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**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.

For calendar year 2012 or tax year beginning

, and ending

Name of foundation STEPS FOUNDATION FKA THE POWERS PRIVATE FOUNDATION		A Employer identification number 20-8801554
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 270447	Room/suite	B Telephone number 303-222-3630
City or town, state, and ZIP code LOUISVILLE, CO 80027		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,304,819.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	21,437.	21,437.		STATEMENT 1
4 Dividends and interest from securities	33,333.	33,333.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<3,277.>			
b Gross sales price for all assets on line 6a	434,041.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	51,493.	54,770.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	3,555.	0.		3,055.
c Other professional fees STMT 4	20,987.	18,287.		2,700.
17 Interest				
18 Taxes STMT 5	606.	154.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications	59.	0.		59.
23 Other expenses STMT 6	394.	0.		394.
24 Total operating and administrative expenses. Add lines 13 through 23	25,601.	18,441.		6,208.
25 Contributions, gifts, grants paid	110,406.			110,406.
26 Total expenses and disbursements. Add lines 24 and 25	136,007.	18,441.		116,614.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<84,514.>			
b Net investment income (if negative, enter -0-)		36,329.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	1,423.	30,959.	30,959.
	2 Savings and temporary cash investments	56,794.	62,350.	62,350.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	1,974.	1,900.	1,900.
	10a Investments - U.S. and state government obligations STMT 7	200,829.	213,715.	222,338.
	b Investments - corporate stock STMT 8	1,089,279.	1,056,902.	1,066,477.
	c Investments - corporate bonds STMT 9	320,245.	270,442.	295,668.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	672,575.	619,047.	625,127.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	2,343,119.	2,255,315.	2,304,819.	
Liabilities	17 Accounts payable and accrued expenses	3,790.	500.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	3,790.	500.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	2,339,329.	2,254,815.		
30 Total net assets or fund balances	2,339,329.	2,254,815.		
31 Total liabilities and net assets/fund balances	2,343,119.	2,255,315.		

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	2,339,329.
2 Enter amount from Part I, line 27a	2	<84,514.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,254,815.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,254,815.

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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 PUBLICLY TRADED SECURITIES	P		
b PUBLICLY TRADED SECURITIES	P		
c SEC 1256 STRADDLES	P		
d SEC 1256 STRADDLES	P		
e CAPITAL GAIN DISTRIBUTIONS	P		

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 27,295.		27,709.	<414.>
b 394,620.		409,609.	<14,989.>
c 472.			472.
d 709.			709.
e 10,945.			10,945.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<414.>
b			<14,989.>
c			472.
d			709.
e			10,945.

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	<3,277.>
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). If (loss), enter -0- in Part I, line 8		3	N/A

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 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))
2011	127,123.	2,482,700.	.051204
2010	105,993.	2,538,544.	.041753
2009	102,869.	1,883,967.	.054602
2008	107,206.	2,324,668.	.046117
2007	18,120.	3,073,014.	.005896

2 Total of line 1, column (d)	2	.199572
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	.039914
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,281,627.
5 Multiply line 4 by line 3	5	91,069.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	363.
7 Add lines 5 and 6	7	91,432.
8 Enter qualifying distributions from Part XII, line 4	8	116,614.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		}	1	363.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			3	363.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
3 Add lines 1 and 2			5	363.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			6a	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			6b	
6 Credits/Payments:			6c	
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6d			
b Exempt foreign organizations - tax withheld at source	7		0.	
c Tax paid with application for extension of time to file (Form 8868)	8			
d Backup withholding erroneously withheld	9	363.		
7 Total credits and payments. Add lines 6a through 6d	10			
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	11			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 11				
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid				
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax Refunded				

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) CO		
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	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► STEPS-FOUNDATION.ORG	X		
14	The books are in care of ► CHELLI LALIK Telephone no. ► 303-222-8818 Located at ► P.O. BOX 270447, LOUISVILLE, CO ZIP+4 ► 80027			
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 N/A			
16	At any time during calendar year 2012, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		Yes	No X

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	1b	
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► _____, _____, _____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	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. ► _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012.) N/A	3b	
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 2012?	4b	X

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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)? Yes No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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). N/A

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? Yes No
 If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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.

