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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
THE SILVER LINING FOUNDATION

A Employer identification number
94-3285094

Number and street (or P O box number if mail is not delivered to street address)
18 CROW CANYON COURT NO 250

Room/suite

B Telephone number (see instructions)
(925) 552-1400

City or town, state, and ZIP code
SAN RAMON, CA 94583

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 35,108,709

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

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

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

Part I	Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	699	699		
	4 Dividends and interest from securities	1,437,597	1,437,597		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	81,097			
	b Gross sales price for all assets on line 6a 127,459				
	7 Capital gain net income (from Part IV, line 2)		81,097		
	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) (attach schedule)				
	11 Other income (attach schedule)	324,926	324,926		
	12 **Total.** Add lines 1 through 11	1,844,319	1,844,319		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	2,275	682		1,593
	14 Other employee salaries and wages	145,375	17,313		128,062
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	9,573	9,573		0
	c Other professional fees (attach schedule)	34,955	23,268		11,687
	17 Interest	73,426	73,426		0
	18 Taxes (attach schedule) (see instructions)	43,432	33,611		9,821
	19 Depreciation (attach schedule) and depletion	3,933	0		
	20 Occupancy				
	21 Travel, conferences, and meetings	14,947	0		14,947
	22 Printing and publications				
	23 Other expenses (attach schedule)	73,172	32,282		40,889
	24 **Total operating and administrative expenses.** Add lines 13 through 23	401,088	190,155		206,999
	25 Contributions, gifts, grants paid	1,612,490			1,612,490
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,013,578	190,155		1,819,489
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-169,259			
	b **Net investment income** (if negative, enter -0-)		1,654,164		
	c **Adjusted net income** (if negative, enter -0-)				

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	453,672	225,338	225,338
	2	Savings and temporary cash investments			
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	40,416,168	34,371,786	34,371,786
	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)	338,700	300,348	428,064
	14	Land, buildings, and equipment basis ▶ 145,029			
		Less accumulated depreciation (attach schedule) ▶ 64,760	60,104	80,269	80,269
	15	Other assets (describe ▶)	3,252	3,252	3,252
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	41,271,896	34,980,993	35,108,709
Liabilities	17	Accounts payable and accrued expenses	16,174	1,588	
	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 ▶)	4,308,301	4,245,625	
	23	**Total liabilities** (add lines 17 through 22)	4,324,475	4,247,213	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	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	36,947,421	30,733,780	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	36,947,421	30,733,780	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	41,271,896	34,980,993	

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	36,947,421
2	Enter amount from Part I, line 27a	2	-169,259
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	36,778,162
5	Decreases not included in line 2 (itemize) ▶	5	6,044,382
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	30,733,780

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	12,245 SHS S-1 CORP	P	2003-08-25	2012-03-09
b	ACI WORLDWIDE INC- CIL	P	2003-08-25	2012-03-30
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	127,424	0	46,331	81,093
b	35		31	4
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				81,093
b				4
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	81,097
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	

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 page 18 of 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	1,652,648	37,477,721	0 044097
2010	1,131,629	33,752,469	0 033527
2009	1,700,417	26,030,975	0 065323
2008	1,640,785	31,393,562	0 052265
2007	2,036,198	39,006,000	0 052202

2	**Total** of line 1, column (d)	2	0 247414
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 049483
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	41,389,325
5	Multiply line 4 by line 3	5	2,048,068
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	16,542
7	Add lines 5 and 6	7	2,064,610
8	Enter qualifying distributions from Part XII, line 4	8	1,819,489

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	33,083
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	33,083
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	33,083
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 34,996		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	34,996
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,913
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,913 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
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.*	2		No
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*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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?	6	Yes	
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*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
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 .*	8b	Yes	
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*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		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?	13	Yes	

