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**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

**2013**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>STEPS FOUNDATION FKA THE POWERS PRIVATE FOUNDATION</b>		<b>A Employer identification number</b> <b>20-8801554</b>
Number and street (or P O box number if mail is not delivered to street address) <b>P.O. BOX 270447</b>	Room/suite	<b>B Telephone number</b> <b>303-222-3630</b>
City or town, state or province, country, and ZIP or foreign postal code <b>LOUISVILLE, CO 80027</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>2,661,816.</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	20,709.	20,709.	20,709.	STATEMENT 1
	4 Dividends and interest from securities	27,988.	27,988.	27,988.	STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	156,212.			
	b Gross sales price for all assets on line 6a	<del>1,272,097.</del>			
	7 Capital gain net income (from Part IV, line 2)		156,212.		
	8 Net short-term capital gain			10,439.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 <b>Total.</b> Add lines 1 through 11	204,909.	204,909.	59,136.		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages	8,535.	0.	0.	8,535.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	5,580.	0.	0.	5,580.
	c Other professional fees	23,071.	16,229.	0.	6,842.
	17 Interest				
	18 Taxes	1,475.	397.	0.	704.
	19 Depreciation and depletion	12,325.	0.	0.	
	20 Occupancy	2,552.	0.	0.	2,525.
	21 Travel, conferences, and meetings	750.	0.	0.	750.
	22 Printing and publications				
	23 Other expenses	30,240.	0.	0.	28,808.
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	84,528.	16,626.	0.	53,744.
	25 Contributions, gifts, grants paid	98,600.			98,600.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	183,128.	16,626.	0.	152,344.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	21,781.				
b <b>Net investment income</b> (if negative, enter -0-)		188,283.			
c <b>Adjusted net income</b> (if negative, enter -0-)			59,136.		

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year		
				(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	1	Cash - non-interest-bearing		30,959.	14,028.	14,028.	
	2	Savings and temporary cash investments		62,350.	59,950.	59,950.	
	3	Accounts receivable ▶					
		Less: allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable ▶					
		Less: allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges			1,900.		
	10a	Investments - U.S. and state government obligations <b>STMT 8</b>			213,715.	141,575.	139,122.
	b	Investments - corporate stock <b>STMT 9</b>			1,056,902.	319,244.	425,858.
	c	Investments - corporate bonds <b>STMT 10</b>			270,442.	177,517.	187,389.
	11	Investments - land, buildings, and equipment, basis ▶					
	Less: accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other <b>STMT 11</b>			619,047.	686,093.	963,497.	
14	Land, buildings, and equipment: basis ▶ <b>884,297.</b>						
	Less: accumulated depreciation <b>STMT 12</b> ▶ <b>12,325.</b>			0.	871,972.	871,972.	
15	Other assets (describe ▶)						
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item 1)			<b>2,255,315.</b>	<b>2,270,379.</b>	<b>2,661,816.</b>	
<b>Liabilities</b>	17	Accounts payable and accrued expenses		500.	9,926.		
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶)					
	23	<b>Total liabilities</b> (add lines 17 through 22)			<b>500.</b>	<b>9,926.</b>	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds			0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds			2,254,815.	2,260,453.		
30	<b>Total net assets or fund balances</b>			<b>2,254,815.</b>	<b>2,260,453.</b>		
31	<b>Total liabilities and net assets/fund balances</b>			<b>2,255,315.</b>	<b>2,270,379.</b>		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,254,815.
2	Enter amount from Part I, line 27a	2	21,781.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,276,596.
5	Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 7</b>	5	16,143.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	<b>2,260,453.</b>

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
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	1,272,097.	1,115,885.	156,212.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			156,212.	
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	156,212.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	10,439.

**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))
2012	116,251.	2,281,627.	.050951
2011	127,123.	2,482,700.	.051204
2010	105,993.	2,538,544.	.041753
2009	102,869.	1,883,967.	.054602
2008	107,206.	2,324,668.	.046117
2 Total of line 1, column (d)			2 .244627
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 .048925
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 2,229,395.
5 Multiply line 4 by line 3			5 109,073.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,883.
7 Add lines 5 and 6			7 110,956.
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 1,036,641.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,883.
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	1,883.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,883.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		8.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		1,891.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? SEE STATEMENT 13 If "Yes," attach a detailed description of the activities.	X	
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> _____ CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (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

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

<p>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)</p>	11		X
<p>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)</p>	12		X
<p>13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>STEPS-FOUNDATION.ORG</u></p>	13	X	
<p>14 The books are in care of ► <u>CHELLI LALIK</u> Telephone no. ► <u>303-222-8818</u> Located at ► <u>P.O. BOX 270447, LOUISVILLE, CO</u> ZIP+4 ► <u>80027</u></p>			
<p>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</p>	15	N/A	<input type="checkbox"/>
<p>16 At any time during calendar year 2013, 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 ►</p>	16	Yes	No X

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

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

		Yes	No
<p>1a During the year did the foundation (either directly or indirectly):</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
<p>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</p>	N/A	1b	
<p>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 2013?</p>		1c	X
<p>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)):</p> <p>a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____</p> <p>b Are there any years listed in 2a for which the foundation is <b>not</b> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____</p>	N/A	2b	
<p>3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If "Yes," did it have excess business holdings in 2013 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 2013.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>		3b	
<p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p>	N/A	4a	X
<p>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 2013?</p>		4b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propoganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870.

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

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LYNN POWERS 9709 OXFORD RD LONGMONT, CO 80504	DIRECTOR, PRESIDENT 2.00	0.	0.	0.
LINDA WEST 2267 GOLDEN EAGLE WAY LOUISVILLE, CO 80027	DIRECTOR, VICE PRESIDENT 2.00	0.	0.	0.
JACKI ABRAHAM 12737 STRAWBERRY CIRCLE LONGMONT, CO 80503	DIRECTOR, SECRETARY 2.00	0.	0.	0.
CYD CROUSE 112 N CHERRY ST. VALENTINE, NE 69201	DIRECTOR, TREASURER 2.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

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

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

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

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
SEE STATEMENT 14	938,041.
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3	
All other program-related investments. See instructions.	
Total. Add lines 1 through 3 <span style="float: right;">▶</span>	0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	2,047,986.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	215,359.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,263,345.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,263,345.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	33,950.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,229,395.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	111,470.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	152,344.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	884,297.
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,036,641.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	1,883.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,034,758.

**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)

N/A

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only				
<b>b</b> Total for prior years:				
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ▶ \$				
<b>a</b> Applied to 2012, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)				
<b>d</b> Applied to 2013 distributable amount				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b				
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions				
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

- 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 2013, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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	59,136.	65,773.	59,256.	64,630.	248,795.
b 85% of line 2a	50,266.	55,907.	50,368.	54,936.	211,476.
c Qualifying distributions from Part XII, line 4 for each year listed	1,036,641.	116,614.	127,575.	106,375.	1,387,205.
d Amounts included in line 2c not used directly for active conduct of exempt activities	98,600.	110,406.	119,002.	99,668.	427,676.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	938,041.	6,208.	8,573.	6,707.	959,529.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets	2,661,816.	2,304,819.	2,263,118.	2,850,340.	10,080,093.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	871,972.	0.	0.	0.	871,972.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	74,313.	76,054.	82,757.	84,618.	317,742.
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

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

- 1 **Information Regarding Foundation Managers:**
- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
- LYNN POWERS**
- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

**NONE**

- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
- a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:
- b The form in which applications should be submitted and information and materials they should include:
- c Any submission deadlines:
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

STEPS FOUNDATION

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**Part XV** Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
<b>a Paid during the year</b>				
COLORADO HORSE RESCUE 10386 65TH STREET LONGMONT , CO 90272	NONE	PC	SHELTER , CARE , REHABILITATION AND ADOPTION SERVICES FOR HORSES .	10,000.
HAPPY HEARTS FUND PO BOX 725 NEW YORK, NY 10014	NONE	PC	CONTRIBUTION USED FOR PHILLIPINES RECOVERY DUE TO NATURAL DISASTERS .	10,000.
NATIONAL WESTERN STOCK SHOW 4655 HUMBOLDT STREET DENVER, CO 80216	NONE	PC	SCHOLARSHIP SUPPORT FOR THE JANNA SMITH AND CLAIRE DAVIS MEMORIAL	16,000.
PARTNERS RELIEF & DEVELOPMENT USA PO BOX 2066 REDLANDS, CA 92373	NONE	PC	TO PROVIDE AID AND HOPE TO THOSE SUFFERING AND DISPLACED BY ONE OF THE PLANETS MOST	10,000.
TEMPLE GRANDIN SCHOOL 6446 JAY RD. BOULDER, CO 80301	NONE	PC	SCHOLARSHIP SUPPORT	15,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>98,600.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>



Part XV Supplementary Information

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

NAME OF RECIPIENT - PARTNERS RELIEF & DEVELOPMENT USA

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

NAME OF RECIPIENT - TEXAS MARITIME MUSEUM AUCTION

TRIP PURCHASED AND DONATED FOR A FUNDRAISING AUCTION TO ENABLE THE PRESERVATION OF TEXAS MARITIME HISTORY.





**The STEPS Foundation**  
Summary of Corporate stock held as of 12/31/2013

**Fixed Income**

Asset Description	Date Purchased	Par Value	Price	Market Value	Cost Basis	Trans Price	Comm	Trade Date	Settle Date	Sector	CUSIP
Fed Farm Credit Bk 3/4/09 4 125% 3/	9/17/2012	40,000	109.487	43,794.80	46,745.72	116.8643% of PV		9/14/12	9/17/12	Government Obligations	31331GNX3
Fed Home Ln Bk DTD 7/29/11 3 500	1/14/2011	50,000	103.456	51,728.00	53,765.50	107.5310% of PV		11/3/11	11/4/11	Government Obligations	3133752P1
Fed Home Ln Mtg Corp 3/27/09 3 75%	6/8/2010	40,000	108.997	43,598.80	41,063.40			6/7/10	6/8/10	Government Obligations	3137EACA5
<b>Government Obligations</b>				<b>139,121.60</b>	<b>141,574.62</b>						
American Express 3/19/08	3/19/2008	25,000	119.484	29,871.00	25,151.50			3/13/08	3/19/08	Corporate Obligations	
Bank of America 5/3/13 5 65%	5/8/2013	35,000	113.827	39,839.45	40,785.15			5/3/13	5/8/13	Corporate Obligations	06051GDX4
Bank of New York Mellon 5/15/19	2/19/2013	30,000	113.617	34,085.10	35,934.60	119.782 of PV		2/13/13	2/19/13	Corporate Obligations	06406HBM0
BellSouth Corp	3/14/2008	25,000	103.261	25,815.25	25,124.50			3/11/08	3/14/08	Corporate Obligations	
Oracle Corp	5/28/2008	50,000	115.557	57,778.50	50,521.00			5/22/08	5/28/08	Corporate Obligations	
<b>Corporate Obligations</b>				<b>187,389.30</b>	<b>177,516.75</b>						
Ridgeworth Six High Yield Bond Fun	2/23/2011	263,4250	9.780	2,576.30	2,657.96	10.0900		2/22/11	2/23/11	Domestic Mutual Funds	76628T645
Ridgeworth Six High Yield Bond Fun	7/14/2011	3,696,3040	9.780	36,149.85	37,000.00	10.0100		7/13/11	7/14/11	Domestic Mutual Funds	76628T645
<b>Domestic Mutual Funds</b>				<b>38,726.15</b>	<b>39,657.96</b>						
Fidelity Advisors Emerging Markets	9/27/2010	386,0710	13.350	5,154.05	5,188.80	13.4400		9/24/10	9/27/10	International Mutual Fun	315920702
Fidelity Advisors Emerging Markets	2/23/2011	932,4010	13.350	12,447.55	12,000.00	12.8700		2/22/11	2/23/11	International Mutual Fun	315920702
Pimco Foreign Bond Fund	2/23/2011	1,866,7080	10.520	19,637.77	19,432.43	10.4100		2/22/11	2/23/11	International Mutual Fun	693390882
Tempeton Global Bond Fund - Advisc	9/13/2010	440,0810	13.090	5,760.66	5,927.89	13.4700		9/10/10	9/13/10	International Mutual Fun	880208400
Tempeton Global Bond Fund - Advisc	5/6/2011	2,246,3770	13.090	29,405.07	31,000.00	13.8000		5/5/2011	5/6/2011	International Mutual Fun	880208400
<b>International Mutual Funds</b>				<b>72,405.10</b>	<b>73,549.12</b>						
<b>Fixed Income - Sub Total</b>				<b>437,642.15</b>	<b>432,298.45</b>						

