Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation: THE STEELE FOUNDATION, INC.

A Employer identification number: 95-3466880

Number and street (or P O box number if mail is not delivered to street address): PO BOX 1112

Room/suite:

B Telephone number (see page 10 of the instructions): (602) 850-9804

City or town, state, and ZIP code: PHOENIX, AZ 85001

C If exemption application is pending, check here ▶ ☐

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 ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), 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)* ▶ $ 70,295,133

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

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)				
	2	Check ▶☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	11,097	11,097		
	4	Dividends and interest from securities	869,350	869,350		
	5 a	Gross rents	71,283	71,283		
	b	Net rental income or (loss) 71,283				
	6 a	Net gain or (loss) from sale of assets not on line 10 Statement 15	-2,176,615			
	b	Gross sales price for all assets on line 6a 9,506,127				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10 a	Gross sales less returns and allowances 0				
	b	Less Cost of goods sold 0				
	c	Gross profit or (loss) (attach schedule)	0			
	11	Other income (attach schedule) Statement 1	2,438,328	2,438,328	0	
	12	**Total.** Add lines 1 through 11	1,213,443	3,390,058	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	399,714			399,714
	14	Other employee salaries and wages	39,675			39,675
	15	Pension plans, employee benefits	25,258			25,258
	16 a	Legal fees (attach schedule) Statement 2	33,434	33,434	0	0
	b	Accounting fees (attach schedule) Statement 3	269	269	0	0
	c	Other professional fees (attach schedule) Statement 4	105,167	95,167	0	10,000
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) Statement 5	147,249	81,892	0	0
	19	Depreciation (attach schedule) and depletion Statement 6	14,501	14,501	0	
	20	Occupancy	16,100			16,100
	21	Travel, conferences, and meetings	4,685			4,685
	22	Printing and publications	1,155			1,155
	23	Other expenses (attach schedule) Statement 7	126,439	88,695		37,744
	24	**Total operating and administrative expenses.** Add lines 13 through 23	913,646	313,958	0	534,331
	25	Contributions, gifts, grants paid Statement 18	2,873,461			2,873,461
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,787,107	313,958	0	3,407,792
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-2,573,664			
	b	**Net investment income** (if negative, enter -0-)		3,076,100		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see page 30 of the instructions.

(HTA)

Form **990-PF** (2010)

9/14

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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		63	229	229
	2	Savings and temporary cash investments		3,842,975	3,637,476	3,637,476
	3	Accounts receivable ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	4	Pledges receivable ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		0	0	0
	7	Other notes and loans receivable (attach schedule) ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments—U S and state government obligations (attach schedule) Statement 8		2,970,894	2,717,105	2,732,909
	b	Investments—corporate stock (attach schedule) Statement 9		10,445,093	11,993,099	15,871,942
	c	Investments—corporate bonds (attach schedule) Statement 10		2,781,222	2,486,613	2,654,558
	11	Investments—land, buildings, and equipment basis ▶	0			
		Less accumulated depreciation (attach schedule) ▶ Statement 11	0	17,193,519	13,948,197	8,429,000
	12	Investments—mortgage loans		40,009,396	33,890,009	23,324,300
	13	Investments—other (attach schedule) Statement 12		5,941,218	6,308,785	5,651,832
	14	Land, buildings, and equipment basis ▶ Statement 6	118,278			
		Less accumulated depreciation (attach schedule) ▶	42,364	88,099	75,914	75,914
	15	Other assets (describe ▶ Statement 13)		4,283,135	9,747,499	7,916,973
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)		87,555,614	84,804,926	70,295,133
Liabilities	17	Accounts payable and accrued expenses		32,414	31,449	
	18	Grants payable				
	19	Deferred revenue Statement 14		1,700,440	1,674,381	
	20	Loans from officers, directors, trustees, and other disqualified persons		0	0	
	21	Mortgages and other notes payable (attach schedule)		0	0	
	22	Other liabilities (describe ▶)		0	0	
	23	**Total liabilities** (add lines 17 through 22)		1,732,854	1,705,830	
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		85,822,760	83,099,096	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	**Total net assets or fund balances** (see page 17 of the instructions)		85,822,760	83,099,096	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)		87,555,614	84,804,926	

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	85,822,760
2	Enter amount from Part I, line 27a	2	-2,573,664
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	83,249,096
5	Decreases not included in line 2 (itemize) ▶ Disribution of Property Valued at Fair Market Value (Statement 18)	5	150,000
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	83,099,096

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 Statement 15			
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	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

	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	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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	-2,176,615
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	3	0

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))
2009	3,768,657	66,576,215	0.056607
2008	3,926,763	95,608,827	0 041071
2007	5,179,258	104,873,665	0 049386
2006	4,785,711	99,136,460	0.048274
2005	4,468,906	93,349,954	0 047873

2	**Total** of line 1, column (d)	2	0.243211
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	0.048642
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	68,541,950
5	Multiply line 4 by line 3	5	3,334,018
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	30,761
7	Add lines 5 and 6	7	3,364,779
8	Enter qualifying distributions from Part XII, line 4	8	3,407,792

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.

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 ▶ ☐ 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	30,761
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	0
3	Add lines 1 and 2		3	30,761
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	30,761
6	Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 120,000		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 0		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	120,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	89,239
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 0 **Refunded** ▶		11	89,239

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?	1a		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)?	1b		X
	*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		X
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		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? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
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	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ AZ			
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	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ Email: grants@steele-foundation.com

14 The books are in care of ▶ The Steele Foundation, Inc. Telephone no. ▶ (602) 850-9804

Located at ▶ PO Box 1112, Phoenix, AZ ZIP+4 ▶ 85001

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 2010, 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		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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.		Yes	No
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 page 22 of the instructions)?	1b		X
	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 2010?	1c		X
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 page 22 of the 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 2010 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 2010)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
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 2010?	4b		X

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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? **5b** N/A

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**

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 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
Statement 16	00	0	0	0
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0

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 ▶				0

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
JSF Financial, LLC 6400 Wilshire Blvd., Suite 700, Los Angeles, CA 90048	Investment advisory services	53,553
		0
		0
		0
		0
Total number of others receiving over $50,000 for professional services ▶		1

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 24 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	0
Total. Add lines 1 through 3 ▶	0

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	27,370,107
b	Average of monthly cash balances			1b	168
c	Fair market value of all other assets (see page 25 of the instructions)			1c	42,215,461
d	**Total** (add lines 1a, b, and c)			1d	69,585,736
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	69,585,736
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)			4	1,043,786
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	68,541,950
6	**Minimum investment return.** Enter 5% of line 5			6	3,427,098

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	3,427,098
2a	Tax on investment income for 2010 from Part VI, line 5	2a	30,761		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	0		
c	Add lines 2a and 2b			2c	30,761
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,396,337
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,396,337
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	3,396,337

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	3,407,792
b	Program-related investments—total from Part IX-B	1b	0
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	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,407,792
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	30,761
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,377,031

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 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7					3,396,337
2	Undistributed income, if any, as of the end of 2010.					
a	Enter amount for 2009 only				0	
b	Total for prior years: 20____, 20____, 20____			0		
3	Excess distributions carryover, if any, to 2010					
a	From 2005	0				
b	From 2006	0				
c	From 2007	0				
d	From 2008	0				
e	From 2009	95,099				
f	**Total** of lines 3a through e		95,099			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 3,407,792					
a	Applied to 2009, but not more than line 2a				0	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)		0			
d	Applied to 2010 distributable amount					3,396,337
e	Remaining amount distributed out of corpus		11,455			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a))*		0			0
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		106,554			
b	Prior years' undistributed income. Subtract line 4b from line 2b			0		
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			0		
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0	
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					0
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		0			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		106,554			
10	Analysis of line 9					
a	Excess from 2006	0				
b	Excess from 2007	0				
c	Excess from 2008	0				
d	Excess from 2009	95,099				
e	Excess from 2010	11,455				

Part XIV **Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) **N/A**

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 2010, 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			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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 28 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))

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 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*				
Statement 17 & 18				2,873,461
Total			▶ 3a	2,873,461
b *Approved for future payment*				
Statement 19				1,185,000
Total			▶ 3b	1,185,000

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 page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue·					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies .					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	11,097	
4 Dividends and interest from securities .			14	869,350	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	71,283	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	2,438,328	
8 Gain or (loss) from sales of assets other than inventory .			18	-2,176,615	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		1,213,443	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,213,443

(See worksheet in line 13 instructions on page 29 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 page 29 of the 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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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

▶ Signature of officer or trustee | 11-14-11 Date | ▶ President Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

STATEMENT 1

THE STEELE FOUNDATION, INC. **95-3466880**

FORM 990PF-2010, PART I, LINE 11 - OTHER INCOME

Description	Revenue and Expenses per books	Net Investment Income	Adjusted Net Income
Mortgage Interest	$1,912,062	$1,912,062	$0
Equity in the income of LLC	526,266	526,266	-
	$2,438,328	$2,438,328	$0

STATEMENT 2

THE STEELE FOUNDATION, INC. **95-3466880**

FORM 990PF-2010, PART I, LINE 16a - LEGAL FEES

Description	Revenue and Expenses per books	Net Investment Income	Disbursements for charitable purposes
Burch & Cracchiolo	$33,176	$33,176	$0
Pacific Coach	258	$258	-
	$33,434	$33,434	$0

