque | ment nce No 128 |
|----------|---|---------------------------------------|-----------------|--------------------|
| Pai | rt I U.S. Transferor Information see instruction le of transferor | 1-14:5-: | : | |
| | OLDEN L.E.A.F. INC. | Identifying number (s 52-2204473 | ee insti | ructions) |
| 1 | If the transferor was a corporation, complete questions 1a through 1d. | 32-2204473 | | |
| а | If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section fewer domestic corporations? | | Yes | No |
| b | Did the transferor remain in existence after the transfer? | | Yes | No |
| - | | dentifying number | | |
| | | , | | |
| | | | | |
| С | If the transferor was a member of an affiliated group filing a consolidated return, was it the corporation? If not, list the name and em r identification number (EIN of the rent co | | Yes | No |
| | Name of parent corporation EIN | of parent corporation | | |
| d | Have basis adjustments under section 367(a)(5) been made? | | Yes | No |
| 2 a | If the transferor was a partner in a partnership that was the actual transferor (but is complete questions 2a through 2d. List the name and EIN of the transferor's partne | not treated as such un | der se | ection 367), |
| | Name of partnership | EIN of partnership | | |
| AG | REALTY FUND VIII LP 2 | 7-2996434 | | |
| | Did the partner pick up its pro rata share of gain on the transfer of partnership assets? ls the partner disposing of its entire interest in the partnership? | | Yes Yes | X No X No |
| | Is the partner disposing of an interest in a limited partnership that is regularly traded on a | n established | . 00 | 22 110 |
| _ | securities market? | | Yes | No |
| Par | | | | |
| 3 | Name of transferee (foreign corporation) | 4a Identifying nun | | any |
| AG 5 | REALTY VIII INVESTMENTS LP ress ing country) | 98-06858 4b Reference ID no | | |
| | COMMERCE COURT W, 199 BAY ST | (see instructions) | ımber | |
| TORON | NTO ONTARIO CA MSL 189 | | | |
| 6 CA | untry country incorporation or organ n see | | | |
| 7 | Foreign law characterization (see instructions) | | | |
| | RTNERSHIP | | | |
| 8 | Is the transferee foreign corporation a controlled fo n | X Yes | N | 0 |
| For P | Paperwork Reduction Act Notice, see separate instructions | Form | | (Rev 12-2013) |

Form 926 (Rev 12-2013) Page 2

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 | Gain recognized on transfer |
|---|----------------------------|-----------------------------------|---|-------------------------------|--------------------------------|
| Cash | VAR | | 139,918 | | |
| Stock and ecurities | | | | | |
| securities | | | | | _ |
| nstallment obligations, | _ | | | | _ |
| account | | | | | |
| receivables or | | | | | |
| similar property | | | | | |
| Foreign currency | | | | | |
| or other property | | | | | |
| denominated in foreign currency | | | _ | | - |
| | | | | | |
| nventory | | | | | |
| - | _ | | | | _ |
| Assets subject to | | | | | _ |
| depreciation | | | | | |
| recapture (see Femp. Regs_sec | | | | | |
| 1 367(a)-4T(b)) | | | | | |
| Tangible property | | | | | |
| used in trade or ousiness not listed | | | | | |
| under another | | | | | |
| category | | | | | _ |
| ntangible | | | | | - |
| property | | | | | _ |
| - | | | _ | | |
| Property to be leased | | | | | _ |
| as described in final | | | | | |
| and temp Regs, sec. | | | | | |
| I 367(a)-4(c)) | | | | | _ |
| Property to be | | | | | |
| sold (as | | | | | |
| described in Femp Regs sec | | | | | _ |
| I 367(a)-4T(d)) | | | | | |
| ransfers of oil and | | | | | |
| gas working interests | | | | | |
| as described in Femp Regs sec | | | | | |
| 1,367(a)-4T(e)) | | | | | |
| | | | | | |
| Other property | | | | | |
| proporty | | | | | |
| | | | | | |

Supplemental Information Required To Be Reported (see instructions)

