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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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

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 instructions) (602) 850-9804
City or town, state, and ZIP code Phoenix, AZ 85001		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 72,806,421	J Accounting method: ☐ Cash ☐ Accrual ☒ Other (specify) Modified cash	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(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	3,705	3,705		
4 Dividends and interest from securities	1,085,196	1,085,196		
5 a Gross rents	2,500	2,500		
b Net rental income or (loss)	2,500			
6 a Net gain or (loss) from sale of assets not on line 10	-749,192			
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	1,914,006	1,914,006		
12 Total. Add lines 1 through 11	2,256,215	3,005,407	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	391,450			391,450
14 Other employee salaries and wages	41,708			41,708
15 Pension plans, employee benefits	19,187			19,187
16 a Legal fees (attach schedule)	41,846	41,846		
b Accounting fees (attach schedule)	175	175		
c Other professional fees (attach schedule)	154,642	154,142		500
17 Interest				
18 Taxes (attach schedule) (see instructions)	80,587	49,826		
19 Depreciation (attach schedule) and depletion	14,520	14,520		
20 Occupancy	64,805			64,805
21 Travel, conferences, and meetings	8,987			8,987
22 Printing and publications	3,668			3,668
23 Other expenses (attach schedule)	151,461	111,006		40,455
24 Total operating and administrative expenses. Add lines 13 through 23	973,036	371,515	0	570,760
25 Contributions, gifts, grants paid	3,100,502			3,100,502
26 Total expenses and disbursements. Add lines 24 and 25	4,073,538	371,515	0	3,671,262
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-1,817,323			
b Net investment income (if negative, enter -0-)		2,633,892		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see Instructions.

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Form 990-PF (2012)

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing	161	261	261
	2 Savings and temporary cash investments	2,530,131	3,258,300	3,258,300
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule) Statement 8	3,343,179	3,034,103	3,085,476
	b Investments—corporate stock (attach schedule) Statement 9	13,354,388	13,664,047	18,531,406
	c Investments—corporate bonds (attach schedule) Statement 10	2,131,160	1,814,441	2,019,919
Liabilities	11 Investments—land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule) Statement 11	10,526,197	13,950,197	8,441,000
	12 Investments—mortgage loans	35,445,688	23,995,694	16,356,754
	13 Investments—other (attach schedule) Statement 12	6,050,520	10,687,655	9,905,534
	14 Land, buildings, and equipment, basis Statement 6			
	Less: accumulated depreciation (attach schedule)	61,950	48,014	48,014
	15 Other assets (describe Statement 13)	10,604,723	11,792,635	11,159,757
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	84,048,097	82,245,347	72,806,421
	17 Accounts payable and accrued expenses	11,109	30,161	
	18 Grants payable			
	19 Deferred revenue Statement 14	1,699,188	1,694,709	
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	1,710,297	1,724,870	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	82,337,800	80,520,477	
	30 Total net assets or fund balances (see instructions)	82,337,800	80,520,477	
	31 Total liabilities and net assets/fund balances (see instructions)	84,048,097	82,245,347	

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	82,337,800
2	Enter amount from Part I, line 27a	2	-1,817,323
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	80,520,477
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	80,520,477

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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-749,192
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	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 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	3,301,997	70,138,877	0.047078
2010	3,377,034	68,541,950	0.049270
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

2 Total of line 1, column (d)	2	0.243412
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	0.048682
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	71,288,181
5 Multiply line 4 by line 3	5	3,470,451
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	26,339
7 Add lines 5 and 6	7	3,496,790
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	3,671,262

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see 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	26,339
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	26,339
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	26,339
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	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		
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		
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	93,661	
11 Enter the amount of line 10 to be credited to 2013 estimated tax. Refunded	11	93,661	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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
c Did the foundation file Form 1120-POL for this year?		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.		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		
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
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	
8 a Enter the states to which the foundation reports or with which it is registered (see 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	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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>EMAIL: grants@steeleaz.org</u>	13	X	
14	The books are in care of ► <u>The Steele Foundation, Inc.</u> Telephone no. ► <u>(602) 850-9804</u> Located at ► <u>PO Box 1112, Phoenix, AZ</u> ZIP+4 ► <u>85001</u>			
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		☐
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 ► <u>Canada</u>	16	X	Yes No

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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
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? ☒ Yes ☐ No If "Yes," list the years ► <u>2011</u> , <u>20</u> , <u>20</u> , <u>20</u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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 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.)	3b	N/A
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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**5b** 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)

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

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No**7b****7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Statement 16				

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

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

Total number of other employees paid over \$50,000 ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
JSF Financial, LLC 6400 Wilshire Blvd., Suite 700, Los Angeles, CA 90048	Investment Advisory Services	77,312

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 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 instructions	
3	
Total. Add lines 1 through 3 ▶	0

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	33,598,791
b	Average of monthly cash balances	1b	178
c	Fair market value of all other assets (see instructions)	1c	38,774,819
d	Total (add lines 1a, b, and c)	1d	72,373,788
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	72,373,788
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,085,607
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	71,288,181
6	Minimum investment return. Enter 5% of line 5	6	3,564,409

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	3,564,409
2a	Tax on investment income for 2012 from Part VI, line 5	2a	26,339
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	26,339
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,538,070
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,538,070
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,538,070

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	3,671,262
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,671,262
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	26,339
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,644,923

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				3,538,070
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only			41,278	
b Total for prior years: 20____, 20____, 20____				
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. $\blacktriangleright$ \$ 3,671,262				
a Applied to 2011, but not more than line 2a			41,278	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				3,538,070
e Remaining amount distributed out of corpus	91,914			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	91,914			
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 instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	91,914			
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	91,914			

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)

- 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.

[illegible]

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))

None

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

None

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

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

- a The name, address, and telephone number or e-mail 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		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 Statement 17				3,100,502
Total					3,100,502
b	Approved for future payment Statement 18				1,346,802
Total					1,346,802

STATEMENT 1

THE STEELE FOUNDATION, INC.

95-3466880

FORM 990PF-2012, PART I, LINE 11 - OTHER INCOME

Description	Revenue and Expenses per books	Net Investment Income	Adjusted Net Income
Mortgage Interest	\$1,407,753	\$1,407,753	\$0
Equity in the income of LLC	506,253	506,253	-
	<u>\$1,914,006</u>	<u>\$1,914,006</u>	<u>\$0</u>

Form **8868**

(Rev. January 2013)

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 or other filer, see instructions.		Enter filer's identifying number, see instructions.	
	THE STEELE FOUNDATION, INC.		Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P O box, see instructions.		95-3466880	
	PO BOX 1112		Social security number (SSN)	
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 ☐ 1 ☐ 2 ☐ 3 ☐ 4

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

- 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.

- 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 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 20 12 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	\$	120000
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	\$	120000
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 Privacy Act and Paperwork Reduction Act Notice, see instructions.

Cat No. 27916D

Form **8868** (Rev. 1-2013)
 RECEIVED
AUG 30 2013
OGDEN, UT
IRS-OES

STATEMENT 2**THE STEELE FOUNDATION, INC.****95-3466880**

FORM 990PF-2012, PART I, LINE 16a - LEGAL FEES

Description	Revenue and Expenses per books	Net Investment Income	Disbursements for charitable purposes
Burch & Cracchiolo, P.A	\$40,206	\$40,206	\$0
Maguire & Pearce	1,640	\$1,640	
	<u>\$41,846</u>	<u>\$41,846</u>	<u>\$0</u>

STATEMENT 3

THE STEELE FOUNDATION, INC.

95-3466880

FORM 990PF-2012, PART I, LINE 16b - ACCOUNTING FEES

Description	Revenue and Expenses per books	Net Investment Income	Disbursements for charitable purposes
Villanueva & Co.	\$175	\$175	\$0
	\$175	\$175	\$0

STATEMENT 4

THE STEELE FOUNDATION, INC.

95-3466880

FORM 990PF-2012 PART I, LINE 16c - OTHER PROFESSIONAL FEES

Description	Revenue and Expenses per books	Net Investment Income	Disbursements for charitable purposes
Investment management fees	\$151,803	\$151,803	\$0
Real Estate management fee	1,126	1,126	-
Real Estate Consultant	1,200	1,200	-
Computer Consultant	500	-	500
	<u>\$154,629</u>	<u>\$154,129</u>	<u>\$500</u>

STATEMENT 5

THE STEELE FOUNDATION, INC.

95-3466880

FORM 990PF-2012, PART I, LINE 18 - TAXES

Description	Revenue and Expenses per books	Net Investment Income	Disbursements for charitable purposes
Federal Income/Excise Taxes	\$30,761	\$0	\$0
Property Taxes	48,423	48,423	-
Foreign Taxes	1,051	1,051	-
Sales/Privilege Use Taxes	352	352	-
	<u>\$80,587</u>	<u>\$49,826</u>	<u>\$0</u>

STATEMENT 6
95-3466880

THE STEELE FOUNDATION, INC.
FORM 990PF - 2012, PART 1, LINE 19 - DEPRECIATION

Asset Description	Date	Method	Life	Conv	Amount	Depreciable Basis		Accumulated Depreciation		Net Book Value
						12/31/2011	12/31/2012	Additions	Disposals	
Furniture										
Refrigerator	6/15/2007	MSL	500	HY	614 00	614 00		61 40		614 00
File Cabinets	10/11/2007	MSL	700	HY	1,194 00	1,194 00		426 43		1,194 00
MC Desk & Console	10/31/2007	MSL	700	HY	2,938 00	2,938 00		465 89		2,354 70
Coffee Maker	12/3/2007	MSL	500	HY	141 00	141 00		14 10		141 00
Kitchen Table and Chairs	1/8/2008	MSL	500	HY	1,063 00	1,063 00		212 60		106 30
MC Chair	1/8/2008	MSL	500	HY	1,186 00	1,186 00		237 20		118 60
DC Office Chair	1/8/2008	MSL	500	HY	1,537 00	1,537 00		307 40		153 70
Hickory Mirror	4/22/2008	MSL	500	HY	1,041 67	1,041 67		208 33		104 17
GF Desk and 6 Chairs	4/24/2008	MSL	500	HY	4,202 00	4,202 00		840 40		420 20
3 Chairs and Cube	5/1/2008	MSL	500	HY	836 00	836 00		167 20		83 60
DWR - Conference Table	5/7/2008	MSL	500	HY	4,032 00	4,032 00		806 40		403 20
File Cabinets	5/27/2008	MSL	500	HY	108 00	108 00		21 60		10 80
Fabric	5/27/2008	MSL	500	HY	2,349 00	2,349 00		469 80		234 90
Copenhagen Chairs	6/5/2008	MSL	500	HY	2,408 74	2,408 74		481 75		240 88
Crate & Barrel	6/9/2008	MSL	500	HY	2,064 71	2,064 71		416 94		206 47
Fabric	6/24/2008	MSL	500	HY	949 17	949 17		189 83		84 92
Pillows	6/30/2008	MSL	500	HY	820 00	820 00		164 00		82 00
Table	7/1/2008	MSL	500	HY	249 00	249 00		49 80		24 90
Chairs - Cupids	7/1/2008	MSL	500	HY	137 16	137 16		27 43		13 71
Copenhagen Chairs	7/7/2008	MSL	500	HY	708 20	708 20		141 64		84 95
					29,647 65	29,647 65		5,920 05		3,073 50
Leasehold Improvements										
General Improvements	4/3/2007	MSL	1500	HY	15,000 00	15,000 00		1,000 00		9,500 00
General Improvements	4/17/2007	MSL	1500	HY	15,000 00	15,000 00		1,000 00		9,500 00
General Improvements	5/24/2007	MSL	1500	HY	15,000 00	15,000 00		1,000 00		9,500 00
General Improvements	6/8/2007	MSL	1500	HY	6,150 00	6,150 00		410 00		3,895 00
General Improvements	6/21/2007	MSL	1500	HY	2,301 00	2,301 00		153 40		1,457 30
Data Wiring	5/24/2007	MSL	500	HY	3,445 00	3,445 00		689 00		(344 50)
Cabinetry	6/8/2007	MSL	700	HY	8,850 00	8,850 00		1,254 29		1,896 42
Window Treatments	6/5/2008	MSL	700	HY	2,164 00	2,164 00		309 14		772 88
General Improvements	7/1/2008	MSL	1500	HY	4,137 28	4,137 28		275 82		2,896 06
Window Treatments	7/31/2008	MSL	700	HY	1,046 59	1,046 59		149 51		373 78
General Improvements	7/31/2008	MSL	1500	HY	1,200 00	1,200 00		80 00		840 00
General Improvements	7/1/2008	MSL	1500	HY	1,196 84	1,196 84		79 79		837 76
Alarm Equipment	8/3/2011	MSL	500	HY	142 33	142 33		28 47		65 40
					75,633 04	75,633 04		6,439 42		41,210 12

THE STEELE FOUNDATION, INC.
FORM 990PF - 2012, PART 1, LINE 19 - DEPRECIATION

04 00 00 00 00 00

STATEMENT 7

THE STEELE FOUNDATION, INC.

95-3466880

FORM 990PF-2012, PART I, LINE 23 - OTHER EXPENSES

Description	Revenue and Expenses per books	Net Investment Income	Disbursements for charitable purposes
Bank Service Charges	\$ 840	\$ 840	\$ -
Dues	3,095	-	3,095
Insurance	43,429	18,508	24,921
Licenses and Permits	45	-	45
Office Supplies	3,557	-	3,557
Office Expense	7,366	-	7,366
Postage and Delivery	532	-	532
Real Estate Expenses	91,658	91,658	-
Seminars and Training	644	-	644
Miscellaneous	295	-	295
	<u>\$151,461</u>	<u>\$111,006</u>	<u>\$40,455</u>

STATEMENT 8

THE STEELE FOUNDATION, INC.

95-3466880

FORM 990PF-2012, 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 - Payden & Rygel			
US Treasury Bill, 0%, Due 3/15/12	674,983	-	-
US Treasury Bill, 0%, Due 3/15/12	-	399,417	399,671
US Treasury Bill, 0%, Due 3/15/12	-	69,902	69,908
FNMA 3.00% Due 9/16/14	51,040	50,655	52,752
FHLMC Pool #G02227, 6.00%, Due 6/1/36	72,496	-	-
FHLMC Pool # G03447, 5.50%, Due 10/1/37	61,501	-	-
FHLMC Pool # Q12837, 5.00%, Due 10/27/17	-	115,135	115,204
FNMA Pool #254766, 5.00%, Due 6/1/33	103,664	69,461	73,782
FNMA Pool #725027, 5.00%, Due 11/1/33	176,676	112,939	118,715
FNMA Pool #725423, 5.50%, Due 5/1/34	36,345	24,935	26,501
FNMA Pool #725424, 5.50%, Due 4/1/34	39,368	142,898	144,782
FNMA Pool #725425, 5.50%, Due 4/1/34	33,717	22,452	23,862
FNMA Pool #745418, 5.50%, Due 4/1/36	124,513	78,041	82,173
FNMA Pool #888823, 5.50%, Due 3/1/37	79,762	-	-
FNMA Pool #891386, 5.50%, Due 10/1/35	140,273	-	-
FNMA Pool #995203, 5.00%, Due 7/01/35	69,725	45,124	45,606
FNMA Pool AB6385, 3.00%, Due 10/1/42	-	167,472	167,365
FNMA Pool AC8518, 5.00%, Due 12/1/39	3,633	-	-
FNMA Pool AD8522, 4.00%, Due 8/1/40	97,623	-	-
FNMA Pool AD8529, 4.50%, Due 9/21/13	367,970	-	-
FNMA Pool AE0138, 4.50%, Due 3/1/40	71,484	46,936	49,603
FNMA Pool AE0888, 3.57%, Due 2/1/41	57,809	-	-
FNMA Pool AH1174, 3.50%, Due 2/1/41	96,981	-	-
FNMA Pool AH3394, 4.0%, Due 1/1/41	-	77,367	77,471
FNMA Pool AJ1407, 3.50%, Due 12/10/14	503,024	358,253	368,075
FNMA Pool AJ7689, 4.0%, Due 12/01/41	-	103,234	105,189
FNMA Pool AL2221, 3.00%, Due 7/1/27	-	143,305	143,960
FNMA Pool AL2521, 3.50%, Due 5/22/16	-	96,166	95,871
FNMA Pool AO7975, 3.0%, Due 6/1/27	-	100,634	101,852
FNMA Pool AP1192, 3.0%, Due 7/1/42	-	136,571	135,769
FNMA Pool AQ7920, 3.0%, Due 12/1/42	-	146,256	147,025
GNMA Pool #734089, 4.00%, Due 12/15/40	-	86,960	89,909
GNMA Pool #778690, 3.50%, Due 8/8/16	103,916	-	-
GNMA Pool #AA5452, 3.50%, Due 7/15/42	-	140,775	141,976
GNMA II Pool #4696, 4.50%, Due 5/20/40	129,571	104,441	110,859
GNMA II Pool #4800, 4.00%, Due 9/20/40	96,861	-	-
GNMA II Pool #5140, 4.50%, Due 8/15/15	74,660	56,545	57,657
GNMA II Pool #5175, 4.50%, Due 9/03/15	75,584	57,086	58,201
GNMA II Pool #5259, 4.00%, Due 12/20/41	-	81,145	81,737
Subtotal	3,343,179	3,034,103	3,085,476
TOTAL US & STATE GOVERNMENT OBLIG	3,343,179	3,034,103	3,085,476

STATEMENT 9

THE STEELE FOUNDATION, INC.