STATEMENT 3

THE STEELE FOUNDATION, INC. **95-3466880**

FORM 990PF-2010, PART I, LINE 16b - ACCOUNTING FEES

Description	Revenue and Expenses per books	Net Investment Income	Disbursements for charitable purposes
Villanueva & Co.	$269	$269	$0
	$269	$269	$0

STATEMENT 4

THE STEELE FOUNDATION, INC. **95-3466880**

FORM 990PF-2010, PART I, LINE 16c - OTHER PROFESSIONAL FEES

Description	Revenue and Expenses per books	Net Investment Income	Disbursements for charitable purposes
Investment management fees	$95,167	$95,167	$0
Giving Solutions Consultants	10,000	-	$10,000
	$105,167	$95,167	$10,000

STATEMENT 5

THE STEELE FOUNDATION, INC. **95-3466880**

FORM 990PF-2010, PART I, LINE 18 - TAXES

Description	Revenue and Expenses per books	Net Investment Income	Disbursements for charitable purposes
Federal Income/Excise Taxes	$65,357	$0	$0
Property Taxes	81,272	81,272	-
Foreign Taxes	620	620	-
	$147,249	$81,892	$0

STATEMENT 6
95-3466880

THE STEELE FOUNDATION, INC.
FORM 990PF-2010, PART I, LINE 19 - DEPRECIATION

						Depreciable Basis				Accumulated Depreciation				Net Book
Asset Description	Date	Method	Life	Conv	Amount	12/31/09	Additions	Disposals	12/31/10	12/31/09	Additions	Disposals	12/31/10	Value
Furniture														
Refridgerator	06/15/07	MSL	5 00	HY	614 00	614 00	-		614 00	307 00	122 80		429 80	184 20
File Cabinets	10/11/07	MSL	7 00	HY	1,194 00	1,194 00	-		1,194 00	426 43	170 57		597 00	597 00
MC Desk & Console	10/31/07	MSL	7 00	HY	2,938 00	2,938 00	-		2,938 00	1,049 28	419 71		1,468 99	1,469 01
Coffee Maker	12/03/07	MSL	5 00	HY	141 00	141 00	-		141 00	70 50	28 20		98 70	42 30
Kitchen Table and Chairs	01/08/08	MSL	5 00	HY	1,063 00	1,063 00	-		1,063 00	318 90	212 60		531 50	531 50
MC Chair	01/08/08	MSL	5 00	HY	1,186 00	1,186 00	-		1,186 00	355 80	237 20		593 00	593 00
DC Office	01/08/08	MSL	5 00	HY	1,537 00	1,537 00	-		1,537 00	461 10	307 40		768 50	768 50
Chair	04/07/08	MSL	5 00	HY	1,049 00	1,049 00	-		1,049 00	314 70	209 80		524 50	524 50
Hickory Mirror	04/22/08	MSL	5 00	HY	1,041 67	1,041 67	-		1,041 67	312 50	208 33		520 83	520 84
GF Desk and 6 Chairs	04/24/08	MSL	5 00	HY	4,202 00	4,202 00	-		4,202 00	1,260 60	840 40		2,101 00	2,101 00
3 Chairs and Cube	05/01/08	MSL	5 00	HY	836 00	836 00	-		836 00	250 80	167 20		418 00	418 00
DWR - Conference Table	05/07/08	MSL	5 00	HY	4,032 00	4,032 00	-		4,032 00	1,209 60	806 40		2,016 00	2,016 00
File Cabinets	05/27/08	MSL	5 00	HY	108 00	108 00	-		108 00	32 40	21 60		54 00	54 00
Fabric	05/27/08	MSL	5 00	HY	2,349 00	2,349 00	-		2,349 00	704 70	469 80		1,174 50	1,174 50
Copenhagen Chairs	06/05/08	MSL	5 00	HY	2,408 74	2,408 74	-		2,408 74	722 62	481 75		1,204 37	1,204 37
Crate & Barrell	06/09/08	MSL	5 00	HY	2,084 71	2,084 71	-		2,084 71	625 41	416 94		1,042 35	1,042 36
Fabric	06/24/08	MSL	5 00	HY	949 17	949 17	-		949 17	284 75	189 83		474 58	474 59
Pillows	06/30/08	MSL	5 00	HY	820 00	820 00	-		820 00	246 00	164 00		410 00	410 00
Table	07/01/08	MSL	5 00	HY	249 00	249 00	-		249 00	74 70	49 80		124 50	124 50
Chairs - Cupids	07/01/08	MSL	5 00	HY	137 16	137 16	-		137 16	41 15	27 43		68 58	68 58
Copenhagen Chairs	07/07/08	MSL	5 00	HY	708 20	708 20	-		708 20	212 33	141 64		353 97	354 23
					29,647 65	29,647 65	-	-	29,647 65	9,281 27	5,693 42	-	14,974 69	14,672 96
Leasehold Improvements														
General Improvements	04/03/07	MSL	15 00	HY	15,000 00	15,000 00	-		15,000 00	2,500 00	1,000 00		3,500 00	11,500 00
General Improvements	04/17/07	MSL	15 00	HY	15,000 00	15,000 00	-		15,000 00	2,500 00	1,000 00		3,500 00	11,500 00
General Improvements	05/24/07	MSL	15 00	HY	15,000 00	15,000 00	-		15,000 00	2,500 00	1,000 00		3,500 00	11,500 00
General Improvements	06/08/07	MSL	15 00	HY	6,150 00	6,150 00	-		6,150 00	1,025 00	410 00		1,435 00	4,715 00
General Improvements	06/21/07	MSL	15 00	HY	2,301 00	2,301 00	-		2,301 00	383 50	153 40		536 90	1,764 10
Data Wiring	05/24/07	MSL	5 00	HY	3,445 00	3,445 00	-		3,445 00	1,722 50	689 00		2,411 50	1,033 50
Cabinetry	06/08/07	MSL	7 00	HY	8,850 00	8,850 00	-		8,850 00	3,160 72	1,264 29		4,425 01	4,424 99
Window Treatments	06/05/08	MSL	7 00	HY	2,164 00	2,164 00	-		2,164 00	463 71	309 14		772 85	1,391 15
General Improvements	07/01/08	MSL	15 00	HY	4,137 28	4,137 28	-		4,137 28	413 73	275 82		689 55	3,447 73
Window Treatments	07/31/08	MSL	7 00	HY	1,046 59	1,046 59	-		1,046 59	224 27	149 51		373 78	672 81
General Improvements	07/31/08	MSL	15 00	HY	1,200 00	1,200 00	-		1,200 00	120 00	80 00		200 00	1,000 00
General Improvements	07/01/08	MSL	15 00	HY	1,196 84	1,196 84	-		1,196 84	119 71	79 79		199 50	997 34
					75,490 71	75,490 71	-	-	75,490 71	15,133 14	6,410 95	-	21,544 09	53,946 62

STATEMENT 6
95-3466880

THE STEELE FOUNDATION, INC.
FORM 990PF-2010, PART I, LINE 19 - DEPRECIATION

						Depreciable Basis				Accumulated Depreciation				Net Book
Asset Description	Date	Method	Life	Conv	Amount	12/31/09	Additions	Disposals	12/31/10	12/31/09	Additions	Disposals	12/31/10	Value
Office Equipment														
Laptop Computers	05/24/07	MSL	5 00	HY	4,027 00	4,027 00	-		4,027 00	2,014 15	805 40		2,819 55	1,207 45
PC Warranty	10/11/07	MSL	5 00	HY	58 00	58 00	-		58 00	29 00	11 60		40 60	17 40
Color Printer	01/30/08	MSL	5 00	HY	430 00	430 00	-		430 00	129 00	86 00		215 00	215 00
Access Software	04/30/08	MSL	5 00	HY	225 00	225 00	-		225 00	67 50	45 00		112 50	112 50
Printer/Quicknet	05/07/08	MSL	5 00	HY	117 00	117 00	-		117 00	35 10	23 40		58 50	58 50
Stereo Equipment	02/12/08	MSL	5 00	HY	1,350 00	1,350 00	-		1,350 00	405 00	270 00		675 00	675 00
Scanner	06/02/08	MSL	5 00	HY	434 00	434 00	-		434 00	130 20	86 80		217 00	217 00
Computer (AS)	06/10/08	MSL	5 00	HY	1,102 21	1,102 21	-		1,102 21	330 73	220 44		551 17	551 04
New Fax/Copy Machine	03/10/09	MSL	5 00	HY	746 69	746 69	-		746 69	74 67	149 34		224 01	522 68
Scanners (2)	06/04/09	MSL	5 00	HY	923 09	923 09	-		923 09	92 31	184 62		276 93	646 16
Computer (MM)	07/21/09	MSL	5 00	HY	943 66	943 66	-		943 66	94 37	188 73		283 10	660 56
Scanner	10/27/09	MSL	5 00	HY	466 66	466 66	-		466 66	46 67	93 33		140 00	326 66
Peachtree Software	05/24/10	MSL	5 00	HY	556 44	-	556 44		556 44	-	55 64		55 64	500 80
Apple Computer	08/18/10	MSL	5 00	HY	1,759 89	-	1,759 89		1,759 89	-	175 99		175 99	1,583 90
					13,139 64	10,823 31	2,316 33	-	13,139 64	3,448 70	2,396 30	-	5,845 00	7,294 65
Grand Total					118,278 00	115,961 67	2,316 33	-	118,278 00	27,863.11	14,500 66	-	42,363.77	75,914.23

