Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2017

Open to Public Inspection

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

Name of foundation
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

Room/suite

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

City or town, state or province, country, and ZIP or foreign postal 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 ▶ ☐

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

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)*▶$ 80,278,960

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

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

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))*

Section	Line	Description	(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)	5,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	4,563	4,563		
	4	Dividends and interest from securities	1,856,258	1,856,258		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,016,242			
	b	Gross sales price for all assets on line 6a 2,290,559				
	7	Capital gain net income (from Part IV, line 2)		2,016,242		
	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)	-164	-164		
	12	**Total.** Add lines 1 through 11	3,881,899	3,876,899		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	2,307	715		1,592
	14	Other employee salaries and wages	145,179	54,819		90,359
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	27,688	27,688		
	c	Other professional fees (attach schedule)	59,969	18,619		41,350
	17	Interest	22,183	22,183		
	18	Taxes (attach schedule) (see instructions)	15,288	8,694		6,594
	19	Depreciation (attach schedule) and depletion	95,097	95,097		
	20	Occupancy	20,953	6,984		13,969
	21	Travel, conferences, and meetings	11,833			11,833
	22	Printing and publications				
	23	Other expenses (attach schedule)	48,107	36,697		11,410
	24	**Total operating and administrative expenses.** Add lines 13 through 23	448,604	271,496		177,107
	25	Contributions, gifts, grants paid	2,866,829			2,866,829
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,315,433	271,496		3,043,936
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	566,466			
	b	**Net investment income** (if negative, enter -0-)		3,605,403		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	168,209	978,379	978,379
	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 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)	59,820,642	73,628,487	73,628,487
	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)	4,689,333	4,932,385	4,918,959
	14	Land, buildings, and equipment basis ▶ 881,097			
		Less accumulated depreciation (attach schedule) ▶ 152,944	761,904	728,153	728,153
	15	Other assets (describe ▶)	105,318	24,982	24,982
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	65,545,406	80,292,386	80,278,960
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 (attach schedule)			
	22	Other liabilities (describe ▶)	1,666,268	1,501,185	
	23	**Total liabilities**(add lines 17 through 22)	1,666,268	1,501,185	
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	63,879,138	78,791,201	
	30	**Total net assets or fund balances** (see instructions)	63,879,138	78,791,201	
	31	**Total liabilities and net assets/fund balances** (see instructions)	65,545,406	80,292,386	

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	63,879,138
2	Enter amount from Part I, line 27a	2	566,466
3	Other increases not included in line 2 (itemize) ▶	3	14,345,597
4	Add lines 1, 2, and 3	4	78,791,201
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	78,791,201

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 Additional Data Table			
b				
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	See Additional Data Table			
b				
c				
d				
e				

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	See Additional Data Table			
b				
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	2,016,242
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 instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	2,685,632	61,705,911	0 04352
2015	2,506,918	53,451,359	0 04690
2014	1,889,962	51,164,548	0 03694
2013	2,052,699	38,581,122	0 05321
2012	1,819,489	41,389,325	0 04396

2	**Total** of line 1, column (d)	2	0 224528
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 044906
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	67,430,497
5	Multiply line 4 by line 3	5	3,028,034
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	36,054
7	Add lines 5 and 6	7	3,064,088
8	Enter qualifying distributions from Part XII, line 4	8	3,043,936

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 ▶ ☐ 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	72,108
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	
3	Add lines 1 and 2.			3	72,108
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	72,108
6	Credits/Payments				
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	15,056		
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	91,056
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	1,638
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	17,310
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 17,310 **Refunded** ▶			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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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 ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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		No
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 2017 or the taxable year beginning in 2017 (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)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	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 |

			Yes	No
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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 instructions)?		1b		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶	☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?.		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?.	☐ 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		No
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 2017 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017).*		3b		No
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 2017?		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 4945(d)(4)(A)? (see instructions)	☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**		No
	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**		No