Form 926 (Rev. 12-2013)

| Additional Information Regarding Transfer of Property (see instructions) | | |
|---|---|---|
| | | |
| Enter the transferor's interest in the foreign transferee corporation before and after the transfer: | | |
| Before VARIOUS % (b) After VARIOUS % | | |
| Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351 | | |
| Indicate whether any transfer reported in Part III is subject to any of the following | | |
| Gain recognition under section 904(f)(3) | Yes | X No |
| Gain recognition under section 904(f)(5)(F) | Yes | X No |
| Recapture under section 1503(d) | Yes | X No |
| Exchange gain under section 987 | Yes | X No |
| Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? | Yes | X No |
| 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: | | |
| Tainted property | Yes | X No |
| Depreciation recapture | Yes | X No |
| Branch loss recapture | Yes | X No |
| Any other income recognition provision contained in the above-referenced regulations | Yes | No |
| Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? | Yes | X No |
| Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? | Yes | X No |
| If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ | | |
| Was cash the only property transferred? | X Yes | No |
| Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? | Yes | No |
| If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction: | | |
| | Type of nonrecognition transaction (see instructions) ► IRC SECTION 351 Indicate whether any transfer reported in Part III is subject to any of the following Gain recognition under section 904(f)(3) | Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351 Indicate whether any transfer reported in Part III is subject to any of the following Gain recognition under section 904(f)(3) |

(Rev. December 2013) Department of the Treasury

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.

OMB No 1545-0026

Attachment

| Attach to rincome tax return for the e | ar of the transfer of distribution. |
|--|--|
| Part I U.S. Transferor Information see in Name of transferor | Identifying number (see instructions) |
| GOLDEN L.E.A.F INC. | 52-2204473 |
| 1 If the transferor was a corporation, complete questions 1a through 1d | 32 2201173 |
| a If the transfer was a section 361(a) or (b) transfer, was the transferor coor fewer domestic corporations? | Yes No |
| b Did the transferor remain in existence after the transfer? If not, list the controlling shareholder(s) and their identifying number(s) | X Yes No |
| Controlling shareholder | Identifying number |
| | |
| c If the transferor was a member of an affiliated group filing a consolidate corporation? | Yes No |
| If not list the name and em identification number N of the | nt ration |
| Name of parent corporation | EIN of parent corporation |
| d Have basis adjustments under section 367(a)(5) been made? | Yes No |
| If the transferor was a partner in a partnership that was the actual tr complete questions 2a through 2d. a List the name and EIN of the transferor's | ansferor (but is not treated as such under section 367) |
| 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 partne | |
| 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 reg | The second secon |
| securities market? | Yes No |
| Part II Transferee n on see | |
| 3 Name of transferee (foreign corporation) VP CANADA HOLDINGS ULC | 4a Identifying number, if any |
| VP CANADA HOLDINGS ULC 5 Address (including country | 98-1223954 4b Reference ID number |
| 666 BURRARD STREET, PARK PLACE SUITE 1700 | (see instructions) |
| VANCOUVER BC CA V6C 2X8 | |
| 6 Country code of country of n or orga | |
| CA | |
| 7 Foreign law characterization (see instructions) | |
| CORPORATION | |
| 8 Is the transferee foreign co a controlled fore co n? | X Yes No |
| For Paperwork Reduction Act Notice, see separate instructions. | Form 926 (Rev 12-2013 |

Form 926 (Rev. 12-2013)

Information Regarding Transfer of Property (see instructions)

(a) Date of (b) Description of (c) Fair market value on (a) Cost or other Type of Gain recognized on transfer property transfer property date of transfer basis VAR 313,929 Cash 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))

Property to be leased (as described in final

Tangible property used in trade or business not listed under another category

Intangible property

(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

Other property

Supplemental Information Required To Be Reported (see instructions):

| Form | 926 (Rev. 12-2013) | | - |
|------|---|-------|------|
| 85 | 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 | a) Before . 402776 % (b) After . 402776 % | | |
| 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: | | Ų |
| а | Gain recognition under section 904(f)(3) | Yes | - 12 |
| b | Gain recognition under section 904(f)(5)(F) | Yes | |
| С | Recapture under section 1503(d) | Yes | |
| d | Exchange gain under section 987 | Yes | |
| 12 | Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? | Yes | J |
| 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: | - | |
| | Tainted property | Yes | |
| | Depreciation recapture | Yes | |
| | Branch loss recapture | Yes | |
| d | Any other income recognition provision contained in the above-referenced regulations | Yes | |
| 14 | Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? | Yes | I |
| 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 | ī |
| 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? | X Yes | Ľ |
| 17 a | Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? | Yes | ľ |
| b | If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction: | | |

Form **926** (Rev 12-2013)

(Rev December 2013)

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.

