

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

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

OMB No 1545-0052
2017
Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation STEPS FOUNDATION FKA THE POWERS PRIVATE FOUNDATION		A Employer identification number 20-8801554	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 270447		B Telephone number (see instructions) (303) 748-6337	
City or town, state or province, country, and ZIP or foreign postal code LOUISVILLE, CO 80027		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,435,746		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	270			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	26,539	26,539	26,539	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	82,814			
	b Gross sales price for all assets on line 6a 1,453,450				
	7 Capital gain net income (from Part IV, line 2)		82,814		
	8 Net short-term capital gain			8,713	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	6,189	1,289	6,189		
12 Total. Add lines 1 through 11	115,812	110,642	41,441		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages	87,277	0	0	87,277
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	1,531	1,531	0	0
	b Accounting fees (attach schedule)	6,775	3,387	0	3,388
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	15,581	472	0	15,109
	19 Depreciation (attach schedule) and depletion	15,470	0	15,470	
	20 Occupancy	4,107	0	0	4,107
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	35,857	17,164	0	18,693
	24 Total operating and administrative expenses. Add lines 13 through 23	166,598	22,554	15,470	128,574
	25 Contributions, gifts, grants paid	260,000			260,000
26 Total expenses and disbursements. Add lines 24 and 25	426,598	22,554	15,470	388,574	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-310,786				
b Net investment income (if negative, enter -0-)		88,088			
c Adjusted net income (if negative, enter -0-)			25,971		

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	86,366	130,402	130,402
	2 Savings and temporary cash investments	139,508	47,885	47,885
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ 10,588 Less allowance for doubtful accounts ▶ _____ 0	0	10,588	10,588
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	278,258	411,654	484,374
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	353,904	744,310	762,497
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____	814,730	0	0
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,672,766	1,344,839	1,435,746	
Liabilities	17 Accounts payable and accrued expenses	25,997	8,856	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	25,997	8,856	
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	1,646,769	1,335,983		
30 Total net assets or fund balances (see instructions)	1,646,769	1,335,983		
31 Total liabilities and net assets/fund balances (see instructions) .	1,672,766	1,344,839		

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	1,646,769
2 Enter amount from Part I, line 27a		2	-310,786
3 Other increases not included in line 2 (itemize) ▶ _____		3	0
4 Add lines 1, 2, and 3		4	1,335,983
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	1,335,983

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)
1 a WELLS FARGO - SECTION 1250 GAIN	P		
b PUBLICLY TRADED SECURITIES	P		
c PUBLICLY TRADED SECURITIES	P		
d HORSE FARM	P		2017-05-04
e CAPITAL GAINS DIVIDENDS	P		

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 40			40
b 335,994		327,281	8,713
c 214,819		185,322	29,497
d 900,000	164,505	1,022,538	41,967
e 2,597			2,597

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	
			40
			8,713
			29,497
			41,967
			2,597

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	82,814
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				3	8,713

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 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))
2016	170,304	1,061,948	0.160369
2015	1,162,839	1,391,815	0.835484
2014	1,173,672	1,662,396	0.706012
2013	1,034,758	2,229,395	0.464143
2012	116,251	2,281,627	0.050951

2 Total of line 1, column (d)	}		}	2	2.216959
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years				3	0.443392
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5				4	1,315,027
5 Multiply line 4 by line 3				5	583,072
6 Enter 1% of net investment income (1% of Part I, line 27b)				6	881
7 Add lines 5 and 6				7	583,953
8 Enter qualifying distributions from Part XII, line 4				8	388,574

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

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

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, tax under section 511, subtitle A tax, and credits/payments. Total tax due is 1,250.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting. Columns for Yes/No.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address STEPS-FOUNDATION.ORG 13 Yes
14 The books are in care of CHELLI LALIK Telephone no (303) 222-8818

Located at PO 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 15

16 At any time during calendar year 2017, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country 16 Yes No

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

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

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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). 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. 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 2017? 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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? If "Yes," list the years 20, 20, 20, 20 b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? b If "Yes," did it have excess business holdings in 2017 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 2017). 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2017?