STATEMENT 7

THE STEELE FOUNDATION, INC. **95-3466880**

FORM 990PF-2010, PART I, LINE 23 - OTHER EXPENSES

Description	Revenue and Expenses per books	Net Investment Income	Disbursements for charitable purposes
Bank Service Charges	$ 197	$ 197	$ -
Dues and Subscriptions	7,768	-	7,768
Insurance	38,951	18,332	20,620
Licenses and Permits	155		155
Office Supplies	3,341	-	3,341
Office Expense	3,809	-	3,809
Postage and Delivery	709	-	709
Real Estate Expenses	70,166	70,166	-
Seminars and Training	1,316		1,316
Miscellaneous	28	-	28
	$126,439	$88,695	$37,744

STATEMENT 8

THE STEELE FOUNDATION, INC. **95-3466880**

FORM 990PF-2010, PART II, LINE 10a - US & STATE GOVERNMENT OBLIGATIONS

Description	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Market Value
JSF Financial, LLC			
US Treasury Note, .88%, Due 4/30/11	175,024	-	-
US Treasury Note, 2.38%, Due 8/31/14	229,027	-	-
US Treasury Bill, 0%, Due 2/17/11	-	249,961	249,964
FHLMC 5.63% Due 3/15/11	201,528	191,921	192,125
FHLMC 4.13% Due 9/27/13	117,638	-	-
FHLMC 5.63% Due 3/15/11	-	172,768	172,912
FNMA 3.00% Due 9/16/14	51,807	51,424	52,587
FNMA Pool #254766, 5.00%, Due 6/1/33	184,245	138,226	142,021
FNMA Pool #739821, 5.00%, Due 9/1/33	129,475	99,816	102,907
FNMA Pool #725027, 5.00%, Due 11/1/33	313,446	239,133	242,913
FNMA Pool #725423, 5.50%, Due 5/1/34	63,448	48,433	50,326
FNMA Pool #725424. 5.50%, Due 4/1/34	71,817	53,651	55,645
FNMA Pool #725425, 5.50%, Due 4/1/34	62,392	46,298	48,107
FNMA Pool #725704, 6.00%, Due 8/1/34	242,728	-	-
FNMA Pool #745418, 5.50%, Due 4/1/36	236,876	166,465	171,465
FHLMC Pool #G02227, 6.00%, Due 6/1/36	162,155	103,073	107,267
FNMA Pool #888129, 6.00%, Due 2/1/37	70,020	-	-
FNMA Pool #888823, 5.50%, Due 3/1/37	71,250	111,341	113,028
FNMA Pool #905759, 5.88%, Due 12/1/36	-	63,421	63,409
FNMA Pool #995050, 6.00%, Due 9/1/37	106,187	-	-
FNMA Pool AD8522, 4.00%, Due 8/1/40	-	122,280	118,487
FNMA Pool AD8529, 4.50%, Due 9/1/13	-	439,983	433,118
FNMA Pool AE0138, 4.50%, Due 3/1/40	-	88,790	87,389
FHLMC Pool # G03447, 5.50%, Due 10/1/37	128,472	84,617	87,732
GNMA Pool #4696, 4.50%, Due 5/20/40	-	141,623	141,272
GNMA Pool #4800, 4.00%, Due 9/20/40	-	103,882	100,234
GNMA II Pool #4040, 6.50%, Due 10/20/37	129,384	-	-
GNMA Pool #698011, 5 50%, Due 1/15/39	111,928	-	-
GNMA Pool #701586, 5.50%, Due 1/15/39	112,048	-	-
Subtotal	2,970,894	2,717,105	2,732,909
TOTAL US & STATE GOVERNMENT OBLIG	**2,970,894**	**2,717,105**	**2,732,909**

STATEMENT 9

THE STEELE FOUNDATION, INC. 95-3466880

FORM 990PF-2010, PART II, LINE 10b - INVESTMENTS - CORPORATE STOCK

Description	# Shares End of Year	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Market Value
Haywood				
Uravan Minerals Inc	150,000	163,823	163,823	60,120
		163,823	**163,823**	**60,120**
Wells Fargo Custody				
Common Stock				
Abbott Laboratories	4,000	126,307	126,307	191,640
Allianz SE	5,000	100,900	100,900	59,350
Allied Irish Banks	5,000	119,350	119,350	4,400
Bank of America	30,000	613,700	613,700	400,200
Bemis Inc	10,000	298,000	298,000	326,600
Chevron Texaco	24,000	356,625	356,625	2,190,000
Cisco Systems	11,000	349,647	349,647	222,530
Colgate Palmolive Co	5,300	234,686	234,686	425,961
Exxon Mobil Corp	30,000	268,112	268,112	2,193,600
General Electric	16,620	480,509	480,509	303,979
Lundin Mining Corp	10,000	111,563	111,563	73,200
Mohawk Industries Inc Com	2,200	165,660	165,660	124,872
Mueller Water Products	1,652	35,731	35,731	6,889
3M Co	3,300	200,163	200,163	284,790
Pepsico	4,800	211,481	211,481	313,584
Subtotal		3,672,434	3,672,434	7,121,595
Preferred Stock				
Bank of America	20,000	366,600	366,600	516,200
JP Morgan Chase Cap XIV Pfd 6 2%	10,000	-	251,000	250,400
JP Morgan Chase Cap XXIX Pfd 6 7%	10,000	-	253,000	255,400
USB Cap VIII TR Pfd Ser 1	10,000		248,500	248,600
USB Cap VIII TR Pfd Ser 1	10,000		251,500	251,000
Renaissancere Hldgs Ltd Ser B	9,500	242,725	-	-
Subtotal		609,325	1,370,600	1,521,600
		4,281,759	**5,043,034**	**8,643,195**
JSF Financial, LLC				
Agilent Technology	2,825	131,404	98,457	117,040
Altria	5,000	47,384	100,063	123,100
American Express	1,500	-	65,570	64,380
Amgen	1,500	-	81,989	82,350
AOL	212	20,552	20,552	5,027
AT&T	9,015	392,492	321,227	264,861
Carrols Restaurant	2,075	76,209	31,149	15,397
CBS	5,628	158,822	158,822	107,213
Charles River Labs	2,080	147,392	118,827	73,923
Citigroup	10,000	-	46,204	47,300
Crown Holdings Inc	5,425	243,139	126,526	181,087
Expedia	3,700	55,241	43,488	92,833
Ford Motor Credit	4,000	-	49,579	67,160
Frontier	360	-	2,590	3,503
GAP Inc	-	63,004	-	-
Gentiva	1,000	-	41,513	53,200
Gilead Sciences, Inc	500	-	20,854	18,120
Heinz	1,000	-	45,235	49,460
Intel	2,500	38,554	49,491	52,575
Ishares MSCI BRIC Index Fund	1,500	-	68,115	73,697
Ishares S&P National Amt Free Muni	1,500	-	153,433	148,770

STATEMENT 9

THE STEELE FOUNDATION, INC. **95-3466880**

FORM 990PF-2010, PART II, LINE 10b - INVESTMENTS - CORPORATE STOCK

Description	# Shares End of Year	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Market Value
Johnson & Johnson	10,500	704,201	591,529	649,425
Kroger	2,000	40,038	40,038	44,720
Laboratory Corp of America	3,255	226,140	226,140	286,180
McGraw-Hill Companies Inc	5,625	504,007	206,134	204,806
Medtronic	1,660	178,541	80,978	61,569
Merck	430	84,303	12,372	15,497
MGM Resorts International	3,000	-	43,708	44,550
Nestle SA CHF 1 0	5,650	200,336	200,336	331,373
NGP Cap Res Co	2,000	-	14,725	18,400
Paychex	1,000	-	31,001	30,910
Powershares QQQ Trust	7,000	-	316,672	381,220
Powershares Ultrashort Lehman Bros	5,300	-	199,961	196,312
QEP Resources	10,020	-	282,560	363,826
Questar	10,020	429,286	146,726	174,448
Republic Services Inc Cl A	6,490	179,442	179,442	193,791
Rockwood Holdings	2,680	104,386	104,386	104,842
Salix	1,000	-	42,210	46,960
Sector SPDR Tr Shs Ben Int Fin'l	3,000	-	42,722	47,850
Sempra Energy Com	1,100	232,443	62,363	57,728
SPDR DJIA ETF Trust - Unit Series 1	1,400	-	147,661	161,882
SPDR S&P 500 ETR Trust	1,300	-	146,591	163,475
Teleflex	3,350	221,485	170,569	180,264
Time Warner	2,333	292,703	103,255	38,628
Time Warner Cable	585	103,255	292,703	75,053
Transocean	1,500	-	107,476	104,265
UTS Trian Acquisition Corp	-	342,500	-	-
Valeant Pharmacuticals Intl	3,962	118,272	34,938	112,085
Verizon	4,000	-	122,198	143,120
Visa	3,475	152,900	226,881	244,571
Websense	15,425	460,826	331,773	312,356
Wellpoint	1,500	-	75,805	85,290
Windstream	1,000	50,254	10,051	13,940
Call - Expedia	(20)	-	(4,076)	(300)
Call - Powershares	(35)	-	(8,850)	(16,135)
Call - Rockwood Holdings	(10)	-	(6,236)	(9,300)
Call - Websense	(100)	-	(15,774)	(5,250)
		5,999,512	6,202,651	6,499,344
Rice Hall				
Consolidated Water	101	-	1,234	923
Given Imaging Com	192	-	3,283	2,811
Ituran Location & Control	201	-	2,956	3,515
RRSAT Global Comm Network LTD	652	-	5,900	4,935
Rosetta Genomics LTD Com	1,390	-	2,443	1,307
Acacia Resh Corp Ar Acacia	140	-	1,988	3,632
Accelrys Inc	88	-	701	730
Advisory Brd Co	167	-	6,487	7,954
American Med Alert	411	-	2,268	2,524
American Vanguard CP	298	-	2,299	2,545
Biospecifics Techs	320	-	8,692	8,192
Blackboard Inc	101	-	4,028	4,171
Century Casinos Inc	1,200	-	2,696	2,928
Cirrus Logic Inc.	307	-	4,251	4,906
City Telecom (HK) ADS	749	-	8,600	11,093