OMB No. 1545-0026

| | nal Revenue Service | ► Attach to your income tax return for the | r of the transfer or distribution. | Sequence No. 128 |
|------------|--|--|---|------------------|
| Pai | | eror Information instru | | |
| | e of transferor | | ldentifying number (s | ee instructions) |
| G | OLDEN L.E.A | FINC | 52-2204473 | |
| | If the transfer was or fewer domestic Did the transferor r | s a corporation, complete questions 1a through 1d. a section 361(a) or (b) transfer, was the transferor corporations? | controlled (under section 368(c)) by 5 | Yes No Yes No |
| | С | ontrolling shareholder | ldentifying number | |
| | | | | |
| С | corporation? | s a member of an affiliated group filing a consolida and em r identification number EI of the | | Yes No |
| | | e of parent corporation | EIN of parent corporation | |
| | | | 2m or parent sorporation | |
| d | Have basis adjustm | nents under section 367(a)(5) been made? | 11-11-11-11-11-11-11-11-11-11-11-11-11- | Yes No |
| 2 a | complete questions | as a partner in a partnership that was the actual 2a through 2d. EIN of the transferor's | transferor (but is not treated as such un | der section 367) |
| | ı | lame of partnership | EIN of partnership | |
| THE | E VARDE FUNI | XI B FEEDER LP | 46-2022036 | |
| b | Did the partner pick | up its pro rata share of gain on the transfer of part | | Yes No |
| | | sing of its entire interest in the partnership? | | Yes No |
| d | | sing of an interest in a limited partnership that is re | egularly traded on an established | 100 |
| | securities market?. | | | Yes No |
| Par | | Forei Information see in | | |
| 3 M7\() | GENTA LLC | (foreign corporation) | 4a Identifying num | - |
| 5 | ress ng | partition of the same of the s | 98-11574 4b Reference ID nu | |
| TRUSI | COMPANY COMPLEX AJI | ELTAKE RD | (see instructions) | IIIDCI |
| AJELI | TAKE ISLAND MAJURO R | 4 MH96960 | | |
| 6 | Darky sales of the | on or organization (see in | | |
| RM | | | | |
| 7 | | erization (see instructions) | | |
| | RPORATION | CONCERN TO THE REAL PROPERTY OF THE PERTY OF | | - |
| 8 | Is the transferee fo | | X Yes | No |
| For P | aperwork Reduction A | Act Notice, see separate instructions. | Form | (Rev. 12-2013 |

Form 926 (Rev 12-2013) Page **2**

Information Regarding Transfer of Property (see instructions)

| Type of property | (a) Date of transfer | (p) Description of property | (c) Fair market value on date of transfer | (d) Cost or other basis | Gain recognized on transfer |
|---|----------------------------|-----------------------------------|---|-------------------------------|--------------------------------|
| Cash | VAR | | 136,711 | | - |
| 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 I LINE 2 TRANSFERORS:

THE VARDE FUND X FEEDER LP 27-1015088: 35 484 TRANSFERRED THE VARDE FUND XI(B) (FEEDER), LP 46-2022036: \$101,227 TRANSFERRED

| Form | 926 (Rev. 12-2013) | | Pag | ge 3 |
|------|---|-----|--------|------|
| 86 | 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 . 358098 % (b) After . 357919 % | | | |
| 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 | | | |
| а | | Yes | X | |
| b | Gain recognition under section 904(f)(5)(F) | Yes | X | |
| С | Recapture under section 1503(d) | Yes | Χ | Νo |
| d | Exchange gain under section 987 | Yes | Χ | No |
| 12 | Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? | Yes | X | 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: | | d | |
| а | Tainted property | Yes | Χ | No |
| b | Depreciation recapture | Yes | Χ | |
| c | Branch loss recapture | Yes | X | |
| d | Any other income recognition provision contained in the above-referenced regulations | Yes | X | |
| 14 | Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? | Yes | [] | No |
| 15 a | Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? | Yes | 00 | No |
| | | | - | |
| D | 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 | \Box | No |
| 17 a | Was intangible property (within the meaning of section $936(h)(3)(B)$) transferred as a result of the transaction? | Yes | (10) | No |
| b | If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction: | | | |
| | | | | |
| | | | | |

(Rev. December 2013)

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.