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

1 List all officers, directors, trustees, foundation managers and their compensation (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 7 00	2,307		7,219
PEGGY ANNE DOW 421 KIPLING STREET PALO ALTO, CA 94301	Secretary 1 00	0		
MAURINE S HALPERIN ONE LOMBARD STREET 305 SAN FRANCISCO, CA 94111	MANAGER 1 00	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. . . . . ▶

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. . . . . ▶

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	
2	
3	
4	

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

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

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	66,741,895
b	Average of monthly cash balances.		1b	932,759
c	Fair market value of all other assets (see instructions).		1c	782,703
d	**Total** (add lines 1a, b, and c).		1d	68,457,357
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	
3	Subtract line 2 from line 1d.		3	68,457,357
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).		4	1,026,860
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	67,430,497
6	**Minimum investment return.** Enter 5% of line 5.		6	3,371,525

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	3,371,525
2a	Tax on investment income for 2017 from Part VI, line 5.	2a 72,108		
b	Income tax for 2017 (This does not include the tax from Part VI).	2b		
c	Add lines 2a and 2b.		2c	72,108
3	Distributable amount before adjustments Subtract line 2c from line 1.		3	3,299,417
4	Recoveries of amounts treated as qualifying distributions.		4	
5	Add lines 3 and 4.		5	3,299,417
6	Deduction from distributable amount (see instructions).		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.		7	3,299,417

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	3,043,936
b	Program-related investments—total from Part IX-B.	1b	
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	3,043,936
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	3,043,936

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				3,299,417
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			2,980,310	
b Total for prior years 20___ , 20___ , 20___				
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 3,043,936				
a Applied to 2016, but not more than line 2a			2,980,310	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				63,626
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				3,235,791
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2013. . . .				
b Excess from 2014. . . .				
c Excess from 2015. . . .				
d Excess from 2016. . . .				
e Excess from 2017. . . .				

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

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

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

	Tax year	Prior 3 years			**(e) Total**
	(a) 2017	**(b)** 2016	**(c)** 2015	**(d)** 2014	
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 or email address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient 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**				2,866,829
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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	4,563	
4 Dividends and interest from securities. . . .			14	1,856,258	
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	2,016,242	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a UNIVERSITY TECHNOLOGY			14	-164	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				3,876,899	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 3,876,899

(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
11	GAIN FROM UNIVERSITY TECHNOLOGY K-1 USED TO FUND ADDITIONAL GRANTS
8	GAIN FROM SALE OF SCHWAB EQUITIES -CORPORATE STOCK - USED TO FUND ADDITIONAL GRANTS

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) is based on all information of which preparer has any knowledge

******	2018-08-22	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
JASMINE C CLARIDAD				P00377442

Firm's name ▶ Claridad & Crowe CPAs	Firm's EIN ▶94-2832921
Firm's address ▶ PO Box 907 Mill Valley, CA 94942	Phone no (415) 888-3645

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
5771 DFA INTL CORE EQUTY	P	2015-12-03	2017-01-24
2623 DFA INTL CORE EQUTY	P	2015-12-03	2017-01-24
547 DFA INTL CORE EQUTY	P	2015-12-04	2017-01-24
30 SPDR GOLD SHARES ETF	P	2016-01-01	2017-01-24
110 SPDR GOLD SHARES ETF	P	2016-03-04	2017-01-24
120 ISHARES COHEN AND STEERSREIT	P	2015-12-04	2017-01-24
40 ISHARES COHEN AND STEERSREIT	P	2015-12-14	2017-01-24
544 ISHARES RUSSELL 1000	P	2015-12-03	2017-01-24
156 ISHARES RUSSELL 1000	P	2015-12-08	2017-01-24
56 ISHARES RUSSELL 2000	P	2015-12-08	2017-01-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
69,960		67,250	2,710
49,620		44,859	4,761
10,340		9,490	850
3,451		3,132	319
12,655		13,270	-615
12,085		11,680	405
4,028		3,844	184
69,102		62,593	6,509
19,816		17,944	1,872
7,613		6,467	1,146