**Equities**

Asset Description	Date Purchased	# Shares	Price	Market Value	Cost Basis	Trans Price	ommissic	Trade Date	Settle Date	Sector	CUSIP
Home Depot Inc	11/16/2010	80	82.340	6,587.20	2,539.75	31.7168	11.40	11/11/10	11/16/10	Comsumer Discretionan	437076102
Nordstrom Inc	4/21/2011	15	61.800	927.00	678.00	45.4071	1.35	4/1/11	4/6/11	Comsumer Discretionan	655664100
Nordstrom Inc 12/18/2012	12/21/2012	40	61.800	2,472.00	2,090.40	52.2400	0.80	12/18/12	12/21/12	Comsumer Discretionan	655664100
Snap On Inc	8/21/2013	65	109.520	7,118.80	6,386.96	98.2309	1.95	8/16/13	8/21/13	Comsumer Discretionan	833034101
TJX Cos Inc New (2 for 1 split)	2/3/2012	80	63.730	5,098.40	1,156.67	0.0000	0.00	2/3/12	2/3/12	Comsumer Discretionan	872540109
VF Corp	10/17/2012	20	62.340	1,246.80	3,235.08	161.7338	1.00	10/12/12	10/17/12	Comsumer Discretionan	918204108
VF Corp (4 for 1 split)	12/23/2013	60	62.340	3,740.40	0.00			12/23/13	8/5/09	Comsumer Discretionan	918204108
Walt Disney Co	8/5/2009	80	76.400	6,112.00	2,027.05	25.2981	13.20	7/31/09	8/5/09	Comsumer Discretionan	254687106
<b>Comsumer Discretionary</b>				<b>33,302.60</b>	<b>18,113.91</b>						
Colgate Palmolive Co (2 - 1 split/5/16/	5/16/2013	90	65.210	5,868.90	4,182.33	0.0000	0.00	5/16/13	5/16/13	Comsumer Staples	194162103
Costco Wholesale Corp	1/24/2008	30	119.020	3,570.60	1,960.67	65.3158	6.00	1/18/08	1/24/08	Comsumer Staples	22160K105
Costco Wholesale Corp 12/21/12	12/21/2012	20	119.020	2,380.40	1,994.80	99.7200	0.40	12/18/12	12/21/12	Comsumer Staples	370334104
General Mills Inc (2 for 1 split)	6/9/2010	90	49.910	4,491.90	3,214.00	split		6/9/10	6/9/10	Comsumer Staples	370334104
General Mills Inc	12/21/2012	50	49.910	2,495.50	2,084.50	41.6700	1.00	12/18/12	12/21/12	Comsumer Staples	370334104
Kimberly Clark Corp Com	8/22/2012	50	104.460	5,223.00	4,197.96	83.9293	3.30	8/17/2012	8/22/2012	Comsumer Staples	494368103
<b>Comsumer Staples</b>				<b>24,030.30</b>	<b>17,634.26</b>						
Apache Corp	1/16/2008	40	85.940	3,437.60	4,213.67	105.2919	8.00	1/11/08	1/16/08	Energy	26875P101
EOG Resources Inc	6/18/2013	30	167.840	5,035.20	3,938.43	131.2510	1.80	6/13/13	6/18/13	Energy	655044105
Noble Energy Inc (2-1 split 5/29/13)	5/29/2013	100	68.110	6,811.00	3,611.33	0.0000	0.00	5/29/13	5/29/13	Energy	