OMB No. 1545-0026

| | | uence No. 128 |
|---|--|---------------|
| Part I U.S. Transferor Information instruction Name of transferor | -11 (7) | (c. 12) |
| | Identifying number (see ins | structions) |
| GOLDEN L.E.A.F INC. | 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 or fewer domestic corporations? b Did the transferor remain in existence after the transfer? | controlled (under section 368(c)) by 5 Yes Yes | No No |
| If not, list the controlling shareholder(s) and their identifying number(s) | y: | |
| Controlling shareholder | Identifying number | |
| | | |
| c If the transferor was a member of an affiliated group filing a consolida | | |
| corporation? If not, list the name and em identification number EIN of the | Yes | No |
| Name of parent corporation | EIN of parent corporation | |
| | | |
| d Have basis adjustments under section 367(a)(5) been made? | Yes | No |
| If the transferor was a partner in a partnership that was the actua complete questions 2a through 2d a List the name and EIN of the transferor's | transferor (but is not treated as such under s | section 367 |
| 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 partc Is the partner disposing of its entire interest in the partnership? | Yes | X No X No |
| d Is the partner disposing of an interest in a limited partnership that is re | • • | ros. |
| securities market? Part II Tra F Information see struct | Yes | No |
| Partification see struct 3 Name of transferee (foreign corporation) | 4a Identifying number, | if any |
| WIZINK BANK SA | FOREIGNUS | ii airy |
| 5 ress | 4b Reference ID numbe | r |
| CALLE VELAZQUEZ 34 | (see instructions) | |
| MADRID SP 28001 | WIZI | |
| 6 corpora or organ on ee | | |
| 7 Foreign law characterization (see instructions) | | |
| CORPORATION | | |
| 8 Is the transferee fore in co-oration a controlled fore | X Yes | No |
| For Paperwork Reduction Act Notice, see separate instructions. | | (Rev. 12-201 |

Form 926 (Rev 12-2013) Page **2**

Information Regarding Transfer of Property (see instructions)

(p) Description of property (a) Date of (c) Fair market value on (a) Cost or other Type of Gain recognized on transfer property transfer date of transfer basis VAR 169,980 Çash 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

Property to be leased (as described in final and temp. Regs sec 1.367(a)-4(c))

under another category

Intangible property

Property to be sold (as described in Temp. Regs. sec. Transfers of oil and

gas working interests (as described in Temp. Regs. sec.

Other property

Supplemental Information Required To Be Reported (see instructions):

Form 926 (Rev. 12-2013)

| 1 OIII | 320 (NOV. 12-2010) | | Page 3 |
|--------|---|-----|--------|
| Į. | 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 . 038328 % (b) After . 038328 % | | |
| 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 | - | 100 |
| а | Gain recognition under section 904(f)(3) | Yes | X No |
| b | Gain recognition under section 904(t)(5)(F) | Yes | X No |
| С | Recapture under section 1503(d) | Yes | X No |
| d | Exchange gain under section 987 | Yes | X No |
| 12 | Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? | Yes | X 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: | | |
| а | Tainted property | Yes | X No |
| b | Depreciation recapture | Yes | X No |
| С | Branch loss recapture | Yes | X 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: | | |
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| - | | 000 | |

(Rev. December 2013)

