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EXTENDED TO NOVEMBER 15, 2016
Return of Private Foundation

OMB No 1545-0052

2015

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

For calendar year 2015 or tax year beginning , and ending

Name of foundation
**STEPS FOUNDATION
FKA THE POWERS PRIVATE FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
P.O. BOX 270447

City or town, state or province, country, and ZIP or foreign postal code
LOUISVILLE, CO 80027

A Employer identification number
20-8801554

B Telephone number
303-222-3630

C If exemption application is pending check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60 month termination under section 507(b)(1)(B), check here

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

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c) line 16)
\$ **2,006,631.**

J Accounting method Cash Accrual
 Other (specify)

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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	4,471.			
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	5,725.	5,725.	5,725.	STATEMENT 1
4	Dividends and interest from securities	15,326.	15,326.	15,326.	STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	60,173.			
b	Gross sales price for all assets on line 6a	810,445.			
7	Capital gain net income (from Part IV line 2)		60,173.		
8	Net short term capital gain			0.	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	5,470.	3,293.	5,470.	STATEMENT 3
12	Total. Add lines 1 through 11	91,165.	84,517.	26,521.	
13	Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
14	Other employee salaries and wages	89,670.	0.	0.	89,670.
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	3,650.	0.	0.	8,340.
c	Other professional fees	7,470.	6,975.	6,975.	495.
17	Interest				
18	Taxes	7,281.	295.	295.	7,101.
19	Depreciation and depletion	46,409.	0.	0.	
20	Occupancy	11,639.	0.	0.	11,448.
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	55,288.	0.	0.	55,792.
24	Total operating and administrative expenses. Add lines 13 through 23	221,407.	7,270.	7,270.	172,846.
25	Contributions, gifts, grants paid	27,000.			27,000.
26	Total expenses and disbursements. Add lines 24 and 25	248,407.	7,270.	7,270.	199,846.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	<157,242.>			
b	Net investment income (if negative enter 0)		77,247.		
c	Adjusted net income (if negative enter 0)			19,251.	

SCANNED DEC 06 2016

Operating and Administrative Expenses

RECEIVED STMT 4
DEC 01 2016 STMT 5
STMT 6
ORDEN, UT
STMT 7

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	26,203.	24,888.	24,888.
	2 Savings and temporary cash investments	31,976.	5,106.	5,106.
	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			
	10a Investments - U.S. and state government obligations	94,829.		
	b Investments - corporate stock STMT 8	236,139.	280,995.	299,106.
	c Investments - corporate bonds	152,392.		
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	623,367.	738,260.	816,392.	
14 Land, buildings, and equipment: basis ▶ 963,765.				
Less accumulated depreciation STMT 10 ▶ 102,626.	907,548.	861,139.	861,139.	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,072,454.	1,910,388.	2,006,631.	
Liabilities	17 Accounts payable and accrued expenses	13,748.	8,924.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	13,748.	8,924.		
Net Assets or Fund Balances	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	2,058,706.	1,901,464.		
30 Total net assets or fund balances	2,058,706.	1,901,464.		
31 Total liabilities and net assets/fund balances	2,072,454.	1,910,388.		

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	2,058,706.
2 Enter amount from Part I, line 27a	2	<157,242.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,901,464.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,901,464.

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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	PUBLIC TRADED SECURITIES	P		
b	PUBLIC TRADED SECURITIES	P		
c	CAPITAL GAINS DIVIDENDS			
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	189,846.		209,607.	<19,761.>
b	615,121.		540,665.	74,456.
c	5,478.			5,478.
d				
e				

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			<19,761.>
b			74,456.
c			5,478.
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	60,173.
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	<19,761.>

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))
2014	1,173,672.	1,662,396.	.706012
2013	1,034,758.	2,229,395.	.464143
2012	116,251.	2,281,627.	.050951
2011	127,123.	2,482,700.	.051204
2010	105,993.	2,538,544.	.041753

2	Total of line 1, column (d)	2	1.314063
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	.262813
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	1,391,815.
5	Multiply line 4 by line 3	5	365,787.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	772.
7	Add lines 5 and 6	7	366,559.
8	Enter qualifying distributions from Part XII, line 4	8	1,163,611.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	772.
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			
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	772.
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	772.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	1,362.	
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	1,362.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	590.
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input checked="" type="checkbox"/> 590. Refunded <input checked="" type="checkbox"/> 0.		11	0.