Website address ▶ WWW SILVERGIVING ORG

14 The books are in care of ▶ GOLDSTEIN MUNGER ASSOCIATES Telephone no ▶ (925) 552-1400

Located at ▶ 18 CROW CANYON COURT SUITE 250 SAN RAMON CA ZIP+4 ▶ 94583

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ 15

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . 16 No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	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 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 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)	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 ▶ 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? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	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? ☐ 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?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**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	**(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
PHILIP W HALPERIN ONE LOMBARD STREET 305 SAN FRANCISCO,CA 94111	PRESIDENT, DIRECTOR 7 00	2,275	0	4,324
PEGGY ANNE DOW 421 KIPLING STREET PALO ALTO,CA 94301	SECRETARY, CFO, DIRECTOR 1 00	0	0	0
MAURINE S HALPERIN ONE LOMBARD STREET 305 SAN FRANCISCO,CA 94111	MANAGER 1 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	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

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

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

3 Five highest-paid independent contractors for professional services (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	0
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 page 24 of the 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	41,235,388
b	Average of monthly cash balances		1b	300,932
c	Fair market value of all other assets (see instructions)		1c	483,299
d	**Total** (add lines 1a, b, and c)		1d	42,019,619
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	42,019,619
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	630,294
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	41,389,325
6	**Minimum investment return.** Enter 5% of line 5		6	2,069,466

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	2,069,466
2a	Tax on investment income for 2012 from Part VI, line 5	2a 33,083		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	33,083
3	Distributable amount before adjustments Subtract line 2c from line 1		3	2,036,383
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	2,036,383
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	2,036,383

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	1,819,489
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	1,819,489
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	1,819,489

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				2,036,383
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			1,784,814	
b Total for prior years 20___, 20___, 20___		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 ▶ $ 1,819,489				
a Applied to 2011, but not more than line 2a			1,784,814	
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.				34,675
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012	0			0
(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	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 instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				2,001,708
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	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. . . .				

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 2012, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
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)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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))

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 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 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 Additional Data Table				
Total . . . . . ▶ **3a**				1,612,490
b *Approved for future payment*				
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 (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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			14	699	
4 Dividends and interest from securities			14	1,437,597	
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			14	324,926	
8 Gain or (loss) from sales of assets other than inventory			18	81,097	
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		1,844,319	0
13 **Total.** Add line 12, columns (b), (d), and (e)				13	1,844,319

(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) (See instructions)
3/4	INTEREST AND DIVIDENDS WERE USED FOR QUALIFYING DISTRIBUTIONS TO PUBLIC CHARITIES
7	GAIN FROM UNIVERSITY TECHNOLGY K-1 USED TO FUND ADDITIONAL GRANTS
8	GAIN FROM THE SALE OF STOCK

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

******	2013-11-07	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
ROBERT G MUNGER	ROBERT G MUNGER			P00179621

Firm's name ▶	GOLDSTEIN MUNGER ASSOCIATES	Firm's EIN ▶ 94-3235229
Firm's address ▶	18 CROW CANYON COURT SUITE 250 SAN RAMON, CA 94583	Phone no (925) 552-1400

