

GREENLEAF FINANCIAL, INC.

835 Central Avenue, Suite 428
Hot Springs, AR 71901

501-609-0172

March 30, 2012

This Brochure provides information about the qualifications and business practices of GREENLEAF FINANCIAL, INC. ("GREENLEAF")

If you have any questions about the contents of this Brochure, please contact us at 501-609-0172 and/or GREENLEAF@cablelynx.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

GREENLEAF FINANCIAL, INC. is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about GREENLEAF FINANCIAL, INC. also is available on the SEC's website at www.adviserinfo.sec.gov.

Material Changes

This Item discusses only specific material changes that are made to the Brochure and provides clients with a summary of such changes. This update to our Brochure is effective March 30, 2012.

Pursuant to new SEC Rules which require advisors to have at least \$100 Million under management in order to be registered with the Securities and Exchange Commission, GREENLEAF FINANCIAL, INC. has withdrawn its registration with the Securities and Exchange Commission and has registered with the Arkansas Securities Department. The principals of GREENLEAF are also Registered Advisory Representatives with the Arkansas Securities Department. No other changes in the operations of GREENLEAF have occurred since our last Brochure. Pursuant to Rules of the Arkansas Securities Department, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Joe Dierks, President at 501-609-0172 or GREENLEAF@cablelynx.com.

Additional information about GREENLEAF FINANCIAL, INC. is also available via the SEC's web site www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with GREENLEAF who are registered, or are required to be registered, as investment adviser representatives of GREENLEAF.

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Advisory Business

GREENLEAF Financial, Inc. (GREENLEAF) provides advisory services in the areas of investments, insurance, retirement planning and estate planning. Fees for consultations are billed at \$135.00 per hour. Fees are payable in advance or at the time of services, or on a monthly or quarterly basis, depending on the contractual agreement with the client. For continuing advisory agreements, fees are based on the investment objective and the amount of assets under management, and will generally correspond to the following table. Fees are assessed on a quarterly basis and payable quarterly in arrears. In some instances, particularly when investing in mutual funds or money market funds, additional management fees may be incurred. Any additional fees or costs are pre-approved by the client by the signing of a separate contract covering such fees and costs. There is a minimum annual fee of \$1,200.00.

ACCOUNT SIZE	ANNUAL FEE
\$0 to \$500,000	1.50%
\$500,000 to \$1,000,000	1.00%
Over \$1,000,000	NEGOTIATED

GREENLEAF reserves the right to negotiate any of the above-named fees.

GREENLEAF may recommend/require that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. (Schwab), a FINRA-registered broker-dealer, member SIPC to maintain custody of clients' assets and to effect trades for their accounts. Although GREENLEAF may recommend/require that clients establish accounts at Schwab, it is the client's decision to custody assets with Schwab. GREENLEAF is independently owned and operated and not affiliated with Schwab.

Schwab provides GREENLEAF with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' assets are maintained in accounts at Schwab Institutional. These services are not contingent upon GREENLEAF committing to Schwab any specific amount of business (assets in custody or trading commissions). Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to Institutional Investors or would require a significantly higher minimum initial investment.

For GREENLEAF client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through

commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab Institutional also makes available to GREENLEAF other products and services that benefit GREENLEAF but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or some substantial number of GREENLEAF's accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist GREENLEAF in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements; (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of GREENLEAF's fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Schwab Institutional also offers other services intended to help GREENLEAF manage and further develop its business enterprise. These services may include: (i) compliance, legal and business consulting; (ii) publications and conferences on practice management and business succession; and (iii) access to employee benefits providers, human capital consultants and insurance providers. Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to GREENLEAF. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to GREENLEAF. Schwab Institutional may also provide other benefits such as educational events or occasional business entertainment of GREENLEAF personnel. In evaluating whether to recommend or require that clients custody their assets at Schwab, GREENLEAF may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers and not solely the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

As of December 31, 2012, GREENLEAF FINANCIAL managed discretionary assets in the amount of \$32,534,000.00.