Asset Description	Date Purchased	# Shares	Price	Market Value	Cost Basis	Trans Price	ommissr	Trade Date	Settle Date	Sector	CUSIP
Spectra Energy Corp	6/6/2011	160	35.620	5,699.20	4,385.48	27.3793	12.90	6/1/2011	6/6/2011	Energy	847560109
<b>Energy</b>				<b>20,983.00</b>	<b>16,148.91</b>						
American Express Co	2/6/2013	70	90.730	6,351.10	4,196.37	59.9181	4.80	2/1/13	2/6/13	Financials	025616109
B & T Corp Com	4/13/2012	140	37.320	5,224.80	4,266.50	30.4450	9.60	4/10/12	4/13/12	Financials	054937107
Blackrock Inc	3/13/2013	20	316.470	6,329.40	4,959.10	249.9250	1.20	3/8/13	3/13/13	Financials	09247X101
Capital One Financial Corp	2/26/2011	95	76.610	7,277.95	4,973.15	52.3190	3.45	2/11/11	2/16/11	Financials	14040H105
Franklin Resources Inc (3 for 1 Split)	7/26/2013	80	57.730	4,618.40	2,353.91				7/26/13	Financials	354613101
JP Morgan chase & Co	2/12/2008	40	58.480	2,339.20	1,802.71	45.0277	8.80	2/7/08	2/12/08	Financials	370334104
JP Morgan chase & Co	12/21/2012	120	58.480	7,017.60	5,236.80	43.6200	2.40	12/18/12	12/21/12	Financials	
PNC Financial Services Group	3/30/2009	85	77.580	6,594.30	3,329.16	39.1366	6.30	6/25/09	6/30/09	Financials	
Prudential Finl Inc	3/18/2010	81	92.220	7,469.82	4,504.37	55.5796	2.70	3/15/10	3/18/10	Financials	744320102
<b>Financials</b>				<b>53,222.57</b>	<b>35,622.07</b>						
Baxter Intl Inc	12/9/2011	80	69.550	5,564.00	4,140.96	51.7420	3.60	12/6/11	12/9/11	Health Care	071813109
Express Scripts Holding Co	12/6/2012	90	70.240	6,321.60	4,815.97	53.4908	3.60	12/3/12	12/6/12	Health Care	30219G108
Johnson & Johnson	12/21/2007	90	91.590	8,243.10	6,080.81					Health Care	
Medtronic Inc	11/7/2012	110	57.390	6,312.90	4,661.73	42.3594	4.40	11/2/12	11/7/12	Health Care	585055106
Stryker Corp	5/12/2008	75	75.140	5,635.500	4,706.17	62.6990	5.50	5/7/08	5/12/08	Health Care	
<b>Health Care</b>				<b>32,077.10</b>	<b>24,405.64</b>						
Cummings Inc	6/4/2012	40	140.970	5,638.80	3,982.26	99.5264	2.70	6/4/12	5/30/12	Industrials	231021106
Danaher Corp (2 for 1 split)	6/14/2010	110	77.200	8,492.00	4,225.58	0.0000	0.00	6/14/10	6/14/10	Industrials	235851102
United Parcel Service-CL B	8/18/2010	5	105.080	525.40	323.06	64.5823	4.50	8/13/10	8/18/10	Industrials	911312106
United Parcel Service-CL B	3/13/2013	50	105.080	5,254.00	4,222.45	84.4190	1.50	3/8/13	3/13/13	Industrials	911312106
<b>Industrials</b>				<b>19,910.20</b>	<b>12,753.35</b>						
Apple Inc	10/18/2011	3	561.020	1,683.06	1,216.81	405.5846	0.70	10/13/11	10/18/11	Information technology	037833100
Apple Inc	12/21/2012	10	561.020	5,610.20	5,312.23	531.2030	0.20	12/18/12	12/21/12	Information technology	037833100
E M C Corp Mass 8/12/10	8/17/2010	200	25.150	5,030.00	3,725.75	18.5987	6.60	8/12/10	8/17/10	Information technology	268648102
Google Inc	11/20/2008	1	1,120.710	1,120.71	300.38	300.3428	1.44	11/17/08	11/20/08	Information technology	38259P508
Google Inc	9/26/2012	10	1,120.710	11,207.10	7,328.70	732.8400	0.30	9/21/12	9/26/12	Information technology	38259P508
Intel Corp	6/11/2012	160	25.955	4,152.80	4,173.89	26.0568	10.50	6/6/12	6/11/12	Information technology	458140100
Intl Business Machs Corp	8/24/2011	15	187.570	2,813.55	2,422.10	161.4433	1.20	8/19/11	8/24/11	Information technology	459200101
Microsoft Corp 08/05/09	8/5/2009	213	37.410	7,968.33	5,080.05	23.8100	10.80	7/13/09	8/5/09	Information technology	594918104
Qualcomm Inc	9/2/2009	56	74.250	4,158.00	2,644.87	47.2098	3.32	8/28/09	9/2/09	Information technology	747525103
Qualcomm Inc	1/27/2010	40	74.250	2,970.00	1,914.86	47.8415	3.30	1/22/10	1/27/10	Information technology	747525103
<b>Information technology</b>				<b>46,713.75</b>	<b>34,119.64</b>						
Praxair Inc COM	9/11/2013	50	130.030	6,501.50	5,926.55	118.5010	1.50	9/6/13	9/11/13	Materials	74005P104
<b>Materials</b>				<b>6,501.50</b>	<b>5,926.55</b>						
Accenture Ltd	12/4/2007	96	82.220	7,893.12	3,332.08	64.8203	5.40	6/13/13	6/18/13	International Equities	G29183103
Eaton Corp Inc	6/18/2013	100	76.120	7,612.00	6,485.03	38.9564	6.00	2/5/10	2/10/10	International Equities	H5833N103
Noble Corp	2/10/2010	50	37.470	1,873.50	1,949.82	45.4071	1.35	4/1/11	4/6/11	International Equities	H5833N103
Noble Corp	4/6/2011	45	37.470	1,686.15	2,044.67	45.7000	10.00	5/7/08	5/12/08	International Equities	H5833N103
Novartis	5/12/2008	32	80.380	2,572.16	1,624.00	50.7071	1.50	12/5/13	12/10/13	International Equities	771195104
Roche Holdings LTD - ADR	12/10/2013	75	70.200	5,265.00	5,110.20	68.1160	1.50	10/7/13	10/10/13	International Equities	775109200
Rogers Communications Inc CL B	10/10/2013	140	45.250	6,335.00	6,040.94	43.1296	2.80	4/1/11	4/14/11	International Equities	85771P102
Statoil ASA	4/14/2011	195	24.130	4,705.35	5,652.90	28.9592	15.15	6/9/11	6/10/11	Domestic Mutual Funds	040337107
<b>International Equities</b>				<b>37,942.28</b>	<b>32,239.64</b>						
Anel Fund #2220	6/9/2011	234	1830	17,254.60	11,634.21	49.6800		6/9/11	6/10/11	Domestic Mutual Funds	040337107

