



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2008

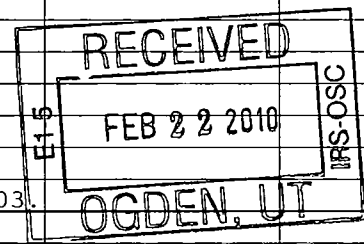
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning 12/01, 2008, and ending 11/30, 2009

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type See Specific Instructions.	Name of foundation THE GIANT STEPS FOUNDATION		A Employer identification number 52-2069841
	Number and street (or P O box number if mail is not delivered to street address) C/O ROSEN SEYMOUR SHAPSS MARTIN & COMPANY LLP	Room/suite 6TH FL	B Telephone number (see page 10 of the instructions) (617) 523-6531
	City or town, state, and ZIP code NEW YORK, NY 10017		C If exemption application is pending check here <input type="checkbox"/>
			D 1 Foreign organizations check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A) check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 8,668,398.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <input type="checkbox"/>

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 page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc. received (attach schedule) if the foundation is not required to attach Sch. B. <input type="checkbox"/>				
	2 Check <input type="checkbox"/>				
	3 Interest on savings and temporary cash investments	6,526.	6,526.		STMT 1
	4 Dividends and interest from securities	151,177.	151,177.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-202,653.			
	b Gross sales price for all assets on line 6a 2,045,522.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total Add lines 1 through 11	-44,950.	157,703.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	NONE			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	7,988.	NONE	NONE	7,988.
	c Other professional fees (attach schedule)	72,920.	22,920.		50,000.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)*	2,087.	2,087.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,784.			2,784.
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 5	4,048.	81.		3,967.
	24 Total operating and administrative expenses. Add lines 13 through 23	89,827.	25,088.	NONE	64,739.
	25 Contributions, gifts, grants paid	618,353.			618,353.
26 Total expenses and disbursements Add lines 24 and 25	708,180.	25,088.	NONE	683,092.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-753,130.				
b Net investment income (if negative, enter -0-)		132,615.			
c Adjusted net income (if negative, enter -0-)			-0-		



2
G14

SCANNED FEB 24 2010

Part II Balance Sheets

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

	Beginning of year	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	1,369,695.	1,571,551.	1,571,551.
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 page 15 of the instructions)			
7 Other notes and loans receivable (attach schedule)			
Less allowance for doubtful accounts			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule) **	457,922.	102,094.	102,094.
b Investments - corporate stock (attach schedule) STMT 7	4,715,609.	6,028,394.	6,028,394.
c Investments - corporate bonds (attach schedule) STMT 8	658,530.	270,698.	270,698.
11 Investments - land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)			
12 Investments - mortgage loans			
13 Investments - other (attach schedule) STMT 9	395,497.	695,661.	695,661.
14 Land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)			
15 Other assets (describe)			
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	7,597,253.	8,668,398.	8,668,398.
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)			
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31	<input type="checkbox"/>		
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31	<input checked="" type="checkbox"/>		
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	7,597,253.	8,668,398.	
30 Total net assets or fund balances (see page 17 of the instructions)	7,597,253.	8,668,398.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,597,253.	8,668,398.	

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	7,597,253.
2 Enter amount from Part I, line 27a	2	-753,130.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 10	3	1,828,275.
4 Add lines 1, 2, and 3	4	8,672,398.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 11	5	4,000.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,668,398.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-202,653.	
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.					

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	824,481.	9,863,536.	0.083589
2006	629,721.	11,391,751.	0.055279
2005	607,970.	11,184,654.	0.054358
2004	649,468.	11,347,942.	0.057232
2003	808,461.	11,975,880.	0.067507
2 Total of line 1, column (d)			2 0.317965
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 0.063593
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 7,712,505.
5 Multiply line 4 by line 3			5 490,461.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,326.
7 Add lines 5 and 6			7 491,787.
8 Enter qualifying distributions from Part XII, line 4 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 on page 18.			8 683,092.

