Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation
GREENLEAF FOUNDATION INC

A Employer identification number
57-0989702

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
951 S PINE STREET ROOM/STE 100

B Telephone number (see instructions)
(864) 921-2009

City or town, state or province, country, and ZIP or foreign postal code
SPARTANBURG, SC 29302

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☑ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 6,243,350

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

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

Section	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	32,889	32,889		
	4	Dividends and interest from securities	89,997	89,997		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	106,737			
	b	Gross sales price for all assets on line 6a 606,346				
	7	Capital gain net income (from Part IV, line 2)		106,737		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	13,912	25,161	13,912	
	12	**Total.** Add lines 1 through 11	243,535	254,784	13,912	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	99			
	b	Accounting fees (attach schedule)	13,000			
	c	Other professional fees (attach schedule)	7,085			
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,489	363		
	19	Depreciation (attach schedule) and depletion	559			
	20	Occupancy				
	21	Travel, conferences, and meetings	81,948			81,948
	22	Printing and publications				
	23	Other expenses (attach schedule)	58,364	50,759		7,605
	24	**Total operating and administrative expenses.** Add lines 13 through 23	163,544	51,122		89,553
	25	Contributions, gifts, grants paid	395,645			395,645
	26	**Total expenses and disbursements.** Add lines 24 and 25	559,189	51,122		485,198
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-315,654			
	b	**Net investment income** (if negative, enter -0-)		203,662		
	c	**Adjusted net income** (if negative, enter -0-)			13,912	

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	1,298,920	336,516	336,516
2	Savings and temporary cash investments			
3	Accounts receivable ▶ ; Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ ; Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶ 15,000 ; Less allowance for doubtful accounts ▶	16,344	15,000	15,000
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	15,260		
b	Investments—corporate stock (attach schedule)	2,441,489	3,218,927	3,800,585
c	Investments—corporate bonds (attach schedule)	224,186	278,083	278,561
11	Investments—land, buildings, and equipment basis ▶ ; Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	1,980,110	1,812,688	1,812,688
14	Land, buildings, and equipment basis ▶ 2,798 ; Less accumulated depreciation (attach schedule) ▶ 1,866	1,491	932	
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	5,977,800	5,662,146	6,243,350
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	5,977,800	5,662,146	
30	**Total net assets or fund balances** (see instructions)	5,977,800	5,662,146	
31	**Total liabilities and net assets/fund balances** (see instructions)	5,977,800	5,662,146	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,977,800
2	Enter amount from Part I, line 27a	2	-315,654
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,662,146
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,662,146

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	PUBLICLY TRADED SECURITIES-KOVITZ	P		
b	PUBLICLY TRADED SECURITIES-MCMILLION	P		
c	FROM K-1 - T2 OPPORTUNITY FUND II LP	P		
d	FROM K-1 T2 OPPORTUNITY FD III LLC	P		
e	FROM K-1 - T2 OPPORTUNITY FD III LP	P		

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	344,818		310,893	33,925
b	209,678		188,716	20,962
c	25,234			25,234
d	15,677			15,677
e	10,939			10,939

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				33,925
b				20,962
c				25,234
d				15,677
e				10,939

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	106,737
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	106,737

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	300,057	6,257,021	0 047955
2012	317,808	7,401,280	0 042940
2011	220,158	6,926,081	0 031787
2010	475,648	8,508,956	0 055900
2009	132,896	6,537,947	0 020327

2	**Total** of line 1, column (d).	2	0 198909
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 039782
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	6,214,212
5	Multiply line 4 by line 3	5	247,214
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,037
7	Add lines 5 and 6	7	249,251
8	Enter qualifying distributions from Part XII, line 4.	8	485,198

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	2,037
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	2,037
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	2,037
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,000		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,048		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	2,041
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	4
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid.** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶SC			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b		
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶ROBERT E CALDWELL SR Telephone no ▶(864) 573-7341

Located at ▶951 S PINE STREET NO 250 SPARTANBURG SC ZIP+4 ▶29302

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2014 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014).*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☑ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services. . . . . ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

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

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	3,578,311
b	Average of monthly cash balances	1b	817,718
c	Fair market value of all other assets (see instructions)	1c	1,912,816
d	**Total** (add lines 1a, b, and c)	1d	6,308,845
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,308,845
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	94,633
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,214,212
6	**Minimum investment return.** Enter 5% of line 5	6	310,711

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

1	Minimum investment return from Part X, line 6			1	310,711
2a	Tax on investment income for 2014 from Part VI, line 5	2a	2,037		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,037
3	Distributable amount before adjustments Subtract line 2c from line 1			3	308,674
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	308,674
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	308,674

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	485,198
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	485,198
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	2,037
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	483,161

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				308,674
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			291,105	
b Total for prior years 20___ , 20___ , 20___				
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 485,198				
a Applied to 2013, but not more than line 2a			291,105	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2014 distributable amount.				194,093
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				114,581
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