Asset Description	Date Purchased	# Shares	Price	Market Value	Cost Basis	Trans Price	ommissik Trade Date	Settle Date	Sector	CUSIP
Calvert Captl Accumulation-I #764	9/21/2011	348 4220	40 330	14,051 86	10,585 05	30 3800	9/20/11	9/21/11	Domestic Mutual Funds	131649709
Dominini Intl Social Equity-Invt	9/24/2012	3,575 8010	8 160	29,178 54	23,030 20	6 4500	9/21/12	9/24/12	Domestic Mutual Funds	257132704
Dominini Intl Social Equity-Invt	8/31/2013	645 9950	8 160	5,271 32	5,000 00	7 7400	8/20/13	8/21/13	Domestic Mutual Funds	257132704
Ishares Tr S&P Midcap ETF	9/23/2011	70 0000	133 810	9,366 70	6,042 38	86 2898	4 20	9/20/11	Domestic Mutual Funds	464287507
Ishares Tr S&P Midcap ETF	8/23/2013	30 0000	133 810	4,014 30	3,634 80	121 1300	0 90	8/20/13	Domestic Mutual Funds	464287507
Pamassus Small Cap Fund	10/26/2010	286 7660	28 720	8,235 92	6,260 10	21 8300	10/25/10	10/26/10	Domestic Mutual Funds	701765877
Pamassus Small Cap Fund	9/2/2011	390 6250	28 720	11,218 75	8,000 00	20 4800	9/1/11	9/2/11	Domestic Mutual Funds	701765877
Pamassus Small Cap Fund	8/23/2013	148 8100	28 720	4,273 82	4,000 00	26 8799	8/20/13	8/21/13	Domestic Mutual Funds	701765877
Portfolio 21 #1203	2/23/2011	318 1550	40 800	12,980 72	10,486 39	32 9600	2/23/11	2/22/11	Domestic Mutual Funds	742935588
<b>Domestic Mutual Funds</b>				<b>115,846.53</b>	<b>88,673.13</b>					
Matthews Pacific Tiger Fund	2/1/2008	249 5900	24 990	6,237 25	6,249 74	25 0400	1/31/08	2/1/08	International Mutual Funds	
Matthews Pacific Tiger Fund	2/1/2008	456 2040	24 990	11,400 54	10,000 00	25 0400	1/31/08	2/1/08	International Mutual Funds	
Vanguard FTSE Emerging Mkts ETF	8/23/2013	120 0000	41 140	4,936 80	4,627 19	38 5299	6 30	8/23/13	International Mutual Fun	922042858
Vanguard FTSE Emerging Mkts ETF	9/16/2013	310 0000	41 140	12,753 400	12,730 21	41 0352	9 30	9/11/13	International Mutual Fun	922042858
<b>International Mutual Funds</b>				<b>35,327.99</b>	<b>33,607.14</b>					
<b>Galiam</b>			<b>4.00</b>	<b>679,000.00</b>	<b>400,000.00</b>					
<b>Equities - Sub Total</b>				<b>1,104,857.82</b>	<b>719,244.24</b>					