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,326.
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	1,326.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	1,326.
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	14,047.
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	14,047.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12,721.
11	Enter the amount of line 10 to be Credited to 2009 estimated tax 12,721. Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		N/A
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CA, DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-15. Row 11: At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions). Row 12: Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? Row 13: Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.GIANTSTEPS.ORG. Row 14: The books are in care of LORING, WOLCOTT & COOLIDGE Telephone no 617-523-6531 Located at 230 CONGRESS STREET BOSTON, MA ZIP + 4 02110. Row 15: Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A and enter the amount of tax-exempt interest received or accrued during the year 15.

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

Table with 3 columns: Question, Yes, No. Rows 1a-4b. Row 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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). Row b: If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. Row 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 2008? Row 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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? If "Yes," list the years. 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 page 20 of the instructions). c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. Row 3a: Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? b If "Yes," did it have excess business holdings in 2008 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 2008). Row 4a: Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2008?

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... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes... 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... 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? 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 6b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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 page 22 of the 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 STATEMENT 12 NONE NONE NONE 2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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 NONE

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 page 23 of the 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 NONE

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions. 3 NONE	

Total. Add lines 1 through 3

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	7,829,480.
b	Average of monthly cash balances	1b	474.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	7,829,954.
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	NONE
3	Subtract line 2 from line 1d	3	7,829,954.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	117,449.
5	Net value of noncharitable-use assets . Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,712,505.
6	Minimum investment return . Enter 5% of line 5	6	385,625.

Part XI Distributable Amount (see page 25 of the 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	385,625.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	1,326.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,326.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	384,299.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	384,299.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted . Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	384,299.

Part XII Qualifying Distributions (see page 25 of the 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	683,092.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions . Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	683,092.
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 page 26 of the instructions)	5	1,326.
6	Adjusted qualifying distributions . Subtract line 5 from line 4	6	681,766.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				384,299.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2008				
a From 2003	NONE			
b From 2004	NONE			
c From 2005				
d From 2006				
e From 2007	209,820.			
f Total of lines 3a through e	209,820.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 683,092.				
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2008 distributable amount				384,299.
e Remaining amount distributed out of corpus	298,793.			
5 Excess distributions carryover applied to 2008 (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	508,613.			
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 page 27 of the instructions				
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	508,613.			
10 Analysis of line 9				
a Excess from 2004	NONE			
b Excess from 2005				
c Excess from 2006				
d Excess from 2007	209,820.			
e Excess from 2008	298,793.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2 a 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 foundation had \$5,000 or more in assets at any time during the year - see page 27 of the 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))

JENNIFER LEEDS

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

N/A

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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 STATEMENT 13				
Total			▶ 3a	618,353.
b Approved for future payment				
Total			▶ 3b	

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains N/A.

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Signature section containing: Signature of officer or trustee, Date 12/10/2010, Title Treasurer, Preparer's signature Mah Bell, Date 1/11/10, Check if self-employed, Preparer's identifying number P00631557, Firm's name ROSEN SEYMOUR SHAPSS MARTIN & CO LLP, Address 757 THIRD AVENUE NEW YORK, NY 10017-2049, Phone no 212-303-1800.

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,106.		CARDINAL HEALTH INC- SETTLEMNT PROPERTY TYPE: SECURITIES NONE				P		09/30/2009
100,000.		FED HOME LOAN BANK 3.75% PROPERTY TYPE: SECURITIES 100,000.				P	09/16/2004	08/18/2009
19,821.		675 SHS DENTSPLY INTL PROPERTY TYPE: SECURITIES 17,392.				P	09/16/2004	07/16/2009
15,228.		475 SHS MCGRAW HILL INC PROPERTY TYPE: SECURITIES 20,641.				P	11/18/2004	07/16/2009
4,809.		150 SHS MCGRAW HILL INC PROPERTY TYPE: SECURITIES 6,167.				P	04/15/2005	07/16/2009
20,475.		350 SHS AMGEN INC PROPERTY TYPE: SECURITIES 11,671.				P	07/11/2002	07/16/2009
2,739.		AMERICAN INTL GROUP PROPERTY TYPE: SECURITIES NONE				P		07/31/2009
24,746.		650 SHS ILLINOIS TOOL WORKS PROPERTY TYPE: SECURITIES 37,120.				P	10/26/2007	06/11/2009
24,576.		825 SHS DENTSPLY INTL PROPERTY TYPE: SECURITIES 21,434.				P	07/15/2004	06/11/2009
300,000.		FEDERAL NATL MTG ASSN 4.25% PROPERTY TYPE: SECURITIES 300,000.				P	07/08/2004	05/15/2009
106,875.		1125 SHS GENENTECH INC PROPERTY TYPE: SECURITIES 99,226.				P	01/16/2007	03/27/2009