95-3466880

FORM 990PF-2012, 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	11,400
		<u>163,823</u>	<u>163,823</u>	<u>11,400</u>
Wells Fargo Custody				
<i>Common Stock</i>				
Abbott Laboratories	4,000	126,307	126,307	262,000
Allianz SE	5,000	100,900	-	-
Allied Irish Banks	5,000	119,350	119,350	659
Bank of America	30,000	613,700	613,458	348,300
Bemis Inc	10,000	298,000	-	-
Chevron Texaco	24,000	356,625	356,625	2,595,360
Cisco Systems	11,000	349,647	349,647	216,143
Colgate Palmolive Co	5,300	234,686	234,686	554,062
Exxon Mobil Corp	30,000	268,112	268,112	2,596,500
General Electric	16,620	480,509	480,509	348,854
Lundin Mining Corp	10,000	111,563	111,563	51,500
Mohawk Industries Inc Com	2,200	165,660	165,660	199,034
Mueller Water Products	1,652	35,731	35,731	9,268
Nestle	13,150	200,356	200,356	367,871
3M Co	3,300	200,163	-	-
Pepsico	4,800	211,481	211,481	328,464
Subtotal		<u>3,872,790</u>	<u>3,273,485</u>	<u>7,878,016</u>
<i>Preferred Stock</i>				
Annaly Capital Management	9,450	296,583	0	-
Bank of America	20,000	361,558	361,558	511,200
Stanley Black & Decker I 5.75%	19,000	-	499,700	493,050
Wells Fargo & Co	50,000	-	1,500,000	1,467,500
Subtotal		<u>658,141</u>	<u>2,361,258</u>	<u>2,471,750</u>
		<u>4,530,931</u>	<u>5,634,743</u>	<u>10,349,766</u>
Citibank				
<i>Common Stock</i>				
SCANA CORPORATION 7 70%	15	2,265	439	408
		<u>2,265</u>	<u>439</u>	<u>408</u>
<i>Preferred Stock</i>				
AEGON NV	807	13,227	13,227	18,787
AEGON NV Non Cum 8 0%	790	-	20,280	22,104
AEGON NV PERP Cap Secs	152	-	3,167	3,539
AEGON N.V. CAP SECS 6 375%	1,680	25,833	34,702	42,269
AEGON N V PFD 6 5%	462	5,503	9,904	11,490
AEGON N V 6.875% PFD	-	3,053	-	-
AEGON N.V 7 25% PFD	452	8,568	10,328	11,332
AFFILIATED MANAGERS	172	-	4,408	4,524
AFLAC	221	-	5,463	5,624
AMERICAN FINL GROUP INC	206	-	5,105	5,385
AMERICAN FINL GROUP INC	131	-	3,284	3,318
AMERIPRISE FINANCIAL INC 7.75%	631	14,818	17,667	17,334
ARCH CAPITAL GROUP LTD	626	-	15,662	16,796
ASPEN INSURANCE HOLDINGS	341	-	8,506	8,927
AXIS CAPITAL HOLDINGS	746	-	18,888	19,918
BAC CAPITAL TRUST X 6 25% PFD	-	2,863	-	-
BAC CAPITAL TR V CAP SECS 6.00%	-	3,017	-	-
BAC CAPITAL TR XII 6 875%	-	3,526	-	-
BANK OF AMERICA CORP 6 375%	381	6,346	7,714	9,460

STATEMENT 9

THE STEELE FOUNDATION, INC.

95-3466880

FORM 990PF-2012, 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
BANK OF AMERICA CORP PFD 6 204%	715	12,349	15,001	17,818
BANK AMER CORP PFD 6 625%	504	8,785	10,746	13,230
BANK OF AMERICA CORP 8 20%	269	2,726	6,479	6,886
BANK NEW YORK MELLON	861	-	21,575	21,637
BARCLAYS BANK PLC 7 75%	502	9,412	11,401	12,640
BARCLAYS BK PLC 6 625%	854	14,600	17,781	21,350
BARCLAYS BANK PLC 7 10%	1,272	22,603	27,506	31,876
BARCLAYS BANK PLC 8 125%	806	15,804	19,078	20,497
BB&T CORP DEP SHS	529	-	13,317	13,605
BB&T CORP SER E	539	-	13,484	13,734
BERKLEY (WR) CORP 6 75% PFD	1,085	26,739	27,404	27,342
CAPITAL ONE FINL CORP	1,136	-	28,337	28,241
CBS CORP 6 75% PFD	-	37,561	-	-
COMCAST CORP 7 0%	-	20,239	-	-
COMCAST CORP 5 0%	187	-	4,723	4,898
COMCAST CORP 6 625%	35	21,063	884	917
COMMONWEALTH REIT CUM RED PFT	216	-	5,220	5,052
COMMONWEALTH REIT 7 50% SENIOR	255	-	5,448	5,449
COUNTRYWIDE CAPITAL IV 6 75%	535	9,380	11,420	13,279
COUNTRYWIDE CAPITAL V 7 0%	166	-	4,172	4,182
CREDIT SUISSE 7.90%	2,015	41,953	52,218	51,121
DEUTSCHE BK CAP FUND IX 6 625%	-	3,743	-	-
DEUTSCHE BK CAP FDG TR 6.375%	529	8,745	10,708	13,251
DEUTSCHE BK CAP FDG TR X 7 35%	169	7,440	3,910	4,237
DEUTSCHE BK CONTINGENT 6 55%	2,073	28,007	43,895	53,214
DEUTSCHE BANK CONTINGENT 8 05%	280	5,833	7,010	7,647
DEUTSCHE BANK CONTINGENT 7 6%	720	13,856	16,750	19,397
DOMINION RESOURCES INC 8 375%	538	13,307	15,812	14,488
DTE ENERGY CO JR SUB DEB 6 50%	188	4,084	4,911	5,131
DTE ENERGY CO JR SUB DEB 5.25%	132	-	3,298	3,326
ENTERGY ARKANSAS PREFERRED	223	5,023	6,006	5,956
ENTERGY LOUISIANA LLC 5 875%	114	2,598	3,098	3,040
ENTERGY LOUISIANA LLC 6 00%	175	4,066	4,839	4,667
ENTERGY MISSISSIPPI INC 6.00%	236	5,364	6,443	7,346
ENTERGY TEXAS INC 7.875%	152	3,751	4,437	4,403
EVEREST RE CAP TR II 6.20%	1,220	28,307	30,929	30,659
FIFTH THIRD CAP TR V 7 25%	-	5,370	-	-
FIFTH THIRD CAP TR VI 7 25% TR	-	7,471	-	-
FIRST NIAGARA FIN GROUP 8 625%	415	8,778	10,570	11,807
FPL GROUP CAP TR I 5 875%	-	3,240	-	-
GENERAL ELEC CAP CORP 6 05%	-	13,210	-	-
GENERAL ELEC CAP CORP 6 0%	-	6,494	-	-
GENERAL ELEC CAP CORP 4 875%	1,027	-	25,521	26,178
GOLDMAN SACHS GROUP INC FRN	119	1,784	2,171	2,480
GOLDMAN SACHS GROUP INC 4/25/10	408	6,053	7,335	8,442
GOLDMAN SACHS GROUP INC 6.125%	1,384	23,665	34,338	36,150
GOLDMAN SACHS GROUP INC 5 95%	621	-	15,528	15,513
GOLDMAN SACHS GROUP INC 6.5%	1,410	21,332	35,171	37,760
HARTFORD FINANCIAL SVCS GROUP	396	-	10,204	11,369
HSBC HOLDINGS PLC 6 20%	900	20,834	21,303	22,527
HSBC HOLDINGS PLC 8.00%	2,569	53,338	67,330	70,802
HSBC HOLDINGS PLC 8 125%	154	7,342	4,012	3,907
ING GROEP NV 6.125% PFD	478	4,736	8,921	11,429
ING GROEP NV 6 20% PFD	296	-	6,270	7,228

STATEMENT 9

THE STEELE FOUNDATION, INC.

95-3466880

FORM 990PF-2012, 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
ING GROUP NV 7 20% PFD	1,136	18,306	22,501	28,491
ING GROEP NV 6 375% PFD	875	5,061	17,178	21,166
ING GROEP NV 7 05%	1,221	17,273	23,631	30,537
ING GROEP N V 7 375% PFD	472	7,682	9,481	11,795
JP MORGAN CHASE CAP XI 5 875%	259	20,358	6,495	6,519
JP MORGAN CHASE CAP XIV 6.20%	-	4,869	-	-
JP MORGAN CHASE DEP SHS 5 50%	974	-	24,409	24,486
JP MORGAN CHASE CAP XXIX 6 7%	488	29,044	12,416	12,469
JPM CHASE CAPITAL XXVIII 7 2%	-	7,153	-	-
KIMCO REALTY 5 625%	224	-	5,546	5,571
LLOYDS BANK GRP PLC 7 75%	2,199	34,496	57,015	60,297
MARKEL CORP 7.50% PFD	-	14,330	-	-
MERRILL LYNCH CAPITAL TR 6 45%	802	13,910	16,950	19,994
MERRILL LYNCH CAP TR II 6.45%	535	9,277	11,307	13,311
METLIFE INC 6 50% PFD	-	17,719	-	-
NATIONAL RURAL UTILS COOP FIN	-	2,449	-	-
NEXTERA ENERGY CAP HLDGS INC	-	2,276	-	-
NEXTERA ENERGY SER G 7.5%	205	-	5,108	5,344
NEXTERA ENERGY SER H	205	-	5,074	5,334
NEXTERA ENERGY SER I	440	-	10,852	11,040
PARTNERRE LTD 6 5%	913	22,337	22,821	22,989
PARTNERRE LTD 7.25%	302	6,674	7,950	8,163
PARTNERRE LTD 6 75%	429	8,982	10,695	10,815
PNC CAPITAL TRUST D 6.125%	-	9,263	-	-
PNC CAPITAL TRUST E 7.75%	-	4,369	-	-
PNC FINANCIAL SVC GP	1,189	-	30,179	32,983
PPL CAPITAL FDG 6 85% PFD	-	3,603	-	-
PROTECTIVE LIFE CORP 7.25%	-	3,738	-	-
PROTECTIVE LIFE CORP 6 25%	373	-	9,216	9,724
PRUDENTIAL FINANCIAL JR SUB NT	221	-	5,458	5,636
PRUDENTIAL FINANCIAL INC 9 00%	667	22,203	18,726	17,867
PRUDENTIAL PLC 6 50% PFD	-	7,393	-	-
PRUDENTIAL PLC PFD 6 75%	-	5,055	-	-
PS BUSINESS PARKS	640	-	15,867	16,506
QWEST CORPORATION NOTE 7 375%	638	11,266	16,503	17,105
QWEST CORPORATION NOTE 7 0%	205	-	5,118	5,328
QWEST CORPORATION PS 7.0%	419	-	10,462	11,062
QWEST CORP 7.50%	685	14,970	17,880	18,474
RAYMOND JAMES FINL SR NOTE	248	-	6,312	6,763
REALTY INCOME CORP MO INC CUM	612	-	15,351	16,230
RENAISSANCERE HLDGS 6 60%	495	20,523	12,212	12,454
RENAISSANCERE HLDGS 6 08%	161	3,252	3,905	4,039
ROYAL BK SCOTLAND GROUP	595	24,694	11,384	13,441
ROYAL BK SCOTLAND GROUP 5.75%	2,225	-	37,102	49,217
ROYAL BK SCOTLAND GROUP 6.35%	233	-	4,637	5,247
ROYAL BK SCOTLAND GROUP 6 6%	396	-	8,019	9,108
SANTANDER FINANCE PFD	310	29,911	8,422	8,361
SCHWAB CHARLES CORP	498	-	12,303	13,023
SENIOR HSG PPTYS TR 5 625%	460	-	11,163	11,321
STANLEY BLACK & DECKER	447	-	11,285	11,600
STATE STREET CORP PFD SHS SER C	218	-	5,428	5,539
SUNTRUST CAPITAL IX 7 875%	-	5,709	-	-
TCF FINANCIAL CORP	332	-	8,646	8,725
TELEPHONE & DATA SYS 6 875%	227	4,877	5,827	5,925

STATEMENT 9

THE STEELE FOUNDATION, INC.

