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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation SILVER LINING FOUNDATION		A Employer identification number 20-1987349
Number and street (or P.O. box number if mail is not delivered to street address) C/O 600 17TH STREET	Room/suite 1700N	B Telephone number 303-996-7766
City or town, state, and ZIP code DENVER, CO 80202		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) \$ 1,499,491.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (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)
Revenue	1 Contributions, gifts, grants, etc., received	17,500.		N/A	
	2 Check <input 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	44,756.	44,756.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	33,438.			
	b Gross sales price for all assets on line 6a	489,834.			
	7 Capital gain net income (from Part IV, line 2)		33,438.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	95,694.	78,194.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 2 1,450.	725.		0.
	c Other professional fees	STMT 3 13,668.	13,668.		0.
	17 Interest	7.	7.		0.
	18 Taxes	STMT 4 867.	867.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	15,992.	15,267.		0.
	25 Contributions, gifts, grants paid	73,500.			73,500.
26 Total expenses and disbursements. Add lines 24 and 25	89,492.	15,267.		73,500.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	6,202.				
b Net investment income (if negative, enter -0-)		62,927.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

Assets

1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	82,860.	35,347.	35,347.
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			
b	Investments - corporate stock STMT 5	755,586.	768,457.	807,841.
c	Investments - corporate bonds STMT 6	679,786.	720,630.	656,303.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other			
14	Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
15	Other assets (describe ▶)			
16	Total assets (to be completed by all filers)	1,518,232.	1,524,434.	1,499,491.

Liabilities

17	Accounts payable and accrued expenses			
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)	0.	0.	

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	1,518,232.	1,524,434.	
30	Total net assets or fund balances	1,518,232.	1,524,434.	
31	Total liabilities and net assets/fund balances	1,518,232.	1,524,434.	

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	1,518,232.
2	Enter amount from Part I, line 27a	2	6,202.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,524,434.
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	1,524,434.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED	P	VARIOUS	VARIOUS
b SEE ATTACHED	P	VARIOUS	VARIOUS
c WESTERN CAPITAL MGMT FIXED INCOME LP	P	VARIOUS	VARIOUS
d WESTERN CAPITAL MGMT FIXED INCOME LP		VARIOUS	VARIOUS
e CAPITAL GAINS DIVIDENDS			

(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 99,702.		96,988.	2,714.
b 378,874.		359,253.	19,621.
c 6,480.			6,480.
d		155.	-155.
e 4,778.			4,778.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			2,714.
b			19,621.
c			6,480.
d			-155.
e			4,778.

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	33,438.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2011	83,648.	1,450,542.	.057667
2010	90,907.	1,546,471.	.058784
2009	101,360.	1,759,876.	.057595
2008	107,602.	1,912,762.	.056255
2007	92,754.	2,218,853.	.041803

2 Total of line 1, column (d)	2	.272104
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	.054421
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,428,556.
5 Multiply line 4 by line 3	5	77,743.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	629.
7 Add lines 5 and 6	7	78,372.
8 Enter qualifying distributions from Part XII, line 4	8	73,500.

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)

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	1,259.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	1,259.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	1,259.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	500.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	7.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	766.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
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) TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 7	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► J CHARLES & DANA L FARMER Telephone no. ► 303-996-7766 Located at ► C/O 600 17TH STREET, SUITE 1700N, DENVER, CO ZIP+4 ► 80202			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
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	
1b			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		X
1c			
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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	
2b			
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	
3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		X
4b			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐**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?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

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

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

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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
J CHARLES FARMER	DIRECTOR			
C/O 600 17TH STREET STE 1700N		0.00	0.	0.
DENVER, CO 80202				
DANA L FARMER	DIRECTOR			
C/O 600 17TH STREET STE 1700N		0.00	0.	0.
DENVER, CO 80202				

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 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	1,450,311.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,450,311.
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	1,450,311.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,755.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,428,556.
6	Minimum investment return. Enter 5% of line 5	6	71,428.

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	71,428.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,259.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,259.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	70,169.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	70,169.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	70,169.