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
32,328.		1000 SHS SUNPOWER CORP PROPERTY TYPE: SECURITIES 74,488.				P	07/24/2008	02/17/2009
							-42,160.	
17,780.		550 SHS SUNPOWER CORP PROPERTY TYPE: SECURITIES 19,801.				P	12/17/2008	02/17/2009
							-2,021.	
250,000.		FEDL HOME LOAN BANK 5% PROPERTY TYPE: SECURITIES 250,000.				P	03/14/2007	02/20/2009
32,633.		950 SHS MEDTRONIC INC PROPERTY TYPE: SECURITIES 37,346.				P	07/08/1999	02/18/2009
							-4,713.	
17,175.		500 SHS MEDTRONIC INC PROPERTY TYPE: SECURITIES 22,730.				P	06/08/2001	02/18/2009
							-5,555.	
24,990.		1000 SHS DENTSPLY INTL PROPERTY TYPE: SECURITIES 25,980.				P	07/15/2004	02/18/2009
							-990.	
7,253.		325 SHS MCGRAW HILL INC PROPERTY TYPE: SECURITIES 14,123.				P	11/18/2004	02/18/2009
							-6,870.	
27,894.		1250 SHS MCGRAW HILL INC PROPERTY TYPE: SECURITIES 54,569.				P	06/03/2005	02/18/2009
							-26,675.	
49,882.		1200 SHS STRYKER CORP PROPERTY TYPE: SECURITIES 16,856.				P	10/18/1999	02/18/2009
							33,026.	
5,957.		1120.879 SHS STANDARD CHARTER PROPERTY TYPE: SECURITIES NONE				P	12/27/2006	01/13/2009
							5,957.	
2,978.		560.439 SHS STANDARD CHARTERED PROPERTY TYPE: SECURITIES NONE				P	01/17/2007	01/13/2009
							2,978.	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,759.		519.231 SHS STANDARD CHARTERED PROPERTY TYPE: SECURITIES NONE				P	05/16/2007	01/13/2009
							2,759.	
64,762.		1650 SHS WALGREEN CO PROPERTY TYPE: SECURITIES 42,468.				P	11/05/1999	11/23/2009
							22,294.	
44,811.		1700 SHS AT&T INC PROPERTY TYPE: SECURITIES 65,331.				P	01/14/2008	10/08/2009
							-20,520.	
64,684.		3175 SHS STARBUCKS CORP PROPERTY TYPE: SECURITIES 35,668.				P	01/10/2002	10/08/2009
							29,016.	
70,361.		2600 SHS MCGRAW HILL INC PROPERTY TYPE: SECURITIES 100,489.				P	09/16/2004	10/08/2009
							-30,128.	
28,415.		1050 SHS MCGRAW HILL INC PROPERTY TYPE: SECURITIES 43,166.				P	04/15/2005	10/08/2009
							-14,751.	
63,281.		1725 SHS MEDTRONIC INC PROPERTY TYPE: SECURITIES 67,488.				P	07/01/1999	10/08/2009
							-4,207.	
1,834.		50 SHS MEDTRONIC INC PROPERTY TYPE: SECURITIES 1,966.				P	07/08/1999	10/08/2009
							-132.	
40,499.		1500 SHS HOME DEPOT INC PROPERTY TYPE: SECURITIES 76,684.				P	06/15/2000	10/16/2009
							-36,185.	
9,450.		350 SHS HOME DEPOT INC PROPERTY TYPE: SECURITIES 15,815.				P	12/06/2000	10/16/2009
							-6,365.	
41,604.		925 SHS ILLINOIS TOOL WORKS PROPERTY TYPE: SECURITIES 52,825.				P	10/26/2007	10/16/2009