95-3466880

FORM 990PF-2012, 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
TELEPHONE & DATA SYS 7 000%	384	8,471	10,100	10,168
TORCHMARK	133	-	3,330	3,365
UBS PREFERRED FUNDING TR IV	1,024	10,948	13,222	15,227
US CELLULAR CORP 6 95%	199	4,381	5,198	5,479
US BANCORP FLOATING RATE	186	3,420	4,104	4,590
US BANCORP PREF SERIES F	328	-	9,139	9,394
US BANCORP DEL 6%	285	-	7,243	7,909
USB CAP VIII TR PFD SER 1	-	7,182	-	-
USB CAP XI TR PFD SER 1	-	9,004	-	-
USB CAP XII 6 30%	-	3,736	-	-
VIACOM INC SR NOTES 6.85%	-	32,231	-	-
VORNADO REALTY L P. 7.875%	1,387	35,454	38,453	37,560
WACHOVIA CAP TR IX 6.375%	-	3,427	-	-
WEINGARTEN REALTY INVEST 8 1%	107	2,147	2,547	2,435
WELLS FARGO & CO 8 00% PFD	102	2,443	2,885	2,940
WELLS FARGO CAP 5 625%	-	7,643	-	-
WELLS FARGO CAP TR VII 5.85%	-	7,489	-	-
WELLS FARGO CAPITAL XI 6 25%	-	18,223	-	-
XCEL ENERGY INC 7.60%	527	14,533	14,445	12,385
		<u>1,231,493</u>	<u>1,556,721</u>	<u>1,682,365</u>

REITs

ALEXANDRIA REAL ESTATE EQUITIES	197	-	5,177	5,569
COMMONWEALTH REIT 7 125% SER C	-	13,941	-	-
COMMONWEALTH REIT PFD 7 25%	157	3,241	3,850	3,960
COMMONWEALTH REIT 7 50% SENIOR	-	6,172	0	0
DIGITAL REALTY TR PREF 7 00%	190	4,076	4,861	5,067
DIGITAL REALTY TR PREF 6 625%	208	-	5,177	5,427
DUKE REALTY CORPORATION 6.95%	-	2,491	-	-
DUKE REALTY CORP 8.375% SER O	111	2,471	2,933	2,807
HEALTHCARE REIT PREF SER J6	410	-	10,355	11,029
HOSPITALITY 7 125% CUM PREF	566	-	14,139	15,056
KIMCO REALTY CORP 6 65% PFD	-	2,433	-	-
KIMCO REALTY CORP 6 90%	-	10,272	-	-
KIMCO REALTY CORP 7 75% PFD	-	16,266	-	-
KIMCO REALTY CORP CL J	224	-	5,539	5,557
KIMCO REALTY CORP SERIES I	630	-	15,649	16,134
KIMCO REALTY CORP CL H	452	-	12,271	12,041
NATIONAL RETAIL	539	-	13,477	14,310
PS BUSINESS PARKS INC PFD 7%	-	3,745	-	-
PS BUSINESS PARKS INC PFD 6 7%	-	2,431	-	-
PS BUSINESS PARKS INC SER U	132	-	3,297	3,300
PS BUSINESS PARKS INC CALIF SER S	394	-	9,852	10,390
PS BUSINESS PARKS INC SER S	580	-	14,477	15,167
PS BUSINESS PARKS INC SER U	207	-	5,130	5,378
PS BUSINESS PARKS INC SER V	220	-	5,437	5,676
PUBLIC STORAGE	105	2,447	2,890	2,838
PUBLIC STORAGE PREF 6 35%	592	13,344	15,866	15,854
PUBLIC STORAGE PREF SER T	707	-	17,591	18,361
PUBLIC STORAGE PREF SER Q	391	8,803	10,538	10,612
PUBLIC STORAGE PREF 6 45%	-	3,260	-	-
PUBLIC STORAGE (MD) 6 60%	-	3,752	-	-
PUBLIC STORAGE 6.625% DEP SHS	-	12,354	-	-
PUBLIC STORAGE (MD) 6.75%	-	4,873	-	-

STATEMENT 9

THE STEELE FOUNDATION, INC.

95-3466880

FORM 990PF-2012, 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
REALTY INCOME CORP 6.75%	-	7,802	-	-
REGENCY CENTERS CORP 6.625%	342	-	8,549	9,087
REGENCY CENTERS CORP 6.70%	-	1,837	-	-
REGENCY CENTERS CORP 6.0%	65	-	1,640	1,727
REGENCY CENTERS CORP 6.0% SER 7	140	-	3,472	3,524
REGENCY CENTERS CORP 7.25%	-	3,463	-	-
VORNADO REALTY TRUST 5.7%	300	-	7,544	7,659
VORNADO REALTY TRUST 6.875%	268	5,844	6,994	7,228
WACHOVIA PFD FUNDING 7.25% PFD	843	25,692	21,827	22,264
WEINGARTEN REALTY INVST	121	-	3,037	3,031
WEINGARTEN REALTY INVST 6.50%	487	25,108	11,990	12,156
		186,118	243,560	251,208
		1,419,876	1,800,720	1,933,981
JSF Financial, LLC				
Aflac	1,000	-	45,324	53,120
Altria	3,500	71,632	71,632	110,040
Amazon	-	41,467	-	-
American Express	2,000	108,754	99,947	114,960
Amgen	-	39,443	-	-
Apple	-	55,789	-	-
AT&T	6,515	321,227	232,146	219,621
BB&T Corp	3,500	-	102,178	101,885
BP PLC ADR	2,000	-	83,940	83,280
Barrick Gold	1,500	-	53,880	52,515
Bed, Bath & Beyond	750	-	45,028	41,933
CBS	4,000	158,822	112,880	152,200
Carrols Restaurant	-	31,149	-	-
CSX Corp	2,000	-	40,799	39,460
Caterpillar Inc	750	105,661	80,342	67,207
Century Link	-	68,304	-	-
Charles River Labs	-	61,699	-	-
CostCo	-	72,452	-	-
Crown Holdings Inc	2,000	79,880	46,645	73,620
Deer & Co	800	113,150	69,631	69,136
Discover Financial	1,000	-	39,575	38,550
Dupont	1,000	44,329	45,425	44,979
Expedia	-	10,030	-	-
Ford Motor Credit	10,000	54,454	105,632	129,500
Freeport McMoran	4,000	133,654	166,667	136,800
General Electric	5,000	99,303	99,303	104,950
Goldman Sachs	400	-	39,481	51,024
Goodyear Tire	4,000	-	46,778	55,240
Heinz	1,000	45,235	45,235	57,680
Hewlett Packard	-	85,804	-	-
IBM	1,000	88,504	193,213	191,550
Intel	2,000	-	39,308	41,240
Ishares MSCI BRIC Index Fund	-	68,115	-	-
Ishares TR S&P Small Cap	-	147,151	-	-
Johnson & Johnson	8,500	478,857	478,857	595,850
JPMorgan Chase	-	97,308	-	-
Kroger	-	40,038	-	-
Las Vegas Sands	-	109,431	-	-
Market Vectors ETF TR	1,500	49,807	74,563	79,140
McGraw-Hill Companies Inc.	-	87,502	-	-

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STATEMENT 9

THE STEELE FOUNDATION, INC.

95-3466880

FORM 990PF-2012, 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
Medtronic	3,000	123,323	123,323	123,060
MGM Resorts International	-	43,708	-	-
Microsoft	4,000	-	112,739	106,840
Molson	2,000	59,551	78,928	85,580
NGP Cap Res Co	-	14,725	-	-
Nvidia Corp	-	46,024	-	-
Occidental Petroleum	500	-	41,572	38,305
Oracle	2,500	26,881	71,103	83,300
Paychex	-	31,001	-	-
Pepboys	3,000	-	27,698	29,490
Perrigo	750	76,518	81,756	78,023
Pfizer	6,500	101,944	134,738	163,014
Powershares DB Multi-Sector Trust	-	110,996	-	-
Powershares QQQ Trust	1,000	228,387	62,231	65,130
Powershares Ultrashort Lehman Bros	1,512	169,761	228,387	95,936
QEP Resources	-	146,726	-	-
Qualcomm Inc	1,000	-	60,071	61,860
Questar	-	124,144	-	-
Republic Services Inc Cl A	2,500	38,312	69,123	73,325
Reynolds American	2,000	26,486	79,680	82,860
Rockwood Holdings	-	87,048	-	-
Salix	-	42,722	-	-
Sector SPDR Tr Shs Ben Int Fin'l	-	86,937	-	-
SPDR SER TR S&P Reg Bkg ETF	3,000	-	83,096	83,910
Sector SPDR Tr SHS Ben Int Utilities	2,600	62,363	86,937	90,795
Sempra Energy Com	1,100	94,925	62,363	78,034
SPDR DJIA ETF Trust - Unit Series 1	-	211,354	-	-
SPDR S&P 500 ETR Trust	-	47,331	-	-
Smith & Wesson	3,000	-	31,178	25,320
Stryker	-	119,492	-	-
Tata Motors	-	119,653	-	-
Teleflex	-	292,703	-	-
Time Warner	2,333	122,198	292,703	111,587
Time Warner Cable	585	103,255	103,255	56,856
Trip Advisor	-	9,951	-	-
US Bancorp	1,000	-	31,305	31,940
Valero Energy	1,000	-	29,718	34,120
Verizon	3,000	226,881	95,952	129,810
Visa	500	150,562	39,529	75,790
Walmart	1,000	-	70,886	68,230
Websense	6,000	36,654	129,053	90,240
Wellpoint	-	10,051	-	-
Wells Fargo	3,000	-	101,989	102,540
Windstream	-	117,319	-	-
Wisdom Tree	2,000	21,505	117,319	114,380
		<u>6,300,342</u>	<u>4,905,037</u>	<u>4,885,753</u>
Rice Hall - Micro Cap				
Consolidated Water	-	1,234	-	-
Given Imaging Com	-	3,283	-	-
Ituran Location & Control	-	2,955	-	-
RRSAT Global Comm Network LTD	-	5,900	-	-
Rosetta Genomics LTD Com	-	2,443	-	-
Acacia Resh Corp Ar Acacia	-	1,988	-	-

STATEMENT 9

THE STEELE FOUNDATION, INC.

95-3466880

FORM 990PF-2012, 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
Accelrys Inc	-	701	-	-
Advisory Brd Co	-	6,487	-	-
American Med Alert	-	-	-	-
American Vanguard CP	-	2,299	-	-
Biospecifics Techs	-	8,692	-	-
Blackboard Inc	-	-	-	-
Century Casinos Inc	-	2,696	-	-
Cirrus Logic Inc	-	4,251	-	-
City Telecom (HK) ADS	-	8,600	-	-
Cogent Communications Group	-	2,248	-	-
Constant Contact	-	5,744	-	-
Corporate Executive Board Co	-	2,716	-	-
Delcath Systems Inc Com	-	9,867	-	-
Diamond Foods	-	2,950	-	-
Drew Ind Inc Com	-	3,972	-	-
GSE Systems Inc	-	1,875	-	-
Global Traffic Network Inc Com	-	-	-	-
Guidance Software Inc Com	-	6,552	-	-
Huron Consulting Grp Inc Com	-	1,621	-	-
ICU Medical Inc	-	3,088	-	-
Internet Cap Group Inc.	-	8,021	-	-
J2 Gblal Comm Inc Com New	-	4,771	-	-
Kit Digital Inc Com	-	11,643	-	-
Liquidity Svcs Inc com	-	3,560	-	-
Liverperson Inc	-	4,909	-	-
Lodgenet Interactive Corp	-	-	-	-
MDC Partners Inc Class A	-	11,854	-	-
MarineMax Inc	-	2,534	-	-
McMoran Exploration	-	3,880	-	-
MIPS Technologies	-	4,196	-	-
Mitek	-	2,869	-	-
NPS Pharmaceuticals Inc	-	8,650	-	-
Nektar Therapeutics	-	3,515	-	-
O2 Micro Internation Spons	-	10,240	-	-
Oyo Geospae Corp	-	2,861	-	-
Obagi Med Prods Inc Com	-	9,704	-	-
Orasure Technologies Inc Com	-	9,559	-	-
Park City Group	-	4,914	-	-
Quidel Corp Com	-	5,762	-	-
RTI BiologicsInc Com	-	8,203	-	-
Ramtron Intl Corp Com New	-	7,143	-	-
Sharps Compliance Corp	-	6,744	-	-
Scientific Games	-	8,636	-	-
Shuffle Master	-	7,281	-	-
Somaxon	-	5,359	-	-
Sonosite Inc	-	8,196	-	-
Spark Networks Inc	-	737	-	-
Stamps Com Inc	-	6,075	-	-
Stratasys Inc	-	5,168	-	-
Terremark Worldwide Inc	-	-	-	-
Universal Technical	-	7,505	-	-
		<u>276,651</u>	-	-

Rice Hall - Small Cap

STATEMENT 9

THE STEELE FOUNDATION, INC.

95-3466880

FORM 990PF-2012, 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
B Communications	65	2,405	-	-
Ituran Location & Control	68	1,174	1,174	923
Stratasys Ltd Com	87	-	2,885	6,973
Vista Print	184	7,058	7,058	6,046
Acacia Resh Corp	309	2,865	7,690	7,929
Accelrys Inc	268	-	2,437	2,425
Active Network Inc Com	419	-	5,061	2,057
Advanced Auto Parts	75	4,794	4,794	5,426
Ancestry.com Inc	-	2,161	-	-
Advisory Brd Co	168	3,969	3,969	7,861
Agilysis Inc Com	590	-	5,192	4,938
Bofi Hldg Inc	90	-	2,525	2,503
Biomarin	101	2,584	2,584	4,969
Bravo Brio Restaurant	457	-	7,392	6,138
Century Casinos, Inc.	501	1,291	1,291	1,423
Cirrus Logic Inc	85	1,509	1,509	2,462
City Telecom (HK) ADS	-	3,581	-	-
Cleveland Biolabs	384	-	1,518	511
Cogent Communications Group	104	2,925	1,449	2,355
Constant Contact	232	3,891	3,891	3,297
Corporate Executive Brd Co	193	7,058	7,058	9,160
Dealertrack Hldgs	39	777	777	1,120
Delcath Systems Inc Com	367	3,251	3,251	451
Denny's	560	-	2,414	2,733
Diamond Foods	-	2,165	-	-
Equinox	-	5,815	-	-
Esterline Tech Crop	131	9,128	9,128	8,333
Gamco Invs Inc Com	43	2,009	2,009	2,282
GFI Group Inc	195	956	917	632
Graham Corp	96	-	1,866	1,872
Guidance Software Inc	337	2,205	2,205	4,000
Hain Celestial Group	38	1,030	1,030	2,060
Hansen Natural Corp	-	2,212	-	-
Huron Consulting Grp Inc Com	55	1,433	1,433	1,853
ICG Group Inc	566	6,630	6,630	6,469
ICU Medical Inc	62	2,330	2,330	3,778
Iconix Brand Group	96	2,121	2,122	2,143
J2 Global Comm Inc	165	4,619	4,619	5,049
Kit Digital Inc Com	-	6,724	-	-
LKQ Corp	520	7,915	6,293	10,972
LifeTime Fitness	66	2,644	2,644	3,248
Liquidity Svcs Inc Com	201	2,490	4,098	8,213
MDC Partners Inc Class A Sub	520	4,788	7,603	5,876
McMoran Exploration	-	945	-	-
Medicis	-	4,788	-	-
MIPS Technologies	-	7,910	-	-
Myriad Genetics Inc	257	3,065	5,702	7,003
NPS Pharmaceuticals Inc	553	2,163	4,426	5,032
Nektar Therapeutics	246	2,831	2,831	1,823
Neustar Inc	197	5,401	5,401	8,260
O2 Micro International Spons	607	4,097	4,097	1,821
ON Semiconductor Crp	565	6,315	6,315	3,983
Onyx Pharmaceuticals	57	2,002	2,002	4,305
Orasure Technologies Inc.	-	5,268	-	-

STATEMENT 9

THE STEELE FOUNDATION, INC.

95-3466880

FORM 990PF-2012, 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
Polaris Inds Inc	104	3,932	3,932	8,752
Pool Corp	141	2,033	4,537	5,967
Questcor Phar Inc	170	3,350	5,158	4,542
Quidel	290	-	5,039	5,414
RTI Biologics Inc Com	487	1,299	1,299	2,079
Ramtron Int Corp	-	1,427	-	-
Scientific Games Crp	-	2,245	-	-
Shuffle Entertainment	303	3,250	3,250	4,394
Salix Pharmaceuticals	165	4,570	6,951	6,678
Stamps com Inc	243	3,645	4,074	6,124
Stratasys Inc	-	2,885	-	-
Teleflex Inc	56	3,210	3,210	3,993
Transdigm Group Inc	-	5,458	-	-
Vail Resorts Inc	50	2,432	2,432	2,705
WebSense	-	765	-	-
		203,793	201,503	231,355
Schafer Cullen				
AT&T	620	16,638	16,638	20,900
Altria Group Inc.	630	13,385	13,385	19,807
Astrazeneca ADR	370	17,161	17,161	17,490
Boeing	260	17,335	17,335	19,594
Bristol Myers Squibb	0	13,845	-	-
Chevron Corp	180	14,309	14,309	19,465
Cisco Systems	630	-	12,096	12,379
Conoco Phillips	345	14,648	16,424	20,007
Diageo ADR	180	13,730	12,409	20,984
Dominion Resources Inc	230	14,457	9,797	11,914
Dupont	290	12,361	12,361	13,044
General Electric	790	12,937	12,937	16,582
Genuine Parts Co	280	12,667	12,667	17,802
HSBC Hldgs ADR	290	14,358	14,358	15,390
Heinz HJ Co	340	16,134	16,134	19,611
Intel Corp	690	14,815	14,815	14,228
JPM Chase	250	-	11,372	10,992
J&J	270	16,330	16,330	18,927
Kimberly Clark Corp	270	16,970	16,970	22,796
Kraft Foods	180	16,266	5,708	8,185
Eli Lilly & Co	480	16,489	16,489	23,674
Merck & Co	460	14,273	14,273	18,832
Microsoft Corp	525	16,263	14,070	14,023
Modellez Int'l	540	-	10,559	13,745
Nextera Energy Inc	330	16,906	16,906	22,833
Phillip Morris Intl	200	12,579	10,293	16,728
Raytheon Co Com New	325	-	16,721	18,707
Royal Dutch Shell	210	15,415	15,415	14,887
3M Company	180	14,740	14,740	16,713
Travelers Co Inc	260	13,739	13,739	18,673
Unilever NV	460	13,725	13,725	17,618
Verizon	410	15,196	12,464	17,741
Vodafone Group	600	13,978	13,978	15,114
HCP	400	13,370	13,070	18,064
Health Care REIT	310	13,954	13,513	19,000
		458,973	473,159	586,448

STATEMENT 9

THE STEELE FOUNDATION, INC.