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. ▶			5b
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>			6b
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) 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 7 PELICAN DRIVE ROCKPORT, TX 78382	PRESIDENT 2 00	0	0	0
CYD CROUSE 112 N CHERRY STREET VALENTINE, NE 69201	TREASURER 2 00	0	0	0
JACKI ABRAHAM 9595 OXFORD ROAD LONGMONT, CO 80504	SECRETARY 2 00	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DEBRA THOMAS 1202 ALEXANDRIA STREET LAFAYETTE, CO 80026	BARN MANAGER 40 00	51,000	0	0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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 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. SINCE SELLING THE PROPERTY IN 2017, STEPS FOUNDATION WILL NOW MAKE CHARITABLE DONATIONS TO ORGANIZATIONS THAT ARE CONTINUING THE ORIGINAL MISSION.	140,389
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3. ▶ 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	1,101,088
b	Average of monthly cash balances.	1b	223,377
c	Fair market value of all other assets (see instructions).	1c	10,588
d	Total (add lines 1a, b, and c).	1d	1,335,053
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	1,335,053
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	20,026
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,315,027
6	Minimum investment return. Enter 5% of line 5.	6	65,751

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 2017 from Part VI, line 5.	2a	
b	Income tax for 2017 (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	388,574
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	388,574
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	388,574

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ _____				
a Applied to 2016, 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 2017 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (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 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				
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 2012 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
25,971	9,834	19,251	19,130	74,186	
b 85% of line 2a	22,075	8,359	16,363	16,261	63,058
c Qualifying distributions from Part XII, line 4 for each year listed	388,574	170,304	1,163,611	1,174,225	2,896,714
d Amounts included in line 2c not used directly for active conduct of exempt activities	0	19,000	27,000	38,880	84,880
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	388,574	151,304	1,136,611	1,135,345	2,811,834
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.	43,834	35,398	46,394	55,413	181,039
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 organization 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

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 email 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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				260,000
b <i>Approved for future payment</i>				
Total ▶ 3b				0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HIRSHBERG FOUNDATION 2990 S SEPULVEDA BLVD SUITE 300C LOS ANGELES, CA 90064		501C(3)	PANCREATIC CANCER DONATION - TOUR DE PIER	3,000
BOULDER COMMUNITY HEALTH FOUNDATION PO BOX 9019 BOULDER, CO 80301		501C(3)	2017 SPRING GALA FUNDRAISER DONATION, PROGRAM SUPPORT	62,000
GIVE BACK YOGA FOUNDATION 990 BASELINE RD 13B BOULDER, CO 80302		501C(3)	FOR YOGA 4 CANCER SURVIVORS	25,000
Total ▶ 3a				260,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MD ANDERSON CANCER CENTER PO BOX 4486 HOUSTON, TX 77210				10,000
IRIS GLOBALPO BOX 493995 REDDING, CA 96049				50,000
ALZHEIMER'S ASSOCIATION 225 N MICHIGAN AVE FLOOR 17 CHICAGO, IL 60601				5,000
Total				260,000
3a				


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
CASHMERE FOUNDATION PO BOX 29496 SAN FRANCISCO, CA 94129		501C(3)	FOR VR & MEDITATION STUDIO COLLABORATION	13,000
ROCKPORT-FULTON GOOD SAMARITANS 507 SOUTH ANN STREET ROCKPORT, TX 78382		501C(3)	PROGRAM SUPPORT	5,000
ROCKPORT CULTURAL ARTS DISTRICT 902 E CORNWALL STREET ROCKPORT, TX 78382		501C(3)	PROGRAM SUPPORT	25,000
Total ▶ 3a				260,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ROCKPORT RELIEF CAMP 2321 FM 3036 ROCKPORT, TX 78382		501C(3)	PROGRAM SUPPORT	7,000
COASTAL BEND COMMUNITY FOUNDATION 615 N UPPER BROADWAY SUITE 1950 CORPUS CHRISTI, TX 78401		501C(3)	PROGRAM SUPPORT	5,000
ROCKPORTFULTON WINGS RESCUE CENTER PO BOX 1912 ROCKPORT, TX 78381		501C(3)	PROGRAM SUPPORT	2,500
Total 				260,000
3a				


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
OPERATION BLUE SANTA PO BOX 689001 AUSTIN, TX 78768		501C(3)	PROGRAM SUPPORT	2,500
SPIRIT HORSE ALLIANCE PO BOX 134 LOUISVILLE, CO 80027		501C(3)	PROGRAM SUPPORT	5,000
THE INN BETWEEN OF LONGMONT 515 KIMBARK STREET STE 107 LONGMONT, CO 80501		501C(3)	PROGRAM SUPPORT	10,000
Total 3a 				260,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE OUR CENTER 220 COLLYER STREET LONGMONT, CO 80501		501C(3)	PROGRAM SUPPORT	10,000
SUMMIT DOG RESCUE PO BOX 17693 BOULDER, CO 80308		501C(3)	PROGRAM SUPPORT	5,000
TEMPLE GRANDIN SCHOOL 6446 JAY ROAD BOULDER, CO 80301		501C(3)	PROGRAM SUPPORT	5,000
Total ▶				260,000
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LONGMONT HUMANE SOCIETY 9595 NELSON ROAD LONGMONT, CO 80501		501C(3)	PROGRAM SUPPORT	5,000
GLOBAL DOWN SYNDROME 3300 E 1ST AVE STE 390 DENVER, CO 80206		501C(3)	PROGRAM SUPPORT	5,000
Total 				260,000
3a				