STATEMENT 9

THE STEELE FOUNDATION, INC. 95-3466880

FORM 990PF-2010, PART II, LINE 10b - INVESTMENTS - CORPORATE STOCK

Description	# Shares End of Year	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Market Value
Cogent Communications Group	280	-	2,248	3,959
Corporate Executive Board Co	97	-	2,716	3,642
Delcath Systems Inc Com	1,154	-	9,867	11,309
Drew Ind Inc Com	204	-	3,972	4,635
GSE Systems Inc	406	-	1,875	1,470
Global Traffic Network Inc Com	793	-	4,073	7,375
Guidance Software Inc Com	442	-	3,245	3,178
Huron Consulting Grp Inc Com	77	-	1,621	2,037
ICU Medical Inc	98	-	3,088	3,577
Internet Cap Group Inc.	989	-	8,021	14,093
J2 Glbal Comm Inc Com New	210	-	4,771	6,080
Kit Digital Inc Com	301	-	4,865	4,828
Liquidity Svcs Inc com	505	-	6,514	7,095
Liverperson Inc	890	-	6,397	10,057
Lodgenet Interactive Corp	1,955	-	7,715	8,309
MDC Partners Inc Class A	939	-	11,854	16,217
MarineMax Inc	307	-	2,534	2,870
McMoran Exploration	359	-	3,880	6,153
MIPS Technologies	831	-	4,196	12,605
NPS Pharmaceuticals Inc.	1,321	-	8,650	10,436
Nektar Therapeutics	279	-	3,515	3,585
O2 Micro Internation Spons	1,660	-	10,240	10,259
Oyo Geospae Corp	60	-	2,861	5,947
Obagi Med Prods Inc Com	744	-	9,704	8,593
Orasure Technologies Inc Com	1,575	-	7,047	9,056
Park City Group	4,914	-	4,914	5,150
Quidel Corp Com	242	-	2,618	3,497
RTI BiologicsInc Com	1,576	-	5,073	4,208
Ramtron Intl Corp Com New	2,720	-	7,143	9,139
Shuffle Master	784	-	7,281	8,977
Somaxon	1,633	-	5,359	5,144
Sonosite Inc	87	-	2,413	2,749
Spark Networks Inc	203	-	737	603
Stamps Com Inc	678	-	5,742	8,984
Stratasys Inc	214	-	5,168	6,985
Terremark Worldwide Inc	581	-	5,868	7,524
Universal Technical	317	-	7,505	6,983
		-	253,115	309,474
Schafer Cullen				
AT&T	500	-	13,113	14,690
Altria Group Inc.	500	-	10,179	12,310
Astrazeneca ADR	270	-	12,558	12,471
Boeing	200	-	13,423	13,052
Bristol Myers Squibb	510	-	13,077	13,505
Chevron Corp	150	-	11,559	13,688
Conoco Phillips	200	-	11,238	13,620
Diageo ADR	160	-	10,768	11,893
Dominion Resources Inc	270	-	11,444	11,534
Dupont	230	-	9,367	11,472
General Electric	670	-	10,747	12,254
Genuine Parts Co	220	-	9,573	11,295
HSBC Hldgs Adr	210	-	10,302	10,718
Heinz HJ Co	270	-	12,654	13,354

STATEMENT 9

THE STEELE FOUNDATION, INC. **95-3466880**

FORM 990PF-2010, PART II, LINE 10b - INVESTMENTS - CORPORATE STOCK

Description	# Shares End of Year	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Market Value
Intel Corp	520	-	11,231	10,936
J&J	210	-	12,601	12,989
Kimberly Clark Corp	210	-	13,174	13,238
Kraft Foods	430	-	12,794	13,549
Eli Lilly & Co	390	-	13,324	13,666
Microsoft Corp	280	-	6,989	7,815
Nextera Energy Inc	260	-	13,262	13,517
Phillip Morris Intl	190	-	9,064	11,121
3M Company	140	-	11,275	12,082
Travelers Co Inc	200	-	10,394	11,142
Unilever NV	380	-	11,195	11,932
Verizon	430	-	12,340	15,385
Vodafone Group	460	-	10,340	12,162
HCP	340	-	11,244	12,509
Health Care REIT	250	-	11,246	11,910
		-	330,476	359,810
Total Corporate Stock		**$ 10,445,093**	**$ 11,993,099**	**$ 15,871,942**

STATEMENT 10

THE STEELE FOUNDATION, INC. **95-3466880**

FORM 990PF-2010, PART II, LINE 10c - INVESTMENTS - CORPORATE BONDS

Description	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Market Value
Wells Fargo - Custody:			
John Deere Cap Corp, Med Term Note, 8/19/10	290,401	-	-
Western Union Co, 5 4%, 11/17/11	290,843	295,722	311,875
E.I. Du Pont De Nemours, 5.875%, 1/15/14	200,711	34,091	37,899
General Electric Cap Corp, 5.25%, 10/19/12	297,445	298,358	320,634
Paccar Inc., 6.875%, 2/15/14	102,006	101,519	114,706
	1,181,405	**729,690**	**785,114**
JSF Financial, LLC. - Payden & Rygel			
ABBOTT LABS, 5.875%, 5/15/16	48,492	47,944	51,652
AMGEN	-	65,723	66,294
AT&T	-	128,856	131,426
BANK AMER FDG CORP, 7.375%, 5/15/14	51,864	51,437	55,497
BANK AMER CORP, 5.75%, 12/1/17	13,128	13,365	15,602
BANK AMER, 7.625%, 6/14/19	24,822	24,841	28,714
BHP BILLITON FINANCE LTD, 4.80%, 4/15/13	52,110	51,468	53,737
BP CAP MKTS P L C, 5.25%, 11/4/13	26,506	-	-
COCA COLA CO, 3.625%, 3/15/14	30,547	30,417	31,521
CONOCO PHILLIPS, 4.60%, 1/15/15	19,984	66,237	68,649
CVS, 6.60%, 3/15/19	47,449	47,183	52,858
DEVON FINANCING CORP, 6.875%, 9/30/11	48,047	46,301	47,052
DIAGEO CAPITAL PLC	-	66,094	66,818
DR PEPPER SNAPPLE GROUP INC , 6.82%, 5/1/18	50,281	-	-
DUKE, 6.60%, 3/15/19	53,127	52,362	55,581
EDS CORP, 6.00%, 8/1/13	48,284	47,367	50,115
FPL GROUP CAP INC, 6 00%, 3/1/19	47,544	47,267	50,042
GE CAP CORP, 5.625%, 5/1/18	52,670	53,182	51,853
GENERAL ELECTRIC Co, 5 25%, 12/6/17	49,694	49,732	54,051
GENERAL MILLS INC, 5.65%, 2/15/19	51,244	51,108	55,657
GLAXOSMITHKLINE CAP INC, 5 65%, 5/15/18	47,281	47,009	51,350
GOLDMAN SACHS GROUP, 6.00%, 5/15/14	51,269	-	-
JP MORGAN CHASE & CO, 4.195%, 5/1/13	20,337	20,236	21,438
JP MORGAN CHASE & CO, 6.30%, 4/23/19	15,048	15,043	16,961
KELLOGG CO, 4.45%, 5/30/16	24,940	24,949	26,910
KINDERMORGAN, 5.95%, 2/15/18	28,353	28,555	32,904
KROGER, 7 50%, 1/15/14	50,308	48,994	51,595
MCDONALDS CORP, 5.80%, 10/15/17	48,254	47,836	51,720
METLIFE, 6.75%, 6/1/13	24,946	24,954	28,827
MICROSOFT, 4.20%, 6/1/19	49,623	49,664	52,146
ORACLE, 5 75%, 4/15/18	47,960	47,603	50,986