**Complementary Strategies**

Driehaus Active Income Fund	9/11/2013	3072 626	10 770	33,092 18	33,000 00	10 7400	0 00	9/10/13	9/11/13	Complementary Strategi	262028855
Merger FD SH BEN INT	9/13/2010	1598 168	16 010	25,586 67	25,362 93	15 8700		9/10/10	9/13/10	Complementary Strategi	589509108
Robeco Boston Partners Long/Short	9/11/2013	2444 444	14 430	35,273 33	33,000 00	118 5010	1 50	9/11/13	9/6/13	Complementary Strategi	74005P104
<b>Alternative Investments - Sub Total</b>				<b>93,952.18</b>	<b>91,362.93</b>						
<b>Real Estate &amp; Specialty Assets</b>											
Chambers Street Properties (REITS)	5/29/2008	2039	7 650	15,598 35	17,948 14	9 2000		5/28/08	5/29/08	Real Asset Funds	
Cohen & Steers Instl Rity Shrs #1263	9/13/2010	598 32	40 770	24,393 51	21,210 44	35 4500		9/10/10	9/13/10	Real Asset Funds	
Credit Suisse Commodity Return	8/9/2010	2627 504	7 230	18,996 85	21,939 66	8 3500		8/6/10	8/9/10	Real Asset Funds	22544R305
MLN Elements Rogers Total Return	12/20/2013	2500 000	8 170	20,425 00	20,424 75	8 1499	50 00	12/17/13	12/20/13	Real Asset Funds	870297801
<b>Real Estate &amp; Specialty Assets - Sub Total</b>				<b>79,413.71</b>	<b>81,522.99</b>						

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	20,709.	20,709.	20,709.
TOTAL TO PART I, LINE 3	20,709.	20,709.	20,709.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME	33,267.	5,279.	27,988.	27,988.	27,988.
TO PART I, LINE 4	33,267.	5,279.	27,988.	27,988.	27,988.

## FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,580.	0.	0.	5,580.
TO FORM 990-PF, PG 1, LN 16B	5,580.	0.	0.	5,580.

## FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	16,229.	16,229.	0.	0.
CONTRACT SERVICES	6,842.	0.	0.	6,842.
TO FORM 990-PF, PG 1, LN 16C	23,071.	16,229.	0.	6,842.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	397.	397.	0.	0.	
FEDERAL EXCISE TAX	363.	0.	0.	0.	
PAYROLL TAX EXPENSE	704.	0.	0.	704.	
TAX PENALTIES	11.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	1,475.	397.	0.	704.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DUES, FEES, LICENSES	1,308.	0.	0.	1,308.	
POSTAGE	15.	0.	0.	15.	
HORSE FEED AND CARE	17,318.	0.	0.	16,833.	
SMALL EQUIPMENT AND RENTAL EXPENSE	2,861.	0.	0.	2,861.	
SUPPLIES AND MAINTENANCE	6,213.	0.	0.	5,766.	
OFFICE SUPPLIES	2,025.	0.	0.	2,025.	
MARKETING	500.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	30,240.	0.	0.	28,808.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
DESCRIPTION		AMOUNT	
BASIS ADJUSTMENT FOR LIMITED PARTNERSHIP SOLD		16,143.	
TOTAL TO FORM 990-PF, PART III, LINE 5		16,143.	

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**FORM 990-PF                      U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS                      STATEMENT      8**


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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT OBLIGATIONS - SEE ATTACHED STATEMENT	X		141,575.	139,122.
TOTAL U.S. GOVERNMENT OBLIGATIONS			141,575.	139,122.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			141,575.	139,122.

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**FORM 990-PF                                      CORPORATE STOCK                                      STATEMENT      9**


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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES - SEE ATTACHED STATEMENT	319,244.	425,858.
TOTAL TO FORM 990-PF, PART II, LINE 10B	319,244.	425,858.

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**FORM 990-PF                                      CORPORATE BONDS                                      STATEMENT      10**


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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHED STATEMENT	177,517.	187,389.
TOTAL TO FORM 990-PF, PART II, LINE 10C	177,517.	187,389.

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**FORM 990-PF                                      OTHER INVESTMENTS                                      STATEMENT      11**


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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS - SEE ATTACHED STATEMENT	COST	91,363.	93,952.
REAL ESTATE & SPECIALTY ASSETS - SEE ATTACHED STATEMENT	COST	81,523.	79,414.
MUTUAL FUNDS - SEE ATTACHED STATEMENT	COST	113,207.	111,131.

STOCK-GAIAM	COST	400,000.	679,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		686,093.	963,497.

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FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
RTV 900	5,659.	189.	5,470.
WORKSAVER 4000LB SKID STEER TRIPLE BALE SPEAR	669.	22.	647.
KUBOTA L3200HST 4WD TRACTOR	15,924.	531.	15,393.
KUBOTA LA524 FRONT LOADER	4,939.	165.	4,774.
BULDINGS FARM-8590 NORTH 87TH STREET	680,301.	11,338.	668,963.
HORSES	6,730.	80.	6,650.
LAND-8590 NORTH 87TH STREET	170,075.	0.	170,075.
TOTAL TO FM 990-PF, PART II, LN 14	884,297.	12,325.	871,972.