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
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" 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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ STEPS-FOUNDATION.ORG	X	
14 The books are in care of ▶ CHELLI LALIK Telephone no. ▶ 303-222-8818 Located at ▶ P.O. BOX 270447, LOUISVILLE, CO ZIP+4 ▶ 80027		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	▶ 15 N/A	
16 At any time during calendar year 2015, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2015 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 2015)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2015?		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 4945(d)(4)(A)? (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)? 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	PRESIDENT 2.00	0.	0.	0.
LINDA WEST 1136 S. SHERMAN STREET DENVER, CO 80210	VICE PRESIDENT/DIRECTOR 2.00	0.	0.	0.
JACKI ABRAHAM 12737 STRAWBERRY CIRCLE LONGMONT, CO 80503	SECRETARY 2.00	0.	0.	0.
CYD CROUSE 112 N CHERRY ST. VALENTINE, NE 69201	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

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 11	180,116.
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 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,362,030.
b	Average of monthly cash balances	1b	50,980.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,413,010.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,413,010.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,195.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,391,815.
6	Minimum investment return. Enter 5% of line 5	6	69,591.

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	
2a	Tax on investment income for 2015 from Part VI, line 5	2a	
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	

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	199,846.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	963,765.
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	1,163,611.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	772.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,162,839.

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

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Part XIII Undistributed Income (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only				
b Total for prior years:				
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e				
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$				
a Applied to 2014, but not more than line 2a				
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 2015 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (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				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

STEPS FOUNDATION

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 2015, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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	19,251.	19,130.	59,136.	65,773.	163,290.
b 85% of line 2a	16,363.	16,261.	50,266.	55,907.	138,797.
c Qualifying distributions from Part XII, line 4 for each year listed	1,163,611.	1,174,225.	1,036,641.	116,614.	3,491,091.
d Amounts included in line 2c not used directly for active conduct of exempt activities	27,000.	38,880.	98,600.	110,406.	274,886.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	1,136,611.	1,135,345.	938,041.	6,208.	3,216,205.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	46,394.	55,413.	74,313.	76,054.	252,174.
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:

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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
<i>a Paid during the year</i> NATIONAL WESTERN STOCK SHOW 4655 HUMBOLDT STREET DENVER, CO 80216	NONE	PC	SCHOLARSHIPS	15,000.
VOLUNTEERS OF AMERICA 2660 LARIMER STREET DENVER, CO 80205	NONE	PC	GENERAL SUPPORT	5,000.
COLORADO HORSE RESCUE 10386 N 65TH STREET LONGMONT, CO 80503	NONE	PC	SILVER SPUR LEVEL 10 SUPPORT	5,000.
TEMPLE GRANDIN SCHOOL 6446 JAY ROAD BOULDER, CO 80301	NONE	PC	THE TEMPLE GRANDIN SCHOOL SERVES EXCEPTIONAL STUDENTS WITH ASPERGER'S SYNDROME AND SIMILAR	2,000.
Total ▶ 3a				27,000.
<i>b Approved for future payment</i>				
NONE				
Total ▶ 3b				0.

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	5,725.	5,725.	5,725.
TOTAL TO PART I, LINE 3	5,725.	5,725.	5,725.

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	20,804.	5,478.	15,326.	15,326.	15,326.
TO PART I, LINE 4	20,804.	5,478.	15,326.	15,326.	15,326.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	1,641.	1,641.	1,641.
HORSE BOARDING	1,652.	1,652.	1,652.
GROSS INCOME FROM SPECIAL FUNDRAISING EVENTS	2,177.	0.	2,177.
TOTAL TO FORM 990-PF, PART I, LINE 11	5,470.	3,293.	5,470.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,650.	0.	0.	8,340.
TO FORM 990-PF, PG 1, LN 16B	3,650.	0.	0.	8,340.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	6,975.	6,975.	6,975.	0.
CONTRACT SERVICES	495.	0.	0.	495.
TO FORM 990-PF, PG 1, LN 16C	7,470.	6,975.	6,975.	495.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	295.	295.	295.	0.
PAYROLL TAX EXPENSE	6,986.	0.	0.	7,101.
TO FORM 990-PF, PG 1, LN 18	7,281.	295.	295.	7,101.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES, FEES, LICENSES	199.	0.	0.	199.
POSTAGE	114.	0.	0.	114.
HORSE FEED AND CARE	28,215.	0.	0.	28,365.
INSURANCE	13,991.	0.	0.	13,991.
SMALL EQUIPMENT AND RENTAL EXPENSE	481.	0.	0.	481.

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SUPPLIES AND MAINTENANCE	11,430.	0.	0.	11,782.
OFFICE SUPPLIES	858.	0.	0.	860.
TO FORM 990-PF, PG 1, LN 23	55,288.	0.	0.	55,792.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES - SEE ATTACHED STATEMENT	280,995.	299,106.
TOTAL TO FORM 990-PF, PART II, LINE 10B	280,995.	299,106.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS - SEE ATTACHED STATEMENT	COST	80,703.	76,792.
REAL ESTATE & SPECIALTY ASSETS - SEE ATTACHED STATEMENT	COST	47,776.	48,046.
MUTUAL FUNDS - SEE ATTACHED STATEMENT	COST	209,781.	201,554.
STOCK-GAIAM	COST	400,000.	490,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		738,260.	816,392.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
RTV 900	5,659.	2,453.	3,206.
WORKSAVER 4000LB SKID STEER TRIPLE BALE SPEAR	669.	290.	379.
KUBOTA L3200HST 4WD TRACTOR	15,924.	6,901.	9,023.
KUBOTA LA524 FRONT LOADER	4,939.	2,141.	2,798.
BULDINGS FARM-8590 NORTH 87TH STREET	680,301.	79,368.	600,933.
HORSES	6,226.	1,852.	4,374.
LAND-8590 NORTH 87TH STREET	170,075.	0.	170,075.
2014 - BUILDING IMPROVEMENTS	73,886.	7,799.	66,087.
488 NEW HOLLAND	4,750.	1,504.	3,246.

HORSE (RAIN)	668.	159.	509.
HORSE (PHEONIX)	668.	159.	509.
TOTAL TO FM 990-PF, PART II, LN 14	963,765.	102,626.	861,139.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 11

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 AND 2 HORSES IN 2014.

EXPENSES

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

180,116.

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Asset No	Description	Date Acquired	Method	Life	Conv	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	
	EQUIPMENT															
1	RTV 900	10/23/13	SL	5.00		16	5,659.				5,659.	1,321.	1,132.	2,453.		
2	WORKSAVER 4000LB SKID STEER TRIPLE BALE SPEAR	10/25/13	SL	5.00		16	669.				669.	156.	134.	290.		
3	KUBOTA L3200HST 4WD TRACTOR	10/25/13	SL	5.00		16	15,924.				15,924.	3,716.	3,185.	6,901.		
4	KUBOTA LA524 FRONT LOADER	10/25/13	SL	5.00		16	4,939.				4,939.	1,153.	988.	2,141.		
14	488 NEW HOLLAND	05/19/14	SL	5.00		16	4,750.				4,750.	554.	950.	1,504.		
	* 990-PF PG 1 TOTAL - EQUIPMENT						31,941.				31,941.	6,900.	6,389.	13,289.		
	BUILDING															
5	BUILDINGS FARM-8590 NORTH 87TH STREET	09/09/13	SL	20.00		16	680,301.				680,301.	45,353.	34,015.	79,368.		
	* 990-PF PG 1 TOTAL - BUILDING						680,301.				680,301.	45,353.	34,015.	79,368.		
	HORSES															
6	HORSES	11/27/13	SL	7.00		16	6,226.				6,226.	963.	889.	1,852.		
16	HORSE (RAIN)	05/10/14	SL	7.00		16	668.				668.	64.	95.	159.		
17	HORSE (PHEONIX)	05/10/14	SL	7.00		16	668.				668.	64.	95.	159.		
	* 990-PF PG 1 TOTAL - HORSES						7,562.				7,562.	1,091.	1,079.	2,170.		
	LAND															
7	LAND-8590 NORTH 87TH STREET	09/09/13	L				170,075.				170,075.	0.	0.	0.		
	* 990-PF PG 1 TOTAL - LAND						170,075.				170,075.	0.	0.	0.		

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(D) - Asset disposed

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

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Asset No	Description	Date Acquired	Method	Life	Conv	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
8	BUILDING IMPROVEMENTS														
	2014 - BUILDING IMPROVEMENTS	06/01/14	SL	15.00		16	73,886.				73,886.	2,873.		4,926.	7,799.
	* 990-PF PG 1 TOTAL - BUILDING IMPROVEMENTS						73,886.				73,886.	2,873.		4,926.	7,799.
	* GRAND TOTAL 990-PF PG 1 DEPR						963,765.				963,765.	56,217.		46,409.	102,626.

The STEPS Foundation

Summary of Corporate stock held as of 12/31/15

Fixed Income

Asset Description	Date Purchased	Par Value	Price	Market Value	Cost Basis	Trans Price	Comm	Trade Date	Settle Date	Sector	CUSIP
Ridgeworth Sex High Yield Bond Fur	7/14/2011	842 4500	7 770	6,545 84	8,432 93	10 0100		7/13/11	7/14/11	Domestic Mutual Funds	76628T645
Ridgeworth Sex High Yield Bond Fur	4/14/2015	252 0800	7 770	1,958 66	2,213 26	8 7800	0 00	4/13/15	4/14/15	Domestic Mutual Funds	76628T645
Ridgeworth Sex High Yield Bond Fur	10/6/2015	852 3920	7 770	6,623 09	6,929 95	8 1300		10/5/15	10/6/15	Domestic Mutual Funds	76628T645
Vanguard High Yield Corp. Fund	4/14/2015	2,724 3910	5 540	15,093 13	16,455 32	6 0400	0 00	4/13/15	4/14/15	Domestic Mutual Funds	922031760
Vanguard Short Term Bond ETF	4/16/2015	565 0000	79 570	44,957 05	45,459 90	80 4300	18 75	4/13/15	4/16/15	Domestic Mutual Funds	921937827
Vanguard Total Bond Market ETF	4/16/2015	1,170 0000	80 760	94,489 20	97,414 08	83 2299	43 35	4/13/15	4/16/15	Domestic Mutual Funds	921937835
Vanguard Total Bond Market ETF	10/8/2015	185 0000	80 760	14,940 60	15,158 88	81 9099	5 55	10/5/15	10/8/15	Domestic Mutual Funds	921937835
Domestic Mutual Funds				184,607.57	192,064.32						
Fidelity Advisors Emerging Markets	2/23/2011	738 4720	12 520	9,245 67	9,504 13	12 8700		2/22/11	2/23/11	International Mutual Fun	315920702
Fidelity Advisors Emerging Markets Ir	4/14/2015	374 8350	12 520	4,692 93	5,052 78	13 4800	0 00	4/13/15	4/14/15	International Mutual Fun	315920702
Pimco Foreign Bond Fund	2/23/2011	303 5450	9 910	3,008 13	3,159 90	10 4100		2/22/11	2/23/11	International Mutual Fun	693390862
International Mutual Funds				16,946.73	17,716.81						
Fixed Income - Sub Total				201,554.30	209,781.13						

Equities

Asset Description	Date Purchased	# Shares	Price	Market Value	Cost Basis	Trans Price	ommissit	Trade Date	Settle Date	Sector	CUSIP
Amazon com Inc COM	4/2/2015	10	675 890	6,758 90	3,740 20	373 9900	0 30	3/30/15	4/2/15	Consumer Discretionary	023135106
Chipotle Mexican Grill Inc,	3/30/2015	6	479 850	2,878 10	4,016 76	669 4300	0 18	3/25/15	3/30/15	Consumer Discretionary	169656105
Home Depot Inc	11/16/2010	35	132 250	4,628 75	1,111 14	31 7168	11 40	11/11/10	11/16/10	Consumer Discretionary	437076102
Home Depot Inc 4/17/15	4/17/2015	15	132 250	1,983 75	1,715 40	114 3300	0 45	4/14/15	4/17/15	Consumer Discretionary	437076102
MCGraw-Hill Financial Inc	4/2/2015	30	98 580	2,957 40	3,160 50	105 3200	1 05	3/30/15	4/2/15	Consumer Discretionary	580645109
Nike Inc cl B	8/6/2015	20	62 500	1,250 00	1,146 70	114 6400	0 75	8/3/15	8/6/15	Consumer Discretionary	654106103
Nike Inc cl B (split 2 for 1)	9/8/2015	15	62 500	937 50	823 57	109 7800	0 45	9/2/15	9/8/15	Consumer Discretionary	654106103
Nike Inc cl B (split 2 for 1)	12/24/2015	35	62 500	2,187 50	1,970 28	split	0 00	12/24/15	12/24/15	Consumer Discretionary	654106103
Starbucks Corp COM	4/2/2015	35	60 030	2,101 05	1,680 18	95 9800	1 35	3/30/15	4/2/15	Consumer Discretionary	855244109
Starbucks Corp COM (2 for 1 Split)	4/9/2015	45	60 030	2,701 35	2,160 22	0 0000	0 00	4/9/15	4/9/15	Consumer Discretionary	855244109
The Procline Group Inc.	4/2/2015	5	1274 850	6,374 75	5,765 10	1,152,9900	0 15	3/30/15	4/2/15	Consumer Discretionary	741503403
TJX Cos Inc New (2 for 1 split)	2/3/2012	70	70 910	4,963 70	1,012 09	0 0000	0 00	2/3/12	2/3/12	Consumer Discretionary	872540109
Tractor Supply Co COM	4/2/2015	70	85 500	5,985 00	6,052 90	86 4400	2 40	3/30/15	4/2/15	Consumer Discretionary	892356106
Walt Disney Co	8/5/2009	50	105 080	5,254 00	1,266 91	25 2981	13 20	7/31/09	8/5/09	Consumer Discretionary	254687106
Consumer Discretionary				50,962.75	35,621.95						
Colgate Palmolive Co (2 - 1 split/5/16/	5/16/2013	55	66 620	3,664 10	2,555 87	0 0000	0 00	5/16/13	5/16/13	Consumer Staples	194162103
Costco Wholesale Corp.	1/24/2008	5	161 500	807 50	326 78	65 3158	6 00	1/18/08	1/24/08	Consumer Staples	22160K105
Costco Wholesale Corp 12/21/12	12/21/2012	20	161 500	3,230 00	1,994 80	99 7200	0 40	12/18/12	12/21/12	Consumer Staples	22160K105
CVS Health Corp.	4/2/2015	30	97 770	2,933 10	2,908 23	96 9110	0 90	1/14/15	1/20/15	Consumer Staples	126650100
Estee Lauder Companies Inc	4/2/2015	30	88 060	2,641 80	2,522 70	84 0600	1 05	3/30/15	4/2/15	Consumer Staples	518439104
Estee Lauder Companies Inc	11/24/2015	10	88 060	880 60	844 70	84 4500	0 20	11/19/15	11/24/15	Consumer Staples	518439104
Mondelez International Inc	7/7/2015	50	44 840	2,242 00	2,080 25	41 5751	1 65	7/1/15	7/7/15	Consumer Staples	609207105
Mondelez International Inc	9/8/2015	25	44 840	1,121 00	1,041 00	41 6100	0 75	9/2/15	9/8/15	Consumer Staples	609207105
WhiteWave Foods CO	3/30/2015	65	38 910	2,529 15	2,835 94	43 5999	2 25	3/25/15	3/30/15	Consumer Staples	966244105
WhiteWave Foods CO	4/2/2015	35	38 910	1,361 85	1,568 35	44 78	1 05	3/30/2015	4/2/2015	Consumer Staples	966244105
Consumer Staples				21,411.10	18,678.62						
Concho Resources Inc	7/7/2015	20	92 860	1,857 20	2,272 00	113 57	0 6	7/1/2015	7/7/2015	Energy	20605P101
Energy				1,857.20	2,272.00						
Intercontinental Exchange Inc	4/2/2015	15	256 260	3,843 90	3,521 10	234 7100	0 45	3/30/15	4/2/15	Financials	45866F104
Financials				3,843.90	3,521.10						

Asset Description	Date Purchased	# Shares	Price	Market Value	Cost Basis	Trans Price	ommissit	Trade Date	Settle Date	Sector	CUSIP
Alexion Pharmaceuticals Inc.	6/22/2015	20	190.750	3,815.00	3,307.00	165.3200	0.60	5/28/15	6/2/15	Health Care	015351109
Align Technology Inc	8/6/2015	45	65.850	2,963.25	2,812.50	62.4700	1.50	8/3/15	8/6/15	Health Care	016255101
Boston Scientific Corp COM	4/17/2015	135	18.440	2,489.40	2,415.15	17.8600	5.10	4/14/15	4/17/15	Health Care	101137107
Boston Scientific Corp COM	7/7/2015	70	18.440	1,290.80	1,255.10	17.9000	2.10	7/1/15	7/7/15	Health Care	101137107
Boston Scientific Corp COM	11/24/2015	25	18.440	461.00	440.75	17.6100	0.50	11/19/15	11/24/15	Health Care	101137107
Cardinal Health Inc COM	4/2/2015	20	89.270	1,785.40	1,817.60	90.8500	0.75	3/30/15	4/2/15	Health Care	14149Y108
Cardinal Health Inc COM	4/17/2015	10	89.270	892.70	897.60	89.7300	0.30	4/14/15	4/17/15	Health Care	14149Y108
Cardinal Health Inc COM	7/7/2015	15	89.270	1,339.05	1,275.90	85.0300	0.45	7/1/15	7/7/15	Health Care	14149Y108
Celgene Corp COM	9/8/2015	50	119.760	5,988.00	5,839.00	116.7500	1.50	9/2/15	9/8/15	Health Care	151020104
Cerner Corp COM	4/2/2015	45	60.170	2,707.65	3,344.85	74.3000	1.65	3/30/15	4/2/15	Health Care	156782104
Cerner Corp COM	9/8/2015	5	60.170	300.85	301.95	60.3600	0.15	9/2/15	9/8/15	Health Care	156782104
Team Health Holdings Inc	4/2/2015	65	43.890	2,852.850	3,817.44	58.6999	2.10	3/30/15	4/2/15	Health Care	87817A107
Health Care				26,885.95	27,524.84						
Danaher Corp (2 for 1 split)	6/14/2010	30	92.880	2,786.40	1,152.43	0.0000	0.00	6/14/10	6/14/10	Industrials	235851102
Fortune Brands Home & Security	9/8/2015	75	55.500	4,162.50	3,519.00	46.8900	2.40	9/2/15	9/8/15	Industrials	34964C106
Middleby Corp	9/8/2015	25	107.870	2,696.75	2,629.25	105.1400	0.75	9/2/15	9/8/15	Industrials	596278101
Stercycle Inc COM	9/8/2015	25	120.600	3,015.00	3,505.00	140.1700	0.90	9/2/15	9/8/15	Industrials	858912108
Stercycle Inc COM	11/24/2015	10	120.600	1,206.00	1,212.60	121.2400	0.20	11/19/15	11/24/15	Industrials	858912108
Translogm Group Inc	12/28/2015	15	228.450	3,426.75	3,386.55	225.7500	0.30	12/22/15	12/28/15	Industrials	893641100
Vensky Analytics Inc	9/8/2015	40	76.880	3,075.20	2,888.80	72.1900	1.20	9/2/15	9/8/15	Industrials	92345Y106
Industrials				20,368.60	18,293.63						
Alphabet Inc cl A	10/5/2015	10	778.010	7,780.10	3,670.21	google name cha	0.00	10/2/15	10/5/15	Information technology	02079K305
Alphabet Inc cl B	10/5/2015	5	758.880	3,794.40	2,750.51	google name cha	0.00	10/2/15	10/5/15	Information technology	02079K107
Apple Inc (7 for 1 split) 6/9/14	6/9/2014	46	105.260	4,841.96	3,490.89	split			6/9/14	Information technology	037833100
Apple Inc (7 for 1 split) 6/9/14	1/20/2015	20	105.260	2,105.20	2,184.93	109.2165	0.90	1/14/15	1/20/15	Information technology	126650100
Apple Inc	4/2/2015	34	105.260	3,578.84	4,276.86	125.7600	1.02	3/30/15	4/2/15	Information technology	037833100
Apple Inc	9/8/2015	15	105.260	1,578.90	1,646.40	109.7300	0.45	9/2/15	9/8/15	Information technology	037833100
Facebook Inc.	3/30/2015	40	104.660	4,186.40	3,349.19	83.6988	1.95	3/25/15	3/30/15	Information technology	30303M102
Facebook Inc	4/2/2015	30	104.660	3,139.80	2,496.30	83.1800	0.90	3/30/15	4/2/15	Information technology	30303M102
Facebook Inc	9/8/2015	5	104.660	523.30	440.70	88.1100	0.15	9/2/15	9/8/15	Information technology	30303M102
Intuit COM	4/2/2015	20	96.500	1,930.00	1,969.60	96.4500	0.75	3/30/15	4/2/15	Information technology	461202103
Microsoft Corp 08/05/09	8/5/2009	68	55.480	3,772.64	1,621.80	23.8100	10.80	7/31/09	8/5/09	Information technology	594918104
Microsoft Corp	11/24/2015	20	55.480	1,109.60	1,088.20	54.3900	0.40	11/19/15	11/24/15	Information technology	594918104
Palo Alto Networks Inc	12/28/2015	10	176.140	1,761.40	1,820.80	182.0600	0.20	12/22/15	12/28/15	Information technology	697435105
Salesforce COM Inc	4/2/2015	55	78.400	4,312.00	3,674.55	66.7800	1.95	3/30/15	4/2/15	Information technology	784661302
Visa Inc - Class A shares	11/25/2014	2	77.550	155.10	2,390.43	251.5942	0.36	11/20/14	11/25/14	Information technology	92826C839
Visa Inc - Class A shares (4 for 1 split)	3/30/2015	36	77.550	2,791.80	0.00			3/30/15	3/30/15	Information technology	92826C839
Visa Inc - Class A shares	4/2/2015	37	77.550	2,869.35	2,430.53	65.6600	1.11	3/30/15	4/2/15	Information technology	92826C839
Visa Inc - Class A shares	9/8/2015	15	77.550	1,163.25	1,033.65	69.8800	0.45	9/2/15	9/8/15	Information technology	92826C839
Information technology				51,394.04	40,335.55						
Accenture Ltd	12/4/2007	25	104.500	2,612.50	867.73					International Equities	
Allergan PLC	6/26/2016	5	312.500	1,562.50	1,557.65	311.5000	0.15	6/23/16	6/26/16	International Equities	G0177J108
Allergan PLC	6/2/2016	10	312.500	3,125.00	3,115.20	311.4900	0.30	5/28/16	6/2/16	International Equities	G0177J108
Jazz Pharmaceuticals PLC	4/2/2015	20	140.560	2,811.20	3,526.00	176.3000	0.60	3/30/15	4/2/15	International Equities	G50871105
NXP Semiconductors NV	6/2/2015	35	84.250	2,948.75	3,889.02	111.0850	1.20	5/28/15	6/2/15	International Equities	N6596X109
Pempro Co PLC	11/24/2015	25	144.700	3,617.50	3,892.50	155.6800	0.50	11/19/15	11/24/15	International Equities	G97822103
International Equities				16,677.45	16,848.70						
Calvert Capitl Accumulation-I #764	9/21/2011	162.7220	33.940	5,522.78	4,943.49	30.3800		9/20/11	9/21/11	Domestic Mutual Funds	131649709
Calvert Capitl Accumulation-I #764 5/1	5/19/2014	203.3550	33.940	6,900.87	8,000.00	39.3401		5/16/14	5/19/14	Domestic Mutual Funds	131649709
Calvert Capitl Accumulation-I #764 3/2	3/26/2015	676.0190	33.940	22,944.08	27,500.47	40.6800		3/25/15	3/26/15	Domestic Mutual Funds	131649709
Golden Small Cap Core Fund	3/26/2015	829.6460	17.790	14,759.40	15,000.00	18.0800		3/25/15	3/26/15	Domestic Mutual Funds	34984T857
Domestic Mutual Funds				50,128.13	55,443.96						

Asset Description	Date Purchased	# Shares	Price	Market Value	Cost Basis	Trans Price	ommissit	Trade Date	Settle Date	Sector	CUSIP
Domini Intl Social Equity-fund class Ii	9/24/2012	1,163,7460	7.270	8,460.43	7,515.92	6,4500		9/21/12	9/24/12	Domestic Mutual Funds	257132704
Domini Intl Social Equity-fund class Ii	8/31/2013	644,2130	7.270	4,683.43	5,000.00	7,7400		8/20/13	8/21/13	Domestic Mutual Funds	257132704
Domini Intl Social Equity-fund class Ii	3/26/2015	2,753,9240	7.270	20,021.03	21,954.26	7,9500		3/26/15	3/25/15	Domestic Mutual Funds	257132704
Domini Intl Social Equity-fund class Ii	4/13/2015	810,5990	7.270	5,993.05	6,575.88	8,0900		4/10/15	4/13/15	Domestic Mutual Funds	257132704
Vanguard FTSE Emerging Mkts ETF	9/16/2013	260,0000	32.710	8,504.60	10,676.95	41,0352	9.30	9/11/13	9/16/13	International Mutual Fun	922042858
Vanguard FTSE Emerging Mkts ETF	4/15/2015	85,0000	32.710	2,780.35	3,707.28	43,5851	2.55	4/10/15	4/15/15	International Mutual Fun	922042858
Vanguard FTSE Emerging Mkts ETF	4/16/2015	160,0000	32.710	5,233.60	7,024.00	43,8700	4.80	4/13/15	4/16/15	International Mutual Fun	922042858
International Mutual Funds				55,576.49	62,454.30						