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	73,500.
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	73,500.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	73,500.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				70,169.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			52,970.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 73,500.				
a Applied to 2011, but not more than line 2a			52,970.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				20,530.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				49,639.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]Form **990-PF** (2012)

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
a Paid during the year				
SEE ATTACHED SCHEDULE				73,500.
Total			▶ 3a	73,500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	44,756.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	33,438.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		78,194.	0.
13 Total. Add line 12, columns (b), (d), and (e)					78,194.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

N/A

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

SILVER LINING FOUNDATION

Employer identification number

20-1987349

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

SILVER LINING FOUNDATION**20-1987349****Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LIMPINBEAR FAMILY PARTNERSHIP 600 17TH STREET, 1700N DENVER, CO 80202	\$ 17,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

SILVER LINING FOUNDATION**20-1987349****Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Employer identification number

20-1987349

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of **exclusively** religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed

223454 12-21-12

SILVER LINING FOUNDATION
ID # 20-1987349
PART XV - SUPPLEMENTARY INFORMATION
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
2012

PAYEE	AMOUNT
ALLIANCE FOR CHOICE IN EDUCATION 1201 E COLFAX AVE, STE 302 DENVER, CO 80218-2269	7,500.00
BLUE STAR FOUNDATION PO BOX 1530 WINTER PARK, CO 80482	2,500.00
CENTENNIAL INSTITUTE 8787 W ALAMEDA LAKEWOOD, CO 80226	2,500.00
COLORADO UPLIFT 3914 KING STREET DENVER, CO 80211-1932	12,500.00
DENVER RESCUE MISSION PO BOX 5206 DENVER, CO 80217	7,500.00
DENVER MUSEUM OF NATURE & SCIENCE 2001 COLORADO BLVD DENVER, CO 80205-5798	10,000.00
DENVER STREET SCHOOL PO BOX 140069 DENVER, CO 80214	7,500.00
MAXFUND ANIMAL ADOPTION CENTER 1025 GALAPAGO STREET DENVER, CO 80204	3,500 00
UNIVERSITY OF TEXAS AT AUSTIN 1 UNIVERSITY STATION C2100 AUSTIN, TEXAS 78712	12,500.00
WARREN VILLAGE 1323 GILPIN STREET DENVER, CO 80218	7,500.00
	<u>73,500 00</u>

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TG 12/31/2012

FIRST WESTERN TRUST BANK
STATEMENT OF CAPITAL GAINS AND LOSSES
SILVER LINING CHAR FOUNDATION

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TRUST YEAR ENDING 12/31/2012