(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
LYNN POWERS 9709 OXFORD RD LONGMONT, CO 80504	DIRECTOR, PRESIDENT 2.00	0.	0.	0.
LINDA WEST 2267 GOLDEN EAGLE WAY LOUISVILLE, CO 80027	DIRECTOR, VICE PRESIDENT 2.00	0.	0.	0.
JACKI ABRAHAM 12737 STRAWBERRY CIRCLE LONGMONT, CO 80503	DIRECTOR, SECRETARY 2.00	0.	0.	0.
CYD CROUSE 112 N CHERRY ST. VALENTINE, NE 69201	DIRECTOR, TREASURER 2.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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Part VIII

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

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

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

Total number of others receiving over \$50,000 for professional services 0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	2,243,664.
b	Average of monthly cash balances	1b	72,709.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,316,373.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,316,373.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	34,746.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,281,627.
6	Minimum investment return. Enter 5% of line 5	6	114,081.

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

1	Minimum investment return from Part X, line 6	1	114,081.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	363.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	363.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	113,718.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	113,718.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	113,718.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	116,614.
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	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	116,614.
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	5	363.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	116,251.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				113,718.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			106,076.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 116,614.				
a Applied to 2011, but not more than line 2a			106,076.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				10,538.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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	0.			
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				103,180.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

STEPS FOUNDATION

Part XIV Private Operating Foundations (see 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 2012, 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				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

LYNN POWERS

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

NONE

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

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

- a** The name, address, and telephone number or e-mail 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:

STEPS FOUNDATION

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FKA THE POWERS PRIVATE FOUNDATION

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Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
CREATIVE VISIONS FOUNDATION 561 PASEO MIRAMAR PACIFIC PALISADES, CA 90272	NONE	PUBLIC CHARITY	CONTRIBUTION TO AID THE EXTRAORDINARY MOMS CAMPAIGN SOCIAL REHABILITATION	4,000.
HAGAR USA PO BOX 180620 DELAFIELD, WI 53018	NONE	PUBLIC CHARITY	CONTRIBUTION TO AID THE CAREER PATHWAYS PROGRAMS OF HAGAR CAMBODIA	30,000.
PARTNERS RELIEF & DEVELOPMENT USA PO BOX 2066 REDLANDS, CA 92373	NONE	PUBLIC CHARITY	TO PROVIDE AID AND HOPE TO THOSE SUFFERING AND DISPLACED BY ONE OF THE PLANETS MOST	2,011.
WOMEN'S BEAN PROJECT 3201 CURTIS STREET DENVER, CO 80205	NONE	PUBLIC CHARITY	CONTRIBUTION WAS USED FOR THE TRANSITIONAL EMPLOYMENT PROGRAM	5,000.
HAPPY HEARTS FUND PO BOX 725 NEW YORK, NY 10014	NONE	PUBLIC CHARITY	CONTRIBUTION USED FOR REBUILDING SCHOOLS IN INDONESIA AFTER NATURAL DISASTERS	40,000.
Total	SEE CONTINUATION SHEET(S)			110,406.
b Approved for future payment				
NONE				
Total				0.

Part XV | **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - PARTNERS RELIEF & DEVELOPMENT USA

TO PROVIDE AID AND HOPE TO THOSE SUFFERING AND DISPLACED BY ONE OF THE
PLANETS MOST BRUTAL MILITARY REGIMES IN BURMA.