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 *Paid during the year*				
AIM HIGH 2030 HARRISON ST 3RD FL SAN FRANCISCO,CA 94110	NONE	PUBLIC CHARITY	TO FURTHER SCHOOL PROGRAMS	25,000
BOYS AND GIRLS CLUB OF SAN FRANCISCO 55 HAWTHORNE STREET 600 SAN FRANCISCO,CA 94105	NONE	PUBLIC CHARITY	TO FURTHER CHARITABLE PROGRAMS	50,000
CALIFORNIA EDUCATION PARTNERS ONE LOMBARD STREET 305 SAN FRANCISCO,CA 94111	NONE	PUBLIC CHARITY	TO FURTHER CHARITABLE PROGRAMS	289,520
CHILDREN NOW 1212 BROADWAY OAKLAND,CA 94612	NONE	PUBLIC CHARITY	TO FURTHER CHARITABLE PROGRAMS	100,000
INTERNATIONAL NETWORK FOR PUBLIC SCHOOLS 50 BROADWAY 2200 NEW YORK,NY 10004	NONE	PUBLIC CHARITY	TO FURTHER SCHOOL PROGRAMS	50,000
JAMESTOWN COMMUNITY CENTER 3382 26TH STREET SAN FRANCISCO,CA 94110	NONE	PUBLIC CHARITY	TO FURTHER CHARITABLE PROGRAMS	50,000
JOSEPH STRAUSS LEGACY CIRCLE BUILDING 201 FORT MASON SAN FRANCISCO,CA 94123	NONE	PUBLIC CHARITY	TO FURTHER CHARITABLE PROGRAMS	5,000
FRESNO UNIFIED SCHOOL DISTRICT 2309 TULARE STREET FRESNO,CA 93721	NONE	PUBLIC CHARITY	TO FURTHER SCHOOL PROGRAMS	30,000
FAMILY CONNECTIONS 49 OCEAN AVE SAN FRANCISCO,CA 94112	NONE	PUBLIC CHARITY	TO FURTHER CHARITABLE PROGRAMS	4,970
PUBLIC POLICY INSTITUTE OF CALIFORNIA 500 WASHINGTON ST 600 SAN FRANCISCO,CA 94111	NONE	PUBLIC CHARITY	TO FURTHER CHARITABLE PROGRAMS	50,000
SAN FRANCISCO GIRLS CHORUS 44 PAGE ST 200 SAN FRANCISCO,CA 94102	NONE	PUBLIC CHARITY	TO FURTHER CHARITABLE PROGRAMS	15,000
POINTS OF LIGHT 600 MEANS ST 210 ATLANTA,GA 30318	NONE	PUBLIC CHARITY	TO FURTHER CHARITABLE PROGRAMS	5,000
SAN FRANCISCO MUSEUM OF MODERN ART 151 THIRD ST SAN FRANCISCO,CA 94103	NONE	PUBLIC CHARITY	TO FURTHER CHARITABLE PROGRAMS	7,500
SAN FRANCISCO SCHOOL ALLIANCE 114 SANSOME STREET 800 SAN FRANCISCO,CA 94104	NONE	PUBLIC CHARITY	TO FURTHER SCHOOL PROGRAMS	155,000
SAN FRANCISCO UNIVERSITY HIGH SCHOOL 3065 JACKSON STREET SAN FRANCISCO,CA 94115	NONE	PUBLIC CHARITY	TO FURTHER SCHOOL PROGRAMS	100,000

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 *Paid during the year*				
RICHMOND DISTRIC NEIGHBORHOOD CENTER 741 30TH AVENUE SAN FRANCISCO,CA 94121	NONE	PUBLIC CHARITY	TO FURTHER CHARITABLE PROGRAMS	15,000
STANFORD UNIVERSITY 326 GALVEZ STREET STANFORD,CA 94305	NONE	PUBLIC CHARITY	TO FURTHER SCHOOL PROGRAMS	570,500
PARTNERSHIP FOR CHILDREN AND YOUTH 1611 TELEGRAPH AVE 404 OAKLAND,CA 94612	NONE	PUBLIC CHARITY	TO FURTHER CHARITABLE PROGRAMS	50,000
YOUTH SPEAKS 1663 MISSION ST 604 SAN FRANCISCO,CA 94103	NONE	PUBLIC CHARITY	TO FURTHER CHARITABLE PROGRAMS	25,000
OCCIDENTAL COLLEGE 1600 CAMPUS ROAD LOS ANGELES,CA 90041	NONE	PUBLIC CHARITY	TO FURTHER SCHOOL PROGRAMS	15,000
Total . . . . . ▶ **3a**				1,612,490

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Form **4562**
Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2012

Attachment Sequence No **179**

Name(s) shown on return
THE SILVER LINING FOUNDATION

Business or activity to which this form relates
FORM 990-PF PAGE 1

Identifying number
94-3285094

Part I **Election To Expense Certain Property Under Section 179**
Note: *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
6			

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II **Special Depreciation Allowance and Other Depreciation (Do not include listed property)** (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	180
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III **MACRS Depreciation (Do not include listed property.)** (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	3,144
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

	(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a	3-year property						
b	5-year property		180	5 0	HY	200 DB	36
c	7-year property						
d	10-year property						
e	15-year property						
f	20-year property						
g	25-year property			25 yrs		S/L	
h	Residential rental property			27 5 yrs	MM	S/L	
				27 5 yrs	MM	S/L	
i	Nonresidential real property		See Add'l Data	39 yrs	MM	S/L	
					MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a	Class life				S/L	
b	12-year			12 yrs	S/L	
c	40-year			40 yrs	MM	S/L