							-11,221.	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
28,111.		625 SHS ILLINOIS TOOL WORKS PROPERTY TYPE: SECURITIES 30,481.				P	01/14/2008	10/16/2009
							-2,370.	
31,143.		375 SHS AIR PROD & CHEMICALS PROPERTY TYPE: SECURITIES 24,906.				P	09/19/2006	10/16/2009
							6,237.	
58,133.		700 SHS AIR PROD & CHEMICALS PROPERTY TYPE: SECURITIES 49,789.				P	01/16/2007	10/16/2009
							8,344.	
50,514.		1275 SHS WALGREEN CO PROPERTY TYPE: SECURITIES 32,816.				P	11/05/1999	10/16/2009
							17,698.	
1,955.		75 SHS WALGREEN CO PROPERTY TYPE: SECURITIES 1,930.				P	11/05/1999	12/17/2008
							25.	
73,003.		2800 SHS WALGREEN CO PROPERTY TYPE: SECURITIES 74,543.				P	04/07/2000	12/17/2008
							-1,540.	
40,250.		4600 SHS POWERSHARES WILDERHILL CLEAN EN PROPERTY TYPE: SECURITIES 99,636.				P	05/16/2006	12/18/2008
							-59,386.	
125,286.		6552.612 SHS DOMINI SOCIAL EQUITY FUND PROPERTY TYPE: SECURITIES 183,342.				P	02/24/2004	12/18/2008
							-58,056.	
11,422.		597.388 SHS DOMINI SOCIAL EQUITY FUND PROPERTY TYPE: SECURITIES 19,403.				P	12/12/2007	12/18/2008
							-7,981.	
100,000.		FEDL NATL MTG ASSN 3.375% PROPERTY TYPE: SECURITIES 99,885.				P	09/16/2004	12/15/2008
							115.	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS)							----- -202,653. =====	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LORING WOLCOTT & COOLIDGE	6,526.	6,526.
TOTAL	6,526.	6,526.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LORING, WOLCOTT & COOLIDGE	156,938.	156,938.
LESS: INTEREST PAID ON BOND ACQUISITION	-3,738.	-3,738.
LESS: AMORTIZATION OF BOND PREMIUM	-2,023.	-2,023.
TOTAL	151,177.	151,177.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	22,920.	22,920.	50,000.
OPERATING MANAGEMENT FEES	50,000.		
TOTALS	72,920.	22,920.	50,000.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAX WITHHELD	2,087.	2,087.
FEDERAL EXCISE TAX	NONE	
	-----	-----
TOTALS	2,087.	2,087.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
COMMUNICATIONS EXPENSE	239.		239.
DUES & SUBSCRIPTIONS	75.		75.
FILING FEES	1,266.		1,266.
INSURANCE	2,381.		2,381.
INVESTMENT FEES	81.	81.	
MISCELLANEOUS EXPENSES	6.		6.
TOTALS	4,048.	81.	3,967.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
LORING, WOLCOTT & COOLIDGE	457,922.	102,094.	102,094.
US OBLIGATIONS TOTAL	457,922.	102,094.	102,094.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
LORING, WOLCOTT & COOLIDGE	4,715,609.	6,028,394.	6,028,394.
TOTALS	4,715,609.	6,028,394.	6,028,394.