Fees and Compensation

GREENLEAF Financial, Inc. (GREENLEAF) provides advisory services in the areas of investments, insurance, retirement planning and estate planning. Fees for consultations are

billed at \$135.00 per hour. Fees are payable in advance or at the time of services, or on a monthly or quarterly basis, depending on the contractual agreement with the client. For continuing advisory agreements, fees are based on the investment objective and the amount of assets under management, and will generally correspond to the following table. Fees are assessed on a quarterly basis and payable quarterly in arrears. In some instances, particularly when investing in mutual funds or money market funds, additional management fees may be incurred. Any additional fees or costs are pre-approved by the client by the signing of a separate contract covering such fees and costs. There is a minimum annual fee of \$1,200.00.

ACCOUNT SIZE	ANNUAL FEE
\$0 to \$500,000	1.50%
\$500,000 to \$1,000,000	1.00%
Over \$1,000,000	NEGOTIATED

GREENLEAF reserves the right to negotiate any of the above-named fees.

Performance-Based Fees and Side-By-Side Management

GREENLEAF does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Types of Clients

GREENLEAF provides portfolio management services to individuals, high net worth individuals, pension and profit-sharing plans, Taft-Hartley plans, charitable institutions, foundations, endowments, municipalities, trust programs, corporations and other business entities.

Methods of Analysis, Investment Strategies and Risk of Loss

GREENLEAF offers advice on equity securities (including exchange listed securities, securities traded over the counter and securities of foreign issuers), warrants, corporate debt securities, certificates of deposit, municipal securities, investment company securities (including variable life insurance, variable annuities and mutual fund shares), United States government securities, and options on securities.

GREENLEAF utilizes several types of information when analyzing securities and developing investment strategies, including charting, fundamental analysis and technical analysis. In addition, GREENLEAF uses financial newspapers and magazines, research materials prepared by others, corporate rating services, annual reports, prospectuses, filings with the Securities and Exchange Commission and Company press releases to assist its advisors in determining what securities may be appropriate for clients.

Investment strategies used by GREENLEAF advisors include long term purchases (securities held at least a year), short term purchases (securities sold within a year), trading (securities sold within 30 days), margin transactions and option writing.

Investing in securities involves risk of loss that clients should be prepared to bear.

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of GREENLEAF or the integrity of GREENLEAF's management. GREENLEAF has no information applicable to this Item.

Other Financial Industry Activities and Affiliations

The Principals of GREENLEAF have brokerage arrangements for the sale securities on a no-load/no commission basis with Charles Schwab, Inc. Schwab also acts as custodian for client funds and securities. Although this arrangement exists, it should be noted that clients are not obligated to use Charles Schwab and may direct GREENLEAF to use a broker of the client's choosing.

Code of Ethics

Principals and Associated Persons of GREENLEAF may from time to time buy or sell the same securities recommended to a client for their own personal accounts. Applicant will not simultaneously engage in purchasing or selling of individual securities for its own account or the accounts of its principals if such securities are being traded for clients. The principals are required to disclose any securities transactions on a regular basis to the company regarding mutual funds and similar investment vehicles, the applicant sees no conflict of interest and, therefore, may engage in purchasing or selling for its own account or the accounts of its principals if such investments are being traded for clients. Because of the inferred potential for abuse and conflicts of interest associated with this practice, any purchases or sales of securities by associated persons of GREENLEAF will be disclosed to clients upon request. It should also be noted that the securities that may be bought or sold by the associated persons will be widely held, publicly traded securities and will not be of sufficient quantity to affect the market for the securities. All securities recommended to clients will be based on sound advice, considering the investment objectives of the client, and will never be based on positions held (or anticipated to be held) by associated persons of GREENLEAF. All client transactions will be placed ahead of transactions for associated persons. Employee and associated person trades will never be placed ahead of client orders. GREENLEAF has a Code of Ethics dealing with personal trading. A copy of the firm's Code of Ethics is available upon request.

Brokerage Practices

Pursuant to arrangements stated above, GREENLEAF suggests Charles Schwab, Inc., as a Broker Dealer offering securities products for investments. In addition, when opening an account with Schwab, clients are asked to sign a Limited Power of Attorney, which gives very limited discretion to GREENLEAF. This limited discretion includes the collection of management fees directly from the client account held by Schwab, upon presentation of a bill. It should be noted that each client receives a statement which summarizes the fees paid out of the account and the manner in which the fee was calculated.