The STEPS Foundation

Summary of Corporate stock held as of 12/31/2012

Fixed Income

Asset Description	Date Purchased	Par Value	Price	Market Value	Cost Basis	Trans Price	Comm	Trade Date	Settle Date	Sector	CUSIP
Fed Farm Credit Bk 3/4/09 4 125% 3/4	9/17/2012	40,000	116.876	46,750.40	46,745.72	116.8643% of PV		9/14/12	9/17/12	Government Obligations	31331GNX3
Fed Home Ln Bk DTD 7/29/11 3 500	11/4/2011	50,000	113.590	56,795.00	53,765.50	107.5310% of PV		11/3/11	11/4/11	Government Obligations	3133752P1
Fed Home Ln Mtg Corp 1/13/12 2 375	8/16/2012	40,000	104.467	41,786.80	41,084.72	102.7118% of PV		8/15/12	8/16/12	Government Obligations	3137EADB2
Fed Home Ln Mtg Corp 3/27/09 3 759	6/8/2010	40,000	115.592	46,236.80	41,063.40			6/7/10	6/8/10	Government Obligations	3137EACA5
Fed Natl Mtg Assn 12/1/08 2 875 12/	11/25/2009	30,000	102.563	30,768.90	31,055.55			11/24/09	11/25/09	Government Obligations	31398AUJ9
Government Obligations				222,337.90	213,714.89						
Allstate LF GLB FN TRST	4/30/2008	25,000	101.656	25,414.00	24,975.00			4/24/08	4/30/08	Corporate Obligations	
American Express 3/19/08	3/19/2008	25,000	126.343	31,585.75	25,151.50			3/13/08	3/19/08	Corporate Obligations	
Bear Stearns Co Inc	8/28/2009	25,000	110.819	27,704.75	25,905.50			8/20/09	8/25/09	Corporate Obligations	
BellSouth Corp	3/14/2008	25,000	107.412	26,853.00	25,124.50			3/11/08	3/14/08	Corporate Obligations	
Dell Inc	3/5/2010	40,000	115.947	46,378.80	42,926.40	107.316% of PV		3/2/10	3/5/10	Corporate Obligations	24702RAE1
Glaxosmithkline Capital	6/10/2008	25,000	101.678	25,419.50	25,154.00			6/10/08	6/5/08	Corporate Obligations	377372AC1
Oracle Corp	5/28/2008	50,000	121.701	60,850.50	50,521.00			5/22/08	5/28/08	Corporate Obligations	
Pliney Bowes Inc Global Med Term	7/20/2009	50,000	102.924	51,462.00	50,684.00			7/20/09	7/23/09	Corporate Obligations	
Corporate Obligations				295,668.30	270,441.90						
Ridgeworth Seix High Yield Bond Fun-	9/13/2010	4,397.9060	10.160	44,682.72	42,000.00	9.5500		9/10/10	9/13/10	Domestic Mutual Funds	76628T645
Ridgeworth Seix High Yield Bond Fun-	2/23/2011	1,783.9440	10.160	18,124.87	18,000.00	10.0900		2/22/11	2/23/11	Domestic Mutual Funds	76628T645
Ridgeworth Seix High Yield Bond Fun-	7/14/2011	3,696.3040	10.160	37,554.45	37,000.00	10.0100		7/13/11	7/14/11	Domestic Mutual Funds	76628T645
Domestic Mutual Funds				100,362.04	97,000.00						
Fidelity Advisors Emerging Markets	2/23/2011	1,116.0710	15.030	16,774.55	15,000.00	13.4400		9/24/10	9/27/10	International Mutual Fun	315920702
Fidelity Advisors Emerging Markets	9/32.4010	932.4010	15.030	14,013.99	12,000.00	12.8700		2/22/11	2/23/11	International Mutual Fun	315920702
Pimco Foreign Bond Fund	2,299.9080	2,299.9080	10.790	24,816.01	25,000.00	10.8700		9/23/10	9/24/10	International Mutual Fun	693390882
Pimco Foreign Bond Fund	1,921.2300	1,921.2300	10.790	20,730.07	20,000.00	10.4100		2/22/11	2/23/11	International Mutual Fun	693390882
Temperton Global Bond Fund - Advisor	3,118.0400	3,118.0400	13.340	41,594.65	42,000.00	13.4700		9/10/10	9/13/10	International Mutual Fun	680208400
Temperton Global Bond Fund - Adviso	2,246.3770	2,246.3770	13.340	29,966.67	31,000.00	13.8000		5/5/2011	5/6/2011	International Mutual Fun	680208400
International Mutual Funds				147,895.94	145,000.00						
Fixed Income - Sub Total				766,264.18	726,156.79						