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FORM 990-PF STATEMENT OF ACTIVITIES NOT PREVIOUSLY REPORTED STATEMENT 13  
PART VII-A, LINE 2

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EXPLANATION

STEPS FOUNDATION CREATED A NEW PROGRAM IN 2013 CALLED "HORSES MENDING HEARTS." THROUGH THIS PROGRAM THE FOUNDATION RESCUES ABUSED AND NEGLECTED HORSES AND PAIRS THEM WITH INDIVIDUALS WHO HAVE SUFFERED ABUSE. THE PROGRAM OFFERS INDIVIDUALS CONTINUED SUPPORT AND HEALING FROM PAST TRAUMAS. THE PROGRAM ALSO OFFERS A HEALING PROCESS FOR BOTH THE INDIVIDUAL AND THE HORSES. THROUGH THE FOUNDATION'S WORK, HORSES MENDING HEARTS HAS ADOPTED 15 HORSES AND HAS BUILT AND LAUNCHED PROGRAMS FOR ABUSE VICTIMS.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 14

ACTIVITY ONE

STEPS FOUNDATION RESCUES ABUSED AND NEGLECTED HORSES AND PAIRS THEM WITH INDIVIDUALS WHO HAVE SUFFERED ABUSE. THEY OFFER INDIVIDUALS CONTINUED SUPPORT AND HEALING FROM PAST TRAUMAS. THEY ALSO OFFER A HEALING PROCESS FOR BOTH THE INDIVIDUAL AND THE HORSES. STEPS ADOPTED 15 HORSES DURING 2013.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

938,041.

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	RTV 900	10/23/13	SL	5.00		16	5,659.				5,659.			189.	189.
2	WORKSAVER 4000LB SKID STEER TRIPLE BALE SPEAR	10/25/13	SL	5.00		16	669.				669.			22.	22.
3	KUBOTA L3200HST 4WD TRACTOR	10/25/13	SL	5.00		16	15,924.				15,924.			531.	531.
4	KUBOTA LA524 FRONT LOADER	10/25/13	SL	5.00		16	4,939.				4,939.			165.	165.
5	BULDINGS FARM-8590 NORTH 87TH STREET	09/09/13	SL	20.00		16	680,301.				680,301.			11,338.	11,338.
6	HORSES	11/27/13	SL	7.00		16	6,730.				6,730.			80.	80.
7	LAND-8590 NORTH 87TH STREET	09/09/13	L				170,075.				170,075.			0.	0.
						HXL16									
						HXL16									
						HXL16									
	* TOTAL 990-PF PG 1 DEPR						884,297.				884,297.	0.		12,325.	12,325.

\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

(D) - Asset disposed

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P		
b PUBLICLY TRADED SECURITIES	P		
c LIMITED PARTNERSHIP ALLOCATED CAPITAL LOSS	P		
d LIMITED PARTNERSHIP ALLOCATED CAPITAL LOSS	P		
e LIMITED PARTNERSHIP ALLOCATED SEC 1256 STRADDLES			
f LIMITED PARTNERSHIP ALLOCATED SEC 1256 STRADDLES			
g POWERSHARES DB COMMODITY INDEX	P		
h CAPITAL GAINS DIVIDENDS			
i			
j			
k			
l			
m			
n			
o			

(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 160,113.		149,074.	11,039.
b 1,077,083.		936,527.	140,556.
c		11.	<11.>
d		210.	<210.>
e		884.	<884.>
f		589.	<589.>
g 29,622.		28,590.	1,032.
h 5,279.			5,279.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 11,039.
b			140,556.
c			** <11.>
d			<210.>
e			<884.>
f			** <589.>
g			1,032.
h			5,279.
i			
j			
k			
l			
m			
n			
o			

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	156,212.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	10,439.

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

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

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

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

Enter filer's identifying number, see instructions.

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

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

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

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

**CHELLI LALIK**

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

Telephone No **303-222-8818** Fax No. \_\_\_\_\_

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014**

5 For calendar year **2013**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

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

7 State in detail why you need the extension  
**ADDITIONAL TIME IS REQUIRED TO FILE A COMPLETE AND ACCURATE TAX RETURN.**

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

**Signature and Verification must be completed for Part II only.**

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

Signature **[Signature]** Title **CPA** Date **8/11/14**