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

OMB No. 1545-0026

| Department of the Treasury Internal Revenue Service | | arate instructions is at www.irs.gov/form926. Attachment Sequence No. 128 |
|--|---|--|
| | or Information | or the transfer of distribution. |
| Name of transferor | | Identifying number (see instructions) |
| GOLDEN L.E.A.E | INC. | 52-2204473 |
| 1 If the transferor was | a corporation, complete questions 1a throug | ah 1d. |
| | section 361(a) or (b) transfer, was the trans | |
| or fewer domestic co | rporations? | Yes No |
| b Did the transferor rer | main in existence after the transfer? | X Yes No |
| If not, list the controll | ing shareholder(s) and their identifying num | ber(s): |
| Cor | ntrolling shareholder | Identifying number |
| corporation? | a member of an affiliated group filing a cons | |
| Name | or parent corporation | EIN of parent corporation |
| d Have basis adjustme | ents under section 367(a)(5) been made? | Yes No |
| complete questions 2 | | actual transferor (but is not treated as such under section 367 |
| Na | ame of partnership | EIN of partnership |
| THE VARDE FUND | XI B FEEDER LP | 46-2022036 |
| c Is the partner disposi | up its pro rata share of gain on the transfer o ing of its entire interest in the partnership?, ing of an interest in a limited partnership tha | Yes X No |
| securities market? | | Yes X No |
| | oreign Corporation Information | Rubbing . |
| 3 Name of transferee (| | 4a Identifying number, if any |
| EFV AC UISITION | | 98-1111271 |
| 5 Address uding co | ountry) | 4b number (see instructions) |
| LUXEMBOURG LU L-5365 | | (see instructions) |
| | ntry corporation or organization (see | |
| 6 untry co cour | in y Corporation of organization (see | |
| | rization (see instructions) | |
| CORPORATION | , | |
| | ign corporation a controlled fore corpora | tion? X Yes No |
| | | |

Form 926 (Rev. 12-2013)

Information Regarding Transfer of Property (see instructions)

| Type of properly | (a) Date of transfer | (b) Description of property | (c) Fair market value on date of transfer | (d) Cost or other basis | Gain recognized on transfer |
|---|----------------------------|---|---|-------------------------------|--------------------------------|
| Cash | VAR | | 130,081 | | - |
| Stock and | | | | | |
| securities | _ | | | | - |
| Installment | | | | | |
| obligations, account | | | | | |
| eceivables or | | | | | _ |
| similar property | | | | | |
| Foreign currency | _ | | | | - |
| or other property denominated in | | | | | |
| foreign currency | | | | | _ |
| | | | | | |
| Inventory | _ | | | | _ |
| | | | | | |
| Assets subject to | | | | | |
| depreciation ecapture (see | | | | | |
| Temp Regs sec | | | | | |
| 1.367(a)-4T(b)) | | | | | |
| Tangible property | | | | | |
| used in trade or ousiness not listed | | | | | |
| under another | | | | | |
| category | | | | | |
| | | | | | |
| ntangible | | | | | |
| property | | | | | |
| | | | | | |
| Property to be leased | | | | | |
| as described in final | | | | | |
| and temp. Regs. sec I 367(a)-4(c)) | | | | | |
| | | | | | |
| Property to be | | | | | |
| sold (as | | | | | |
| described in Femp Regs. sec. | | | | | |
| .367(a)-4T(d)) | | | | | |
| Fransfers of oil and | | | | | |
| gas working interests | | | | | |
| as described in Temp Regs, sec, | | | | | |
| 367(a)-4T(e)) | | | | | |
| | | | | | |
| Othor property | | | | | |
| Other property | | | | | |
| | | | | | |

Supplemental Information Required To Be Reported (see instructions)

PART I LINE 2 TRANSFERORS:

THE VARDE FUND X(B) (FEEDER), LP 27-1015088: \$40,709 TRANSFERRED THE VARDE FUND XI(B) (FEEDER), LP 46-2022036: \$89,372 TRANSFERRED

| Form | 1 926 (Rev. 12-2013) | | Page 3 |
|------|---|-------|--------|
| Œ | 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 . 34303 % (b) After . 361985 % | | |
| 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: | | 150 |
| а | • | Yes | X No |
| b | Gain recognition under section 904(f)(5)(F) | Yes | X No |
| С | Recapture under section 1503(d) | Yes | X 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: | | |
| а | Tainted property | Yes | X No |
| b | Depreciation recapture | Yes | X No |
| С | Branch loss recapture | Yes | X No |
| d | Any other income recognition provision contained in the above-referenced regulations | Yes | X No |
| 14 | Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? | Yes | X 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 | X 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? | X Yes | No |
| 17a | Was intangible property (within the meaning of section $936(h)(3)(B)$) transferred as a result of the transaction? | Yes | X No |
| b | If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction: | | |
| Ξ | | | |
| | | | |