TY 2017 Accounting Fees Schedule**Name:** STEPS FOUNDATION

FKA THE POWERS PRIVATE FOUNDATION

EIN: 20-8801554**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	6,775	3,387	0	3,388

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2017 Depreciation Schedule

Name: STEPS FOUNDATION

FKA THE POWERS PRIVATE FOUNDATION

EIN: 20-8801554

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
RTV 900	2013-10-23	5,659	3,585	SL	5 000000000000	377	0	377	
WORKSAVER 4000LB SKID STEER TRIPLE BALE SPEAR	2013-10-25	669	424	SL	5 000000000000	45	0	45	
KUBOTA L3200HST 4WD TRACTOR	2013-10-25	15,924	10,086	SL	5 000000000000	1,062	0	1,062	
KUBOTA LA524 FRONT LOADER	2013-10-25	4,939	3,129	SL	5 000000000000	329	0	329	
BUILDINGS FARM-8590 NORTH 87TH STREET	2013-09-09	680,301	113,383	SL	20 000000000000	11,338	0	11,338	
HORSES	2013-11-27	6,226	2,741	SL	7 000000000000	296	0	296	
LAND-8590 NORTH 87TH STREET	2013-09-09	170,075		L		0	0	0	
BUILDING IMPROVEMENTS	2014-06-01	73,886	12,725	SL	15 000000000000	1,642	0	1,642	
488 NEW HOLLAND	2014-05-19	4,750	2,454	SL	5 000000000000	317	0	317	
HORSE (RAIN)	2014-05-10	668	254	SL	7 000000000000	32	0	32	
HORSE (PHOENIX)	2014-05-10	668	254	SL	7 000000000000	32	0	32	

TY 2017 Investments Corporate Stock Schedule**Name:** STEPS FOUNDATION

FKA THE POWERS PRIVATE FOUNDATION

EIN: 20-8801554

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MEDTRONIC PLC	5,333	5,007
EATON CORP PLC	8,203	8,612
VERIZON COMMUNICATIONS	4,562	5,240
AIR PRODS & CHEMS INC COM	5,207	5,907
INTEL CORP	3,186	4,108
CISCO SYSTEMS INC	5,748	6,894
3M CO	8,575	9,650
ILLINOIS TOOL WORKS INC	5,931	6,841
CUMMINS INC	5,004	5,476
UNITEDHEALTH GROUP INC	5,384	6,614
THERMO FISHER SCIENTIFIC INC	6,345	6,836
STRYKER CORP	5,492	5,884
LABORATORY CRP OF AMER HLDGS	4,677	4,945
JOHNSON & JOHNSON	5,834	6,287
GILEAD SCIENCES INC	3,086	3,367
TIME WARNER INC	4,573	4,208
TJX COMPANIES INC	6,389	6,652
WALT DISNEY CO	7,268	7,311
CLOROX CO	4,677	5,206
COLGATE PALMOLIVE CO	5,325	5,282
KIMBERLY CLARK CORP COM	5,172	4,826
EOG RESOURCES INC	4,950	5,935
OCCIDENTAL PETE CORP	3,249	3,978
BLACKROCK INC	6,232	7,706
DISCOVER FINANCIAL SERVICES	7,848	9,846
JPMORGAN CHASE & CO	9,988	12,833
PNC FINANCIAL SERVICES GROUP	7,551	9,090
TRAVELERS COMPANIES INC	4,270	4,612
NOVARTIS AG-ADR	6,512	6,465
US BANCORP	6,249	6,483

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ROCHE HOLDINGS LTD-ADR	4,040	3,758
BIOGEN INC	3,625	4,460
SCHLUMBERGER LTD	6,593	6,672
TAIWAN SEMICONDUCTOR MANUFACTU-ADR	4,434	4,758
TECHNIPFMC LIMITED	4,387	4,759
DANAHER CORP	3,547	5,755
ACCENTURE LTD	5,251	9,338
COSTCO WHOLESALE CORP	6,826	7,445
O'REILLY AUTOMOTIVE INC	5,784	5,773
FORTIVE CORP	4,017	5,860
ALPHABET INC CL A	5,627	12,641
NEWELL BRANDS INC	6,954	4,202
HOME DEPOT INC	3,355	10,235
ALPHABET INC CL C	550	1,046
MICROSOFT CORP 08/05/09	6,976	14,114
VISA INC - CLASS A SHARES	6,913	11,630
WELLS FARGO SMALL CAP CORE FUND	35,242	36,959
APPLE INC	8,082	13,538
PARNASSUS MID CAP FUND CLASS INS	72,795	75,615
VANGUARD FTSE EMERGING MARKETS	43,836	53,715