Equities

Asset Description	Date Purchased	# Shares	Price	Market Value	Cost Basis	Trans Price	ommissic	Trade Date	Settle Date	Sector	CUSIP
Home Depot Inc	11/16/2010	280	61.850	17,318.00	8,889.09	31.7168	11.40	11/11/10	11/16/10	Consumer Discretionary	437076102
Nordstrom Inc	4/21/2011	105	53.500	5,617.50	4,746.01	45.4071	1.35	4/11/11	4/6/11	Consumer Discretionary	655664100
Nordstrom Inc 12/18/2012	12/21/2012	40	53.500	2,140.00	2,090.40	52.2400	0.80	12/18/12	12/21/12	Consumer Discretionary	655664100
TJX Cos Inc New (2 for 1 split)	2/3/2012	180	42.450	7,641.00	2,602.51	0.0000	0.00	2/3/12	2/3/12	Consumer Discretionary	872540109
VF Corp	10/17/2012	50	150.970	7,548.50	8,087.69	161.7338	1.00	10/12/12	10/17/12	Consumer Discretionary	918204108
Walt Disney Co	8/5/2009	190	49.790	9,460.10	4,814.24	25.2981	13.20	7/31/09	8/5/09	Consumer Discretionary	254687106
Comsumer Discretionary				49,725.10	31,229.94						
Colgate Palmolive Co	2/22/2012	90	104.540	9,408.60	8,364.67	92.9108	2.70	2/16/12	2/22/12	Consumer Staples	194162103
Costco Wholesale Corp	1/24/2008	110	98.730	10,860.30	7,189.14	65.3158	6.00	1/18/08	1/24/08	Consumer Staples	
Costco Wholesale Corp 12/21/12	12/21/2012	20	98.730	1,974.60	1,994.80	99.7200	0.40	12/18/12	12/21/12	Consumer Staples	22160K105
General Mills Inc	1/27/2010	130	40.420	5,254.60	4,642.44	71.3922	6.30	1/22/10	1/27/10	Consumer Staples	370334104
General Mills Inc (2 for 1 split)	6/9/2010	130	40.420	5,254.60	4,642.44			6/9/10	6/9/10	Consumer Staples	370334104