Form **926** (Rev 12-2013)

Return by a U.S. Transferor of Property (Rev. December 2013) Department of the Treasury Internal Revenue Service 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 ur income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Attachment Sequence No. 128

| Name of transferor | Identifying number (see instructions) |
|---|--|
| GOLDEN L.E.A.F INC | 52-2204473 |
| 1 If the transferor was a corporation, complete questions 1a through a If the transfer was a section 361(a) or (b) transfer, was the transfer or fewer domestic corporations? b Did the transferor remain in existence after the transfer? If not, list the controlling shareholder(s) and their identifying number | ror controlled (under section 368(c)) by 5 Yes X Yes No |
| Controlling shareholder | Identifying number |
| | |
| c If the transferor was a member of an affiliated group filing a consol corporation? If not, list the name and em identification number El of the | |
| Name of parent corporation | EIN of parent corporation |
| d Have basis adjustments under section 367(a)(5) been made? 2 If the transferor was a partner in a partnership that was the act complete questions 2a through 2d. a List the name and EIN of the transferor's rtnership | Yes No ual transferor (but is not treated as such under section 367) |
| Name of partnership | EIN of partnership |
| DENHAM COMMODITY PARTNERS FUND VI-A LP b Did the partner pick up its pro rata share of gain on the transfer of p c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that is securities market? | Yes No |
| Part II Transferee Forei n Corporation I see | Charles Control of the Control of th |
| 3 Name of transferee (foreign corporation) | 4a Identifying number, if any |
| ENDEAVOR VI-A HOLDINGS CAYMAN LTD 5 Address (including country) 90 ELGIN AVENUE | 98-1173384 4b Reference ID number (see instructions) |
| EORGE TOWN CJ KY1-9005 | |
| 6 untry country incorporation or orga see in | ns |
| 7 Fereign law characterization (acc instructions) | |
| 7 Foreign law characterization (see instructions) CORPORATION | |
| 8 Is the transferee foreign corporation a controlled fo n | X Yes No |
| For Paperwork Reduction Act Notice, see separate instructions. | Form 926 (Rev. 12-201: |

Form 926 (Rev 12-2013) Page **2**

Information Regarding Transfer of Property (see instructions) (c) Fair market value on date of transfer (a) Date of (b) Description of (d) Cost or other Type of Gain recognized on property transfer property basis transfer VAR 122,403 Cash 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)-4 Transfers of oil and gas working interests (as described in Temp. Regs. sec 1 367 Other property

Supplemental Information Required To Be Reported (see instructions):

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 1 · 8 4 8 % (b) After 1 · 8 4 8 %

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 X No
b Gain recognition under section 904(f)(5)(F) Yes X No
c Recapture under section 1503(d) Yes X No

Yes Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? 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: No Yes Yes No Χ Yes No d Any other income recognition provision contained in the above-referenced regulations X No Yes Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? X No 15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations Yes b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶\$ Was cash the only property transferred? 17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form **926** (Rev 12-2013)

(Rev. December 2013)

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.