95-3466880

FORM 990PF-2012, 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
Schafer Cullen - International				
Anheuser-Busch Inbev	130	-	8,681	11,267
Bayer AG NPV	130	-	9,409	12,376
Deutsche Post AG NPB	825	-	15,031	18,059
Muencherner Rueckversicherungs	100	-	14,559	18,100
Siemens AG NPB	125	-	12,301	13,619
GDF Suez Shs	380	-	10,038	7,803
Sanofi Eur2Isin	195	-	14,889	18,354
BAE Systems	2340	-	11,724	12,815
North Atlantic	1000	-	10,144	10,660
Smiths Group PLC Ord	830	-	14,117	16,069
Tesco Ord GBPO	965	-	5,158	5,271
Nestle SA CHFO.10	320	-	19,806	20,835
Roche Holdings	85	-	14,615	17,000
ICL - Israel Chemicals	865	-	10,968	10,349
Industrias Penoles SAB De	205	-	10,215	10,276
BHP Billiton Limited NPB	225	-	8,272	8,666
Sonic Healthcare NPB	820	-	9,997	11,348
Treasury Wine Estates LTD	1580	-	6,863	7,693
Statoil Asa NoK 2.5	430	-	12,167	10,750
Mtn Group LTD AZRO 00001	1085	-	20,346	22,712
Boc Hong Kong (Hldgs) Ltd	5500	-	15,148	17,101
Fraser & U Neave NPB	3000	-	16,271	23,823
Telekomunikasi Indonesia	11500	-	9,602	10,799
Standard Chartered	500	-	10,850	12,644
ABB LTD ADR Each	625	-	12,662	12,994
British American Tobacco LVL II ADR	150	-	15,054	15,188
Cnooc Limited ADS Each	45	-	9,438	9,900
Canadian Oil Sands Limited Com NPB	580	-	13,103	11,749
CIA Energetica Minas Gerais	455	-	8,454	4,941
Novartis	300	-	16,345	18,990
Lukoil Oil Co	170	-	10,492	11,131
Reclott Bemcloser Grp { C	1335	-	14,923	16,928
Singapore Telecommynications	610	-	15,060	16,480
Taiwan Semiconductor Manufacturing	935	-	13,676	16,045
Total ADR Each	280	-	15,390	14,563
United Overseas Bank LTD	570	-	16,229	18,489
Zurich Insurance Group	595	-	13,901	15,822
Primaris Retail REIT Trust	400	-	8,792	10,806
Riocan Real Estate Investment Trust	290	-	10,371	10,290
		-	485,061	532,702
Total Corporate Stock		\$ 13,354,388	\$ 13,664,047	\$ 18,531,406

STATEMENT 10

THE STEELE FOUNDATION, INC.

95-3466880

FORM 990PF-2012, PART II, LINE 10c - INVESTMENTS - CORPORATE BONDS

Description	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Market Value
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Wells Fargo - Custody:

E.I. Du Pont De Nemours, 5.875%, 1/15/14	34,061	34,031	35,884
General Electric Cap Corp, 5.25%, 10/19/12	299,270	-	-
Paccar Inc., 6.875%, 2/15/14	101,033	100,546	106,854
	434,364	134,577	142,738

JSF Financial, LLC. - Payden & Rygel

ABBOTT LABS, 5.875%, 5/15/16	47,396	-	-
AMGEN	64,520	63,314	68,925
AT&T	127,466	126,072	144,640
BANK AMER FDG CORP, 7.375%, 5/15/14	51,011	13,838	17,528
BANK AMER CORP, 5.75%, 12/1/17	13,601	50,583	54,622
BANK AMER, 7.625%, 6/14/19	24,860	24,879	32,034
BHP BILLITON FINANCE LTD, 4.80%, 4/15/13	50,826	50,183	51,144
CATERPILLAR FINANCIAL, 1.63%, 6/1/17	-	69,899	71,381
COCA COLA CO, 3.625%, 3/15/14	30,287	30,156	31,426
CONOCO PHILLIPS, 4.60%, 1/15/15	65,436	64,633	69,432
CVS, 6.60%, 3/15/19	46,917	-	-
DIAGEO CAPITAL PLC	64,128	62,156	63,597
DUKE, 6.60%, 3/15/19	51,597	50,830	54,271
EBAY 2.6%, 7/15/22	-	69,912	71,100
EDS CORP, 6.00%, 8/1/13	46,451	45,532	47,221
FPL GROUP CAP INC, 6.00%, 3/1/19	46,989	46,711	54,431
GE CAP CORP, 5.625%, 5/1/18	53,163	53,144	59,827
GENERAL ELECTRIC Co, 5.25%, 12/6/17	49,771	49,810	59,148
GENERAL MILLS INC, 5.65%, 2/15/19	50,971	50,835	61,064
GLAXOSMITHKLINE CAP INC, 5.65%, 5/15/18	46,736	46,463	55,093
JP MORGAN CHASE & CO, 4.195%, 5/1/13	20,135	20,033	20,448
JP MORGAN CHASE & CO, 6.30%, 4/23/19	15,038	15,033	18,637
KELLOGG CO, 4.45%, 5/30/16	24,958	24,968	27,746
KINDERMORGAN, 5.95%, 2/15/18	28,758	28,961	36,470
KROGER, 7.50%, 1/15/14	47,681	46,364	49,668
MCDONALDS CORP, 5.80%, 10/15/17	47,419	47,000	55,351
METLIFE, 6.75%, 6/1/13	24,963	24,971	29,710
MICROSOFT, 4.20%, 6/1/19	49,703	49,744	57,753
ORACLE, 5.75%, 4/15/18	47,246	46,888	55,397
PFIZER INC, 6.20%, 3/15/19	47,760	47,376	57,556
ROGERS COMM INC, 6.80%, 8/15/18	46,578	46,339	57,678
SOUTHERN CALIF EDISON, 5.00%, 1/15/16	62,749	62,315	69,855

STATEMENT 10

THE STEELE FOUNDATION, INC.

95-3466880

FORM 990PF-2012, PART II, LINE 10c - INVESTMENTS - CORPORATE BONDS

Description	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Market Value
TIME WARNER, 6.875%, 5/1/12	50,305	-	52,793
US BANCORP, 4.20%, 5/15/14	50,291	50,168	51,116
VEOLIA ENVIRONMENT, 5.25%, 6/3/13	50,278	50,082	62,248
VERIZON, 6.10%, 4/15/18	50,856	50,720	26,291
VODAFONE GROUP PLC NEW, 4.15%, 6/10/14	49,943	49,954	30,492
WELLS FARGO & CO, 4.375%, 1/31/13	50,009	50,001	51,088
	<u>1,696,796</u>	<u>1,679,864</u>	<u>1,877,180</u>
	<u>2,131,160</u>	<u>1,814,441</u>	<u>2,019,919</u>

STATEMENT 11

THE STEELE FOUNDATION, INC.

95-3466880

FORM 990PF-2012, 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
Duckett - Land	1,683,910	1,683,910	239,000
Spring Creek Ranch	6,518,184	6,518,184	3,125,000
Lomacasi	2,200,000	2,200,000	711,000
Maricopa/Midway - Land	0	3,424,000	3,424,000
	<u>10,526,197</u>	<u>13,950,197</u>	<u>8,441,000</u>
TOTAL	<u><u>10,526,197</u></u>	<u><u>13,950,197</u></u>	<u><u>8,441,000</u></u>

STATEMENT 12

THE STEELE FOUNDATION, INC.

95-3466880

FORM 990PF-2012, 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	-	-
Subtotal	11,430	-	-
JSF Financial, LLC			
Invesco Balanced - Risk Allocation	-	236,193	228,802
Invesco Convertible Securities fund	174,509	67,481	92,082
Invesco Gold & Precious Metals	-	50,893	44,846
PIMCO - Global Multi-Asset Fund	121,096	-	-
Loomis Sayles Investment	359,968	-	-
PIMCO Commodity Real Return	452,910	464,970	406,655
Payden Emerging Markets Fund	565,633	732,838	809,478
PIMCO Floating Inc Fund	-	203,481	211,900
PIMCO - High Yield Class A	202,128	280,149	306,089
PIMCO - Income Fund	204,518	204,923	216,889
PIMCO - Investment Grade Corp Bond	203,691	346,923	353,298
PIMCO -Total Return Class A	238,274	-	-
Franklin Adjustable US Govt Fund	-	565,075	561,895
Franklin Floating Rate Daily Access	-	126,392	127,572
Lord Abbett Short Duration Income	-	500,908	501,986
MFS Diversified Income Fund	-	125,986	127,417
Neumberger Berman Real Estate Fund	-	64,171	62,020
PIMCO - Short Term Fund- CL A	69,719	70,459	71,003
Virtus Multi Sector Short	487,776	435,267	456,265
Payden High Income Fund	698,939	1,073,829	1,178,686
Ishares Barclay Int Credit Bond Fund	320,444	320,447	341,660
	4,099,605	5,870,385	6,098,544
Gluskin Sheff & Associates			
GS+A Credit Arbitrage Fund	-	452,399	452,261
GS+A Enhanced Bond Fund	-	1,038,548	1,038,233
GS+A Multi-Strategy Trust	-	301,599	1,055,276
GS+A Premium Income Trust	-	150,003	301,508
GS+A US Premium Income Fund	-	1,055,597	149,957
	-	2,998,144	2,997,235
OTHER INVESTMENTS:			
Beacon Capital	1,939,485	1,819,126	809,755
TOTAL	6,050,520	10,687,655	9,905,534

STATEMENT 13

THE STEELE FOUNDATION, INC.

95-3466880

FORM 990PF-2012, PART II, LINE 15 - OTHER ASSETS

Description	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Market Value
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INVESTMENT IN LIMITED LIABILITY COMPANIES & LIMITED PARTNERSHIPS

ALJ Capital II, LP	\$ 2,463,203	\$ 2,916,449	\$ 3,349,112
Blumberg Capital, LP	771,452	1,015,681	1,899,946
EDHI Douglas Ranch, LLC	814,681	818,889	818,889
EDHI Trillium, LLC	270,756	270,078	270,078
Marina Coves, LLC	746,959	748,830	227,000
ABCDW I Loan, LLC	844,616	728,572	218,000
VP II Loan LLC	1,664,007	1,407,490	236,000
Steel Canyon Capital, LLC	2,517,633	3,056,110	3,269,754
Summit Private Investments	511,416	560,454	576,924

Miller Howard MLPs

Amerigas Partners LP	-	4,761	4,610
El Paso Pipeline Partners LP	-	10,591	11,572
Enbridge LP	-	7,326	7,394
Energy Transfer Equity LP	-	18,225	21,239
Energy Transfer Partners LP	-	10,868	11,634
Enterprise Prods Partners LP	-	54,281	60,697
EV Energy Partners LP	-	6,331	6,108
Genesis Energy LP Unit LP	-	11,715	14,538
Kinder Morgan Energy Partners LP	-	23,845	25,772
Kinder Morgan Mgmt LLC Shs	-	13,075	13,055
Linn Energy LLC Unit Repstg LP	-	14,295	16,105
Magellan Midstream Partners LP	-	13,551	17,190
Markwest Energy Ptnrs LP	-	19,106	18,109
Nustar Energy LP	-	6,923	5,565
Oneok Ptnrs LP Unit LP	-	12,117	13,012
Plains All American Pipeline LP	-	22,243	26,963
Regency Energy Partners LP	-	8,906	9,496
Williams Partners LP	-	11,923	10,997
	-	270,082	294,054
	\$ 10,604,723	\$ 11,792,635	\$ 11,159,757

STATEMENT 14

THE STEELE FOUNDATION, INC.

95-3466880

FORM 990PF-2012, 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	1,677,428	1,677,428	-
Deferred Interest Income	30,193	17,281	-
Deferred Income - Calls Sold	(8,433)	-	-
TOTAL	\$1,699,188	\$1,694,709	-

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 was taken back on the transaction resulting in deferred income - Sale of Stanfield Sec 11 of \$1,583,606 as of December 31, 2010. The new borrower defaulted and the property was taken back with another deed-in-lieu on 3/17/11. The property's basis reverted back to its former basis plus expenses of \$2,019,982. The property was sold again on 6/17/11 and the Foundation financed the sale. Cash was received and a gain recognized based on the gross profit percentage, and the balance of the gain deferred of \$1,677,428. The gain will be recognized as the principal is paid down on the underlying mortgage. - See gain recognized in 2011 of \$84,735 on Statement 15.

The Foundation has an interest reserve on one loan in the portfolio

The Foundation's investment advisor, JSF Financial Inc., sells covered calls and purchases puts on stock held in the portfolio. The proceeds of calls sold are deferred until the calls are either exercised or expire. The payment for puts is a receivable until the put expires and the underlying security is sold.

STATEMENT 15

THE STEELE FOUNDATION, INC.