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
LORING, WOLCOTT & COOLIDGE	658,530.	270,698.	270,698.
TOTALS	658,530.	270,698.	270,698.

THE GIANT STEPS FOUNDATION
 FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AUSTRALIAN GOVT 5.75% BOND	NONE	188,560.	188,560.
DOMINI SOCIAL EQUITY FUND	217,166.	107,179.	107,179.
DOMINI EUROPEAN SOCIAL EQUITY	85,162.	119,113.	119,113.
DOMINI PACIFIC ASIA SOCIAL EQ	54,115.	77,261.	77,261.
POWERSHARES WILDERHILL CLEAN	39,054.	NONE	NONE
VANGUARD GNMA FUND ADMIRAL SHS	NONE	203,548.	203,548.
TOTALS	395,497.	695,661.	695,661.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
UNREALIZED GAIN ON MARKETABLE SECURITIES	1,828,275.

TOTAL	1,828,275.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
NONDEDUCTIBLE EXPENSES	4,000.

TOTAL	4,000.
	=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JENNIFER LEEDS C/O ROSEN SEYMOUR SHAPSS MARTIN 757 THIRD AVENUE NEW YORK, NY 10017	PRES/DIR	NONE	NONE	NONE
JEFFREY J. SUNDHEIM C/O THE CHANNEL GROUP 1 JERICHO PLAZA JERICHO, NY 11753	TREAS/DIR	NONE	NONE	NONE
LILO J. LEEDS 80 CUTTER MILL ROAD GREAT NECK, NY 10021	DIRECTOR	NONE	NONE	NONE
RICHARD L. BRAUNSTEIN 1200 NEW HAMPSHIRE AVE, N.W. WASHINGTON, DC 20036	SECRETARY	NONE	NONE	NONE
GRAND TOTALS				
		NONE	NONE	NONE

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HUMANE SOCIETY OF THE UNITED STATES P.O. BOX 20027 EL SOBRANTE, CA 94820	N/A 501(C)(3)	PROTECT THE SEALS CAMPAIGN & GREENING GRANT FOR 2009 GENESIS AWARD	543,200.
INSTITUTE FOR STUDENT ACHIEVEMENT 1 HOLLOW LANE LAKE SUCCESS, NY 11042	N/A 501(C)(3)	GREENING GRANT FOR ISA GALA 2009	13,011.
WILDLIFE ASSOCIATES P.O BOX 3098 HALF MOON BAY, CA 94019	N/A 501(C)(3)	GENERAL SUPPORT; HARVEST PARTY	975.
NATIONAL DISASTER SEARCH DOG FOUNDATION, INC 501 EAST OJAI AVENUE OJAI, CA 93023	N/A 501(C)(3)	RESCUED DOG RECRUITMENT PROGRAM	5,000.
TRIPS FOR KIDS MARIN 138 SUNNYSIDE AVENUE MILL VALLEY, CA 94941	N/A 501(C)(3)	MAINTENANCE OF MOUNTAIN BIKE RIDES AND RECYCLERY EARN A BIKE AND JOB TRAINING PROGRAMS	5,000.
WOMEN'S SPORTS FOUNDATION EISENHOWER PARK 1899 HEMPSTEAD TURNPIKE, SUITE 400 EAST MEADOW, NY 11554	N/A 501(C)(3)	GO GIRL GO PROGRAM OR DONNA LOFTANO FUND	10,000.

FORM 990FP, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS	AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SQUARE PEG FOUNDATION PMB #402, 80 CABRILLO HIGHWAY NORTH, SUITE Q HALF MOON BAY, CA 94019	N/A 501 (C) (3)	GENERAL OPERATING SUPPORT	4,040.
NORTH SHORE CHILD & FAMILY GUIDANCE CENTER 480 OLD WESTBURY ROAD ROSLYN HEIGHTS, NY 11577-2215	N/A 501 (C) (3)	GREENING OF THE 12/6/08 SNOW BALL FUNDRAISER	12,000.
BEST FRIENDS ANIMAL SANCTUARY 5001 ANGEL CANYON ROAD KANAB, UT 84741-5000	N/A 501 (C) (3)	GENERAL OPERATING SUPPORT	5,000.
WORKING DOGS FOR CONSERVATION 52 EUSTIS THREE FORKS, MT 59752	N/A 501 (C) (3)	GENERAL OPERATING SUPPORT; INVASIVE WEEDS PROJECT	5,000.
JANE GOODALL INSTITUTE 4245 NORTH FAIRFAX DRIVE, SUITE 600 ARLINGTON, VA 22203	N/A 501 (C) (3)	GENERAL OPERATING SUPPORT	7,576.
WILDLIFE CONSERVATION NETWORK 25745 BASSETT LANE LOS ALTOS, CA 94022	N/A 501 (C) (3)	HIV/AIDS INITIATIVE OR THE WORKING DOGS FOR CONSERVATION FOUNDATION	5,051.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

PAWSITIVE PERSPECTIVES ASSISTANCE DOGS, INC
5312 SOUTH PARK DRIVE
SAVAGE, MN 55378

N/A
501(C) (3)

GENERAL OPERATING SUPPORT

1,000.