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			2,710
			4,761
			850
			319
			-615
			405
			184
			6,509
			1,872
			1,146

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
44 ISHARES RUSSELL 2000	P	2015-12-11	2017-01-24
785 VANGUARD FTSE EMERGING	P	2015-12-03	2017-01-24
65 VANGUARD FTSE EMERGING	P	2015-12-08	2017-01-24
55000 INTEL	P	2017-12-31	2017-06-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,982		4,943	1,039
29,730		26,578	3,152
2,462		2,146	316
1,993,715		121	1,993,594

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			1,039
			3,152
			316
			1,993,594

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*				
STANFORD UNIVERSITY 326 GALVES STREET STANFORD, CA 94305		EOF	TO FURTHER SCHOOL PROGRAMS	210,000
COMMUNITY INITIATIVES 354 PINE STREET SAN FRANCISCO, CA 94104		EOF	FURTHER CHARITABLE PURPOSE	75,000
ED SOURCE 436 14TH STREET SUITE 723 OAKLAND, CA 94612		EOF	FURTHER CHARITABLE PURPOSE	75,000
Total . . . . ▶ 3a				2,866,829

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*				
CITY OF SAN FRANCISCO 1 SO VAN NESS AVE 5TH FL SAN FRANCISCO, CA 94103		GOV	FURTHER CHARITABLE PURPOSE	25,000
CHILDREN NOW 1404 FRANKLIN ST SUITE 400 OAKLAND, CA 94612		EOF	EDUCATION PROGRAM	325,000
COLLEGE TRACK 111 BROADWAY STE 101 OAKLAND, CA 94607		EOF	TO FURTHER CHARITABLE PURPOSE	50,000
Total . . . . ▶ **3a**				2,866,829

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*				
GIANTS COMMUNITY FUND 24 WILLIE MAYS PLAZA SAN FRANCISCO, CA 94107		EOF	PLAY BALL LUNCH	10,000
CALIFORNIA EDUCATION PARTNERS ONE LOMBARD ST STE 305 SAN FRANCISCO, CA 94111		EOF	FURTHER CHARITABLE PURPOSE	897,579
AMERICAN INSTITUTE FOR RESEARCH 2800 CAMPUS DR SUITE 200 SAN MATEO, CA 94403		EOF	FURTHER CHARITABLE PURPOSE	150,000
Total . . . . ▶ **3a**				2,866,829

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*				
JEWISH COMMUNITY CENTER 121 STEUART STREET SAN FRANCISCO, CA 94105		EOF	FURTHER CHARITABLE PURPOSE	1,000
NORTHERN CA GRANTMAKERS 625 MARKET ST 3RD FLOOR SAN FRANCISCO, CA 94105		EOF	FURTHER CHARITABLE PURPOSE	1,750
CATCHLIGHT2120 UNIVERSITY AVE BERKELEY, CA 94704		EOF	FURTHER CHARITABLE PURPOSE	5,000
Total . . . . ▶ 3a				2,866,829

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*				
PARENT TEACHER HOME VISIT PR 2411 15TH STREET SUITE A SACRAMENTO, CA 95818		EOF	FURTHER CHARITABLE PURPOSE	100,000
PPIC500 WASHINGTON ST 600 SAN FRANCISCO, CA 94104		EOF	FURTHER CHARITABLE PURPOSE	35,000
SPARK SF PUBLIC SCHOOLS 555 FRANKLIN ST 300 SAN FRANCISCO, CA 94102		EOF	TO FURTHER SCHOOL PROGRAMS	5,000
Total . . . . ▶ **3a**				2,866,829

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*				
TRELLIS EDUCATION692 3RD AVENUE SAN FRANCISCO, CA 94118		EOF	TO FURTHER EDUCATION PURPOSES	100,000
HAMILTON FAMILIES 1631 HAYES STREET SAN FRANCISCO, CA 94117		EOF	TO FURTHER EDUCATION PROGRAM	25,000
EASTSIDE COLLEGE PREP SCHOOL 1041 MYRTLE STREET EAST PALO ALTO, CA 94303		EOF	TO FURTHER EDUCATION PROGRAM	50,000
Total . . . . ▶ **3a**				2,866,829