95-3466880

FORM 990PF-2012, 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) Deprec / Selling Exps	(g) Cost / Basis	(h) Gain or (loss)
Securities:							
Wells Fargo - Custody							
Bemis	P	08/15/07	02/23/12	25,688	-	23,840	1,848
3M Co	P	Various	02/22/12	289,125	-	200,163	88,962
Alkerm SE	P	03/22/07	09/12/12	58,790	-	100,900	(42,110)
Bemis	P	08/15/07	09/11/12	282,388	-	274,160	8,228
Annaly Capital Management	P	02/16/11	09/11/12	297,693	-	296,583	1,111
PIMCO High Income Fund	P	09/16/08	08/11/12	14,053	-	11,430	2,623
				967,736	-	807,076	60,660
Citibank - Principal Spectrum Preferred Secs							
CBS Corp 6 75% PFD	P	12/05/11	01/08/12	3,267	-	3,326	(60)
Metlife Inc 6 5% PFD	P	12/05/11	01/05/12	2,391	-	2,368	23
PNC Capital Trust D 6 125%	P	12/05/11	01/06/12	3,235	-	3,227	7
Suntrust Capital IX 7 875%	P	12/05/11	01/25/12	2,461	-	2,410	50
Viacom Inc Sr Notes 8 85%	P	12/05/11	01/09/12	31,675	-	32,251	(576)
Comcast Corp 7 0%	P	12/05/11	02/27/12	9,800	-	9,983	(183)
FPL Group Cap Tr I 5 875%	P	12/05/11	02/01/12	1,535	-	1,542	(6)
Metlife Inc 6 5% PFD	P	12/05/11	02/01/12	2,291	-	2,268	23
Suntrust Capital IX 7 875%	P	12/05/11	02/01/12	3,374	-	3,299	75
USB Cap VIII TR PFD Ser 1	P	12/21/10	02/22/12	7,225	-	7,182	43
XCEL Energy Inc 7 6 %	P	12/05/11	02/29/12	2,293	-	2,342	(49)
Public Storage (MD) 6 75%	P	12/05/11	02/09/12	4,775	-	4,873	(98)
Realty Income Corp 8 75%	P	12/05/11	02/03/12	1,868	-	1,883	(15)
CBS Corp 6 75% PFD	P	12/05/11	03/16/12	32,948	-	34,294	(1,346)
Comcast Corp 7 0%	P	12/05/11	03/09/12	303	-	306	(3)
Comcast Corp 7 0%	P	12/05/11	03/28/12	9,832	-	9,951	(119)
Deutsche Bk Cap Fund IX 6 625%	P	12/08/11	03/21/12	4,375	-	3,743	632
FPL Group Cap Tr I 5 875%	P	12/05/11	03/05/12	1,688	-	1,698	(10)
General Electric Cap Corp 6 05%	P	12/05/11	03/23/12	2,798	-	2,807	(12)
JP Morgan Chase Cap XIV PFD Cap Ser N 6 2%	P	10/22/10	03/27/12	2,368	-	2,334	34
JP Morgan Chase Cap XXIX Pfd 6.7%	P	10/22/10	03/30/12	2,507	-	2,454	53
JP Morgan Chase Cap XXVIII Pfd 7 2%	P	12/05/11	03/30/12	7,213	-	7,153	60
Markel Corp 7 5% PFD	P	12/05/11	03/20/12	1,597	-	1,586	1
Metlife Inc 6 5% PFD	P	12/05/11	03/30/12	4,346	-	4,308	37
PNC Capital Trust D 6 125%	P	12/06/11	03/28/12	6,026	-	6,036	(10)
Santander Finance Pfd	P	12/05/11	03/30/12	6,004	-	5,918	87
USB Cap XI TR PFD Ser 1	P	10/21/10	03/30/12	5,841	-	5,810	32
USB Cap XII 6 3%	P	12/05/11	03/30/12	3,747	-	3,738	11
Wells Fargo Cap 5 625%	P	12/05/11	03/29/12	3,474	-	3,457	17
Wells Fargo Cap VII 5 85%	P	12/05/11	03/30/12	2,408	-	2,386	22
Duke Realty Corp 8 375%	P	12/05/11	03/05/12	2,450	-	2,491	(41)
Public Storage Dep Shs 8 625%	P	12/05/11	03/15/12	12,109	-	12,354	(244)
Realty Income Corp 6 75%	P	12/05/11	03/30/12	3,300	-	3,332	(31)
Realty Income Corp 7 25%	P	12/05/11	03/15/12	3,422	-	3,463	(42)
JP Morgan Chase Cap XI Pfd 5 875%	P	12/05/11	04/19/12	4,570	-	4,531	39
JP Morgan Chase Cap XIV PFD Cap Ser N 6 2%	P	10/22/10	04/24/12	2,561	-	2,535	26
JP Morgan Chase Cap XXIX Pfd 6 7%	P	10/22/10	04/17/12	3,778	-	3,719	59
National Rural Utils Coop Fin	P	12/08/11	04/24/12	2,029	-	2,041	(12)
Wells Fargo Cap VII 5 85%	P	12/05/11	04/17/12	5,092	-	5,103	(11)
Realty Income Corp 8 75%	P	12/05/11	04/24/12	1,467	-	1,472	(4)
ARCH Capital 7 875%	P	03/16/12	05/02/12	8,875	-	4,294	4,681
ARCH Capital 8 00%	P	03/16/12	05/02/12	4,250	-	9,076	(4,826)
General Electric Cap Corp 6 05%	P	12/05/11	05/17/12	3,190	-	3,216	(26)
Metlife Inc 6.5% PFD	P	12/05/11	05/10/12	1,679	-	1,663	16
National Rural Utils Coop Fin	P	12/06/11	05/10/12	400	-	408	(8)
Nexen	P	02/29/12	05/11/12	1,722	-	1,719	3
Prudential Financial Inc 9.00%	P	12/05/11	05/01/12	2,997	-	3,030	(33)
Santander Finance Pfd	P	12/05/11	05/30/12	7,314	-	5,904	1,409
USB Cap XI TR PFD Ser 1	P	10/21/10	05/18/12	3,175	-	3,184	19
Wachovia Cap Tr Ix 6.375%	P	12/05/11	05/08/12	3,475	-	3,427	48
Public Storage Pref 6.45%	P	12/05/11	05/02/12	3,230	-	3,260	(30)
Realty Income Corp 6 75%	P	12/06/11	05/09/12	1,161	-	1,118	45
General Electric Cap Corp 6 05%	P	12/08/11	08/26/12	1,788	-	1,788	2
JP Morgan Chase Cap XXIX Pfd 6.7%	P	10/22/10	08/27/12	2,295	-	2,226	68
Markel Corp 7 5% PFD	P	12/05/11	06/05/12	2,201	-	2,204	(3)

THE STEELE FOUNDATION, INC.

95-3466880

FORM 990PF-2012, PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

(a) Description of Property sold	(b) P/D	(c) Date acq'd	(d) Date sold/expired	(e) Gross Sales Price	(f) Deprec / Selling Exps	(g) Cost / Basis	(h) Gain or (loss)
PNC Capital Trust 7 75%	P	12/08/11	06/08/12	4,396	-	4,369	28
Protective Life Corp 7 25T	P	12/08/11	06/14/12	1,400	-	1,400	0
Wells Fargo Cap 5 625%	P	12/05/11	06/12/12	4,235	-	4,186	49
Wells Fargo Capital XI 6 25%	P	12/05/11	06/15/12	17,950	-	18,223	(273)
PS Business Parks Inc PFD 7.0%	P	12/05/11	06/15/12	3,700	-	3,745	(45)
Public Storage (MD) 6 75%	P	12/08/11	06/05/12	1,835	-	1,837	(3)
Wachovia Cap Funding 7 25%	P	12/05/11	06/18/12	3,820	-	3,681	139
Weingarten Realty Invest 6 5%	P	12/05/11	08/01/12	4,910	-	4,737	173
BAC Capital Trust X 6 25%	P	12/05/11	07/25/12	3,450	-	2,863	587
Comcast Corp 6 625%	P	12/05/11	07/23/12	20,275	-	21,063	(788)
General Electric Cap Corp 6 05%	P	12/05/11	07/17/12	1,761	-	1,740	21
General Electric Cap Corp 6 0%	P	12/05/11	07/25/12	3,791	-	3,770	21
JP Morgan Chase Cap XI 5 875%	P	12/05/11	07/02/12	4,264	-	4,256	38
JP Morgan Chase Cap XXIX Pfd 6 7%	P	10/22/10	07/02/12	3,493	-	3,441	53
Mellife Inc 6 5% PFD	P	12/06/11	07/25/12	7,189	-	7,112	77
Nextera Energy Cap Holdings Inc	P	12/05/11	07/25/12	2,277	-	2,276	1
Protective Life Corp 7 25%	P	12/05/11	07/03/12	2,323	-	2,338	(1)
Santander Finance Pfd	P	12/05/11	07/02/12	3,663	-	3,705	(42)
Vornado Realty LP 7 875%	P	12/05/11	07/20/12	3,108	-	3,069	38
Public Storage (MD) 6 75%	P	12/05/11	07/12/12	1,875	-	1,915	(40)
Wachovia PFD Funding 7 25%	P	12/05/11	07/20/12	7,128	-	6,818	310
Fifth Third Cap Tr V 7.25%	P	12/05/11	08/15/12	5,350	-	5,370	(20)
Fifth Third Cap Tr VI 7 25%	P	12/05/11	08/08/12	7,425	-	7,471	(46)
GE Cap Corp 6 05%	P	12/05/11	08/20/12	1,824	-	1,818	6
Market Corp 7 5% PFD	P	12/08/11	08/01/12	10,400	-	10,530	(130)
PPL Capital FDG 6 85% PFD	P	12/08/11	08/14/12	3,375	-	3,603	(228)
Prudential Financial 6 50% PFD	P	12/08/11	08/16/12	4,381	-	4,363	18
Commonwealth REIT 7 125% Ser C	P	12/05/11	08/24/12	14,450	-	13,841	509
Kimco Realty Corp 6 85% PFD	P	12/08/11	08/16/12	2,400	-	2,433	(33)
Wachovia PFD Funding 7 25%	P	12/05/11	08/23/12	3,668	-	3,500	168
Weingarten Realty Invest 6 5%	P	12/05/11	08/20/12	2,878	-	2,759	119
Credit Suisse 7 90%	P	12/05/11	09/13/12	3,683	-	3,660	23
JP Morgan Chase Cap XI 5 875%	P	12/08/11	09/13/12	6,180	-	6,110	70
JP Morgan Chase Cap XXIX Pfd 6 7%	P	10/22/10	09/13/12	3,280	-	3,137	143
Partners LTD 6 5%	P	12/05/11	09/13/12	3,175	-	3,128	47
Regency Centers Corp 6 7%	P	12/08/11	09/13/12	1,825	-	1,837	(12)
BAC Capital Trust V 6 00%	P	12/05/11	10/12/12	3,753	-	3,018	738
BAC Capital TR XII 6 875%	P	12/05/11	10/06/12	4,246	-	3,526	720
Berkley (WR) Corp 6 75% PFD	P	12/05/11	10/09/12	535	-	531	5
GE Cap Corp 6 05%	P	12/06/11	10/05/12	1,833	-	1,843	(10)
GE Cap Corp 6 00%	P	12/06/11	10/09/12	2,666	-	2,724	(38)
JP Morgan Chase Cap XXIX Pfd 6 7%	P	10/22/10	10/05/12	3,852	-	3,669	184
Prudential Financial Inc 9 00%	P	12/05/11	10/05/12	2,811	-	2,865	(54)
Santander Finance Pfd	P	12/05/11	10/05/12	2,970	-	2,931	39
Commonwealth REIT 7 5%	P	12/05/11	10/12/12	1,658	-	1,613	45
Kimco Realty Corp 7 75% PFD	P	12/05/11	10/12/12	16,130	-	16,266	(137)
PS Business Parks Inc PFD 6 70%	P	12/06/11	10/09/12	2,400	-	2,431	(31)
Weingarten Realty Invest 6 5%	P	12/05/11	10/31/12	4,099	-	3,955	143
Berkley (WR) Corp 6 75% PFD	P	12/05/11	10/31/12	3,096	-	3,108	(13)
Everest RE Cap TR II 6 20%	P	12/05/11	11/01/12	2,278	-	2,272	6
HSBC Holdings PLC 6 20%	P	12/05/11	11/16/12	3,328	-	3,065	262
HSBC Holdings PLC 8 125%	P	12/05/11	11/16/12	3,897	-	3,865	(67)
Santander Finance Pfd	P	12/08/11	10/31/12	2,892	-	2,858	34
Weingarten Realty Invest 6 5%	P	12/05/11	10/31/12	3,718	-	3,591	128
Aegon NV 63875% PFD	P	12/05/11	12/26/12	3,578	-	3,053	524
Deutsche Bk Cap Fund 6 375%	P	12/05/11	12/17/12	4,710	-	4,217	493
Nexen	P	03/28/12	12/26/12	2,616	-	2,602	15
Prudential Financial Inc 9 00%	P	12/05/11	12/12/12	3,400	-	3,567	(167)
Prudential PLC Pfd 6 75%	P	12/08/11	12/28/12	4,977	-	5,058	(78)
Renaissance Hldgs 6 60%	P	12/05/11	12/28/12	10,425	-	10,270	155
Weingarten Realty Invest 7 25%	P	12/06/11	12/28/12	2,970	-	2,884	33
				542,316	-	538,589	3,727
Citibank - Principal Spectrum TD Secs							
JP Morgan Chase Cap XXIX	P	03/09/12	04/17/12	694	-	707	(13)
National Rural Utils Coop Fin	P	03/09/12	04/24/12	380	-	379	2

STATEMENT 15

THE STEELE FOUNDATION, INC.

95-3456880

FORM 990PF-2012, 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) Deprec./ Selling Exps	(g) Cost / Basis	(h) Gain or (loss)
ARCH Capital 7 875%	P	03/13/12	05/02/12	800	-	808	(8)
ARCH Capital 8.00%	P	03/13/12	05/02/12	1,700	-	1,719	(19)
Metlife Inc 6 5% PFD	P	03/09/12	05/10/12	331	-	331	(1)
National Rural Utilis Coop Fin	P	03/08/12	05/15/12	75	-	76	(1)
Nexen	P	03/09/12	05/15/12	329	-	330	(0)
Prudential Financial Inc 6 50%	P	03/09/12	05/04/12	533	-	535	(1)
Santander Finance Pfd	P	03/09/12	05/14/12	1,358	-	1,471	(112)
Wachovia Cap Tr ix 6 375%	P	03/09/12	05/08/12	660	-	657	2
Public Storage Pref 6 45%	P	03/09/12	05/02/12	580	-	589	(9)
Santander Finance Pfd	P	03/09/12	05/31/12	-	-	1,580	(1,580)
JP Morgan Chase Cap XXIX	P	03/09/12	06/27/12	443	-	445	(2)
Markel Corp 7 5%	P	03/09/12	06/08/12	405	-	407	(3)
Protective Life Corp 7 25%	P	03/09/12	06/14/12	250	-	255	(5)
Wells Fargo Capital XI 6 25%	P	03/09/12	06/15/12	3,350	-	3,431	(81)
PS Business Parks Inc Pfd 7 0%	P	03/09/12	8/15/12	675	-	688	(13)
Public Storage 6 60%	P	03/09/12	06/08/12	357	-	360	(3)
Wachovia Cap Funding 7 25%	P	03/09/12	06/21/12	728	-	707	19
Weingarten Realty Invest 6 5%	P	03/09/12	06/06/12	886	-	875	11
BAC Cap TR Tx 6.25%	P	03/09/12	07/25/12	650	-	618	32
Comcast Corp New 6 625%	P	03/09/12	07/23/12	3,775	-	3,842	(67)
GE Cap Corp 6 0%	P	03/09/12	07/17/12	722	-	720	2
JP Morgan Chase Cap XI	P	04/18/12	07/06/12	808	-	807	1
JP Morgan Chase Cap XXVIII	P	07/06/12	03/09/12	642	-	655	(13)
Metlife Inc 6 5% PFD	P	03/09/12	07/30/12	1,331	-	1,325	6
Nextera Energy Cap Hlgsd Seres H	P	03/09/12	07/30/12	404	-	410	(7)
Protective Life Corp 7 25%	P	03/09/12	07/25/12	429	-	433	(3)
Santander Finance Pfd	P	03/09/12	07/13/12	685	-	735	(50)
Vornado Realty LP 7 875%	P	03/09/12	07/31/12	588	-	585	3
Public Storage (MD) 6 6%	P	03/09/12	07/31/12	350	-	360	(10)
Wachovia Pfd Funding 7 25% Pfd	P	03/09/12	07/31/12	1,328	-	1,283	45
Fifth Third Cap TR V 7 25%	P	03/09/12	08/15/12	1,000	-	1,012	(12)
Fifth Third Cap TR VI 7.25%	P	03/09/12	08/08/12	1,375	-	1,393	(18)
Markel Corp 7 5%	P	03/09/12	08/01/12	1,950	-	1,986	(36)
PPL Capital FDG 6 85%	P	03/09/12	08/14/12	625	-	847	(222)
Prudential Financial Inc 6 50%	P	03/09/12	08/16/12	815	-	815	0
Commonwealth REIT Cum RED PFT Ser C7	P	03/09/12	08/24/12	2,700	-	2,702	(2)
Kimco Realty Corp 6 65% PFD	P	03/09/12	08/16/12	448	-	457	(9)
Wachovia Pfd Funding 7 25% Pfd	P	03/09/12	08/16/12	679	-	655	25
Weingarten Realty Invest 6 5%	P	03/09/12	08/20/12	535	-	525	10
Credit Suisse 7.80% Guernsey BRH Cap	P	03/09/12	09/13/12	752	-	766	(13)
JP Morgan Chase Cap XI	P	04/19/12	09/10/12	1,140	-	1,135	5
JP Morgan Chase Cap XXIX	P	03/09/12	09/13/12	608	-	603	6
Pamere Ltd 6.5%	P	03/09/12	09/13/12	584	-	577	7
Regency Centers Corp 6.70%	P	03/09/12	09/13/12	325	-	335	(10)
BAC Cap TR V 6 00%	P	03/09/12	10/17/12	710	-	653	57
BAC Cap TR XII 6 875%	P	03/09/12	10/12/12	814	-	779	35
Berkley (WR) Corp 6 75% PFD	P	03/09/12	10/09/12	102	-	101	1
GE Cap Corp 6 0%	P	03/09/12	10/30/12	507	-	514	(8)
JP Morgan Chase Cap XXIX	P	03/09/12	10/05/12	717	-	707	10
Prudential Financial Inc 9 00%	P	03/09/12	10/05/12	504	-	515	(11)
Santander Finance Pfd	P	03/09/12	10/05/12	572	-	594	(22)
Commonwealth REIT 7 5%	P	03/09/12	10/12/12	284	-	289	(5)
Kimco Realty Corp 7 75% PFD	P	03/09/12	10/12/12	3,002	-	3,055	(53)
PS Business Parks Inc Pfd 6 7%	P	03/09/12	10/09/12	450	-	458	(8)
Weingarten Realty Invest 6 5%	P	03/09/12	10/12/12	759	-	750	9
Berkley (WR) Corp 6 75% PFD	P	03/09/12	11/05/12	579	-	579	(0)
Everest RE Cap TR II 6 20%	P	03/09/12	11/08/12	456	-	457	(1)
HSBC Holdings PLC 6 20%	P	03/09/12	11/05/12	635	-	622	13
HSBC Holdings PLC 8 125%	P	03/09/12	11/21/12	766	-	767	(1)
Santander Finance Pfd	P	03/09/12	11/05/12	518	-	537	(19)
Weingarten Realty Invest 6 5%	P	03/09/12	11/14/12	683	-	675	8
Aegon NV 6 875% PFD	P	03/09/12	12/28/12	675	-	650	25
Deutsche Bk Contingent Cap TR 6 55%	P	03/09/12	12/18/12	877	-	890	(13)
Nexen	P	03/09/12	12/26/12	483	-	480	2
Prudential Financial Inc 9 00%	P	03/09/12	12/26/12	644	-	678	(34)