TAX PREPARER: 1
TRUST ADMINISTRATOR: K.B
INVESTMENT OFFICER: H P

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
1976.7310 PRUDENTIAL JENNISON EQUITY INCOME FUND CLASS Z #427 - 74441L832 - MINOR = 571							
SOLD		11/12/2012	26745.18				
ACQ	742.3900	01/04/2011	10044.54	10000.00	44.54	LT15	Y
	8.0590	03/18/2011	109.04	109.12	-0.08	LT15	Y
	7.3020	06/17/2011	98.80	98.65	0.15	LT15	Y
	6.4850	09/16/2011	87.74	82.10	5.64	LT15	Y
	7.7450	12/16/2011	104.79	97.36	7.43	ST	Y
	4.3120	03/23/2012	58.34	60.11	-1.77	ST	
	1200.4380	04/11/2012	16241.93	16409.99	-168.06	ST	
27.0000 QUALCOMM INC COM - 747525103 - MINOR = 489							
SOLD		11/12/2012	1662.62				
ACQ	20.0000	11/19/2010	1231.57	959.82	271.75	LT15	Y
	7.0000	12/08/2010	431.05	341.50	89.55	LT15	Y
8.0000 ROPER INDS INC NEW COM - 776696106 - MINOR = 414							
SOLD		11/12/2012	868.78				
ACQ	8.0000	01/10/2011	868.78	600.81	267.97	LT15	
24.0000 SCHLUMBERGER LTD COM - 806857108 - MINOR = 5020							
SOLD		11/12/2012	1637.72				
ACQ	24.0000	11/19/2010	1637.72	1827.84	-190.12	LT15	Y
114.0000 SCHWAB CHARLES CORP NEW COM - 808513105 - MINOR = 31001							
SOLD		11/12/2012	1470.56				
ACQ	114.0000	11/19/2010	1470.56	1724.47	-253.91	LT15	Y
37.0000 STATE STREET CORP COM - 857477103 - MINOR = 5010							
SOLD		11/12/2012	1640.91				
ACQ	37.0000	11/19/2010	1640.91	1606.59	34.32	LT15	Y
26.0000 STRYKER CORP COM - 863667101 - MINOR = 479							
SOLD		11/12/2012	1375.62				
ACQ	26.0000	11/19/2010	1375.62	1343.42	32.20	LT15	Y
53.0000 TEXAS INSTRUMENTS INC COM - 882508104 - MINOR = 31001							
SOLD		11/12/2012	1560.28				
ACQ	53.0000	11/19/2010	1560.28	1692.12	-131.84	LT15	Y
36.0000 THERMO FISHER CORP COM - 883556102 - MINOR = 477							
SOLD		11/12/2012	2175.79				
ACQ	35.0000	11/19/2010	2115.35	1793.75	321.60	LT15	Y
	1.0000	12/08/2010	60.44	52.11	8.33	LT15	Y
14.0000 UNITED PARCEL SERVICES CL B - 911312106 - MINOR = 411							
SOLD		11/12/2012	1010.63				
ACQ	14.0000	03/31/2011	1010.63	1042.14	-31.51	LT15	
487.0000 VANGUARD INDEX FDS S&P 500 ETF SHS - 922908413 - MINOR = 541							
SOLD		11/12/2012	30795.67				
ACQ	487.0000	04/04/2012	30795.67	31226.44	-430.77	ST	
9.0000 VISA INC COM CL A - 92826C839 - MINOR = 491							
SOLD		11/12/2012	1288.95				
ACQ	9.0000	01/09/2012	1288.95	898.95	390.00	ST	
22.0000 WAL MART STORES INC COM - 931142103							
SOLD		11/12/2012	1591.11				
ACQ	22.0000	11/19/2010	1591.11	1197.24	393.87	LT15	Y
50.0000 WILLIAMS COS INC COM - 969457100 - MINOR = 464							
SOLD		11/12/2012	1585.96				
ACQ	46.0000	11/19/2010	1459.08	883.19	575.89	LT15	Y
	4.0000	12/08/2010	126.88	76.61	50.27	LT15	Y
15.0000 ACCENTURE PLC CLASS A ORDINARY SHARES - G1151C101 - MINOR = 488							
SOLD		11/12/2012	996.65				
ACQ	15.0000	06/03/2011	996.65	839.93	156.72	LT15	

TOTALS

478575.30

456241.41

22233.89

2713.50

19620.39

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	49.17	0.00	17358.99	0.00	-187.86	0.00*
COVERED FROM ABOVE	2664.33	0.00	2449.26	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0.00	0.00	4778.25			31.74
	2713.50	0.00	24586.50	0.00	-187.86	31.74
STATE						
NONCOVERED FROM ABOVE	49.17	0.00	17358.99	0.00	-187.86	0.00*
COVERED FROM ABOVE	2664.33	0.00	2449.26	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0.00	0.00	4778.25			31.74
	2713.50	0.00	24586.50	0.00	-187.86	31.74

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

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FIRST WESTERN TRUST BANK
STATEMENT OF CAPITAL GAINS AND LOSSES
SILVER LINING CHAR FOUNDATION

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TRUST YEAR ENDING 12/31/2012