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*				
SAN FRANCISCO JAZZ CENTER 201 FRANKLIN STREET SAN FRANCISCO, CA 94102		EOF	TO FURTHER CHARITABLE PURPOSE	25,000
GRANTMAKERS FOR EDUCATION 851 SE 6th AVE SUITE 350 PORTLAND, OR 97205		EOF	TO FURTHER CHARITBABLE PURPOSE	25,500
SAN FRANCISCO SPCA 201 ALABAMA STREET SAN FRANCISCO, CA 94102		EOF	TO FURTHER CHARITABLE PURPOSE	1,000
Total . . . . ▶ **3a**				2,866,829

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*				
MADIERA SCHOOL 8328 GEORGETOWN PIKE McCLEAN, VA 22102		EOF	TO FURTHER CHARITABLE PURPOSE	5,000
THE MEDICAL FDN OF NO CAROLINA 800 MARTIN LUTHER KING JR BLVD CHAPEL HILL, NC 27514		EOF	TO FURTHER CHARITABLE PURPOSE	5,000
CAMP MARRIE WOOD 100 MARRIE WOOD ROAD SAPPHIRE, NC 28774		EOF	TO FURTHER CHARITABLE PURPOSE	5,000
Total . . . . ▶ **3a**				2,866,829

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*				
HARVARD BUSINESS SCHOOL 230 WESTERN AVENUE BOSTON, MA 02163		EOF	TO FURTHER CHARITABLE PURPOSE	10,000
INTL REFUGEE ASSISTANCE PROJECT 40 RECTOR STREET 9TH FLOOR NEW YORK, NY 10006		EOF	TO FURTHER CHARITABLE PURPOSE	25,000
MALDEF 634 S SPRING STREET 11TH FLOOR LOS ANGELES, CA 90014		EOF	TO FURTHER CHARITABLE PURPOSE	25,000
Total . . . . ▶ **3a**				2,866,829

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*				
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011		EOF	TO FURTHER CHARITABLE PURPOSE	25,000
PLANNED PARENTHOOD 123 WILLIAM STREET 10TH FLOOR NEW YORK, NY 10038		EOF	TO FURTHER CHARITABLE PURPOSE	25,000
SONOMA CTY OFF OF EDUCATION 5340 SKYLANE BLVD SANTA ROSA, CA 95403		GOV	TO FURTHER CHARITABLE PURPOSE	50,000
Total . . . . ▶ **3a**				2,866,829

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*				
CONGREGATION EMANU-EL 2 LAKE STREET SAN FRANCISCO, CA 94118		EOF	TO FURTHER CHARITABLE PURPOSE	100,000
WEST CONTRA COSTA CTY USD 1108 BISSELL AVENUE RICHMOND, CA 94801		GOV	TO FURTHER CHARITABLE PURPOSE	100,000
CATHOLIC LEGAL IMMIGRATION NETWORK 8757 GEORGIA AVE SUITE 850 SILVER SPRINGS, MD 20910		EOF	TO FURTHER CHARITABLE PURPOSE	100,000
Total . . . . ▶ **3a**				2,866,829

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*				
OCCIDENTAL COLLEGE 1600 CAMPUS ROAD M-33 LOS ANGELES, CA 90041		EOF	TO FURTHER CHARITABLE PURPOSE	200,000
Total . . . . ▶ 3a				2,866,829

TY 2017 Accounting Fees Schedule

Name: THE SILVER LINING FOUNDATION

EIN: 94-3285094

Software ID: 17005038

Software Version: 2017v2.2

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING AND TAX PREP	27,688	27,688	0	0