STATEMENT 15

95-3466880

THE STEELE FOUNDATION, INC.

FORM 990PF-2012, PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

(a) Description of Property sold	(b) P/D	(c) Date acq'd	(d) Date sold/expired	(e) Gross Sales Price	(f) Deprec / Selling Exps	(g) Cost / Basis	(h) Gain or (loss)
Prudential PLC PFD 6 75%	P	03/08/12	12/26/12	950	-	990	(40)
Renaissance Hldgs 6 80%	P	03/09/12	12/26/12	1,950	-	1,958	(8)
Wachovia Pfd Funding 7 25% Pfd	P	03/09/12	12/26/12	552	-	550	2
				57,969	-	59,960	(1,991)
Total Citibank accounts				600,284	-	598,548	1,736
Gluskin Sheff & Associates							
Currency Exchange loss	P	12/31/12	12/31/12	2,998,141	-	3,000,431	(2,290)
JSF Financial, Inc.							
Mutual Funds							
Loomis Sayles Investment	P	Various	03/22/12	430,723	-	383,082	67,641
PIMCO Investment Grade Bond Corp	P	08/31/11	03/08/12	69,998	-	70,063	(67)
Pimco Income Fund CL A	P	12/09/11	06/29/12	217,740	-	210,146	7,595
Pimco Total Return CL A	P	05/26/10	06/29/12	173,854	-	171,491	2,363
Sierra Strategic Income CL 1	P	06/27/12	06/28/12	394,413	-	390,988	3,424
Invesco convertible securities	P	05/20/11	10/16/12	50,000	-	37,080	12,920
Invesco convertible securities	P	05/20/11	11/06/12	100,000	-	74,414	25,586
Pimco Funds - Global Multi Asset Fund	P	11/12/09	11/08/12	119,162	-	121,166	(2,005)
				1,555,888	-	1,438,431	117,457
Stock Account							
Expired Call - Costco	P	09/21/11	01/21/12	2,566	-	-	2,566
Expired Put - SPDR S&P ETV	P	12/01/11	02/28/12	-	-	13,445	(13,445)
Call - VISA	P	12/21/11	02/10/12	2,446	-	6,488	(4,041)
Amgen	P	05/26/10	02/06/12	51,920	-	39,443	12,478
Barclays Bank stock	P	01/26/12	02/08/12	43,771	-	51,014	(7,243)
Dupont stock	P	12/14/11	02/08/12	51,728	-	44,329	7,399
McGraw-Hill Companies	P	03/23/10	02/10/12	45,166	-	35,001	10,165
Salix	P	01/12/11	02/06/12	48,735	-	42,210	6,525
Teleflex	P	04/25/08	02/06/12	52,603	-	43,279	9,325
Valeant	P	09/30/10	02/06/12	23,250	-	-	23,250
Call - Las Vegas Sands	P	01/19/12	03/17/12	2,441	-	10,430	(7,989)
Paychex stock	P	06/29/10	03/23/12	31,703	-	31,001	702
Powershares QQQ Trust	P	05/11/10	03/27/12	33,399	-	23,212	10,187
Wellpoint stock	P	07/08/10	03/27/12	49,785	-	36,654	13,131
Expired Call - Molson Coors	P	01/19/12	04/21/12	1,798	-	-	1,798
Assigned Call - Tata Motors	P	01/19/12	04/21/12	2,245	-	-	2,245
Apple Stock	P	01/19/12	04/10/12	28,927	-	18,834	9,993
Chesapeake Energy Corporation	P	02/06/12	04/23/12	35,858	-	42,094	(6,236)
Sandisk Corp	P	01/31/12	04/10/12	45,551	-	47,332	(1,781)
TataMotors	P	02/02/11	04/25/12	67,483	-	62,588	4,894
Visa	P	05/11/10	04/26/12	234,993	-	108,435	126,558
Expired Call - Caterpillar	P	05/19/12	01/19/12	1,471	-	-	1,471
Expired Put - Caterpillar	P	5/18/12	05/22/12	884	-	-	884
Expired Call - Freeport	P	01/19/12	05/19/12	3,076	-	-	3,076
Expired Call - McGraw Hill	P	01/19/12	05/19/12	1,571	-	-	1,571
Call repurchased - Visa	P	05/07/12	02/10/12	3,066	-	2,785	271
Amazon Stock	P	02/06/12	05/02/12	113,415	-	94,671	18,743
Caterpillar Inc	P	07/27/11	05/22/12	44,991	-	48,911	(3,920)
Charles River Labs	P	Various	05/23/12	36,031	-	61,699	(25,668)
City Holding Co	P	01/23/12	05/09/12	33,501	-	35,514	(2,013)
Hewlett-Packard	P	02/28/11	05/29/12	41,991	-	85,804	(43,813)
Market Vectors ETF Tr	P	10/03/11	05/18/12	23,998	-	26,258	(2,261)
Nvidia Corp	P	07/13/11	05/25/12	17,989	-	23,012	(5,023)
Powershares QQQ Trust	P	05/11/10	05/22/12	93,005	-	68,154	26,851
Tata Motors	P	02/02/11	05/21/12	49,812	-	47,226	2,586
Valeant	P	09/30/10	05/23/12	46,991	-	-	46,991
Windstream	P	11/30/09	05/15/12	10,017	-	10,051	(34)
Expired Call - Barclays Bank	P	05/29/12	06/01/12	1,142	-	5,678	(4,537)
Expired Call - Stryker	P	02/02/12	06/16/12	1,096	-	-	1,096
Put Sold - SPDR S&P 500 ETF	P	06/20/12	06/21/12	5,903	-	5,997	(93)
Assigned Call - Tata Motors	P	05/17/12	06/16/12	1,677	-	-	1,677
Expired Call - Visa	P	05/07/12	06/15/12	1,335	-	-	1,335
Purchased/sold Call - Whole Foods Mkt	P	06/15/12	06/28/12	2,781	-	3,920	(1,139)
Expired Call - Whole Foods Mkt	P	05/04/12	06/16/12	914	-	-	914

STATEMENT 15

THE STEELE FOUNDATION, INC.

95-3466880

FORM 990PF-2012, 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) Deprec / Selling Exps	(g) Cost / Basis	(h) Gain or (loss)
Powershares DB Multi-Sector Trust	P	02/01/11	06/04/12	77,992	-	101,944	(23,952)
Qualcom	P	04/25/12	06/06/12	27,558	-	32,002	(4,444)
Tata Motors	P	02/02/11	06/20/12	-	-	1,478	(1,478)
Expired Put - Conoco Philips	P	07/26/12	07/27/12	310	-	-	310
Assigned Call - Expedia	P	04/30/12	07/21/12	488	-	-	488
Expired Call - Facebook	P	07/26/12	07/27/12	-	-	968	(968)
Expired Call - JNJ	P	02/02/12	07/21/12	1,795	-	-	1,795
Expedia Stock	P	10/24/08	07/25/12	19,992	-	5,900	14,092
JP Morgan Chase	P	-	07/31/12	89,865	-	97,308	(7,443)
Viropharma	P	08/20/12	07/03/12	41,175	-	39,819	1,356
Websense	P	02/05/07	07/30/12	14,252	-	21,509	(7,257)
Wellpoint stock	P	05/07/10	07/30/12	48,572	-	48,695	1,877
Expired call - Las Vegas Sands	P	03/16/12	08/10/12	9,940	-	-	9,940
American Express	P	08/14/12	08/12/11	85,865	-	65,570	20,295
Carrolls Restaurant	P	07/11/07	08/01/12	11,354	-	8,676	2,678
CostCo	P	01/12/12	08/14/12	47,791	-	38,228	11,565
Crown Holdings	P	08/13/07	08/01/12	15,097	-	9,912	5,185
Deer & Co	P	03/21/11	08/14/12	39,520	-	43,519	(4,000)
Expedia Inc	P	10/24/08	08/01/12	19,502	-	4,130	15,372
Fiesta Restaurant Group	P	05/08/12	08/01/12	31,282	-	22,473	8,810
IBM	P	10/21/11	08/14/12	39,747	-	35,402	4,348
IShares MSCI BRIC Index Fund	P	02/18/10	08/14/12	55,748	-	68,115	(12,369)
IShares TR S&P Smallcap 600	P	01/04/11	08/14/12	162,541	-	147,151	15,389
JOSa Bank Clothiers Inc	P	04/02/12	08/09/12	20,874	-	25,532	(4,558)
Kroger	P	12/11/09	08/14/12	45,061	-	40,038	5,023
Las Vegas Sands	P	Various	08/14/12	100,257	-	105,518	(5,261)
Eli Lilly & Co	P	06/20/12	08/31/12	44,991	-	42,067	2,924
MGM Resorts International	P	12/28/10	08/09/12	27,927	-	43,708	(15,781)
McGraw-Hill Companies	P	03/23/10	08/14/12	72,375	-	52,501	19,874
NGP Cap Res Co	P	07/02/10	08/01/12	15,011	-	14,725	287
Nvidia Corp	P	07/13/11	08/14/12	21,397	-	23,012	(1,615)
QEP Resources	P	07/01/10	08/14/12	88,377	-	65,423	954
Questar	P	10/17/08	08/14/12	102,040	-	73,217	28,823
Republic Svcs Inc	P	08/14/12	12/28/06	57,227	-	55,022	2,205
Rockwood	P	08/17/08	08/01/12	30,058	-	26,488	3,572
Salix	P	01/12/11	08/30/12	44,991	-	44,839	152
Sector SPDR TR Shs Ben Int Fin1	P	09/10/10	08/01/12	44,315	-	42,722	1,592
Sysco	P	02/09/12	08/08/12	29,142	-	29,631	(490)
Tata Motors	P	06/20/12	08/14/12	54,366	-	54,198	167
Teleflex	P	04/25/08	08/14/12	44,588	-	35,641	8,947
Tnpadvisor	P	12/21/12	08/14/12	31,186	-	10,030	21,156
Valeant	P	06/08/07	08/14/12	49,971	-	-	49,971
Visa	P	05/19/10	08/29/12	60,222	-	39,389	20,833
Ziopharm	P	12/30/11	08/14/12	25,512	-	21,503	4,009
Expired Call - CBS	P	08/09/12	09/21/12	476	-	-	476
Assigned call - Costco	P	08/06/12	09/21/12	804	-	-	804
Expired call - GOLD	P	06/12/12	09/22/12	-	-	38,282	(38,282)
Expired call - GOLD	P	09/10/12	09/22/12	39,969	-	-	39,969
Assigned call - SPY	P	08/06/12	09/20/12	1,472	-	-	1,472
Assigned call - SPDR S&P (DIA)	P	08/06/12	09/20/12	615	-	-	615
Expired Call - Visa	P	07/30/12	09/21/12	1,794	-	-	1,794
Bed Bath & Beyond	P	06/26/12	09/14/12	70,165	-	62,679	7,487
CBS	P	09/22/08	09/28/12	59,236	-	45,942	13,294
CostCo	P	08/16/11	09/26/12	99,990	-	75,834	24,156
Facebook	P	09/17/12	09/27/12	32,174	-	30,941	1,233
QEP Resources	P	07/01/10	09/25/12	116,345	-	104,338	12,007
SPDR S&P 500 ETF Trust Unit 1 S&P	P	08/10/11	09/25/12	260,988	-	211,354	49,632
SPDR Dow Jones Indl Ave Etf Trust	P	01/04/10	09/25/12	121,489	-	94,925	26,564
Stryker	P	12/13/11	09/19/12	55,991	-	47,331	8,660
Expired call - QQQ	P	07/30/12	10/30/12	1,124	-	-	1,124
Expired Put - USO	P	09/21/12	10/23/12	1,196	-	-	1,196
Akamai Tech	P	05/01/12	10/01/12	37,681	-	33,816	3,865
AT&T	P	09/04/08	10/16/12	90,868	-	89,081	1,787
Apple Stock	P	01/01/00	10/19/12	81,175	-	51,320	29,856
Carnival	P	03/02/12	10/01/12	74,046	-	59,784	14,262

STATEMENT 15

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THE STEELE FOUNDATION, INC.