TY 2017 Investments - Other Schedule**Name:** STEPS FOUNDATION

FKA THE POWERS PRIVATE FOUNDATION

EIN: 20-8801554**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
THE BLACKROCK GLOBAL LONG/SHORT CREDIT FUND CLASS K	AT COST	19,561	19,771
NEUBERGER BERMAN LONG SHORT FUND CLASS INC	AT COST	19,076	20,237
EATON VANCE GLOBAL MACRO ABSOLUTE RETURN ADVANTAGE FUND CLASS I	AT COST	25,000	24,160
ASG GLOBAL ALTERNATIVES FUND CLASS Y	AT COST	23,921	25,896
SPDR DJ WILSHIRE INTERNATIONAL REAL ESTATE ETF	AT COST	35,559	36,036
BOSTON PARTNERS LONG/SHORT RESEARCH	AT COST	16,058	20,233
EATON VANCE FLOATING RATE FD-I	AT COST	25,642	25,750
VANGUARD HIGH YIELD CORP FUND	AT COST	25,856	25,707
PRINCIPAL GL MULTI STRAT-INST	AT COST	19,361	19,531
VANGUARD REIT VIPER	AT COST	10,340	10,787
VANGUARD INTERMEDIATE TERM BOND	AT COST	150,161	149,637
PIMCO EMERGING MARKETS BOND FUND	AT COST	75,811	77,473
VANGUARD SHORT TERM BOND ETF	AT COST	50,850	50,229
DOMINI IMPACT INTERNATIONAL EQUITY FUND CLASS INST	AT COST	81,700	90,017
VANGUARD TOTAL BOND MARKET ETF	AT COST	102,634	101,147
ALEXANDRA REAL ESTATE EQUITIES INC COM	AT COST	5,505	5,877
AMERICAN TOWER CORP	AT COST	5,253	5,707
EPR PROPERIES	AT COST	5,473	4,910
EQUINIX INC	AT COST	5,217	5,439
EXTRA SPACE STORAGE INC COM	AT COST	5,385	6,122
INVITATION HOMES INC	AT COST	5,684	6,270
MEDICAL PPTYS TR INC COM	AT COST	5,450	5,719
MID AMERICA APARTMENT COM	AT COST	5,790	5,531
PROLOGIS INC	AT COST	5,438	6,128
SIMON PROPERTY GROUP INC	AT COST	5,585	6,011
INVESCO BALANCED-RISK COMMODITY	AT COST	8,000	8,172

TY 2017 Legal Fees Schedule**Name:** STEPS FOUNDATION

FKA THE POWERS PRIVATE FOUNDATION

EIN: 20-8801554

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,531	1,531	0	0

TY 2017 Other Expenses Schedule**Name:** STEPS FOUNDATION

FKA THE POWERS PRIVATE FOUNDATION

EIN: 20-8801554**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	17	8	0	9
ACCOUNT MANAGEMENT FEES	10,969	10,969	0	0
PAYROLL PROCESSING FEES	123	0	0	123
DUES, FEES AND LICENSES	208	0	0	208
INSURANCE	10,288	4,635	0	5,653
SUPPLIES	329	0	0	329
HORSE CARE	10,657	0	0	10,657
OFFICE SUPPLIES	1,336	1,336	0	0
POSTAGE	96	96	0	0
WEBSITE MAINTENANCE	240	120	0	120

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EQUIPMENT EXPENSE	406	0	0	406
MAINTENANCE EXPENSE	842	0	0	842
VEHICLE EXPENSE	255	0	0	255
ADVERTISING	91	0	0	91

TY 2017 Other Income Schedule**Name:** STEPS FOUNDATION

FKA THE POWERS PRIVATE FOUNDATION

EIN: 20-8801554**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
HORSE BOARDING	4,900		4,900
WELLS FARGO - MISC INCOME	989	989	989
OTHER INCOME	300	300	300

TY 2017 Taxes Schedule**Name:** STEPS FOUNDATION

FKA THE POWERS PRIVATE FOUNDATION

EIN: 20-8801554

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID	472	472	0	0
PAYROLL TAX EXPENSE	6,627	0	0	6,627
PROPERTY TAX EXPENSE	8,482	0	0	8,482