TAX PREPARER: 1
TRUST ADMINISTRATOR: K B
INVESTMENT OFFICER: H P

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
98.0000 WPX ENERGY INC COM - 98212B103 - MINOR = 467							
SOLD		01/09/2012	1619.89				
ACQ	71.0000	11/19/2010	1173.60	927.08	246.52	LT15	Y
	14.0000	12/08/2010	231.41	182.35	49.06	LT15	Y
	13.0000	12/30/2010	214.88	177.72	37.16	LT15	Y
.6670 WPX ENERGY INC COM - 98212B103 - MINOR = 467							
SOLD		01/17/2012	11.05				
ACQ	.6670	12/30/2010	11.05	9.12	1.93	LT15	Y
81.0000 ABBOTT LABORATORIES COM - 002824100 - MINOR = 31001							
SOLD		04/04/2012	4980.58				
ACQ	81.0000	11/19/2010	4980.58	3831.34	1149.24	LT15	Y
73.0000 AMERICAN TOWER CORPORATION - 03027X100 - MINOR = 428							
SOLD		04/04/2012	4571.89				
ACQ	73.0000	11/19/2010	4571.89	3789.43	782.46	LT15	Y
70.0000 BAXTER INTERNATIONAL INC COM - 071813109 - MINOR = 31000							
SOLD		04/04/2012	4168.41				
ACQ	70.0000	11/19/2010	4168.41	3593.80	574.61	LT15	Y
21.0000 BLACKROCK INC COM - 09247X101 - MINOR = 469							
SOLD		04/04/2012	4277.18				
ACQ	21.0000	11/19/2010	4277.18	3546.06	731.12	LT15	Y
166.4590 BLACKROCK CAPITAL APPRECIATION FUND CLASS I #388 - 09251R503 - MINOR = 571							
SOLD		04/04/2012	4146.49				
ACQ	166.4590	01/04/2011	4146.49	4000.00	146.49	LT15	Y
66.0000 CELGENE CORP COM - 151020104 - MINOR = 477							
SOLD		04/04/2012	5221.89				
ACQ	66.0000	11/19/2010	5221.89	3999.60	1222.29	LT15	Y
45.0000 CHEVRON CORPORATION - 166764100							
SOLD		04/04/2012	4756.84				
ACQ	45.0000	11/19/2010	4756.84	3768.30	988.54	LT15	Y
160.0000 CISCO SYS INC COM - 17275R102							
SOLD		04/04/2012	3248.51				
ACQ	160.0000	11/19/2010	3248.51	3148.80	99.71	LT15	Y
86.0000 DANAHER CORP COM - 235851102 - MINOR = 31000							
SOLD		04/04/2012	4747.09				
ACQ	86.0000	11/19/2010	4747.09	3759.55	987.54	LT15	Y
107.0000 DISCOVERY COMMUNICATIONS INC NEW COM SER A - 25470F104 - MINOR = 435							
SOLD		04/04/2012	5431.20				
ACQ	90.0000	01/10/2011	4568.30	3595.30	973.00	LT15	
	17.0000	08/08/2011	862.90	600.39	262.51	ST	
78.0000 ECOLAB INC COM - 278865100 - MINOR = 3101							
SOLD		04/04/2012	4792.99				
ACQ	78.0000	11/19/2010	4792.99	3819.66	973.33	LT15	Y
102.0000 GILEAD SCIENCES INC COM - 375558103 - MINOR = 477							
SOLD		04/04/2012	4790.83				
ACQ	102.0000	11/19/2010	4790.83	3887.22	903.61	LT15	Y
32.0000 HALLIBURTON CO COM - 406216101 - MINOR = 466							
SOLD		04/04/2012	1055.98				
ACQ	32.0000	11/19/2010	1055.98	1218.24	-162.26	LT15	Y
73.0000 HONEYWELL INTERNATIONAL INC COM - 438516106 - MINOR = 410							
SOLD		04/04/2012	4380.63				
ACQ	73.0000	11/19/2010	4380.63	3631.77	748.86	LT15	Y
30.0000 INTERNATIONAL BUSINESS MACHS CORP COM - 459200101 - MINOR = 31001							
SOLD		04/04/2012	6180.76				
ACQ	30.0000	11/19/2010	6180.76	4349.40	1831.36	LT15	Y
37.0000 INTUIT COM - 461202103 - MINOR = 483							
SOLD		04/04/2012	2194.05				
ACQ	37.0000	09/06/2011	2194.05	1749.87	444.18	ST	
50.0000 KOHLS CORP COM - 500255104 - MINOR = 3101							
SOLD		04/04/2012	2587.44				
ACQ	50.0000	11/19/2010	2587.44	2750.00	-162.56	LT15	Y
121.0000 LAUDER ESTEE COS INC CL A - 518439104 - MINOR = 460							
SOLD		04/04/2012	7548.59				
ACQ	121.0000	11/19/2010	7548.59	4558.07	2990.52	LT15	Y
16.0000 MCDONALDS CORP COM - 580135101 - MINOR = 31001							
SOLD		04/04/2012	1558.37				
ACQ	16.0000	08/22/2011	1558.37	1406.92	151.45	ST	
140.0000 MICROSOFT CORP COM - 594918104 - MINOR = 31001							
SOLD		04/04/2012	4365.54				
ACQ	140.0000	11/19/2010	4365.54	3604.64	760.90	LT15	Y
32.0000 MONSANTO CO NEW COM - 61166W101 - MINOR = 402							
SOLD		04/04/2012	2586.18				
ACQ	32.0000	11/19/2010	2586.18	1901.76	684.42	LT15	Y
47.0000 NIKE INC CL B - 654106103 - MINOR = 440							
SOLD		04/04/2012	5138.86				
ACQ	47.0000	11/19/2010	5138.86	4026.49	1112.37	LT15	Y
105.0000 ORACLE CORP COM - 68389X105 - MINOR = 487							
SOLD		04/04/2012	3041.26				
ACQ	105.0000	11/19/2010	3041.26	2950.64	90.62	LT15	Y
46.0000 PEPSICO INC COM - 713448108							
SOLD		04/04/2012	3053.41				
ACQ	46.0000	11/19/2010	3053.41	2972.98	80.43	LT15	Y
85.0000 QUALCOMM INC COM - 747525103 - MINOR = 489							
SOLD		04/04/2012	5711.92				
ACQ	85.0000	11/19/2010	5711.92	4079.24	1632.68	LT15	Y