Asset Description	Date Purchased	# Shares	Price	Market Value	Cost Basis	Trans Price	ommissic	Trade Date	Settle Date	Sector	CUSIP
General Mills Inc	12/21/2012	50	40.420	2,021.00	2,084.50	41.6700	1.00	12/18/12	12/21/12	Consumer Staples	370334104
Kimberly Clark Corp Com	8/22/2012	110	84.430	9,287.30	9,235.52	83.9293	3.30	8/17/12	8/22/12	Consumer Staples	494368103
Procter & Gamble Co a	5/12/2008	162	67.890	10,998.18	10,717.92	66.1100	8.75	5/7/08	5/12/08	Consumer Staples	
Consumer Staples				55,059.18	48,871.43						
Apache Corp.	1/16/2008	90	78.500	7,065.00	9,480.76	105.2919	8.00	1/11/08	1/16/08	Energy	
Noble Energy Inc	1/29/2009	90	101.740	9,156.60	4,659.40	51.7312	8.40	1/26/09	1/29/09	Energy	655044105
Noble Energy Inc	12/21/2012	20	101.740	2,034.80	2,058.20	102.8900	0.40	12/18/12	12/21/12	Energy	655044105
Spectra Energy Corp	6/6/2011	360	27.380	9,856.80	9,867.33	27.3793	12.90	6/1/2011	6/6/2011	Energy	847560109
Energy				28,113.20	26,065.69						
B B & T Corp Com	4/13/2012	320	29.110	9,315.20	9,752.00	30.4450	9.60	4/10/12	4/13/12	Financials	054937107
Capital One Financial Corp	5/18/2010	190	57.930	11,006.70	8,732.39	45.9299	5.70	5/13/10	5/18/10	Financials	14040H105
Capital One Financial Corp	2/26/2011	115	57.930	6,661.95	6,020.13	52.3190	3.45	2/11/11	2/16/11	Financials	14040H105
Franklin Resources Inc	8/5/2009	50	125.700	6,285.00	4,413.59	88.2318	4.40	7/31/09	8/5/09	Financials	354613101
JP Morgan chase & Co	2/12/2008	220	43.969	9,673.18	9,914.89	45.0277	8.80	2/7/08	2/12/08	Financials	
JP Morgan chase & Co	12/21/2012	120	43.969	5,276.28	5,236.80	43.6200	2.40	12/18/12	12/21/12	Financials	370334104
Mellife Inc	6/10/2011	250	32.940	8,235.00	10,429.40	41.6876	7.50	6/7/11	6/10/11	Financials	59156R108
PNC Financial Services Group	3/30/2009	205	58.310	11,953.55	8,029.15	39.1366	6.30	6/25/09	6/30/09	Financials	
Prudential Finl Inc	9/3/2009	51	53.330	2,719.83	2,577.40	50.5174	3.02	8/31/09	9/3/09	Financials	744320102
Prudential Finl Inc	3/18/2010	90	53.330	4,799.70	5,004.86	55.5796	2.70	3/15/10	3/18/10	Financials	744320102
Financials				75,926.39	70,110.61						
Baxter Intl Inc	12/9/2011	180	66.660	11,998.80	9,317.16	51.7420	3.60	12/6/11	12/9/11	Health Care	071813109
Express Scripts Holding Co	12/6/2012	180	54.000	9,720.00	9,631.94	53.4908	3.60	12/3/12	12/6/12	Health Care	30219G108
Johnson & Johnson	12/21/2007	200	70.100	14,020.00	13,512.92	67.5127	4.40	11/2/12	11/7/12	Health Care	585055106