Applicant's fundamental policy is to seek for its clients what in its judgment will be the best overall execution of purchase or sale orders and the most favorable net prices in securities transactions consistent with its judgment as to the business qualifications of the various brokers or dealers with which applicant may do business. Decisions with respect to the market in which the transaction is to be completed, the form of the transactions, and the allocation of orders among brokers or dealers are made in accordance with this policy. Because of the reduced fees available to applicant through its relationship with Schwab, in most cases, Schwab offers the best execution. However, applicant obtains a Best Execution Report from Schwab on a regular basis and reviews this report to opportunities for better execution.

In selecting brokers or dealers to effect portfolio transactions, consideration is given to the proven integrity and financial responsibility of the various firms as well as to their demonstrated execution experience and capability generally and in regard to particular markets or securities and to the competitiveness of the commission rates they charge.

With respect to any brokerage commissions charged by executing broker-dealers, applicant will regularly and continuously review such charges within the foregoing criteria and such other comparative standards which it may regard as pertinent for the purpose of evaluating the reasonableness of such commissions. As per securities law, and specifically by provisions of section 28 (e) of the Securities Exchange act of 1934, applicant may cause its clients to pay a broker dealer an amount of commission for executing a portfolio transaction order on behalf of its clients which is in excess of the commissions other broker dealers would have charged for effecting such a transaction. In order to do so, applicant must determine in good faith that the higher commissions are reasonable in relation to the value of the brokerage and research services provided by the executing broker dealer, viewed in terms of either a particular transaction of applicant's overall responsibilities to its other clients.

Review of Accounts

Informal reviews are conducted by GREENLEAF on a continuing basis by matching client data with economic and investment performance data from a variety of sources, including financial databases. Formal reviews are conducted with the client on a quarterly, semi-annual or annual basis, depending on the client's preferences and fee structure, but in any event, no less than annually. Reviews are done on a random basis to prevent preferential treatment of any one client.

The principals and Advisor Representatives of the GREENLEAF staff perform reviews. During each formal review, the reviewer presents the client with a summary of their current portfolio, recommendations for modification of the portfolio, and the underlying reasons for the recommendations.

A detailed report is available to each client at the end of each reporting period. This report includes rates of return for each component of the client's portfolio, as well as the total portfolio. Interim reports are available upon the client's specific request. Advisory clients are encouraged to update their risk suitability statements annually.

Client Referrals and Other Compensation

GREENLEAF does not compensate any person for referrals.

Custody

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. GREENLEAF urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Investment Discretion

GREENLEAF usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, GREENLEAF observes the investment policies, limitations and restrictions of the clients for which it advises. For registered investment companies, GREENLEAF's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Investment guidelines and restrictions must be provided to GREENLEAF in writing.

Voting Client Securities

As a matter of firm policy and practice, GREENLEAF does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. GREENLEAF may provide advice to clients regarding the clients' voting of proxies.

Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about GREENLEAF's financial condition. GREENLEAF has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Information for State Registered Advisors

BROCHURE SUPPLEMENT

Joseph M. Dierks

Joseph M. Dierks

Greenleaf Financial, Inc.

835 Central Avenue, Suite 428

Hot Springs, AR 71901

501-609-0172

March 16, 2012

This Brochure Supplement provides information about Joseph M. Dierks that supplements the Greenleaf Financial Brochure. You should have received a copy of that Brochure. Please contact Joseph Dierks or Curtis Hays if you did not receive Greenleaf Financial's Brochure or if you have any questions about the contents of this supplement.

Additional information about Joseph M. Dierks is available on the SEC's website at www.adviserinfo.sec.gov.

Educational Background and Business Experience

Joseph M. Dierks

DOB: 07/01/1946, in Kansas City, MO

FORMAL EDUCATION

Regis College, Denver, CO

Graduated 1968

BS/Economics

EMPLOYMENT

Since 1999, Mr. Dierks has served as President and CCO of Greenleaf Financial, Inc., an Investment Advisor located in Hot Springs, AR

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item.

Other Business Activities

Mr. Dierks is not involved in any other business activities outside of Greenleaf Financial.

Additional Compensation

Mr. Dierks does not receive any compensation for any investment related activities other than Advisory Fees through Greenleaf Financial.

Supervision

Mr. Dierks and his partner, Curtis Hays, cross supervise the advisory activities performed by Greenleaf Financial. A copy of Mr. Hays' Supplement is also attached to the Brochure for all clients. Both Mr. Dierks and Mr. Hays can be reached at the main phone number of Greenleaf Financial.

Requirements for State-Registered Advisers

In addition to the events listed in Item 3 above, if the *supervised person* has been *involved* in one of the events listed below, all material facts regarding the event must be disclosed:

1. An award or otherwise being *found* liable in an arbitration claim alleging damages in excess of \$2,500, *involving* any of the following:
 - (a) an investment or an *investment-related* business or activity;
 - (b) fraud, false statement(s), or omissions;

- (c) theft, embezzlement, or other wrongful taking of property;
 - (d) bribery, forgery, counterfeiting, or extortion; or
 - (e) dishonest, unfair, or unethical practices.
2. An award or otherwise being *found* liable in a civil, *self-regulatory organization*, or administrative *proceeding involving* any of the following:
- (a) an investment or an *investment-related* business or activity;
 - (b) fraud, false statement(s), or omissions;
 - (c) theft, embezzlement, or other wrongful taking of property;
 - (d) bribery, forgery, counterfeiting, or extortion; or
 - (e) dishonest, unfair, or unethical practices.
3. If the *supervised person* has been the subject of a bankruptcy petition, disclose that fact, the date the petition was first brought, and the current status.

NO SUCH DISCLOSURES ARE REQUIRED FOR JOSEPH M. DIERKS

BROCHURE SUPPLEMENT

Curt Hays

William Curtis Hays

Greenleaf Financial, Inc.

835 Central Avenue, Suite 428

Hot Springs, AR 71901

501-609-0172

March 16, 2012

This Brochure Supplement provides information about William Curtis Hays that supplements the Greenleaf Financial Brochure. You should have received a copy of that Brochure. Please contact Joseph Dierks or Curtis Hays if you did not receive Greenleaf Financial's Brochure or if you have any questions about the contents of this supplement.

Additional information about William Curtis Hays is available on the SEC's website at www.adviserinfo.sec.gov.

Educational Background and Business Experience

William Curtis Hays
DOB: 03/16/1945

FORMAL EDUCATION
Henderson State College
Graduated 1968
Political Science

EMPLOYMENT

Since 1999, Mr. Hays has served as Secretary and Treasurer of Greenleaf Financial, Inc., an Investment Advisor located in Hot Springs, AR

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item.

Other Business Activities

Mr. Hays is not involved in any other business activities outside of Greenleaf Financial.

Additional Compensation

Mr. Hays does not receive any compensation for any investment related activities other than Advisory Fees through Greenleaf Financial.

Supervision

Mr. Hays and his partner, Joseph Dierks, cross supervise the advisory activities performed by Greenleaf Financial. A copy of Mr. Dierks' Supplement is also attached to the Brochure for all clients. Both Mr. Dierks and Mr. Hays can be reached at the main phone number of Greenleaf Financial.

Requirements for State-Registered Advisers

In addition to the events listed in Item 3 above, if the *supervised person* has been *involved* in one of the events listed below, all material facts regarding the event must be disclosed:

1. An award or otherwise being *found* liable in an arbitration claim alleging damages in excess of \$2,500, *involving* any of the following:
 - (a) an investment or an *investment-related* business or activity;
 - (b) fraud, false statement(s), or omissions;

- (c) theft, embezzlement, or other wrongful taking of property;
 - (d) bribery, forgery, counterfeiting, or extortion; or
 - (e) dishonest, unfair, or unethical practices.
2. An award or otherwise being *found* liable in a civil, *self-regulatory organization*, or administrative *proceeding involving* any of the following:
- (a) an investment or an *investment-related* business or activity;
 - (b) fraud, false statement(s), or omissions;
 - (c) theft, embezzlement, or other wrongful taking of property;
 - (d) bribery, forgery, counterfeiting, or extortion; or
 - (e) dishonest, unfair, or unethical practices.
3. If the *supervised person* has been the subject of a bankruptcy petition, disclose that fact, the date the petition was first brought, and the current status.

NO SUCH DISCLOSURES ARE REQUIRED FOR WILLIAM CURTIS HAYS.