OMB No. 1545-0026

Department of the Treasury Internal Revenue Service

► Attach to your income tax return for the of the transfer or distribution

Attachment Sequence No 128

| Part I U.S. Transferor Information see instructio | |
|--|--|
| Name of transferor | Identifying number (see instructions) |
| GOLDEN L.E.A.F. INC. | 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 control or fewer domestic corporations? b Did the transferor remain in existence after the transfer? If not, list the controlling shareholder(s) and their identifying number(s): | Yes No |
| Controlling shareholder | Identifying number |
| | |
| c If the transferor was a member of an affiliated group filing a consolidated recorporation? If not list the name and em r identification number EIN of the rent | Yes No |
| Name of parent corporation | EIN of parent corporation |
| d Have basis adjustments under section 367(a)(5) been made? | Yes No |
| If the transferor was a partner in a partnership that was the actual transcomplete questions 2a through 2d. a List the name and EIN of the transferor's rtners | sferor (but is not treated as such under section 367). |
| 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 partnersh | |
| 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 regular | |
| securities market? | Yes No |
| Part II nsferee see | to the same of the |
| 3 Name of transferee (foreign corporation) VFC INVESTMENTS SARL | 4a Identifying number, if any 98–1127716 |
| 5 Address (including cou | 4b Reference ID number |
| 6C RUE GABRIEL LIPPMAN | (see instructions) |
| LUXEMBOURG LU L-5365 | |
| 6 Coun code of cou incorpo or orga n see ns ${ m L}{ m U}$ | |
| 7 Foreign law characterization (see instructions) | |
| CORPORATION | |
| 8 Is the transferee fo n co oration a controlled fo n ration? For Paperwork Reduction Act Notice, see separate instructions. | X Yes No Form 926 (Rev. 12-2013 |
| i oi i apei work neudulion mul nodue, see separate instructions. | Form 340 (Rev. 12-2013 |

Form 926 (Rev. 12-201

| Type of | (a) Date of | (b) Description of | (c) Fair market value on | (d) Cost or other | |
|---------------------------------------|---------------------|-------------------------|--|----------------------|--------------------------------|
| property | Date of transfer | Description of property | Fair market value on date of transfer | Cost or other basis | Gain recognized or transfer |
| ash | VAR | | 100,125 | | ., |
| hank and | | | | | |
| tock and ecurities | | | | | - |
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| stallment | | | | | |
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| ccount ceivables or | | | | | _ |
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| oreign currency | | | | | |
| r other property | | | | | |
| enominated in | | | | | |
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| ventory | | | | | |
| ssets subject to | | | _ | | _ |
| epreciation | | | | | - |
| capture (see | | | | | |
| emp. Regs. sec. | | | | | |
| 7777 | | | | | |
| angible property | | | | | |
| sed in trade or usiness not listed | | | | | |
| nder another | | | | | |
| ategory | | | | | |
| ntangible | | | | | - |
| roperly | | | | | _ |
| | | | | | - |
| | | | | | _ |
| roperty to be leased | | | | | _ |
| s described in final | | | | | |
| nd temp Regs sec. | | | | | |
| 367(a)-4(c)) | | | | | |
| roperty to be | | | | | |
| old (as | | | | | |
| escribed in emp Regs sec | | | | | |
| 367(a)-4T(d)) | | | | | |
| ansfers of oil and | | | | | _ |
| as working interests | | | | | _ |
| s described in | | | | | _ |
| emp Regs sec, | | | | | _ |
| 367(a)-4T(e)) | | | | | |
| | | | | | |
| ther property | | | | | |
| | | | | | |

Supplemental Information Required To Be Reported (see instructions)

PART I LINE 2 TRANSFERORS:

THE VARDE FUND IX. LP 26-1594327: \$13,493 TRANSFERRED
THE VARDE FUND X(B) (FEEDER). LP 27-1015088: \$47,228 TRANSFERRED
THE VARDE FUND XI(B) (FEEDER). LP 46-2022036: \$39,404 TRANSFERRED

Form **926** (Rev 12-2013)

Form 926 (Rev. 12-2013) Page 3 Additional Information Regarding Transfer of Property (see instructions) Enter the transferor's interest in the foreign transferee corporation before and after the transfer: (a) Before . 229604 % (b) After . 274667 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351 Indicate whether any transfer reported in Part III is subject to any of the following a Gain recognition under section 904(f)(3) . No Yes b Gain recognition under section 904(f)(5)(F) No Yes c Recapture under section 1503(d) Yes No d Exchange gain under section 987 Yes Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Indicate whether the transferor was required to recognize income under final and temporary Regulations 13 sections 1.367(a)-4 through 1.367(a)-6 for any of the following: a Tainted property No Yes Yes No Yes No d Any other income recognition provision contained in the above-referenced regulations Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? 15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶\$ Was cash the only property transferred? 17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?..... b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form **926** (Rev. 12-2013)