Medtronic Inc.	1/17/2012	220	41.020	9,024.40	9,323.47	42.3594	4.40	1/2/12	1/17/12	Health Care	717081103
Pfizer Inc	4/1/2010	400	25.079	10,031.60	6,929.52	17.2938	15.60	3/29/10	4/1/10	Health Care	863667101
Stryker Corp	2/5/2008	25	54.820	1,370.50	1,671.25	66.8000	9.75	1/31/08	2/5/08	Health Care	
Stryker Corp	5/12/2008	110	54.820	6,030.20	6,902.39	62.6990	5.50	5/7/08	5/12/08	Health Care	
Health Care				62,195.50	57,288.65						
Cummings Inc	6/4/2012	90	108.350	9,751.50	8,960.08	99.5264	2.70	6/4/12	5/30/12	Industrials	231021106
Danaher Corp	5/12/2008	125	55.900	6,987.50	9,603.58	76.7786	7.25	5/7/08	5/12/08	Industrials	
Danaher Corp (2 for 1 split)	6/14/2010	125	55.900	6,987.50	0.00	0.0000	0.00	6/14/10	6/14/10	Industrials	235851102
Emerson Electric Co	2/5/2008	210	52.960	11,121.60	10,655.94	50.6925	19.50	1/31/08	2/5/08	Industrials	
United Parcel Service-CL B	8/18/2010	90	73.730	6,635.70	5,815.10	64.5823	4.50	8/13/10	8/18/10	Industrials	911312106
Industrials				41,483.80	35,034.70						
Apple Inc	10/18/2011	25	532.173	13,304.33	10,140.11	405.5846	0.70	10/13/11	10/18/11	Information technology	037833100
Apple Inc	12/21/2012	10	532.173	5,321.73	5,312.23	531.2030	0.20	12/18/12	12/21/12	Information technology	037833100
E M C Corp Mass	6/15/2010	210	25.300	5,313.00	3,852.64	18.3159	12.60	6/10/10	6/15/10	Information technology	268648102
E M C Corp Mass 8/12/10	8/17/2010	220	25.300	5,566.00	4,098.32	18.5987	6.60	8/12/10	8/17/10	Information technology	268648102
Google Inc	11/20/2008	16	707.380	11,318.08	4,806.12	300.3428	1.44	11/17/08	11/20/08	Information technology	38259P508
Google Inc 9/26/12	9/26/2012	10	707.380	7,073.80	7,328.70	732.8400	0.30	9/21/12	9/26/12	Information technology	38259P508
Intel Corp	6/11/2012	350	20.620	7,217.00	9,130.38	26.0568	10.50	6/6/12	6/11/12	Information technology	458140100
Intl Business Machs Corp	8/24/2011	40	191.550	7,662.00	6,458.93	161.4433	1.20	8/19/11	8/24/11	Information technology	459200101
Microsoft Corp	12/21/2007	163	26.710	4,353.73	5,641.43					Information technology	
Microsoft Corp 08/05/09	8/5/2009	270	26.710	7,211.70	6,439.50	23.8100	10.80	7/31/09	8/5/09	Information technology	594918104
Qualcomm Inc	9/2/2009	166	61.860	10,268.76	7,840.14	47.2098	3.32	8/28/09	9/2/09	Information technology	747525103
Qualcomm Inc	1/27/2010	40	61.860	2,474.40	1,914.86	47.8415	3.30	1/22/10	1/27/10	Information technology	747525103
Information technology				87,084.53	72,963.36						
Accenture Ltd	12/4/2007	226	66.500	15,029.00	7,844.28					International Equities	