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FIRST WESTERN TRUST BANK
STATEMENT OF CAPITAL GAINS AND LOSSES
SILVER LINING CHAR FOUNDATION

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TRUST YEAR ENDING 12/31/2012

TAX PREPARER: 1
TRUST ADMINISTRATOR: K.B
INVESTMENT OFFICER: H.P

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
27.0000 ROPER INDS INC NEW COM - 776696106 - MINOR = 414							
SOLD		04/04/2012	2651.07				
ACQ	27 0000	01/10/2011	2651.07	2027 73	623.34	LT15	
32.0000 SCHLUMBERGER LTD COM - 806857108 - MINOR = 5020							
SOLD		04/04/2012	2200.27				
ACQ	32 0000	11/19/2010	2200.27	2437 12	-236 85	LT15	Y
171.0000 SCHWAB CHARLES CORP NEW COM - 808513105 - MINOR = 31001							
SOLD		04/04/2012	2470 89				
ACQ	171 0000	11/19/2010	2470.89	2586 72	-115 83	LT15	Y
69.0000 STATE STREET CORP COM - 857477103 - MINOR = 5010							
SOLD		04/04/2012	3069.74				
ACQ	69.0000	11/19/2010	3069.74	2996.06	73.68	LT15	Y
62.0000 STRYKER CORP COM - 863667101 - MINOR = 479							
SOLD		04/04/2012	3390 08				
ACQ	62 0000	11/19/2010	3390 08	3203 54	186.54	LT15	Y
95.0000 TEXAS INSTRUMENTS INC COM - 882508104 - MINOR = 31001							
SOLD		04/04/2012	3052.34				
ACQ	95.0000	11/19/2010	3052.34	3033 06	19 28	LT15	Y
63.0000 THERMO FISHER CORP COM - 883556102 - MINOR = 477							
SOLD		04/04/2012	3499.44				
ACQ	63 0000	11/19/2010	3499.44	3228.75	270.69	LT15	Y
52.0000 UNITED PARCEL SERVICES CL B - 911312106 - MINOR = 411							
SOLD		04/04/2012	4155.75				
ACQ	51 0000	02/22/2011	4075.83	3800 78	275.05	LT15	
	1.0000	03/31/2011	79.92	74.44	5.48	LT15	
20.0000 VISA INC COM CL A - 92826C839 - MINOR = 491							
SOLD		04/04/2012	2378.75				
ACQ	20.0000	01/09/2012	2378.75	1997.66	381.09	ST	
63.0000 WAL MART STORES INC COM - 931142103							
SOLD		04/04/2012	3801.34				
ACQ	63.0000	11/19/2010	3801.34	3428 46	372.88	LT15	Y
92.0000 WESTERN UN CO COM - 959802109 - MINOR = 491							
SOLD		04/04/2012	1635.73				
ACQ	92.0000	10/31/2011	1635.73	1616.24	19.49	ST	
167.0000 WILLIAMS COS INC COM - 969457100 - MINOR = 464							
SOLD		04/04/2012	5216.96				
ACQ	167.0000	11/19/2010	5216.96	3206.37	2010.59	LT15	Y
33 0000 ACCENTURE PLC CLASS A ORDINARY SHARES - G1151C101 - MINOR = 488							
SOLD		04/04/2012	2122.51				
ACQ	33.0000	06/03/2011	2122.51	1847 85	274.66	ST	
86 8030 JP MORGAN MID CAP GROWTH FUND SELECT #3120 - 4812C1710 - MINOR = 570							
SOLD		05/01/2012	1999.07				
ACQ	86.8030	11/22/2010	1999.07	1880.15	118.92	LT15	Y
3006.2020 PINCO TOTAL RETURN FUND INST #35 - 693390700 - MINOR = 592							
SOLD		06/04/2012	33879.90				
ACQ	3006.2020	01/03/2012	33879.90	32647.35	1232.55	ST	
3195.5170 VANGUARD SHORT-TERM BOND INDEX - SIG #1349 - 921937850 - MINOR = 592							
SOLD		06/04/2012	33968.35				
ACQ	3195 5170	01/13/2011	33968 35	33776.61	191.74	LT15	Y
1417.7690 JP MORGAN MID CAP GROWTH FUND SELECT #3120 - 4812C1710 - MINOR = 570							
SOLD		07/05/2012	30269.36				
ACQ	1417.7690	11/22/2010	30269.36	30708.88	-439.52	LT15	Y
489.1990 OPPENHEIMER DEVELOPING MARKETS FUND CLASS Y #788 - 683974505 - MINOR = 572							
SOLD		07/05/2012	15532.07				
ACQ	489.1990	11/22/2010	15532 07	16911 62	-1379.55	LT15	Y
2045.3230 TCW SMALL CAP GROWTH FUND CL I #4724 - 87234N849 - MINOR = 496							
SOLD		07/05/2012	54835 10				
ACQ	1098.0970	11/22/2010	29439.98	30000.00	-560 02	LT15	Y
	947 2260	01/04/2011	25395 12	28000 00	-2604 88	LT15	Y
2124.1910 THIRD AVENUE FOCUSED CREDIT FUND INS #450 - 884116708 - MINOR = 495							
SOLD		07/05/2012	20902 03				
ACQ	35 3850	11/22/2010	348.19	401 97	-53.79	LT-W	Y
	1725 1780	11/22/2010	16975.75	19598 03	-2622 27	LT15	Y
	39 9290	12/21/2010	392 90	444 01	-51 11	LT15	Y
	8430	12/21/2010	8.30	9 37	-1.07	LT15	Y
	15 7250	12/21/2010	154 73	174 86	-20.13	LT15	Y
	27 0250	03/22/2011	265 93	308 90	-42 97	LT15	Y
	30 8170	06/21/2011	303 24	345 77	-42 53	LT15	Y
	36 9690	09/20/2011	363.77	379 67	-15 90	ST	Y
	45.1780	12/20/2011	444 55	425 58	18.97	ST	Y
	40 7950	12/20/2011	401.42	384.29	17 13	ST	Y
	51.2880	12/20/2011	504 67	483.13	21 54	ST	Y
	39 6740	03/20/2012	390 39	397 53	-7 14	ST	
	35 3850	06/19/2012	348 19	344 65	3 54	ST	
977 9180 THORNBURG INTERNATIONAL VALUE FUND CLASS I #209 - 885215566 - MINOR = 572							
SOLD		07/05/2012	24995.59				
ACQ	41.2510	01/28/2011	1054 38	1188 44	-134 07	LT-W	Y
	936 6670	01/28/2011	23941 21	26985 37	-3044 15	LT15	Y
145.0000 WESTERN UN CO COM - 959802109 - MINOR = 491							
SOLD		11/02/2012	1732.80				
ACQ	113 0000	10/31/2011	1350 39	1985 16	-634 77	LT15	
	32.0000	06/04/2012	382 41	510 40	-127 99	ST	
23 0000 ABBOTT LABORATORIES COM - 002824100 - MINOR = 31001							
SOLD		11/12/2012	1490 82				
ACQ	23 0000	11/19/2010	1490 82	1087 91	402 91	LT15	Y

ACCT 668N 612383018
FROM 01/01/2012
TO 12/31/2012

FIRST WESTERN TRUST BANK
STATEMENT OF CAPITAL GAINS AND LOSSES
SILVER LINING CHAR FOUNDATION

PAGE 57

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TRUST YEAR ENDING 12/31/2012

TAX PREPARER: 1
TRUST ADMINISTRATOR: K B
INVESTMENT OFFICER: H P

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
26.0000 AMERICAN TOWER CORPORATION - 03027X100 - MINOR = 428							
SOLD		11/12/2012	1937.47				
ACQ	24.0000	11/19/2010	1788.43	1245.84	542.59	LT15	Y
	2.0000	12/08/2010	149.04	102.10	46.94	LT15	Y
28.0000 ANHEUSER BUSCH INBEV SPONSORED ADR - 03524A108 - MINOR = 455							
SOLD		11/12/2012	2318.90				
ACQ	27.0000	05/01/2012	2236.08	1987.74	248.34	ST	
	1.0000	05/31/2012	82.82	67.90	14.92	ST	
14.0000 AUTOMATIC DATA PROCESSING INC COM - 053015103 - MINOR = 491							
SOLD		11/12/2012	774.74				
ACQ	14.0000	04/04/2012	774.74	777.56	-2.82	ST	
37.0000 BAXTER INTERNATIONAL INC COM - 071813109 - MINOR = 31000							
SOLD		11/12/2012	2404.57				
ACQ	28.0000	11/19/2010	1819.67	1437.52	382.15	LT15	Y
	9.0000	12/08/2010	584.90	446.40	138.50	LT15	Y
9.0000 BLACKROCK INC COM - 09247X101 - MINOR = 469							
SOLD		11/12/2012	1695.92				
ACQ	9.0000	11/19/2010	1695.92	1519.74	176.18	LT15	Y
22.0000 CELGENE CORP COM - 151020104 - MINOR = 477							
SOLD		11/12/2012	1657.44				
ACQ	16.0000	11/19/2010	1205.41	969.60	235.81	LT15	Y
	6.0000	12/08/2010	452.03	340.93	111.10	LT15	Y
15.0000 CHEVRON CORPORATION - 166764100							
SOLD		11/12/2012	1585.16				
ACQ	15.0000	11/19/2010	1585.16	1256.10	329.06	LT15	Y
82.0000 CISCO SYS INC COM - 17275R102							
SOLD		11/12/2012	1381.66				
ACQ	82.0000	11/19/2010	1381.66	1613.76	-232.10	LT15	Y
25.0000 DANAHER CORP COM - 235851102 - MINOR = 31000							
SOLD		11/12/2012	1300.97				
ACQ	25.0000	11/19/2010	1300.97	1092.89	208.08	LT15	Y
33.0000 DISCOVERY COMMUNICATIONS INC NEW COM SER A - 25470F104 - MINOR = 435							
SOLD		11/12/2012	1839.70				
ACQ	33.0000	08/08/2011	1839.70	1165.45	674.25	LT15	
25.0000 ECOLAB INC COM - 278865100 - MINOR = 3101							
SOLD		11/12/2012	1736.96				
ACQ	24.0000	11/19/2010	1667.48	1175.28	492.20	LT15	Y
	1.0000	12/08/2010	69.48	47.53	21.95	LT15	Y
41.0000 GILEAD SCIENCES INC COM - 375558103 - MINOR = 477							
SOLD		11/12/2012	2950.29				
ACQ	30.0000	11/19/2010	2158.75	1143.30	1015.45	LT15	Y
	11.0000	12/08/2010	791.54	410.63	380.91	LT15	Y
40.0000 HALLIBURTON CO COM - 406216101 - MINOR = 466							
SOLD		11/12/2012	1224.37				
ACQ	35.0000	11/19/2010	1071.32	1332.45	-261.13	LT15	Y
	5.0000	12/08/2010	153.05	200.05	-47.00	LT15	Y
28.0000 HONEYWELL INTERNATIONAL INC COM - 438516106 - MINOR = 410							
SOLD		11/12/2012	1717.76				
ACQ	28.0000	11/19/2010	1717.76	1393.01	324.75	LT15	Y
6.0000 INTERNATIONAL BUSINESS MACHS CORP COM - 459200101 - MINOR = 31001							
SOLD		11/12/2012	1134.33				
ACQ	5.0000	11/19/2010	945.27	724.90	220.38	LT15	Y
	1.0000	12/08/2010	189.06	145.03	44.02	LT15	Y
13.0000 INTUIT COM - 461202103 - MINOR = 483							
SOLD		11/12/2012	772.70				
ACQ	13.0000	09/06/2011	772.70	614.82	157.88	LT15	
36.0000 KOHLS CORP COM - 500255104 - MINOR = 3101							
SOLD		11/12/2012	1839.55				
ACQ	36.0000	11/19/2010	1839.55	1980.00	-140.45	LT15	Y
27.0000 LAUDER ESTEE COS INC CL A - 518439104 - MINOR = 460							
SOLD		11/12/2012	1550.57				
ACQ	13.0000	11/19/2010	746.57	489.71	256.86	LT15	Y
	14.0000	12/08/2010	804.00	543.27	260.73	LT15	Y
6.0000 MCDONALDS CORP COM - 580135101 - MINOR = 31001							
SOLD		11/12/2012	509.44				
ACQ	6.0000	08/22/2011	509.44	527.59	-18.15	LT15	
41.0000 MICROSOFT CORP COM - 594918104 - MINOR = 31001							
SOLD		11/12/2012	1157.40				
ACQ	41.0000	11/19/2010	1157.40	1055.64	101.76	LT15	Y
10.0000 MONSANTO CO NEW COM - 61166W101 - MINOR = 402							
SOLD		11/12/2012	855.78				
ACQ	10.0000	11/19/2010	855.78	594.30	261.48	LT15	Y
7.0000 NIKE INC CL B - 654106103 - MINOR = 440							
SOLD		11/12/2012	645.38				
ACQ	7.0000	11/19/2010	645.38	599.69	45.69	LT15	Y
62.0000 ORACLE CORP COM - 68389X105 - MINOR = 487							
SOLD		11/12/2012	1874.83				
ACQ	62.0000	11/19/2010	1874.83	1742.28	132.55	LT15	Y
18.0000 PEPSICO INC COM - 713448108							
SOLD		11/12/2012	1234.41				
ACQ	18.0000	11/19/2010	1234.41	1163.34	71.07	LT15	Y
10.0000 PETSMART INC COM - 716768106 - MINOR = 449							
SOLD		11/12/2012	650.78				
ACQ	10.0000	11/05/2012	650.78	670.63	-19.85	ST	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIRST WESTERN CAPITAL MGMT FIXED INCOME LP	15,353.	0.	15,353.
FIRST WESTERN-3018	34,125.	4,778.	29,347.
FIRST WESTERN-3059	56.	0.	56.
TOTAL TO FM 990-PF, PART I, LN 4	49,534.	4,778.	44,756.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,450.	725.		0.
TO FORM 990-PF, PG 1, LN 16B	1,450.	725.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES FROM FIRST WESTERN CAPITAL MGMT LP	13,354.	13,354.		0.
	314.	314.		0.
TO FORM 990-PF, PG 1, LN 16C	13,668.	13,668.		0.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INCOME TAX	352.	352.			0.
FOREIGN TAXES	515.	515.			0.
TO FORM 990-PF, PG 1, LN 18	867.	867.			0.

FORM 990-PF	CORPORATE STOCK		STATEMENT	5
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
FIRST WESTERN TRUST BANK	768,457.	807,841.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	768,457.	807,841.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
FIRST WESTERN TRUST BANK	720,630.	656,303.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	720,630.	656,303.		

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 7

NAME OF CONTRIBUTOR

ADDRESS

J CHARLES FARMER

C/O 600 17TH STREET STE 1700N
DENVER, CO 80202

DANA L FARMER

C/O 600 17TH STREET STE 1700N
DENVER, CO 80202

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 8

NAME OF MANAGER

J CHARLES FARMER

DANA L FARMER

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. SILVER LINING FOUNDATION	Employer identification number (EIN) or 20-1987349
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O 600 17TH STREET, NO. 1700N	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. DENVER, CO 80202	

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

J CHARLES & DANA L FARMER

- The books are in the care of ► **C/O 600 17TH STREET, SUITE 1700N - DENVER, CO 80202**
Telephone No. ► **303-996-7766** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** or
► ☐ tax year beginning , and ending

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	500.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	500.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

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

Form 8868 (Rev. 1-2013)

Mid 8-13-13

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

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

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

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

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	SILVER LINING FOUNDATION	20-1987349
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	C/O 600 17TH STREET, NO. 1700N	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	DENVER, CO 80202	

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

04

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

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

J CHARLES & DANA L FARMER

- The books are in the care of **C/O 600 17TH STREET, SUITE 1700N - DENVER, CO 80202**

Telephone No **303-996-7766**

FAX No

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

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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**

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

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

7 State in detail why you need the extension

THE TAXPAYER IS NOW REQUIRED TO PAY ELECTRONICALLY AND NEEDS ADDITIONAL TIME TO GET THIS SET UP TO PROPERLY PAY THE TAXES THAT ARE DUE.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	500.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	500.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature

Title

CRA

Date

8-13-13

Form 8868 (Rev. 1-2013)