STATEMENT 10

THE STEELE FOUNDATION, INC. **95-3466880**

FORM 990PF-2010, PART II, LINE 10c - INVESTMENTS - CORPORATE BONDS

Description	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Market Value
PFIZER INC, 6.20%, 3/15/19	48,526	48,143	53,162
RIO TINTO FIN USA LTD, 5.875%, 7/15/13	24,393	-	-
ROGERS COMM INC, 6 80%, 8/15/18	47,054	46,816	53,518
SOUTHERN CALIF EDISON, 5.00%, 1/15/16	51,305	63,182	67,374
TIME WARNER, 6.875%, 5/1/12	52,144	51,224	53,499
US BANCORP, 4.20%, 5/15/14	50,536	50,413	52,542
VEOLIA ENVIRONMENT, 5.25%, 6/3/13	50,668	50,473	54,012
VERIZON, 6.10%, 4/15/18	51,129	50,993	56,904
VODAFONE GROUP PLC NEW, 4.15%, 6/10/14	49,924	49,934	53,645
WELLS FARGO & CO, 4.375%, 1/31/13	50,027	50,018	52,831
	1,599,817	**1,756,922**	**1,869,444**
	2,781,222	**2,486,613**	**2,654,558**

STATEMENT 11

THE STEELE FOUNDATION, INC. **95-3466880**

FORM 990PF-2010, PART II, LINE 11 - INVESTMENTS - LAND, BUILDINGS & EQUIPMENT

Description	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Market Value
LAND			
Casa Grande - Land	15,000	15,000	350,000
Willis Road - Land	109,103	109,103	592,000
Algers - Land	2,000,000	0	0
Duckett - Land	1,683,910	1,683,910	239,000
Marina Coves - Land *	745,322	0	0
Sedona Lot	500,000	0	0
Spring Creek Ranch	6,518,184	6,518,184	3,125,000
89 Creek	2,200,000	2,200,000	711,000
Cornerstone Office Condo	350,000	350,000	340,000
Green Reservoir - Land	3,072,000	3,072,000	3,072,000
	17,193,519	13,948,197	8,429,000
TOTAL	**17,193,519**	**13,948,197**	**8,429,000**

* Reclassified to Investment in LLC. See statement 12 "Investment- Other"

STATEMENT 12

THE STEELE FOUNDATION, INC. **95-3466880**

FORM 990PF-2010, PART II, LINE 13 - INVESTMENTS - OTHER

Description	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Market Value
MUTUAL FUNDS:			
Wells Fargo - Custody			
PIMCO High Income Fund	11,430	11,430	12,710
Subtotal	11,430	11,430	12,710
JSF Financial, LLC			
Osterweis Strategic Income Bond Fund	320,639	-	-
Invesco Floating Rate Class	-	100,012	100,925
Loomis Sayles Investment	1,042,647	489,471	577,502
Payden Emerging Markets Fund	251,853	422,135	449,370
Payden High Income Fund	779,780	847,090	953,737
PIMCO Commodity Real Return	214,158	336,548	413,669
PIMCO - Global Multi-Asset Fund	108,072	111,456	111,498
PIMCO - Short Term Fund- CL A	603,652	405,104	407,351
PIMCO -Total Return Class A	-	531,927	519,055
Invesco Van Kampen Harbor Class A	767,785	312,241	438,651
Virtus Multi Sector Short	251,201	572,924	594,212
Ishares Barclay Int Credit Bond Fund	-	320,447	322,903
	4,339,788	4,449,355	4,888,873
OTHER INVESTMENTS:			
Beacon Capital	1,590,000	1,848,000	750,249
TOTAL	**$5,941,218**	**$6,308,785**	**$5,651,832**

STATEMENT 13

THE STEELE FOUNDATION, INC. **95-3466880**

FORM 990PF-2010, PART II, LINE 15 - OTHER ASSETS

Description	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Market Value
INVESTMENT IN LIMITED LIABILITY COMPANIES			
ALJ Capital II, LP	$ 1,640,027	$ 1,704,846	$ 1,955,666
Blumberg Capital, LP	$ -	$ 145,974	$ 289,110
EDHI Douglas Ranch, LLC	810,042	816,120	816,120
EDHI Trillium, LLC	272,846	272,300	272,300
Marina Coves, LLC	-	759,355	227,000
ABCDW I Loan , LLC	-	875,248	218,000
VP II Loan LLC	-	1,723,627	236,000
Pacific Coach 101/202, LLC	-	978,261	1,014,000
Steel Canyon Capital, LLC	1,560,220	1,952,287	2,349,378
Summit Private Investments	-	519,481	539,399
	$ 4,283,135	$ 9,747,499	$ 7,916,973

STATEMENT 14

THE STEELE FOUNDATION, INC. **95-3466880**

FORM 990PF-2010, PART II, LINE 19 - DEFERRED REVENUE

Description	Beginning of Year Book Value	End of Year Book Value	Gain (Statement 15)
Deferred Income - Sale of Stanfield Sec. 11	1,583,606	1,583,606	-
Deferred Interest Income	97,167	55,273	-
Deferred Income - Calls Sold	19,667	35,502	-
TOTAL	**$1,700,440**	**$1,674,381**	**-**

Note:

In Dec. 2009 the Foundation sold a section of land called Stanfield Sec. 11 This sale was accounted for using the installment sales method as a mortgage were taken back on the transaction. Cash was received on the sale and a gain recognized based on the gross profit %, and the balance of the gain deferred. The gain will be recognized as the principal is paid down on the underlying mortgage.

The Foundation refinanced several loans in the mortgage portfolio and prepaid interest was withheld from the borrower, therefore this interest is deferred

The Foundation's investment advisor, JSF Financial Inc., sold some covered calls on stock held in the portfolio. The proceeds are deferred until the calls are either exercised or expire.

STATEMENT 15

THE STEELE FOUNDATION, INC. **95-3466880**

FORM 990PF-2010, PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

1(a) Description of Property sold	(b) P/D	(c) Date acq'd	(d) Date sold/expired	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost / Basis	(h) Gain or (loss)
Securities:							
Wells Fargo - Custody							
El Dupont De Nemours	P	12/15/08	10/21/10	191,165	-	166,473	24,692
Renaissance Holdings LTD	P	12/12/03	12/20/10	237,500	-	242,725	(5,225)
Class Action proceeds - Bank of America	P	01/02/09	12/16/10	5,042		0	5,042
				433,707		**409,198**	**24,509**
JSF Financial							
Expedia covered call expired	P	09/23/09	01/19/10	1,696	-	-	1,696
Johnson & Johnson covered call	P	09/22/09	01/19/10	2,446	-	-	2,446
Merck & Co	P	12/26/08	01/21/10	52,495	-	43,158	9,337
Merck & Co call exercised	P	08/24/09	01/21/10	1,721	-		1,721
Questar call expired	P	10/06/09	01/19/10	2,246	-	-	2,246
Websense call expired	P	01/16/10	01/19/10	2,696	-	-	2,696
UTS Trian Acquisition (Liquidated)	P	01/29/08	01/26/10	338,269	-	342,500	(4,231)
PIMCO Short Term Fund-Cl A	P	08/31/09	01/20/10	94,992	-	94,382	610
GNMA II #4040	P	06/18/09	01/22/10	126,027	-	124,690	1,337
Payden MBS paydowns	P	Various	Various	42,298	-	44,014	(1,715)
McGraw Hill coverd call expired	P	12/07/09	02/22/10	3,996	-	2,004	1,992
Crown Holdings	P	08/13/07	02/01/10	119,916	-	116,614	3,303
Sempra	P	04/21/08	02/11/10	48,570	-	56,693	(8,123)
Toyota	P	02/08/10	02/17/10	22,196	-	21,827	369
FNMA Pool #888129	P	06/11/09	02/12/10	69,717	-	68,193	1,525
Payden MBS paydowns	P	Various	Various	40,706	-	42,425	(1,719)
Osterweis Strategic Income Fund	P	09/23/08	03/30/10	249,990	-	230,945	19,045
Las Vegas Sands	P	02/10/10	03/24/10	58,281	-	46,048	12,233
McGraw Hill Companies	P	10/10/07	03/22/10	176,998	-	261,822	(84,824)
McGraw Hill call expired	P	02/22/10	03/22/10	5,746	-	-	5,746
McGraw Hill call bought back	P	03/22/10	03/22/10	-	-	4,254	(4,254)
Valeant	P	03/24/10	06/11/07	110,390	-	49,109	61,281
Visa Call sold and repurchased	P	03/19/10	03/19/10	4,796	-	1,099	3,697
CBS - put expired	P	10/14/09	03/20/10	-	-	5,324	(5,324)
Payden MBS paydowns	P	Various	Various	54,114	-	56,331	(2,216)
Merck	P	12/26/08	04/27/10	17,016	-	14,386	2,630
Questar - Call expired	P	01/19/10	04/17/10	4,246	-	-	4,246
Payden - FNMA paydowns	P	Various	Various	53,356	-	55,761	(2,405)
Invesco Van Kampen Harbor Class A	P	04/27/09	05/22/10	249,996	-	202,796	47,200
Charles River Laboratories	P	04/24/08	05/06/10	15,375	-	28,564	(13,189)
GAP	P	12/31/09	05/06/10	69,024	-	63,004	6,020
Ishares MCSI BRIC Index Fund	P	02/18/10	05/05/10	77,303	-	75,207	2,096
Johnson & Johnson	P	01/30/07	05/21/10	119,255	-	112,672	6,583
Loomis Sayles	P	04/27/09	05/21/10	249,996	-	213,481	36,515
Medtronic	P	02/06/08	05/21/10	39,441	-	48,782	(9,341)
McGraw Hill	P	10/10/07	05/10/10	113,772	-	209,573	(95,801)
Merck	P	12/26/08	05/06/10	16,996	-	14,386	2,610
PAYX	P	01/12/10	05/06/10	28,757	-	31,001	(2,245)
Powershares ETF Trust	P	02/02/10	05/06/10	68,674	-	75,474	(6,800)
PSHAX (PIMCO ST Class A)	P	08/31/09	05/24/10	50,000	-	49,696	304
AT&T	P	01/16/08	05/06/10	49,715	-	71,265	(21,550)
Carrols Restaurant Group	P	07/10/07	05/21/10	17,996	-	45,059	(27,064)
Proshares Ultra Short Lehman Bros ETF	P	05/11/10	05/13/10	43,795	-	40,601	3,194
Sempra Energy	P	04/21/08	05/06/10	92,194	-	113,387	(21,193)
Visa	P	03/25/08	05/06/10	78,746	-	44,000	34,746
Windstream	P	11/30/09	05/06/10	25,897	-	40,203	(14,307)
Visa call expired	P	04/26/10	05/22/10	2,006	-	-	2,006
Websense calls expired	P	04/14/10	05/22/10	3,286	-	-	3,286
Goldman Sachs Bond	P	05/26/09	05/21/10	52,758	-	51,157	1,601
GNMA Pool #701586	P	06/18/09	05/20/10	99,170	-	96,232	2,938
Payden MBS paydowns	P	Various	Various	74,452	-	78,166	(3,715)
Loomis Sayles	P	05/01/09	06/02/10	124,996	-	107,443	17,553