Asset Description	Date Purchased	# Shares	Price	Market Value	Cost Basis	Trans Price	ommissic	Trade Date	Settle Date	Sector	CUSIP
Noble Corp	2/10/2010	200	34.820	6,964.00	7,799.28	38.9664	6.00	2/5/10	2/10/10	International Equities	H5833N103
Noble Corp	4/6/2011	45	34.820	1,566.90	2,044.67	45.4071	1.35	4/1/11	4/6/11	International Equities	H5833N103
Novartis	5/12/2008	87	63.300	5,507.10	4,415.25	50.7000	10.00	5/7/08	5/12/08	International Equities	73755L107
Polash Corp SASK	3/17/2009	38	40.690	1,546.22	2,857.12	75.1574	2.04	3/12/09	3/17/09	International Equities	73755L107
Polash Corp SASK (3 for 1 split)	2/25/2011	76	40.690	3,092.44	3 for 1 split			2/25/11	2/25/11	International Equities	73755L107
Polash Corp SASK	8/30/2011	70	40.690	2,848.30	3,850.62	54.9789	2.10	8/25/11	8/30/11	International Equities	73755L107
Statoil ASA	4/14/2011	395	25.040	9,890.80	11,450.74	28.9592	15.15	4/11/11	4/14/11	International Equities	85771P102
Vodafone Group PLC New	5/12/2008	215	25.190	5,415.85	6,847.75	31.8000	19.25	5/7/08	5/12/08	International Equities	
International Equities				51,860.61	47,109.71						
Anel Fund #2220	6/9/2011	532	194.0	27,253.65	26,439.41	49.6800		6/9/11	6/10/11	Domestic Mutual Funds	040337107
Calvert Captl Accumulation-I #764	9/21/2011	768	743.0	25,522.27	23,354.40	30.3800		9/20/11	9/21/11	Domestic Mutual Funds	131649709
Domini Intl Social Equity-Irv	5/24/2011	4,076	87.0	28,002.72	30,000.00	7.3600		5/23/11	5/24/11	Domestic Mutual Funds	257132704
Domini Intl Social Equity-Irv	1/1/3012	1,976	936.0	13,581.55	12,000.00	6.0700		1/27/12	1/30/12	Domestic Mutual Funds	257132704
Domini Intl Social Equity-Irv	9/24/2012	5,116	279.0	35,148.84	33,000.00	6.4500		9/21/12	9/24/12	Domestic Mutual Funds	257132704
Ishares Tr S&P Midcap 400 ID FD	11/14/2008	130	000.0	13,221.00	6,890.65	52.9550	10.00	11/10/08	11/14/08	Domestic Mutual Funds	464287507
Ishares Tr S&P Midcap 400 ID FD	9/23/2011	140	000.0	14,238.00	12,084.77	86.2898	4.20	9/20/11	9/23/11	Domestic Mutual Funds	464287507
Pamassus Small Cap Fund	10/26/2010	1,430	724.0	34,008.31	31,232.70	21.8300		10/25/10	10/26/10	Domestic Mutual Funds	701765877
Pamassus Small Cap Fund	9/2/2011	390	625.0	9,285.16	8,000.00	20.4800		9/1/11	9/2/11	Domestic Mutual Funds	701765877
Portfolio 21 #1203	2/23/2011	728	155.0	24,436.88	24,000.00	32.9600		2/23/11	2/22/11	Domestic Mutual Funds	742935588
Domestic Mutual Funds				224,698.38	207,001.93						
Ishares Tr MSCI Emerging Markets	9/15/2010	595	000.0	26,388.25	25,132.74	42.1999	28.80	9/10/10	9/15/10	International Mutual Funds	
Ishares Tr MSCI Emerging Markets	2/1/2012	120	000.0	5,322.00	5,092.79	42.4099	3.60	1/27/12	2/1/12	International Mutual Funds	
Matthews Pacific Tiger Fund	2/1/2008	838	658.0	20,480.03	21,000.00	25.0400		1/31/08	2/1/08	International Mutual Funds	
Matthews Pacific Tiger Fund	2/1/2008	456	204.0	11,140.50	10,000.00	25.0400		1/31/08	2/1/08	International Mutual Funds	
International Mutual Funds				63,330.78	61,225.53						
Galiam			4.00	327,000.00	400,000.00						
Equities - Sub Total				1,066,477.47	1,056,901.55						
Complementary Strategies											
Diamond Hill Long-Short Fund	4/29/2008	1418	580.0	26,030.94	27,222.55	19.1900		4/28/08	4/29/08	Other	
Diamond Hill Long-Short Fund	5/9/2008	1557	632.0	28,582.55	30,000.00	19.2600		5/8/08	5/9/08	Other	
Diamond Hill Long-Short Fund	12/18/2008	18	246.0	334.81	261.47	14.3300		12/17/08	12/18/08	Other	
Gateway fund - Y#1986	11/13/2012	2495	365.0	67,649.35	67,300.00	26.9700		11/9/12	11/13/12	Other	25264S833
Merger FD SH BEN INT	8/9/2010	951	777.0	15,066.63	15,000.00	15.7600		8/6/10	8/9/10	Other	367829884
Merger FD SH BEN INT	9/13/2010	2205	419.0	34,911.78	35,000.00	15.8700		9/10/10	9/13/10	Other	589509108
Other Investments - Sub Total				172,576.06	174,784.02						
Real Estate & Specialty Assets											
Chambers Street Properties	5/29/2008	5434	783.0	54,347.83	47,839.27	9.2000		5/28/08	5/29/08	Real Asset Funds	
Cohen & Steers Instl Rity Shrs #1263	9/13/2010	1889	986.0	79,530.61	67,000.00	35.4500		9/10/10	9/13/10	Real Asset Funds	
Credit Suisse Commodity Return	8/9/2010	4790	419.0	38,467.06	40,000.00	8.3500		8/6/10	8/9/10	Real Asset Funds	22544R305
PowerShares DB Commodity Index	4/29/2008	300	000.0	8,334.00	11,635.04	38.0668	15.00	4/24/08	4/29/08	Real Asset Funds	
PowerShares DB Commodity Index	5/13/2008	300	000.0	8,334.00	11,879.04	39.5468	15.00	5/8/08	5/13/08	Real Asset Funds	
PowerShares DB Commodity Index	6/27/2008	550	000.0	15,279.00	23,910.15	44.1340	27.50	6/24/08	6/27/08	Real Asset Funds	
Real Estate & Specialty Assets - Sub Total				204,292.50	202,263.50						

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	21,437.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	21,437.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	33,333.	0.	33,333.
TOTAL TO FM 990-PF, PART I, LN 4	33,333.	0.	33,333.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,555.	0.		3,055.
TO FORM 990-PF, PG 1, LN 16B	3,555.	0.		3,055.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	18,287.	18,287.		0.
CONTRACT SERVICES	2,700.	0.		2,700.
TO FORM 990-PF, PG 1, LN 16C	20,987.	18,287.		2,700.

FORM 990-PF **TAXES** **STATEMENT** **5**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	154.	154.		0.
FEDERAL EXCISE TAX	452.	0.		0.
TO FORM 990-PF, PG 1, LN 18	606.	154.		0.

FORM 990-PF **OTHER EXPENSES** **STATEMENT** **6**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES, FEES, LICENSES	87.	0.		87.
OTHER EXPENSES	307.	0.		307.
TO FORM 990-PF, PG 1, LN 23	394.	0.		394.

FORM 990-PF **U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS** **STATEMENT** **7**

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT OBLIGATIONS - SEE ATTACHED STATEMENT	X		213,715.	222,338.
TOTAL U.S. GOVERNMENT OBLIGATIONS			213,715.	222,338.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			213,715.	222,338.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES - SEE ATTACHED STATEMENT	1,056,902.	1,066,477.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,056,902.	1,066,477.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHED STATEMENT	270,442.	295,668.
TOTAL TO FORM 990-PF, PART II, LINE 10C	270,442.	295,668.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS - SEE ATTACHED STATEMENT	COST	174,784.	172,576.
REAL ESTATE & SPECIALTY ASSETS - SEE ATTACHED STATEMENT	COST	202,263.	204,293.
MUTUAL FUNDS - SEE ATTACHED STATEMENT	COST	242,000.	248,258.
TOTAL TO FORM 990-PF, PART II, LINE 13		619,047.	625,127.

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 **X**
- 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	Name of exempt organization or other filer, see instructions. STEPS FOUNDATION FKA THE POWERS PRIVATE FOUNDATION	Employer identification number (EIN) or 20-8801554
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 270447	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOUISVILLE, CO 80027	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	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

CHELLI LALIK

• The books are in the care of ▶ **P.O. BOX 270447 - LOUISVILLE, CO 80027**
 Telephone No. ▶ **303-222-8818** 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 **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year **2012** or
 ▶ tax year beginning _____, and ending _____

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	\$	0.
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	\$	0.
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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)

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

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 due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions STEPS FOUNDATION FKA THE POWERS PRIVATE FOUNDATION	Employer identification number (EIN) or 20-8801554
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 270447	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOUISVILLE, CO 80027	

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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	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.

CHELLI LALIK

• The books are in the care of **P.O. BOX 270447 - LOUISVILLE, CO 80027**

Telephone No. **303-222-8818**

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 **NOVEMBER 15, 2013.**

5 For calendar year **2012**, or other tax year beginning _____, and ending _____.

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 _____

ADDITIONAL TIME IS REQUIRED TO PRODUCE A COMPLETE AND ACCURATE RETURN

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	\$	0.
8b 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	\$	0.
8c 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 must be completed for Part II only.

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 Title **CPA**

Date **8/15/13**