ROBERT E CALDWELL SR
951 S PINE ST SUITE 100
SPARTANBURG,SC 29302
(864) 515-9515

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

WRITTEN REQUEST WITH ASSURANCE THAT APPLICANT HAS 501(C) (3) STATUS

c Any submission deadlines

NONE

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

NONE

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				395,645
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	32,889	
4 Dividends and interest from securities			14	89,997	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					106,737
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a See Additional Data Table					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-11,249		122,886	131,898

13 Total. Add line 12, columns (b), (d), and (e) . . . **13** 243,535

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

******	2017-08-02	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
EDWARD L MACBAY		2017-08-14		P00269406

Firm's name ▶ LEE BROOME MACBAY & ASSOCIATES LLC

Firm's EIN ▶ 20-5063807

Firm's address ▶ PO BOX 5476 SPARTANBURG, SC 293045476

Phone no (864) 574-3620

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT E CALDWELL SR 951 S PINE STREET SPARTANBURG,SC 29302	CHAIRMAN 0 00	0	0	0
SYLVIA R CALDWELL 951 S PINE ST SPARTANBURG,SC 29302	VICE-CHAIRMA 0 00	0	0	0
HUGH H BRANTLEY 951 S PINE STREET SPARTANBURG,SC 29302	DIRECTOR 0 00	0	0	0
ROBERT E CALDWELL JR 951 S PINE STREET SPARTANBURG,SC 29302	ASSOCIATE DI 0 00	0	0	0
SARAH CALDWELL 951 S PINE STREET SPARTANBURG,SC 29302	ASSOCIATE DI 0 00	0	0	0
MARK JOHNSON 951 S PINE STREET SPARTANBURG,SC 29302	ASSOCIATE DI 0 00	0	0	0
KATHLEEN CALDWELL-JOHNSON 951 S PINE STREET SPARTANBURG,SC 29302	ASSOCIATE DI 0 00	0	0	0
T DODD CALDWELL 951 S PINE STREET SPARTANBURG,SC 29302	ASSOCIATE DI 0 00	0	0	0
BEN CALDWELL 951 S PINE STREET SPARTANBURG,SC 29302	ASSOCIATE DI 0 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
FOCUS ON THE FAMILY 8605 EXPLORER DRIVE COLORADO SPRINGS,CO 80920	N/A	PC	IN-KIND - NEWSPAPER AD FOCUS ON FAM	866
HOPE POINT COMMUNITY CHURCH PO BOX 170151 SPARTANBURG,SC 29301	N/A	CHURCH	LUKE MEDICAL MISSIONS	12,848
JUMP START 951 S PINE STREET SPARTANBURG,SC 29302	N/A	PUB CHARITY	CONTRACT LABOR FOR ADM WORK	28,098
SOUTH CAROLINA CHRISTIAN FOUNDATION PO BOX 2397 SPARTANBURG,SC 29304	N/A	FOUNDATION	GENERAL CONTRIBUTION	208,534
THESE NUMBERS HAVE FACES 17 SE 3RD AVE PORTLAND,OR 97214	N/A	PC	FOR BIBLES AND STUDENT DISCIPLESHIP	7,500
ENGLISH CROSSINGS 526 HAMILTON CHASE DRIVE MOORE,SC 29369	N/A	PC	CONTRACT LABOR FOR ADM WORK	592
RICE BOWLS 951 S PINE STREET SPARTANBURG,SC 29302	N/A	PC	ADMINISTRATIVE SUPPORT	6,473
LUIS PALAU ASSOCIATION PO BOX 50 PORTLAND,OR 97207	N/A	PC	NYC UNDIVIDED FILM DIST PROJECT	7,500
BROWN ROOF THRIFT 921 S PINE ST SPARTANBURG,SC 29302	N/A	PC	COSTS TO SET UP THRIFT SHOP	9,108
BROWN ROOF THRIFT 921 S PINE ST SPARTANBURG,SC 29302	N/A	PC	ADMINISTRATIVE SUPPORT	34,956
JUMP START 921 S PINE ST SPARTANBURG,SC 29302	N/A	PC	ADMINISTRATIVE SUPPORT	79,170
Total . . . . ▶ **3a**				395,645

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a FROM K-1 - T2 OPPORTUNITY I					-2,898
b FROM K-1 - THE NEXT THING,					2
c FROM K-1 T2 - OPP FUND III	900099	-3,937			
d FROM K-1 - T2 OPP FUND II	900099	-7,312			
e FROM K-1 - T2 OPPORTUNITY I					7,696
f FROM K-1 - T2 OPPORTUNITY I					28,476
g FROM K-1 - T2 OPPORTUNITY I					8
h RENT LOSS FORM K-1-T2 OPP I					-8,993
i RENT INC FROM K-1-T2 OPP I					870

TY 2014 Accounting Fees Schedule

Name: GREENLEAF FOUNDATION INC

EIN: 57-0989702

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	13,000			

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

TY 2014 Depreciation Schedule

Name: GREENLEAF FOUNDATION INC

EIN: 57-0989702

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LAPTOP COMPUTER	2011-09-09	2,798	1,307	S/L	5 0000	559			