STATEMENT 15

THE STEELE FOUNDATION, INC. **95-3466880**

FORM 990PF-2010, PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

1(a) Description of Property sold	(b) P/D	(c) Date acq'd	(d) Date sold/expired	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost / Basis	(h) Gain or (loss)
Loomis Sayles	P	05/01/09	06/04/10	124,996	-	107,639	17,357
Invesco Van Kampen Harbor Class A	P	05/12/09	06/02/10	124,996	-	100,211	24,785
Invesco Van Kampen Harbor Class A	P	05/12/09	06/10/10	124,996	-	102,303	22,693
Paychex	P	01/12/10	06/29/10	13,251	-	15,501	(2,250)
Windstream	P	11/30/09	06/11/10	7,432	-	7,149	283
BP Cap Markets	P	05/27/09	06/04/10	26,220	-	26,341	(120)
Payden MBS paydowns	P	Various	Various	101,679		105,106	(3,426)
Agilent Technologies	P	05/20/08	07/07/10	27,997	-	32,947	(4,950)
Paychex	P	01/12/10	07/06/10	12,496	-	15,501	(3,005)
Johnson & Johnson call expired	P	04/14/10	07/19/10	2,726	-	-	2,726
Proshares TR II	P	05/21/10	07/26/10	65,995	-	75,154	(9,159)
Questar call expired	P	05/13/10	07/19/10	3,246	-	-	3,246
GNMA POOL #698011	P	06/18/09	07/21/10	97,232	-	92,217	5,015
Payden MBS paydowns	P	Various	Various	38,141	-	39,781	(1,640)
PIMCO Short Term Fund Class A	P	08/31/09	07/01/10	60,000	-	59,635	365
Las Vegas Sands	P	05/11/10	08/11/10	26,980	-	21,710	5,270
Websense	P	02/05/07	08/11/10	53,935	-	64,526	(10,591)
Rockwood call expired	P	05/13/10	08/21/10	1,491	-	-	1,491
Agilent call expired	P	05/13/10	08/21/10	1,631	-	-	1,631
Expedia	P	10/24/08	08/19/10	22,996	-	11,754	11,242
Medtronic	P	02/06/08	08/24/10	31,877	-	48,782	(16,904)
Teleflex	P	04/25/08	08/24/10	49,795	-	50,916	(1,121)
FNMA POOL# 725704	P	07/13/09	08/31/10	202,296	-	193,824	8,472
FNMA POOL# 995050	P	11/12/09	09/14/10	76,371	-	75,037	1,333
Payden MBS paydowns	P	Various	Various	34,989	-	36,454	(1,465)
Expedia Call repurch	P	08/05/10	09/15/10	1,596	-	3,384	(1,788)
Las Vegas Sands call repurch	P	07/26/10	09/15/10	2,256	-	7,564	(5,308)
CBS call expired	P	06/11/10	09/20/10	1,621	-	-	1,621
Valeant	P	06/11/07	09/17/10	108,690	-	33,334	75,356
US Treasury Note 88%	P	05/14/09	09/27/10	100,386	-	100,003	383
US Treasury Note 88%	P	05/18/09	09/27/10	75,290	-	75,007	283
Payden MBS paydowns	P	Various	Various	109,740	-	111,588	(1,849)
GE Capital Corp 5 625%	P	05/27/09	09/27/10	61,064	-	52,876	8,188
GE Capital Corp 6 000%	P	06/01/10	09/27/10	4,502	-	4,263	239
Websense	P	02/05/07	10/01/10	52,473	-	64,526	(12,053)
Barclays Bank	P	10/19/10	10/21/10	70,102	-	74,576	(4,474)
Powershares call sold and repurchased	P	10/15/10	10/15/10	3,752	-	8,684	(4,932)
FHLMC Agency Bond	P	10/02/09	10/20/10	120,899	-	116,004	4,895
Payden MBS paydowns	P	Various	Various	40,531	-	42,157	(1,626)
Websense call bought back	P	10/08/10	11/20/10	1,996	-	7,855	(5,858)
Osterweis Strategic fund	P	09/30/08	11/11/10	103,636	-	97,118	6,518
SPDR S&P 500 ETF	P	01/04/10	11/16/10	58,985	-	56,381	2,604
Las Vegas Sands	P	05/11/10	11/17/10	44,805	-	21,710	23,095
Rockwood Holdings call bought back	P	09/02/10	11/19/10	1,446	-	5,214	(3,768)
RIO Tinto Bond	P	05/22/09	11/02/10	28,299	-	24,536	3,763
Payden MBS paydowns	P	Various	Various	51,478	-	53,211	(1,733)
Invesco Van Kampen Harbor Class A	P	05/12/09	12/02/10	100,000	-	73,488	26,512
PIMCO Total Return Class A div Reinv	P	Various	12/08/10	7,709	-	-	7,709
PIMCO Global Multi-Asset Fund (Cap Gain reinv LT)	P	Various	12/08/10	556	-	-	556
PIMCO Total Return Class A (Cap Gain Reinv LT)	P	Various	12/08/10	16,861	-	-	16,861
PIMCO Global Multi-Asset Fund (Cap Gain reinv ST)	P	Various	12/08/10	1,521	-	-	1,521
Loomis Sayles Bond Fund (Cap Gain reinv ST)	P	05/01/09	11/29/10	199,996	-	165,245	34,751
PIMCO ST Class A Fund (Cap Gain Reinv LT)	P	Various	12/08/10	953	-	-	953
PIMCO ST Class A Fund (Cap Gain Reinv ST)	P	Various	12/08/10	1,218	-	-	1,218
VISA	P	03/25/08	12/16/10	70,055	-	44,000	26,055
Las Vegas Sands	P	05/28/10	12/17/10	69,551	-	41,667	27,883
Powershares QQQ	P	10/21/10	12/27/10	94,649	-	93,809	840
SPDR DJIA Etf Trust	P	01/04/10	12/02/10	54,805	-	52,736	2,069
US Treasury Note	P	08/31/09	12/10/10	238,579	-	229,223	9,356
Dr Pepper Snapple Bond	P	05/29/09	12/30/10	60,164	-	50,247	9,917
Payden MBS paydowns	P	Various	Various	55,159	-	60,528	(5,369)

STATEMENT 15

THE STEELE FOUNDATION, INC. **95-3466880**

FORM 990PF-2010, PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

1(a) Description of Property sold	(b) P/D	(c) Date acq'd	(d) Date sold/expired	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost / Basis	(h) Gain or (loss)
				6,817,604	**-**	**6,547,151**	**270,453**
Osterweis							
RAIT Class Action Settlement	P	03/01/07	10/25/10	10,691	-	-	10,691
				10,691	**-**	**-**	**10,691**
Schafer Cullen							
Frontier	P	07/02/10	07/28/10	536	-	569	(33)
Dupont	P	06/18/10	12/07/10	3,841	-	3,015	826
Genuine Parts	P	06/18/10	12/07/10	2,917	-	2,492	425
Vodafone	P	06/18/10	12/07/10	2,563	-	2,127	436
				9,857	**-**	**8,203**	**1,653**
Rice Hall							
Cirrus Logic Inc	P	06/16/10	07/16/10	3,428	-	2,659	769
Healthgrades com Inc	P	10/08/10	06/16/10	7,167	-	5,495	1,672
Stratys Inc	P	10/29/10	06/16/10	5,502	-	3,936	1,565
Cirrus Logic Inc	P	06/16/10	10/05/10	3,212	-	2,506	705
Healthgrades com	P	06/16/10	10/08/10	7,167	-	5,495	1,672
Stratasys Inc	P	06/16/10	10/29/10	5,502	-	3,936	1,565
MIPS Technology	P	06/16/10	11/03/10	5,943	-	2,224	3,719
MIPS Technology	P	06/16/10	11/08/10	3,922	-	1,397	2,525
Esterline Tech Corp	P	06/16/10	12/27/10	4,498	-	3,286	1,212
Nighthawk Radiology Hldgs	P	06/16/10	12/23/10	6,364	-	2,866	3,497
Salix Pharmaceuticals LTD	P	06/16/10	12/20/10	4,853	-	3,776	1,077
				57,556	**-**	**37,578**	**19,978**
Total Securities Gains/ (Losses)				**7,329,415**		**7,002,130**	**327,284**
Loss on Mortgage Loans							-
Cornerstone Shadow Ridge (Foreclosure recovery)		02/28/07	10/15/09	15,000		-	15,000
Maricopa/Midway		06/08/05	12/02/10	1,629,178		2,680,612	(1,051,434)
				1,644,178		**2,680,612**	**(1,036,434)**
Gain/(Loss) on Real Estate							
Land - Algers		12/01/05	04/08/10	532,535		2,000,000	(1,467,465)
				532,535		**2,000,000**	**(1,467,465)**
Total Gains/(losses) per Line 6(a), column (a)				**9,506,127**		**11,682,742**	**(2,176,615)**
Total Gains/(Losses) per Line 7, column (b)							0

STATEMENT 16

THE STEELE FOUNDATION, INC. **95-3466880**

FORM 990PF-2010, PART VIII - LIST OF OFFICERS, DIRECTORS AND TRUSTEES

Name and Address	Title, Ave. Hours per Week Devoted to Position	Compensation	Contributions to Employee Benefit Plans & Deferred Comp	Expense Account, Other Allowances
Daniel Cracchiolo PO Box 1112 Phoenix, Arizona 85001	Chairman/Director 10-20 Hours	$125,000	$0	$0
Marianne Cracchiolo Mago PO Box 1112 Phoenix, Arizona 85001	President 40 Hours	200,000	6,000	0
Gail Flinn PO Box 1112 Phoenix, Arizona 85001	Director of Finance/ Secretary 30 Hours	83,174	2,460	0
Dr. Andrea Cracchiolo, III PO Box 1112 Phoenix, Arizona 85001	Director 1-2 Hours	0	0	0
W Bryant Stooks PO Box 1112 Phoenix, Arizona 85001	Director 1-2 Hours	0	0	0
Total		$408,174	$8,460	$0

STATEMENT 17

THE STEELE FOUNDATION, INC. **95-3466880**

FORM 990PF-2010, PART XV, Line 3a - CONTRIBUTIONS PAID DURING THE YEAR 2010

Name	Relationship to Fdtn. Mgr or Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
American Cancer Society 4550 E Bell Road Suite 126, Phoenix, AZ 85032	N/A	Public	Hope Lodge	50,000
American Heart Association 2929 S 48th St, Tempe, AZ 85282	N/A	Public	Healthy Schools	10,000
Andre House PO BOX 2014, Phoenix, AZ 85001	N/A	Exempt	Operations	5,000
Ara Parseghian Med Foundation 3530 E Campo Abierto, Ste 105, Tucson, AZ 85718	N/A	Public	Medical Research	25,000
ARCS Foundation 3104 E Camelback Road Phoenix, AZ 85016	N/A	Public	Scholarships	7,000
AZ College Scholarship Foundation 1430 E Missouri Ave Phoenix, AZ 85014	N/A	Public	Scholarships	25,000
AZ Community Foundation 2201 E Camelback Road, # 202, Phoenix, AZ 85016	N/A	Public	Summer Youth Fund	25,000
AZ Science Center 600 E Washington St, Phoenix, AZ 85004	N/A	Public	All About Me Gallery	200,000
Barrow Neurological Foundation3110 N Central Ave#135, Phoenix, AZ 85012	N/A	Public	Women's Board Fundraiser	15,000
Challenger Learning Center 21170 N 83rd Ave, Peoria, AZ 85382	N/A	Public	Book Sponsorship/AZ	5,000

STATEMENT 17

THE STEELE FOUNDATION, INC. **95-3466880**

FORM 990PF-2010, PART XV, Line 3a - CONTRIBUTIONS PAID DURING THE YEAR 2010

Name	Relationship to Fdtn. Mgr or Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Chandler Christian Center 345 S California St, Chandler, AZ 85225	N/A	Public	Food Pantry Support	5,000
Children's Action Alliance 4001 N 3td St ,Suite 160, Phoenix, AZ 85012	N/A	Public	Operations	18,000
Children's Museum of Phx PO BOX 2439, Phoenix, AZ 85002-2439	N/A	Public	Annual Charity Event	1,400
Childsplay Inc PO BOX 517, Tempe, AZ 85280	N/A	Public	Story Book Preview	30,000
City of Phoenix Parks and Rec. 200 W Washington St, Phoenix, AZ 85003	N/A	Public	Pool Sponsorship	30,000
Cochise College 4190 West State Highway 80, Douglas, AZ 85607-6190	N/A	Public	Operations	25,000
Crisis Nursery 2334 E Polk St, Phoenix, AZ 85006	N/A	Public	Social Work/Family Sprt	75,000
Desert Botanical Gardens 1201 N Gavlin Parkway, Phoenix, AZ 85008	N/A	Public	Butterfly Exhibit	25,000
Desert View Learning Center 4027 E Lincoln Dr Scottsdale, AZ 85253	N/A	Public	Scholarships	10,000
Diamond Childrens 655 E River Rd Bldg 2 Tucson, AZ, 85704	N/A	Public	Capital Campaign	50,000

STATEMENT 17

THE STEELE FOUNDATION, INC. **95-3466880**

FORM 990PF-2010, PART XV, Lıne 3a - CONTRIBUTIONS PAID DURING THE YEAR 2010

Name	Relationship to Fdtn. Mgr or Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount	
Educare AZ PO BOX 97366, Phoenıx, AZ 85060-7366	N/A	Publıc	Capıtal Campaıgn	150,000	
Florence Immıg & Refugee Prȷ 300 S Maın St, PO BOX 654, Florence, AZ 85232	N/A	Publıc	Development/Consultant	25,000	
Francıscan School of Theology 1712 Euclıd Ave, Berkley, CA 94709	N/A	Exempt	Scholarshıps	5,000	
Free Arts of Arızona 103 W Hıghland Avenue, Phoenıx, AZ 85013	N/A	Publıc	Arts@Desıderata	30,000	
Gabrıel's Angels 220 South Mulberry Street, Mesa, AZ 85202	N/A	Publıc	Pet Therapy	25,000	
Gırl Scouts AZ Cactus Pıne 119 E Coronado Road, PO Box 21776, Phoenıx, AZ 85036	N/A	Public	Adult Leadershıp Program	50,000	
Great Hearts Academıes 7135 E Camelback Rd Scottsdale, AZ 85251	N/A	Publıc	Operatıons	351,513	*
Hacıenda Healthcare 1402 E South Mountain Ave., Phoenıx, AZ 85042	N/A	Publıc	Musıc Therapy	15,000	
Heard Museum 2301 N Central Ave, Phoenıx, AZ 85004	N/A	Publıc	Operatıons	25,000	
Helpıng Hands Housing Services 3837 E Wıer Ave , Suıte 4, Phoenıx, az 85040	N/A	Publıc	Summer Camp	6,500	

STATEMENT 17

THE STEELE FOUNDATION, INC. **95-3466880**

FORM 990PF-2010, PART XV, Line 3a - CONTRIBUTIONS PAID DURING THE YEAR 2010

Name	Relationship to Fdtn. Mgr or Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Homebase Youth Services 931 E Devonshire Ave, Phoenix, AZ 85014	N/A	Public	Operations	2,500
Homeward Bound 2302 W Colter St, Phoenix, AZ 85015	N/A	Public	Homeless Family Support	50,000
Human Services Campus 1125 W Jackson St., Phoenix, AZ 85007	N/A	Public	Operations	200,000
Humane Society of Arizona 1521 West Dobbins Road Phoenix, 85041	N/A	Public	Animal Sponsorship	1,000
Institute of EcoTourism 91 Portal Lane, Sedona, AZ 86336	N/A	Public	EcoTrourism/Green Init	10,000
Legacy Connection 2999 N 44th St ,# 530 Phoenix, AZ 85018	N/A	Public	Back to School Drive	20,000
Leukemia and Lymphoma Seattle 530 Dexter Ave N Seattle, WA 98109	N/A	Public	Annual Charity Event	19,000
Long Way Home PO BOX 815186 Dallas, TX 75381	N/A	Public	School Construction	1,000
Maggie's Place PO BOX 1102, Phoenix, AZ 85001	N/A	Public	Fire Renovation	5,405
New Directions Institute/ACA 4500 N 32nd St Suite 206, Phoenix, AZ 85018	N/A	Public	Annual Charity Event	1,500