FORM 990PF-2012, PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

(a) Description of Property sold	(b) P/D	(c) Date acq'd	(d) Date sold/expired	(e) Gross Sales Price	(f) Deprec / Selling Exps	(g) Cost / Basis	(h) Gain or (loss)
Century Link	P	08/23/11	10/18/12	77,457	-	68,304	9,153
Crown Holdings	P	08/13/07	10/15/12	38,765	-	23,323	13,442
McDonalds	P	06/13/12	10/28/12	43,753	-	43,630	122
PepsiCo	P	02/14/12	10/25/12	104,093	-	96,598	7,495
Powershares QQQ Trust	P	Various	10/01/12	68,421	-	53,601	14,819
Sandridge	P	10/19/12	10/26/12	19,540	-	21,571	(2,032)
Sanofi	P	06/20/12	10/03/12	42,713	-	35,426	7,287
Teleflex	P	04/25/08	10/23/12	54,067	-	40,733	13,334
Venzon	P	10/12/10	10/18/12	43,991	-	26,251	17,740
Expired Put - USO	P	10/23/12	11/17/12	1,116	-	-	1,116
Apple Stock	P	10/26/12	11/07/12	88,040	-	94,029	(5,989)
Chesapeake Granite	P	11/13/12	11/20/12	32,721	-	39,708	(6,987)
Cliffs Nat Res Inc	P	10/17/12	11/27/12	29,933	-	39,980	(10,047)
Google	P	10/23/12	11/20/12	32,491	-	34,966	(2,475)
Questar	P	10/17/08	11/15/12	94,033	-	73,510	20,523
Ross Stores	P	11/08/12	11/15/12	27,551	-	28,280	(729)
Walgreen	P	08/22/12	11/08/12	67,991	-	60,131	7,860
Virtus Mult Sector Short Term Bond Fund	P	Various	11/16/12	500,000	-	480,755	19,245
Expired Call - Visa	P	10/12/12	12/22/12	798	-	-	798
Cabelas	P	12/26/12	12/21/12	42,508	-	39,891	2,618
Sturm Ruger & Co	P	11/13/12	12/13/12	50,081	-	46,427	3,654
Visa	P	05/19/10	12/27/12	88,765	-	39,529	49,236
				5,915,818	-	5,139,854	775,964
				7,471,706	-	6,578,285	893,421
PAYDEN & RYSEL							
US Treasury Bill	P	12/15/11	01/19/12	24,999	-	24,999	(0)
Mortgage backed securities paydowns - Jan	P	Various	Various	49,816	-	52,181	(2,345)
FHLMC Pool# G02227	P	06/11/09	02/15/12	71,420	-	67,804	3,615
FHLMC Pool# G03447	P	07/13/09	02/15/12	59,488	-	56,246	3,242
FNMA Pool# 888823	P	05/22/09	02/15/12	33,148	-	31,425	1,723
FNMA Pool# 888823	P	06/01/10	02/15/12	42,674	-	41,544	1,130
FNMA Pool#AD8522	P	09/14/10	02/15/12	95,303	-	92,727	2,576
FNMA Pool#AD8529	P	10/13/10	02/15/12	243,857	-	237,814	5,843
GNMA II # 4800	P	10/20/10	02/21/12	98,366	-	95,175	3,190
Mortgage backed securities paydowns - Feb	P	Various	Various	50,580	-	52,884	(2,304)
US Treasury Bill	P	12/15/11	03/15/12	594,984	-	594,985	(1)
Mortgage backed securities paydowns - Mar	P	Various	Various	55,816	-	58,587	(2,771)
Mortgage backed securities paydowns - Apr	P	Various	Various	61,745	-	65,333	(3,587)
FNMA Pool # 891388	P	9/13/2011	5/15/2012	116,089	-	116,756	(667)
Mortgage backed securities paydowns -May	P	Various	Various	66,188	-	69,358	(3,170)
GNMA #778690	P	01/23/12	06/20/12	104,975	-	101,995	2,979
Mortgage backed securities paydowns -June	P	Various	Various	46,160	-	48,638	(2,478)
Mortgage backed securities paydowns -July	P	Various	Various	51,358	-	54,057	(2,699)
FNMA Note	P	12/03/09	08/21/12	49,997	-	50,783	(786)
Mortgage backed securities paydowns -Aug	P	Various	Various	56,194	-	59,069	(2,875)
FHLMC Pool #G06020	P	03/12/12	09/27/12	99,919	-	99,464	455
Mortgage backed securities paydowns -Sept	P	Various	Various	69,076	-	72,737	(3,661)
FNMA Pool #MA1132	P	08/13/12	10/11/12	138,055	-	133,877	2,179
Mortgage backed securities paydowns -Oct	P	Various	Various	58,039	-	61,025	(2,987)
Abbott Labs Corp Bond	P	05/27/09	11/13/12	53,257	-	46,920	6,336
FNMA Pool# AD8529	P	10/13/10	11/20/12	83,153	-	80,606	2,548
FNMA Pool# AE0888 ARM	P	03/23/11	11/29/12	44,989	-	44,234	756
FNMA Pool# AH1174	P	11/14/11	11/20/12	89,010	-	84,471	4,539
Mortgage backed securities paydowns -Nov	P	Various	Various	66,877	-	72,484	(5,607)
CVS Bond	P	05/26/09	12/11/12	58,734	-	46,666	12,068
FNMA Pool #AB5748	P	08/13/12	12/31/12	9,748	-	9,684	65
FNMA Pool #AJ7680	P	02/13/12	12/31/12	106,996	-	104,229	2,767
Mortgage backed securities paydowns -Dec	P	Various	Various	72,243	-	75,025	(2,782)
				2,921,050	-	2,903,762	17,288
Schafer Cullen - High Dividend							
HCP	P	07/06/10	02/01/12	-	-	304	(304)
Health Care REIT	P	06/18/10	02/01/12	-	-	441	(441)
Bristol Myers Squibb	P	06/18/10	04/03/12	995	-	768	229
Diageo ADR	P	06/18/10	04/03/12	1,919	-	1,321	598
Dominion Resources Inc	P	07/28/10	04/03/12	5,552	-	4,680	892

THE STEELE FOUNDATION, INC.

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FORM 990PF-2012, PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

(a) Description of Property sold	(b) P/O	(c) Date acq'd	(d) Date sold/expired	(e) Gross Sales Price	(f) Deprec / Selling Exps	(g) Cost / Basis	(h) Gain or (loss)
Microsoft Corp	P	09/09/10	04/03/12	2,866	-	2,193	673
Philip Morris Intl	P	06/18/10	04/03/12	4,311	-	2,288	2,025
Venzon	P	06/18/10	04/03/12	3,784	-	2,728	1,036
Phillips 66 Com	P	06/08/10	06/18/12	4,057	-	3,292	765
Bristol Myers Squibb	P	06/18/10	09/17/12	16,953	-	13,080	3,873
				40,418	-	31,071	9,347
Schafer Cullen - International							
Unilever US	P	03/14/12	03/27/12	12,574	-	12,570	4
Vodafone	P	03/14/12	03/27/12	15,593	-	15,048	545
Astrazeneca ADR	P	03/14/12	03/27/12	2,475	-	2,484	(9)
Diageo ADR	P	03/14/12	03/27/12	7,694	-	7,749	(54)
Philip Morris	P	03/14/12	03/27/12	5,210	-	5,104	106
Royal Dutch Shell	P	03/15/12	03/27/12	12,218	-	12,549	(331)
HSBC Holdings	P	03/14/12	03/27/12	12,689	-	12,490	199
Petrochina Co Ads	P	03/14/12	03/27/12	11,857	-	12,591	(633)
Tesco Ord GBPO 05	P	03/15/12	06/07/12	4,287	-	4,840	(553)
Nitto Denko Corp NPV	P	03/15/12	06/25/12	6,795	-	7,440	(645)
Bayer AG NPV	P	03/14/12	08/14/12	726	-	724	2
BHP Billiton Limited NPV	P	03/15/12	08/15/12	6,568	-	7,035	(467)
Sakari Resources NPB	P	03/15/12	08/08/12	3,367	-	6,036	(2,669)
Companhia Siderurgica Nacional	P	03/14/12	08/14/12	794	-	1,467	(673)
Cia Energetica Minas Gerais	P	03/14/12	08/14/12	684	-	650	34
Nitto Denko Corp NPV	P	03/15/12	10/04/12	10,108	-	9,094	1,014
Sakan Resources NPB	P	03/15/12	10/15/12	2,872	-	3,699	(827)
Statol Healthcare NPB	P	03/15/12	11/19/12	2,923	-	3,525	(603)
Companhia Siderurgica Nacional	P	03/14/12	11/15/12	7,242	-	13,821	(6,579)
France Telecom ADR	P	03/14/12	11/15/12	1,776	-	2,512	(736)
Treasury Wine Estates LTD	P	03/14/12	12/21/12	9,683	-	8,273	1,390
Chunghwa Telecom ADR Ea	P	03/14/12	12/03/12	5,076	-	4,937	139
Cia Energetica Minas Gerais	P	03/14/12	12/03/12	2,162	-	3,437	(1,275)
Taiwan Semiconductor Manufacturing	P	03/14/12	12/03/12	1,580	-	1,389	190
				147,033	-	159,464	(12,431)
Rice Hall - Small Cap							
Monster Beverage	P	01/28/11	01/26/12	4,140	-	2,211	1,929
Questar Phar Inc	P	01/28/11	01/17/12	2,359	-	1,017	1,342
Stamps	P	01/28/11	01/27/12	2,295	-	956	1,339
Stamps	P	01/28/11	02/03/12	2,284	-	838	1,446
Equinox	P	01/28/11	03/02/12	2,926	-	1,850	1,076
Liquidity Svcs Inc Com	P	01/28/11	03/02/12	2,509	-	744	1,765
MIPS Technologies	P	01/28/11	03/20/12	2,828	-	7,910	(5,083)
WebSense	P	01/28/11	03/21/12	772	-	763	9
Equinox	P	01/28/11	05/01/12	2,530	-	1,322	1,208
Equinox	P	01/28/11	07/05/12	5,279	-	2,643	2,636
LKQ Corp	P	01/28/11	08/23/12	2,580	-	1,622	958
Ramtron Int' Copr Com	P	01/28/11	08/21/12	1,320	-	1,427	(107)
Transdigm Group Inc	P	01/28/11	08/23/12	2,483	-	1,384	1,099
Orasure Technologies Inc Com	P	01/28/11	09/19/12	2,602	-	1,897	705
Questar Phar Inc	P	01/28/11	09/24/12	6,001	-	2,333	3,668
Transdigm Group Inc	P	01/28/11	09/18/12	2,422	-	1,307	1,116
B Communications	P	01/28/11	10/18/12	294	-	2,405	(2,111)
City Telecom HK ADS	P	01/28/11	10/19/12	982	-	3,581	(2,599)
Cogent Communications Group	P	01/28/11	10/10/12	2,315	-	1,477	838
KIT Digital Inc Com	P	Various	10/16/12	1,151	-	6,724	(5,573)
Orasure Technologies Inc Com	P	01/28/11	10/03/12	1,821	-	1,130	691
Transdigm Group Inc	P	01/28/11	10/03/12	2,545	-	1,384	1,161
Transdigm Group Inc - Other adjust	P	01/28/11	11/30/12	-	-	1,611	(1,611)
Ancestry Com Inc	P	11/04/11	12/31/12	5,782	-	4,679	1,113
McMoran	P	01/28/11	12/03/12	498	-	945	(447)
Medics	P	01/28/11	12/12/12	8,272	-	4,788	3,484
Transdigm Group Inc	P	01/28/11	12/24/12	2,399	-	1,384	1,015
				71,408	-	60,331	11,077
Rice Hall - Micro Cap							
Stamps Com Inc	P	06/16/10	01/27/12	4,628	-	1,296	3,332
Sonosite	P	Various	02/17/12	15,012	-	8,198	6,818
Advisory Board Co	P	08/16/10	03/02/12	5,464	-	2,486	2,978

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THE STEELE FOUNDATION, INC.

95-3466880

FORM 990PF-2012, PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

(a) Description of Property sold	(b) P/D	(c) Date acq'd	(d) Date sold/expired	(e) Gross Sales Price	(f) Deprec / Selling Exps	(g) Cost / Basis	(h) Gain or (loss)
J2 Global Comm Inc com New	P	06/16/10	03/05/12	3,116	-	2,363	753
Liquidity Svcs Inc com	P	08/18/10	03/02/12	4,853	-	1,445	3,409
MIPS Technologies	P	07/02/10	03/20/12	4,430	-	4,196	234
Somaxon	P	Vanous	03/08/12	902	-	5,359	(4,457)
Rosetta Genomics LTD Com	P	07/07/11	04/10/12	126	-	2,443	(2,317)
Liquidity Svcs Inc com	P	06/16/10	05/02/12	1,889	-	451	1,438
Orasure Technologies Inc Com	P	08/16/10	05/18/12	7,680	-	4,920	2,760
Staratasy Inc	P	08/16/10	05/01/12	3,130	-	1,473	1,657
Cirrus Logic	P	06/16/10	07/05/12	3,087	-	1,440	1,627
Consolidated Water	P	08/16/10	08/14/12	839	-	1,234	(394)
Given Imaging Com ILSO 05	P	08/16/10	08/14/12	2,578	-	3,283	(705)
Ituran Location & Control	P	08/16/10	08/14/12	2,230	-	2,956	(726)
RRSAT Global Comm Network	P	06/16/10	08/14/12	3,408	-	5,900	(2,492)
Acacia Resh Corp	P	08/16/10	08/14/12	3,710	-	1,988	1,722
Accelrys Inc	P	07/06/10	08/14/12	676	-	701	(25)
Advisory Board Co	P	06/16/10	08/14/12	8,736	-	4,001	4,735
Agilysis Inc Com	P	02/28/12	08/14/12	10,498	-	10,226	272
American Vanguard CP	P	06/16/10	08/14/12	8,356	-	2,299	6,056
Bactenn Int'l Holdings	P	07/05/12	08/14/12	6,493	-	5,584	909
Biospecifics Techs	P	09/03/10	08/14/12	5,816	-	8,692	(2,876)
Bravo Bro	P	03/27/12	08/14/12	4,469	-	5,249	(780)
Century Casinos Inc	P	06/16/10	08/14/12	3,121	-	2,696	426
Cirrus Logic	P	06/16/10	08/14/12	7,728	-	2,811	4,916
City Telecom HK ADS	P	08/16/10	08/14/12	3,371	-	8,600	(5,229)
Cleveland Biolabs	P	03/01/12	08/14/12	3,174	-	8,680	(5,506)
Cogent Communications Group	P	06/16/10	08/14/12	5,144	-	2,248	2,896
Constant Contact	P	09/16/11	08/14/12	6,402	-	5,744	657
Corporate Executive Bld Co	P	06/16/10	08/14/12	4,474	-	2,716	1,758
Delcath Systems Inc com	P	08/16/10	08/14/12	1,932	-	9,887	(7,934)
Denny's	P	02/03/12	08/14/12	7,300	-	6,823	477
Diamond Foods	P	12/01/11	08/14/12	1,903	-	2,850	(1,047)
Drew Ind Inc com	P	06/16/10	08/14/12	5,899	-	3,972	1,927
GSE Systems Inc	P	06/16/10	08/14/12	920	-	1,875	(955)
Guidance software Inc Com	P	12/27/10	08/14/12	9,882	-	6,552	3,330
Huron Consulting Grp Inc Com	P	06/16/10	08/14/12	2,593	-	1,621	972
ICU Medical Inc	P	06/16/10	08/14/12	5,354	-	3,088	2,266
ICG Group Inc com	P	06/16/10	08/14/12	16,194	-	14,289	1,925
Innerworkings Inc	P	03/05/12	08/14/12	6,477	-	6,170	308
J2 Global Comm Inc com New	P	06/16/10	08/14/12	3,041	-	2,408	633
KIT Digital Inc Com	P	Vanous	08/14/12	2,570	-	11,643	(9,073)
Liquidity Svcs Inc com	P	06/16/10	08/14/12	5,764	-	1,664	4,100
Liveperson	P	06/16/10	08/14/12	11,733	-	4,909	6,824
MDC Partners Inc Class A	P	06/16/10	08/14/12	14,406	-	17,487	(3,091)
ManneMax Inc	P	08/16/10	08/14/12	2,232	-	2,534	(302)
McMoran Exploration	P	06/16/10	08/14/12	5,097	-	3,880	1,217
Mesa Labs	P	07/11/12	08/14/12	3,503	-	3,531	(27)
Mitek Sys Inc New	P	10/05/11	08/14/12	1,355	-	2,889	(1,514)
NPS Pharmaceuticals	P	08/16/10	08/14/12	9,559	-	8,650	908
Nektar Therapeutics	P	06/16/10	08/14/12	2,288	-	3,515	(1,227)
O2 Micro International Spons	P	06/16/10	08/14/12	6,812	-	10,240	(3,628)
Oyo Geospace Corp	P	06/16/10	08/14/12	5,849	-	2,861	2,988
OBAGI Med Prods Inc Com	P	06/16/10	08/14/12	9,848	-	9,704	144
Orasure Technologies Inc Com	P	06/16/10	08/14/12	10,197	-	4,640	5,557
Park City Group Inc	P	12/27/10	08/14/12	3,358	-	4,914	(1,558)
Quidel Corp Com	P	06/16/10	08/14/12	6,957	-	5,763	1,195
RTI Biologics Inc Com	P	06/16/10	08/14/12	9,264	-	8,203	1,062
Ramtron Int'l Corp Com New	P	06/16/10	08/14/12	7,315	-	7,143	172
Sharps Compliance Corp	P	04/05/11	08/14/12	3,994	-	6,745	(2,751)
Scientific Games	P	10/03/11	08/14/12	7,355	-	8,636	(1,281)
Shuffle Master	P	06/16/10	08/14/12	10,937	-	7,281	3,656
Spark Networks Inc	P	06/16/10	08/14/12	1,173	-	737	436
Stamps com Inc	P	06/16/10	08/14/12	9,011	-	4,778	4,233
Stratasys Inc	P	06/16/10	08/14/12	10,101	-	3,695	6,406
Universal Technical	P	08/16/10	08/14/12	3,687	-	7,505	(3,818)
				371,179	-	334,805	36,374

THE STEELE FOUNDATION, INC.

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FORM 990PF-2012, 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) Deprec / Selling Exps	(g) Cost / Basis	(h) Gain or (loss)
Total Securities Gains/ (Losses)				15,588,955	0	14,573,771	1,015,182
Loss on Mortgage Loans							
Loss on BPH/QCS	P		5/11/2012	714,868	-	1,000,000	(285,132)
Vistoso Rolling Option	P		8/24/2012	2,000,000	-	2,080,381	(80,381)
Mancopa / Midway Land	P		9/30/2012	3,424,000	-	5,167,388	(1,743,388)
Mick Diessner (recovery)	P		10/22/2012	180,000	-	-	180,000
				6,318,868	-	8,247,769	(1,928,901)
Gain/(Loss) on Real Estate							
Sale of Tibsherany Condo	P	8/9/2012	8/9/2012	400,000	-	362,448	37,554
Sale of Tibsherany Land	P	8/7/2012	12/12/2012	226,972	-	100,000	126,972
				626,972	-	462,448	164,526
Total Gains/(losses) per Line 6(a), column (a)				22,534,794		23,283,986	(749,192)
Total Gains/(Losses) per Line 7, column (b)							0

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THE STEELE FOUNDATION, INC.

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FORM 990PF-2012, 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 20-40 Hours	\$100,000	\$0	\$0
Marianne Cracchiolo Mago PO Box 1112 Phoenix, Arizona 85001	President 40 Hours	209,000	6,000	0
Gail Flinn PO Box 1112 Phoenix, Arizona 85001	Director of Finance/ Secretary 40 Hours	82,450	2,550	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
Andy Abraham PO Box 1112 Phoenix, Arizona 85001	Director 1-2 Hours	0	0	0
Total		\$391,450	\$8,550	\$0

STATEMENT 17

THE STEELE FOUNDATION, INC.

95-3466880

FORM 990PF-2012, PART XV, Line 3a - CONTRIBUTIONS PAID DURING THE YEAR 2012

Name	Relationship to Fdn. Mgr or Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
ARCS Foundation 3104 E Camelback Road Phoenix, AZ 85016	N/A	Public	Scholarship	7,000
AEISD E. Lincoln Drive Scottsdale, AZ 85253	5802 N/A	Public	Operational Funding	1,000
American Heart Association 2929 S 48th Street Tempe, AZ 85282	N/A	Public	Healthy Schools	10,000
Arizona Brain Food 2635 N Ridge Mesa, AZ 85203	N/A	Public	Arizona Brain Pack Program	20,000
AZ College Scholarship Foundation 1430 E Missouri Ave Phoenix, AZ 85014	N/A	Public	St John Vianney Scholars	31,000
AZ Community Foundation 2201 E Camelback Road, # 202, Phoenix, AZ 85016	N/A	Public	Summer Youth Program	25,000
Arizona Museum for Youth N. Robson AZ 85201	35 Mesa, N/A	Public	Traveling Art Exhibition Business Development	25,000
AZ Science Center E. Washington Street Phoenix, AZ 85004	600 N/A	Public	All About Me Gallery	200,000
Arizona State University 542 E. Monroe, Suite D100 Phoenix, AZ 85004	N/A	Public	American Dream Academy	55,187
Arizona State University Hall, P O Box 874302 Tempe, AZ 85287	Coor N/A	Public	Public History	5,000

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THE STEELE FOUNDATION, INC.

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FORM 990PF-2012, PART XV, Line 3a - CONTRIBUTIONS PAID DURING THE YEAR 2012

Name	Relationship to Fdtn. Mgr or Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Audubon Arizona S Central Avenue Phoenix, AZ 85040	3131 N/A	Public	Pollinator Project	18,000
Ballet Anzona E. Indian School Road AZ 85018	3645 Phoenix, N/A	Public	Ballet under the Stars Program	25,000
Barrow Neurological Foundation 3110 N Central Avenue, #135 Phoenix, AZ 85012	N/A	Public	Women's Board Fundraiser	15,000
Boys and Girls Club of Met Phoenix 2645 N 24th Street Phoenix, AZ 85008	N/A	Public	Capacity Building Grant to rebuild development/ marketing staff	75,000
Boys Hope Girls Hope 3443 N Central Avenue, Suite 713 Phoenix, AZ 85012	N/A	Public	Academic Assistance Program	75,000
Brophy College Preparatory 4701 North Central Ave Phoenix, AZ 85012	N/A	Public	The Loyola Academy	100,000
Center for the Future of Arizona 541 E Van Buren Street, Suite B-5 Phoenix, AZ 85004	N/A	Public	Beat the Odds	50,000
Children's Action Alliance 4001 N 3rd St, Suite 160, Phoenix, AZ 85012	N/A	Public	Through the Eyes of a Child	3,000
Child Crisis Center 817 N Country Club Mesa, AZ 85201	N/A	Public	Adoption and Foster Care Program	100,000
Childsplay Inc PO BOX 517, Tempe, AZ 85280	N/A	Public	Storybook Preview	30,000

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THE STEELE FOUNDATION, INC.

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FORM 990PF-2012, PART XV, Line 3a - CONTRIBUTIONS PAID DURING THE YEAR 2012

Name	Relationship to Fdn. Mgr or Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Circle The City 220 S. 12th Ave Phoenix, AZ 85007	N/A	Public	Cycle the City event	5,000
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	Open a new Preschool Classroom at FACES	100,000
Desert Botanical Gardens 1201 N Gavlin Parkway, Phoenix, AZ 85008	N/A	Public	Community Garden Initiative (Phase 1)	15,650
Desert View Learning Center 4027 E Lincoln Dr Scottsdale, AZ 85253	N/A	Public	Scholarships	10,000
Ear Candy 200 E. Curry Road Tempe, AZ 85281	N/A	Public	Program Expansion/Board Development	7,500
Educare AZ PO BOX 97366, Phoenix, AZ 85060-7366	N/A	Public	Capital Campaign	300,000
Family Promise of Greater Phoenix 7221 E. Belleview St., #5 Scottsdale, AZ 85257	N/A	Public	Whole and Healthy Families Program	40,000
Friendly House 802 S First Avenue P.O. Box 3695 Phoenix, AZ 85030	N/A	Public	Children, Youth and Family Development Program	40,000
Great Hearts Academies 3102 N 56th Street, Suite 300 Phoenix, AZ 85018	N/A	Public	Archway/Ventus Academy Matching Challenge Grant	216,000

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THE STEELE FOUNDATION, INC.

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FORM 990PF-2012, PART XV, Line 3a - CONTRIBUTIONS PAID DURING THE YEAR 2012

Name	Relationship to Fdtn. Mgr or Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Human Services Campus 1125 W Jackson St , Phoenix, AZ 85007	N/A	Public	Operations	150,000
Jewish Community Center 1702 E Highland Ave , Suite 310 Phoenix, AZ 85016	N/A	Public	Preschool Scholarships	50,000
Keep Phoenix Beautiful 200 W Washington St , 16th Floor Phoenix, AZ 85003	N/A	Public	PHX Renew Vacant Lot Camelback & Indian School	40,000
Kids @ Core 825 N. 7th St. AZ 85006	Phoenix, N/A	Public	Community Health and Wellness	1,000
Legacy Connection 2999 N 44th St , # 530 Phoenix, AZ 85018	N/A	Public	Back to School Drive	20,000
Liberty Wildlife PO Box 14345 Scottsdale, AZ 85267	N/A	Public	Operations	10,000
Locals First Arizona W. Camelback Rd Phoenix, AZ 85013	12 N/A	Public	Operational Funding	40,000
Marc Center 924 N Country Club Drive Mesa, AZ 85201	N/A	Public	Operations	70,000
Musical Instrument Museum 4725 East Mayo Blvd. AZ 85050	Phoenix, N/A	Public	A World of Musical Journeys Field Trip Program	15,000
New Directions Institute 4500 N 32nd St Suite 206, Phoenix, AZ 85018	N/A	Public	Annual Charity Event	37,500

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THE STEELE FOUNDATION, INC.

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FORM 990PF-2012, PART XV, Line 3a - CONTRIBUTIONS PAID DURING THE YEAR 2012

Name	Relationship to Fdn. Mgr or Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
New Pathways for Youth 1001 E. Pierce St , Phoenix, AZ 85006	N/A	Public	Executive Support/ New Exec Asst for the VP Programming & Dir Of Development	50,000
Notre Dame 107 Sander Hall Notre Dame, IN 46556	N/A	Public	ACE Academy	50,000
PBS 555 N Central Ave., Suite 500 Phoenix, AZ 85004	N/A	Public	Child Abuse Prevention Programming/Facilitation	80,000
Phoenix Art Museum 1625 N. Central Ave Phoenix, AZ 85004	N/A	Public	General benefit of the Museum	30,000
Phoenix Collegiate Academy 5610 S. Central Ave, Phoenix, AZ 85040	N/A	Public	Enriching Lives through Art / Arts Director Faculty Funding	60,000
Phoenix Film Foundation PO Box 14345 Scottsdale, AZ 85267	N/A	Public	Kid's Day event @ Phoenix Film Festival & Summer Film Camp for middle and high school students	10,000
Planned Parenthood Cntrl/North 5651 N 7th St, Phoenix, AZ 85014	N/A	Public	Operations	100,000
Prevent Child Abuse Arizona PO Box 26495 Prescott Valley, AZ 86312-6495	N/A	Public	Operations	65,065
Prince of Peace Preschool 3641 N 56th St Phoenix, AZ 85018	N/A	Public	Playground Improvement project	1,000
Ride 403 www.therideforsemperfi.com	N/A	Public	Semper Fi Bike Ride to Raise Funds for Injured Marines	5,000

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THE STEELE FOUNDATION, INC.

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FORM 990PF-2012, PART XV, Line 3a - CONTRIBUTIONS PAID DURING THE YEAR 2012

Name	Relationship to Fdtn. Mgr or Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Rosies House Box 13446 85002 PO Phoenix, AZ	N/A	Public	Strategic Plan 2013	35,000
Scottsdale Dragon Baseball 14422 N 67th Place Scottsdale, AZ 85254	N/A	Public	Team uniforms	1,000
Southwest Human Development 2850 N 24th St. AZ 85008 Phoenix,	N/A	Public	Birth to Five Helpline	30,000
Starlight Children's Foundation One Renaissance Square 2 North Central Ave Suite 170 Phoenix, AZ 85007	N/A	Public	Holiday Sponsored Trip	5,000
St. John Vianney School 539 La Pasada BLVD. Goodyear, AZ 85338	N/A	Exempt	Scholarships	70,000
St Mary's Food Bank 2831 N 31st Ave, Phoenix, AZ 85009	N/A	Exempt	Kid's Café and Child Nutrition Programs	75,000
St Rose of Lima Catholic Church 46 Church Hill Rd CT 06470 Newton,	N/A	Exempt	Newton/Sandy Hook victims' families and community	25,000
St Vincent De Paul PO Box 13600, Phoenix, AZ 85002	N/A	Exempt	Family Dining Room	77,000
Teach for America N Central Ave , Suite 900 Phoenix, AZ 85012 3030	N/A	Public	Teacher Turnaround Initiative	50,000
The Solel Preschool 6805 E McDonald Drive Paradise Valley, AZ 85253	N/A	Exempt	Scholarships	25,000

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THE STEELE FOUNDATION, INC.

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FORM 990PF-2012, PART XV, Line 3a - CONTRIBUTIONS PAID DURING THE YEAR 2012

Name	Relationship to Fdn. Mgr or Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
United States Holocaust Museum 100 Raoul Wallenberg Place, SW Washington, DC 20024	N/A	Public	Event to honor the work and life of Clemantine Wamariy	15,000
U of A Steele Childrens Res Center 1501 N Campbell, PO BOX 245073, Tucson, AZ 85724	N/A	Public	PANDA	28,600
U of A Steele Childrens Res Center 1501 N Campbell, PO BOX 245073, Tucson, AZ 85724	N/A	Public	Recruitment of Doctors for SCRC	100,000
Valley of the Sun United Way 1515 E Osborn Road, Phoenix, AZ 85014	N/A	Public	Homlessness Collaboration	50,000
TOTAL				\$ 3,100,502

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THE STEELE FOUNDATION, INC.

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FORM 990PF-2012, PART XV, Line 3b - CONTRIBUTIONS APPROVED IN 2012 FOR FUTURE PAYMENT

Name and Address	Relationship to Fdtn Mgr or Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Child Crisis Center PO Box 4114 Mesa, AZ 85211	N/A	Public	Adoption and Foster Care Program	\$ 100,000
Childsplay Inc. 900 S. Mitchell Drive Tempe, AZ 85281	N/A	Public	Storybook Preview	30,000
Crisis Nursery 2334 E. Polk Street Phoenix, AZ 85006	N/A	Public	New Preschool Classroom at FACES	200,000
Great Hearts Academies - Challenge 3102 N 56th Street, Suite 300 Phoenix, AZ 85018	N/A	Public	Archway / Veritas Academy matching challenge	361,737
New Pathways for Youth 1001 E Pierce Street Phoenix, AZ 85006	N/A	Public	Operational	40,000
Notre Dame ACE Academy 107 Carole Sandner Hall Notre Dame, IN 46556	N/A	Public	Capital Campaign Challenge	200,000
Phoenix Collegiate Academy 5610 S. Central Avenue Phoenix, AZ 85040	N/A	Public	Enriching lives through Art / Art Director Funding	100,000
Prevent Child Abuse Arizona P O Box 26495 Prescott Valley, AZ, 86312	N/A	Public	Capacity Building Grant	65,065
Teach for America 3030 North Central Avenue, Suite 900 Phoenix, AZ 85012	N/A	Public	Teacher Turnaround Initiative	50,000
University of Arizona Steele Children's Research Center 1501 N Campbell Avenue PO BOX 245073 Tucson, AZ 85724	N/A	Public	Recruitment of Doctors	200,000
				<u>\$ 1,346,802</u>