Equities - Sub Total **299,105.61** **280,994.64**

Complementary Strategies

AQR Managed Futures Strategy Func	3/26/2015	1,780.65	10.180	18,127.01	20,281.59	11,3900		3/25/15	3/26/15	Complementary Strategi	00203H859
ASG Global Alternatives Fund Class	3/26/2015	1834.862	10.640	19,522.93	22,000.00	11,9900		3/25/15	3/26/15	Complementary Strategi	63872T885
Boston Partners Long/Short Researc	9/11/2013	1327.795	14.910	19,797.42	17,925.24	118,5010	1.50	9/11/13	9/6/13	Complementary Strategi	74005P104
Principal GL Multi Strat-Inst #4684	3/26/2015	1828.399	10.580	19,344.46	20,496.36	11,2100		3/25/15	3/26/15	Complementary Strategi	74255L696
Alternative Investments - Sub Total				76,791.82	80,703.19						

Real Estate & Specialty Assets

E-Tracs Alerian MLP Infrastructure	12/11/2015	685,000	26.160	17,919.60	15,665.95	22,8500	13.70	12/8/15	12/11/15	Real Asset Funds	902641646
SPDR DJ Wilshire International Real	4/15/2015	230,000	39.120	8,997.60	10,333.88	44,8999	10.05	4/10/15	4/15/15	Real Asset Funds	78463X863
Vanguard REIT Viper	4/15/2015	185,000	79.730	14,750.05	15,392.00	83,1700	5.55	4/10/15	4/15/15	Real Asset Funds	922908553
Vanguard REIT VIPER	12/28/2015	80,0000	79.730	6,378.40	6,384.00	79,7800	1.60	12/22/15	12/28/15	International Mutual Fun	922908553
Real Estate & Specialty Assets - Sub Total				49,045.65	47,775.83						