BOW WOW BUDDIES FOUNDATION
1877 BROADWAY, SUITE 101
BOULDER, CO 80302

N/A
501(C) (3)

COLORADO STATE UNIVERSITY ANIMAL CANCER CENTER

1,500.

TOTAL CONTRIBUTIONS PAID

618,353.

Capital Gains and Losses

2008

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).

Name of estate or trust THE GIANT STEPS FOUNDATION	Employer identification number 52-2069841
--	---

Note: Form 5227 filers need to complete **only** Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-44,181.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-44,181.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-158,472.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-158,472.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2008

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13	Net short-term gain or (loss)	13		-44,181.
14	Net long-term gain or (loss):			
a	Total for year	14a		-158,472.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14 ▶	15		-202,653.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation		
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000	16 (3,000.)

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,200	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)	30		
31	Figure the tax on the amount on line 23. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T)	34		

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a CARDINAL HEALTH INC- SETTLEMNT		09/30/2009	5,106.	NONE	5,106.
FED HOME LOAN BANK 3.75%	09/16/2004	08/18/2009	100,000.	100,000.	
675 SHS DENTSPLY INTL	09/16/2004	07/16/2009	19,821.	17,392.	2,429.
475 SHS MCGRAW HILL INC	11/18/2004	07/16/2009	15,228.	20,641.	-5,413.
150 SHS MCGRAW HILL INC	04/15/2005	07/16/2009	4,809.	6,167.	-1,358.
350 SHS AMGEN INC	07/11/2002	07/16/2009	20,475.	11,671.	8,804.
AMERICAN INTL GROUP		07/31/2009	2,739.	NONE	2,739.
650 SHS ILLINOIS TOOL WORKS	10/26/2007	06/11/2009	24,746.	37,120.	-12,374.
825 SHS DENTSPLY INTL	07/15/2004	06/11/2009	24,576.	21,434.	3,142.
FEDERAL NATL MTG ASSN 4.25%	07/08/2004	05/15/2009	300,000.	300,000.	
1125 SHS GENENTECH INC	01/16/2007	03/27/2009	106,875.	99,226.	7,649.
FEDL HOME LOAN BANK 5%	03/14/2007	02/20/2009	250,000.	250,000.	
950 SHS MEDTRONIC INC	07/08/1999	02/18/2009	32,633.	37,346.	-4,713.
500 SHS MEDTRONIC INC	06/08/2001	02/18/2009	17,175.	22,730.	-5,555.
1000 SHS DENTSPLY INTL	07/15/2004	02/18/2009	24,990.	25,980.	-990.
325 SHS MCGRAW HILL INC	11/18/2004	02/18/2009	7,253.	14,123.	-6,870.
1250 SHS MCGRAW HILL INC	06/03/2005	02/18/2009	27,894.	54,569.	-26,675.
1200 SHS STRYKER CORP	10/18/1999	02/18/2009	49,882.	16,856.	33,026.
1120.879 SHS STANDARD CHARTER	12/27/2006	01/13/2009	5,957.	NONE	5,957.
560.439 SHS STANDARD CHARTERED	01/17/2007	01/13/2009	2,978.	NONE	2,978.
519.231 SHS STANDARD CHARTERED	05/16/2007	01/13/2009	2,759.	NONE	2,759.
1650 SHS WALGREEN CO	11/05/1999	11/23/2009	64,762.	42,468.	22,294.
1700 SHS AT&T INC	01/14/2008	10/08/2009	44,811.	65,331.	-20,520.
3175 SHS STARBUCKS CORP	01/10/2002	10/08/2009	64,684.	35,668.	29,016.
2600 SHS MCGRAW HILL INC	09/16/2004	10/08/2009	70,361.	100,489.	-30,128.
6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b					