STATEMENT 17

THE STEELE FOUNDATION, INC. 95-3466880

FORM 990PF-2010, PART XV, Line 3a - CONTRIBUTIONS PAID DURING THE YEAR 2010

Name	Relationship to Fdtn. Mgr or Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Partners In Health 888 Commonwealth Ave , 3rd Floor, Boston, MA 02215	N/A	Public	Haiti Earthquake	10,000
Phoenix Collegiate Academy 5610 S Central Ave, Phoenix, AZ 85040	N/A	Public	Development/Consultant	15,000
Phoenix Symphony 455 N 3rd St , Suite 390, Phoenix, AZ 85004	N/A	Public	Education/Youth	5,000
Phoenix Youth at Risk 1001 E Pierce Street, Phoenix, AZ 85006	N/A	Public	Development	57,460
Planned Parenthood Cntrl/North 5651 N 7th St, Phoenix, AZ 85014	N/A	Public	Operations	50,000
Rodel Foundation 6720 N Scottsdale Rd Suite 380, Scottsdale, AZ 85253	N/A	Public	Mac-Ro Math Program	22,000
Ryan House PO BOX 16234, Phoenix, AZ 85011-6234	N/A	Public	Capital Campaign	100,000
SAARC 4400 N 32nd St, Phoenix, AZ 85018	N/A	Public	Curriculum Creation	40,000
Sojourner Center PO BOX 20156, Phoenix, AZ 85036	N/A	Public	Operations	10,000
Southwest Human Development 2850 North 24th Street Phoenix, AZ 85008	N/A	Public	Fussy Baby Phone Bank	30,000

STATEMENT 17

THE STEELE FOUNDATION, INC. **95-3466880**

FORM 990PF-2010, PART XV, Line 3a - CONTRIBUTIONS PAID DURING THE YEAR 2010

Name	Relationship to Fdtn. Mgr or Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
St John Vianney School 539 La Pasada BLVD Goodyear, AZ 85338	N/A	Exempt	Scholarships	57,000
St Mary's Food Bank 2831 N 31st Ave, Phoenix, AZ 85009	N/A	Exempt	Kids Café	25,000
St Vincent De Paul PO BOX 13600, Phoenix, AZ 85002	N/A	Exempt	Family Dining Room	30,300
Starlight Children's Foundation One Renaissance Square, 2 North Central Ave Suite 170 Phoenix, AZ 85007	N/A	Public	Holiday Sponsored Trip	5,000
Teach for America 3030 N Central Ave, Suite 900, Phoenix, AZ 85012	N/A	Public	Teacher Sponsorship	100,000
The Solel Preschool 6805 E McDonald Drive Paradise Valley, AZ 85253	N/A	Exempt	Scholarships	10,000
The Wellness Community AZ 360 E Palm Lane, Phoenix, AZ 85004	N/A	Public	Teen Cancer Program	15,000
Tucson AZ Boys Chorus 5770 E Pima Street, Tucson, AZ 85712	N/A	Public	Operations	50,000
UofA DC Law Library 1201E Speedway, PO BOX 210176, Tucson, AZ 85721	N/A	Public	Library Capital Campaign	106,383
UofA Humanities 1111 N Cherry Ave, Po Box 210109, Tucson, AZ 85721	N/A	Public	Operations	50,000

STATEMENT 17

THE STEELE FOUNDATION, INC. **95-3466880**

FORM 990PF-2010, PART XV, Line 3a - CONTRIBUTIONS PAID DURING THE YEAR 2010

Name	Relationship to Fdtn. Mgr or Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
UofA Steele Childrens Center 1501 N Campbell, PO BOX 245073, Tucson, AZ 85724	N/A	Public	Renovation/Recruitment	375,000
Valle Del Sol 4117 N 17th St, Phoenix, AZ 85016	N/A	Public	Operations	10,000
Vally of the Sun United Way 1515 E Osborn Road, Phoenix, AZ 85014	N/A	Public	Homlessness Collaberation	50,000
Wisconsin Breast Cancer 2600 W Hunter Circle, Milwaukee, WI 53209	N/A	Public	Operations	5,000
YNPN PO BOX 34405 Phoenix, AZ 85067	N/A	Public	2011 Kickoff Seminar	5,000
Young Life's 1450 Perkinsville Road, Williams, AZ 86046	N/A	Public	Summer Camp	500
Zero toThree NTI 10811 Red Run Blvd , Suite 204 Owings Mills, MD 21117	N/A	Public	2010 Conference	10,000
TOTAL				**$ 2,873,461**

* See statement 18

THE STEELE FOUNDATION, INC. **95-3466880**

FORM 990PF-2010, PART XV, Line 3a - DISTRIBUTIONS OF PROPERTY VALUED AT FAIR MARKET VALUE

On December 9, 2010 the Foundation donated a developed residential lot of just under one acre located in Sedona, Arizona to Great Hearts Academies, a non-profit public charter school in Arizona The lot was the security for a mortgage loan that was foreclosed upon in 2008. The book value of the lot was $500,000 based on a certified independent appraiser in October of 2008.

The lot was appraised in September of 2010 at $350,000 by another certified independent appraiser prior to donation. Per Reg 53.4942(a)-2(a) all property distributions must be valued at fair market value at the date of the distribution to count towards the Foundation's required minimum distribution. However, for excise tax on net investment income, property distributions treated as qualifying distributions are not dispositions and thus do not result in the recognition of gain or loss (Reg 53.4940-1(f)(1). Therefore the difference between this property's book value of $500,000 and the fair market value at the time of donation of $350,000, or $150,000 is reported as an adjustment in Part III of the return on line 3 The donation was reported at the property value plus closing costs or $351,513 as reflected in Statement 17.

STATEMENT 19

THE STEELE FOUNDATION, INC. **95-3466880**

FORM 990PF-2010, PART XV, Line 3b - CONTRIBUTIONS APPROVED IN 2010 FOR FUTURE PAYMENT

Name and Address	Relationship to Fdtn Mgr or Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Arizona College Scholarship Foundation 4040 E Camelback Road , Suite 220 Phoenix, Arizona 85018	N/A	Public	Scholarships	25,000
Arizona State University Foundation P O Box 2260 Tempe, Arizona | 85280-2260	N/A	Public	College of Law Conference	10,000
Arizona Brain Food 2635 N Ridge Mesa, AZ 85203	N/A	Public	Food Boxes for Mesa Students	20,000
Brophy College Preparatory 4701 North Central Avenue, Phoenix, Arizona 85012	N/A	Public	The Loyola Academy	300,000
Build Initiative 89 South St , Suite 700 Boston, MA 02111	N/A	Public	Arizona Builde Initiative	40,000
Childsplay 900 S Mitchell Drive Tempe AZ 85281	N/A	Public	Story Book Preview Performances	30000
Hacienda Healthcare 1402 E South Mountain Ave Phoenix, AZ 85042	N/A	Public	Music Therapy	10,000
Educare, Arizona P O Box 97366 Phoenix, AZ 85060-7366	N/A	Public	Capital Campaign/Construction	750,000
Total				$ 1,185,000 00

Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☐
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print

File by the due date for filing your return See instructions

Name of exempt organization

Employer identification number

Number, street, and room or suite no If a P O box, see instructions

City, town or post office, state, and ZIP code For a foreign address, see instructions.

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . ☐☐

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ ____________________

Telephone No. ▶ ____________________ FAX No. ▶ ____________________

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) __________ . If this is for the whole group, check this box . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until __________ , 20 ____ , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☐ calendar year 20 ____ or

▶ ☐ tax year beginning __________ , 20 ____ , and ending __________ , 20 ____ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Paperwork Reduction Act Notice, see Instructions. Cat No 27916D

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☑

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing your return See instructions	Name of exempt organization THE STEELE FOUNDATION, INC.	**Employer identification number** 95-3466880
	Number, street, and room or suite no If a P O. box, see instructions PO BOX 1112	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. PHOENIX, AZ 85001	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	[illegible]	[illegible]
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ THE STEELE FOUNDATION, INC.

Telephone No. ▶ 602-850-9804 FAX No. ▶ 602-850-9814

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15 , 20 11 .

5 For calendar year 2010 , or other tax year beginning ________ , 20 ____ , and ending ________ , 20 ____ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension

THE REVIEW OF OUR FINANCIAL STATEMENTS HAS NOT BEEN COMPLETED BY OUR OUTSIDE ACCOUNTANTS, THUS WE DO NOT HAVE FINAL NUMBERS NEEDED TO FILE THE YEAR END TAX RETURN. THE REVIEW WILL BE COMPLETED IN TIME TO FILE THE TAX RETURN BY NOVEMBER 15, 2011.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$ 120,000
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 120,000
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ -0-

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Gail Flinn Title ▶ DIRECTOR OF FINANCE Date ▶ 08-12-11

Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☑
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print

File by the due date for filing your return See instructions

Name of exempt organization: THE STEELE FOUNDATION, INC.

Employer identification number: 95-3466880

Number, street, and room or suite no If a P.O box, see instructions: P.O Box 1112

City, town or post office, state, and ZIP code For a foreign address, see instructions.: PHOENIX, AZ 85001

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . . ☐☐

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ THE STEELE FOUNDATION

Telephone No. ▶ 602-850-9804 FAX No. ▶ 602-850-9814

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 20 11 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☑ calendar year 20 10 or

▶ ☐ tax year beginning ____________, 20 ___, and ending ____________, 20 ___.

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 120,000
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 120,000
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ -0-

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Paperwork Reduction Act Notice, see Instructions. Cat No. 27916D

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☐

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print

File by the extended due date for filing your return See instructions

Name of exempt organization

Employer identification number

Number, street, and room or suite no. If a P.O box, see instructions

City, town or post office, state, and ZIP code For a foreign address, see instructions

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . . ☐☐

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶

Telephone No. ▶ FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . ▶ ☐ . If it is for part of the group, check this box . . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until ______ , 20 ___ .

5 For calendar year ___ , or other tax year beginning ______ , 20 ___ , and ending ______ , 20 ___ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Gail Title ▶ DIRECTOR OF FINANCE Date ▶ 05/13/11