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

TY 2017 Depreciation Schedule

Name: THE SILVER LINING FOUNDATION

EIN: 94-3285094

Software ID: 17005038

Software Version: 2017v2.2

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
LEASEHOLD IMPROVEMENTS	2012-01-01	2,170	277	SL	39 0000	56			
LEASEHOLD IMPROVEMENTS	2012-01-17	17,415	2,215	SL	39 0000	447			
LEASEHOLD IMPROVEMENTS	2012-01-31	2,653	337	SL	39 0000	68			
LEASEHOLD IMPROVEMENTS	2012-04-10	1,500	180	SL	39 0000	38			
DELL COMPUTER - PWH	2013-07-23	2,929	2,422	200DB	5 0000	203			
OFFICE CHAIR & WORKSTATIO	2013-10-31	982	812	200DB	5 0000	68			
SHELVING	2014-10-16	3,166	2,254	200DB	5 0000	365			
OFFICE FURNITURE	2015-01-31	21,614	4,939	200DB	17 49 %	3,088			
APPLE LAPTOP PH	2015-07-16	1,945	584	200DB	19 20 %	389			
DELL LAPTOP	2015-07-23	3,164	949	200DB	19 20 %	607			
STORAGE SHELVING	2016-07-01	1,268	127	SL	7 0000	181			
PHONE SYSTEM - SYNERTEL	2016-09-01	12,379	884	SL	7 0000	1,768			
COMPUTER - PWH	2016-12-01	4,566	457	SL	5 0000	913			
2 AUDIO VISUAL UNITS	2016-12-01	40,087	2,863	SL	7 0000	5,727			
CONFERENCE HARDWARE	2016-12-31	601	60	SL	5 0000	120			
PIVOT INTERIORS-WORKSTA	2016-12-31	17,751	1,268	SL	7 0000	2,536			
PIVOT - SG FURNITURE	2016-11-01	24,258	1,733	SL	7 0000	3,465			
LEASEHOLD IMPROVEMENTS	2016-12-01	608,123	5,110	SL	9 9000	61,349			
WEBSITE DEVELOPMENT	2016-08-01	27,375	4,562	SL	3 0000	9,125			
PIVOT FURNITURE	2017-07-01	41,762		SL	7 0000	2,983			

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
SNAP TECH/POWER SUPPLIES	2017-07-01	3,180		SL	7 0000	227			
ASD FURNITURES	2017-07-01	3,000		SL	7 0000	214			
LIGHT FIXTURES	2017-04-01	13,406		SL	8 6000	1,160			

TY 2017 Investments Corporate Stock Schedule

Name: THE SILVER LINING FOUNDATION
EIN: 94-3285094
Software ID: 17005038
Software Version: 2017v2.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACI WORLDWIDE INC	88,549	88,549
ALLEGHENY TECH INC	1,738	1,738
ARGO GROUP INTERNATIONAL	2,281	2,281
AVID TECHNOLOGY INC	89,830	89,830
CADENCE DESIGN SYS INC	263,466	263,466
CURTISS WRIGHT	4,387	4,387
INTEL CORP	73,063,201	73,063,201
KEMPER CORP DEL	10,335	10,335
STARBUCKS CORP	101,077	101,077
TELEDYNE TECH INC	3,623	3,623
MERRILL LYNCH MARGIN		

TY 2017 Investments - Other Schedule

Name: THE SILVER LINING FOUNDATION

EIN: 94-3285094

Software ID: 17005038

Software Version: 2017v2.2

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
UNIVERSITY TECHNOLOGY VC	AT COST	144,730	131,304
ISHARES COHEN AND STEERS	FMV	99,294	99,294
ISHARES MSCI EAFE ETF	FMV	39,725	39,725
ISHARES RUSSELL 1000	FMV	938,324	938,324
ISHARES RUSSELL 2000	FMV	145,752	145,752
SPDR GOLD SHARES ETF	FMV	187,948	187,948
VANGUARD FTSE EMERGING	FMV	65,881	65,881
SCHWAB DIVIDEND RECEIVABLE	FMV		
DOUBLELINE TOTAL RETURN	FMV	371,667	371,667
PIMCO INCM INST CL	FMV	387,588	387,588
VANGUARD TOTAL BOND FUND	FMV	375,891	375,891
DFA EMERGING MKTS CORE	FMV	229,857	229,857
DFA INTL CORE EQTY PORT	FMV	622,066	622,066
DFA US CORE EQTY 1 PORT	FMV	337,188	337,188
DFA US CORE EQTY 2 PORT	FMV	608,393	608,393
DODGE & COX INCOME FUND	FMV	378,081	378,081