TY 2014 Investments Corporate Bonds Schedule

Name: GREENLEAF FOUNDATION INC

EIN: 57-0989702

Name of Bond	End of Year Book Value	End of Year Fair Market Value
PERSHING LLC	278,083	278,561

TY 2014 Investments Corporate Stock Schedule

Name: GREENLEAF FOUNDATION INC

EIN: 57-0989702

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHARLES SCHWAB		
CHARLES SCHWAB		
PERSHING LLC	1,416,418	1,683,737
MCMILLION SECURITIES, INC	1,802,509	2,116,848

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TY 2014 Investments - Other Schedule

Name: GREENLEAF FOUNDATION INC

EIN: 57-0989702

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MARSHLAND CORPORATION - A 501(C)(2)			
TITLE HOLDING CO.	AT COST	5,000	5,000
INVESTMENT IN RODEO BEACH PROPERTIES	AT COST	1,030,334	1,030,334
INTEGRO EARTH FUELS INC	AT COST	200,000	200,000
SGI AFRICA CEMENT PARTNERS LP	AT COST	248,755	248,755
TRIANGLE ANGEL PARTNERS	AT COST	16,185	16,185
T2 OPPORTUNITY FUND LLC	AT COST	18,698	18,698
THE NEXT BIG THING	AT COST	24,798	24,798
T2 OPPORTUNITY FUND II LP	AT COST	123,944	123,944
T2 OPPORTUNITY FUND III LLC	AT COST	144,974	144,974

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TY 2014 Land, Etc. Schedule

Name: GREENLEAF FOUNDATION INC

EIN: 57-0989702

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
	2,798	1,866	932	

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TY 2014 Legal Fees Schedule

Name: GREENLEAF FOUNDATION INC

EIN: 57-0989702

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	99			

TY 2014 Other Expenses Schedule

Name: GREENLEAF FOUNDATION INC

EIN: 57-0989702

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
PORTFOLIO MANAGEMENT FEES	35,245	35,245		
BANK SERVICE CHARGES	184			184
BOOKS & TAPES	969			969
MEALS & ENTERTAINMENT	2,755	1,378		1,377
OFFICE SUPPLIES	357			357
POSTAGE & DELIVERY	582			582
DUES & SUBSCRIPTIONS	1,280			1,280
MISCELLANEOUS EXPENSE	936			936
CONSULTING FEES	1,920			1,920

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO DEDUCTIONS FROM				
PASSTHROUGHS - K-1				
TRIANGLE ANGEL PARTNERS LLC	533	533		
INVESTMENT INTEREST EXPENSE				
PASSTHROUGHTS - K-1 - T2				
OPPORTUNITY FUND LLC	4,688	4,688		
PORTFOLIO DEDUCTIONS FROM				
PASSTHROUGH - K-1 - T2				
OPPORTUNITY FUND II, LLC	4,034	4,034		
PORTFOLIO DEDUCTIONS FROM				

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PASSTHROUGHS - K-1 T2				
OPPORTUNITY FUND III, LP	4,436	4,436		
INVESTMENT INTEREST EXPENSE				
FROM P/T - K-1 T2				
OPPORFTUNITY FUND II LP	36	36		
CONTRIBUTIONS FROM K-1 _ THE				
NEXT THING LLC	1	1		
NONDEDUCTIBLE EXPENSES FROM				
K-1'S	28	28		
INVESTMENT INTEREST EXPENSE				

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FROM P/T - K-1 - T2				
OPPORTUNITY FUND III LP	380	380		

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TY 2014 Other Income Schedule

Name: GREENLEAF FOUNDATION INC

EIN: 57-0989702

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1 - T2 OPPORTUNITY III	-2,898	-2,898	-2,898
FROM K-1 - THE NEXT THING, LL	2	2	2
FROM K-1 T2 - OPP FUND III	-3,937		-3,937
FROM K-1 - T2 OPP FUND II	-7,312		-7,312
FROM K-1 - T2 OPPORTUNITY III	7,696	7,696	7,696
FROM K-1 - T2 OPPORTUNITY II	28,476	28,476	28,476
FROM K-1 - T2 OPPORTUNITY III	8	8	8
RENT LOSS FORM K-1-T2 OPP III	-8,993	-8,993	-8,993
RENT INC FROM K-1-T2 OPP II	870	870	870

TY 2014 Other Notes/Loans Receivable Short Schedule

Name: GREENLEAF FOUNDATION INC

EIN: 57-0989702

Name of 501(c)(3) Organization	Balance Due
LOAN RECEIVABLE	15,000

TY 2014 Other Professional Fees Schedule

Name: GREENLEAF FOUNDATION INC

EIN: 57-0989702

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONTRACTED ADMINISTRATION	7,085			

TY 2014 Taxes Schedule

Name: GREENLEAF FOUNDATION INC

EIN: 57-0989702

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INCOME TAXES	2,126			
FOREIGN TAX PAID	363	363		