Part IV **Summary** (see instructions)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	3,933
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* ***only*** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A—Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.***)**

24a Do you have evidence to support the business/investment use claimed? ☐ **Yes** ☐ **No** | **24b** If "Yes," is the evidence written? ☐ **Yes** ☐ **No**

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						**25**		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						**28**		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							**29**	

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

	Yes	**No**
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)					
43 Amortization of costs that began before your 2012 tax year				**43**	
44 Total. Add amounts in column (f) See the instructions for where to report				**44**	

Additional Data

Software ID:
Software Version:
EIN: 94-3285094
Name: THE SILVER LINING FOUNDATION

Form 4562, Part III, Line 19, Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System:

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
i Nonresidential real property	2012-01	2,170	39 yrs	MM	S/L	53
	2012-01	17,415	39 yrs	MM	S/L	428
	2012-01	2,653	39 yrs	MM	S/L	65
	2012-04	1,500	39 yrs	MM	S/L	27

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TY 2012 Accounting Fees Schedule

Name: THE SILVER LINING FOUNDATION

EIN: 94-3285094

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	9,573	9,573		0

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

TY 2012 Depreciation Schedule

Name: THE SILVER LINING FOUNDATION

EIN: 94-3285094

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
OFFICE FURNITURE & FIXTURES	2004-07-01	17,668	8,834	200DB	7 000000000000	0	0		
PHONE SYSTEM	2006-07-01	10,158	8,798	200DB	7 000000000000	907	0		
LEASEHOLD IMPROVEMENTS	2006-11-01	62,412	8,200	SL	39 000000000000	1,600	0		
LEASEHOLD IMPROVEMENTS	2007-01-17	2,871	367	SL	39 000000000000	74	0		
LEASEHOLD IMPROVEMENTS	2007-11-01	1,200	128	SL	39 000000000000	31	0		
COMPUTER EQUIPMENT	2007-11-09	2,613	2,363	200DB	5 000000000000	250	0		
COMPUTER EQUIPMENT	2009-11-30	4,128	1,358	200DB	5 000000000000	282	0		
SHREDDER	2011-01-14	173		200DB	5 000000000000	0	0		
LAPTOP COMPUTER	2011-05-09	3,178		200DB	5 000000000000	0	0		
STORAGE AREA NETWORK UNIT	2011-12-01	8,223		200DB	5 000000000000	0	0		
DELL COMPUTER SERVER EQUIPMENT	2011-12-16	6,107		200DB	5 000000000000	0	0		
CISCO ROUTER	2011-12-27	2,200		200DB	5 000000000000	0	0		
NET ROCKET PC	2012-07-04	360		200DB	5 000000000000	216	0		
LEASEHOLD IMPROVEMENTS	2012-01-01	2,170		SL	39 000000000000	53	0		
LEASEHOLD IMPROVEMENTS	2012-01-17	17,415		SL	39 000000000000	428	0		
LEASEHOLD IMPROVEMENTS	2012-01-31	2,653		SL	39 000000000000	65	0		
LEASEHOLD IMPROVEMENTS	2012-04-10	1,500		SL	39 000000000000	27	0		

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TY 2012 Investments Corporate Stock Schedule

Name: THE SILVER LINING FOUNDATION

EIN: 94-3285094

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,651,125 SHR. INTEL CORP- COMMON	34,046,198	34,046,198
880 SHR. STARBUCKS CORP- COMMON	47,194	47,194
150 SHR. KEMPER CORP- COMMON	4,425	4,425
72 SHR. ALLEGHENY TECHNOLOGIES- COMMON	2,186	2,186
6,300 SHR. CADENCE DESIGN- COMMON	85,113	85,113
16,666 SHR. AVID TECH- COMMON	126,328	126,328
29 SHR. ARGO GROUP INTL HOLDINGS- COMMON	974	974
12,245 SHR. S1 CORP- COMMON	0	0
20 SHR. TELEDYNE TECHNOLOGIES- COMMON	1,301	1,301
36 SHR. CURTISS WRIGHT CORP- COMMON	1,182	1,182
1,302 SHR ACI WORLDWIDE INC	56,885	56,885

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TY 2012 Investments - Other Schedule

Name: THE SILVER LINING FOUNDATION

EIN: 94-3285094

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
UNIVERSITY TECHNOLOGY VENTURES LP	FMV	300,348	428,064

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TY 2012 Land, Etc. Schedule

Name: THE SILVER LINING FOUNDATION

EIN: 94-3285094

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE FURNITURE & FIXTURES	17,668	17,668	0	
PHONE SYSTEM	10,158	9,705	453	
LEASEHOLD IMPROVEMENTS	62,412	9,800	52,612	
LEASEHOLD IMPROVEMENTS	2,871	441	2,430	
LEASEHOLD IMPROVEMENTS	1,200	159	1,041	
COMPUTER EQUIPMENT	2,613	2,613	0	
COMPUTER EQUIPMENT	4,128	3,704	424	
SHREDDER	173	173	0	
LAPTOP COMPUTER	3,178	3,178	0	
STORAGE AREA NETWORK UNIT	8,223	8,223	0	
DELL COMPUTER SERVER EQUIPMENT	6,107	6,107	0	
CISCO ROUTER	2,200	2,200	0	
NET ROCKET PC	360	216	144	
LEASEHOLD IMPROVEMENTS	2,170	53	2,117	
LEASEHOLD IMPROVEMENTS	17,415	428	16,987	
LEASEHOLD IMPROVEMENTS	2,653	65	2,588	
LEASEHOLD IMPROVEMENTS	1,500	27	1,473	

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TY 2012 Other Assets Schedule

Name: THE SILVER LINING FOUNDATION

EIN: 94-3285094

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DEPOSITS	3,252	3,252	3,252

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TY 2012 Other Decreases Schedule

Name: THE SILVER LINING FOUNDATION

EIN: 94-3285094

Description	Amount
VALUE CHANGE ON SECURITIES FROM THE PRIOR YEAR	6,044,382

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TY 2012 Other Expenses Schedule

Name: THE SILVER LINING FOUNDATION

EIN: 94-3285094

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSE	4,632	4,632		0
OCCUPANCY	15,695	5,682		10,013
TELEPHONE & TELECOMMUNICATIONS	2,150	610		1,540
PAYROLL FEES	161	50		111
MEDICAL INSURANCE	32,974	5,699		27,275
WORKERS COMP INSURANCE	1,431	181		1,250
DUES, SUBSCRIPTIONS, MATERIALS	3,621	3,074		547
BANK CHARGES	449	449		0
PARTNERSHIP PORTFOLIO EXPENSES	6,168	6,168		0
SUPPLIES & POSTAGE	5,891	5,737		153

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TY 2012 Other Income Schedule

Name: THE SILVER LINING FOUNDATION

EIN: 94-3285094

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
UNIVERSITY TECHNOLOGIES VENTURES LP K-1- ST CAPITAL GAIN	385	385	385
UNIVERSITY TECHNOLOGIES VENTURES LP K-1- LT CAPITAL GAIN	324,536	324,536	324,536
UNIVERSITY TECHNOLOGIES VENTURES LP K-1- OTHER INCOME	28	28	28
UNIVERSITY TECHNOLOGIES VENTURES LP K-1- ORDINARY INCOME	-23	-23	-23

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TY 2012 Other Liabilities Schedule

Name: THE SILVER LINING FOUNDATION

EIN: 94-3285094

Description	Beginning of Year - Book Value	End of Year - Book Value
BANK LOAN	4,308,301	4,245,625

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TY 2012 Other Professional Fees Schedule

Name: THE SILVER LINING FOUNDATION

EIN: 94-3285094

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING	23,268	23,268		0
CONSULTANT	11,687	0		11,687

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TY 2012 Taxes Schedule

Name: THE SILVER LINING FOUNDATION

EIN: 94-3285094

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE TAX	160	160		0
EXCISE TAX	32,000	32,000		0
PAYROLL TAX	11,272	1,451		9,821