TY 2017 Land, Etc. Schedule

Name: THE SILVER LINING FOUNDATION

EIN: 94-3285094

Software ID: 17005038

Software Version: 2017v2.2

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture and Fixtures	208,455	68,020	140,435	140,435
Improvements	645,267	71,237	574,030	574,030
Miscellaneous	27,375	13,687	13,688	13,688

TY 2017 Other Assets Schedule

Name: THE SILVER LINING FOUNDATION
EIN: 94-3285094
Software ID: 17005038
Software Version: 2017v2.2

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DEPOSITS	15,547	15,547	15,547
DUE FROM RRHF	925	9,435	9,435

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TY 2017 Other Expenses Schedule

Name: THE SILVER LINING FOUNDATION

EIN: 94-3285094

Software ID: 17005038

Software Version: 2017v2.2

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES & CHARGES	571	571		
COMPUTER & TECHNOLOGY	19,421	19,421		
DUES AND SUBSCRIPTIONS	2,413	1,956		457
EMPLOYEE BENEFITS	15,217	6,509		8,708
OFFICE	3,143	3,143		
PARTNERSHP PORTFOLIO EXPENSE	1,020	1,020		
PAYROLL FEES	147	55		92
POSTAGE	930	930		
SUPPLIES	1,376	1,376		
TELEPHONE	2,501	1,205		1,296

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WORKERS COMP INS	1,368	511		857

TY 2017 Other Income Schedule

Name: THE SILVER LINING FOUNDATION

EIN: 94-3285094

Software ID: 17005038

Software Version: 2017v2.2

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
UNIVERSITY TECHNOLOGY	-164	-164	

TY 2017 Other Liabilities Schedule

Name: THE SILVER LINING FOUNDATION

EIN: 94-3285094

Software ID: 17005038

Software Version: 2017v2.2

Description	Beginning of Year - Book Value	End of Year - Book Value
BANK LOAN	1,355,739	1,350,000
FIXED OBLIGATIONS	104,636	19,796
ACCRUED EXPENSES	61,391	1,679
DEFERRED RENT INCENTIVES	144,502	129,710

TY 2017 Other Professional Fees Schedule

Name: THE SILVER LINING FOUNDATION

EIN: 94-3285094

Software ID: 17005038

Software Version: 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING	41,350	0	0	41,350
FINANCIAL MANAGEMENT	18,619	18,619	0	0

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TY 2017 Taxes Schedule

Name: THE SILVER LINING FOUNDATION

EIN: 94-3285094

Software ID: 17005038

Software Version: 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	3,100	3,100		
FOREIGN TAX	1,211	1,211		
PAYROLL TAXES	10,817	4,223		6,594
STATE TAX	160	160		

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

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www irs gov/form990*

OMB No 1545-0047

2017

Name of the organization
THE SILVER LINING FOUNDATION

Employer identification number
94-3285094

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 foundation

Check 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, contributions totaling $5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled 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 Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 its Form 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
THE SILVER LINING FOUNDATION	94-3285094

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	PIVOT 3355 SCOTT BLVD STE 110 SANTA CLARA, CA 95054	$ 5,000	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	**Employer identification number**
THE SILVER LINING FOUNDATION	94-3285094

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
1	LABOR FOR WORK SURFACE	$ 5,000	2017-11-21

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

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

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

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

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

Name of organization
THE SILVER LINING FOUNDATION

Employer identification number
94-3285094

Part III ***Exclusively*** **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. 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. See instructions.) ▶ $** ____________

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee