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Form 990-PF

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

OMB No 1545-0052

2011

Department of the Treasury Internal Revenue Service

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

For calendar year 2011, or tax year beginning 01-01-2011, and ending 12-31-2011

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

Name of foundation: 18 Pomegranates Inc. Employer identification number: 26-2000133. Telephone number: (800) 839-1754. City: Boulder, CO 80308. Accounting method: Cash. Fair market value: \$2,076,420.

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 page 11 of the instructions))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), ending with Excess of revenue over expenses and disbursements (-375,033) and Adjusted net income (509,380).

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing						
	2 Savings and temporary cash investments	324,185	134,615	134,615			
	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)	515,166 <input checked="" type="checkbox"/>	314,794	374,336			
	b Investments—corporate stock (attach schedule)	1,189,605 <input checked="" type="checkbox"/>	1,213,555	1,333,317			
	c Investments—corporate bonds (attach schedule)	206,281 <input checked="" type="checkbox"/>	206,281	215,452			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)	27,800 <input checked="" type="checkbox"/>	18,759	18,700			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
15 Other assets (describe ▶ _____)							
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,263,037	1,888,004	2,076,420				
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 ▶ _____)						
	23 Total liabilities (add lines 17 through 22)		0				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24 Unrestricted						
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds						
	28 Paid-in or capital surplus, or land, bldg, and equipment fund						
29 Retained earnings, accumulated income, endowment, or other funds	2,263,037	1,888,004					
30 Total net assets or fund balances (see page 17 of the instructions)	2,263,037	1,888,004					
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,263,037	1,888,004					

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,263,037
2	Enter amount from Part I, line 27a	2	-375,033
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	1,888,004
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	1,888,004

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 Publicly-traded Securities			
b Passthrough K1 Capital Gain			
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 735,987		670,504	65,483
b			-2,601
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			65,483
b			-2,601
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	62,882
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 pages 13 and 17 of the 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))
2010	443,543	2,545,004	000 174280
2009	392,863	2,696,330	000 145703
2008	102,021	1,672,848	000 060986
2007			
2006			

2 Total of line 1, column (d).	2	000 380969
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	000 126990
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	2,287,214
5 Multiply line 4 by line 3.	5	290,453
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,357
7 Add lines 5 and 6.	7	291,810
8 Enter qualifying distributions from Part XII, line 4.	8	509,380

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

Table with 11 main rows and sub-rows (a-e) for credits and payments. Includes fields for tax based on investment income, credits, and overpayment.

Part VII-A Statements Regarding Activities

Table with 10 main rows (1a-10) and sub-rows (a-b) for detailed activity statements. Includes questions about political activities, unrelated business income, and state reporting.

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 page 20 of the instructions).	11		No
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	13	Yes	
14 The books are in care of ▶ <u>Foundation Source</u> Telephone no ▶ <u>(800) 839-1754</u> Located at ▶ <u>501 Silverside Road Suite 123 Wilmington DE</u> ZIP+4 ▶ <u>198091377</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16 At any time during calendar year 2011, 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	Yes	No
See the 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b			No
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If "Yes," did it have excess business holdings in 2011 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	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 2011?	4b			No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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 page 22 of the instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	
	6b	No
	7b	Yes

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 page 22 of the 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
Francine Lavin Weaver Foundation Source 501 Silverside Rd Wilmington, DE 19809	President / Director / Secretary 001 00	0		

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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
Ms Shari Edelstein PO Box 19649 Boulder, CO 80308	Executive Director 030 00	72,253	5,713	

Total number of other employees paid over \$50,000. Yes No

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 page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

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 Dare to Do is a community wide project of the Foundation whoses mission is to inform, and inspire a a Boulder Jewish community that is engaged and vibrant	18,379
2 Chidush is a program of the Foundation that encourages innovative educational lesson plans by honoring local Jewish educators in Boulder, CO who submit award winning lesson plans reviewed by a community Volunteer Review Committee	4,428
3 Dare to Dream is a community-wide project focusing on the future of Jewish learners in Boulder. It works help meet the needs of 21st century learners and promote relevant, life-centered interactive Jewish education for people of all ages in Boulder, CO	1,379
4 Seed Council is an advisory council of the Foundation that is geared to promote leadership and philanthropy	2,462

Part IX-B Summary of Program-Related Investments (see page 23 of the 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. **▶**

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	2,131,847
b	Average of monthly cash balances.	1b	190,198
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,322,045
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	2,322,045
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) <input type="checkbox"/>	4	34,831
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,287,214
6	Minimum investment return. Enter 5% of line 5.	6	114,361

Part XI Distributable Amount (see page 25 of the 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	114,361
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	1,357
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,357
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	113,004
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	113,004
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	113,004

Part XII Qualifying Distributions (see page 25 of the 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 <input type="checkbox"/>	1a	509,380
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	509,380
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 page 26 of the instructions).	5	1,357
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	508,023

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				113,004
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				44,832
d From 2009.				259,424
e From 2010.				317,949
f Total of lines 3a through e.	622,205			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>509,380</u>				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).				
d Applied to 2011 distributable amount.				113,004
e Remaining amount distributed out of corpus	396,376			
5 Excess distributions carryover applied to 2011 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,018,581			
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 page 27 of the instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	1,018,581			
10 Analysis of line 9				
a Excess from 2007.				
b Excess from 2008.				44,832
c Excess from 2009.				259,424
d Excess from 2010.				317,949
e Excess from 2011.				396,376

Part XIV Private Operating Foundations (see page 27 of the 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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	
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 page 27 of the 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))

Francine Lavin Weaver

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 page 28 of the 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 <i>Paid during the year</i> See Additional Data Table				
Total				3a 368,297
b <i>Approved for future payment</i>				
Total				3b

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

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
(2) Other assets
b Other transactions
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

Table with 4 columns: (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

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

Signature of officer or trustee: ***** Date: 2012-08-10 Title: *****

Sign Here Paid Preparer's Use Only Preparer's Signature: Jeffrey D Haskell Date: 2012-08-10 Check if self-employed PTIN Firm's name: Foundation Source Firm's EIN Firm's address: 55 Walls Drive, Fairfield, CT 06824 Phone no: (800) 839-1754

May the IRS discuss this return with the preparer shown above? See instructions Yes No

Additional Data

Software ID: 11000218

Software Version: 2011.0.0

EIN: 26-2000133

Name: 18 Pomegranates Inc

Part VI Line 7 - Tax Paid Original Return: 2287

Form 990PF - Special Condition Description:

Special Condition Description

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN CANCER SOCIETY 3550 MULLAN RD MISSOULA, MT 59808	N/A	509(a)(1)	Charitable Event	100
AMERICAN STROKE ASSOCIATION 20 SPEEN ST FRAMINGHAM, MA 01701	N/A	509(a)(1)	General Unrestricted	25
ANTI-DEFAMATION LEAGUE OF BNAI BRIT 1120 LINCOLN ST STE 1301 DENVER, CO 80203	N/A	509(a)(1)	Boulder Office Division	250
BETH AMI 6796 AUDUBON AVE LONGMONT, CO 80503	N/A	509(a)(1)	General Unrestricted	360
BNAI BRITH HILLEL FOUNDATION 800 8TH ST NW WASHINGTON, DC 20001	N/A	509(a)(1)	University of Montana Hillel	100
BOULDER JEWISH NEWS 4800 BASELINE RD STE E014-448 BOULDER, CO 80303	N/A	509(a)(1)	Ignite Hanukah Program	360
BOULDER JEWISH COMMUNITY CENTER 3800 KALMIA AVE BOULDER, CO 80301	N/A	509(a)(1)	General Unrestricted	460
BOULDER JEWISH COMMUNITY CENTER 3800 KALMIA AVE BOULDER, CO 80301	N/A	509(a)(1)	Gardening Program	5,000
BOULDER JEWISH COMMUNITY CENTER 3800 KALMIA AVE BOULDER, CO 80301	N/A	509(a)(1)	High Holiday Outreach for JT Boulder Program	2,100
BOULDER JEWISH COMMUNITY CENTER 3800 KALMIA AVE BOULDER, CO 80301	N/A	509(a)(1)	Longmont Sunday School Program	360
BOULDER JEWISH COMMUNITY CENTER 3800 KALMIA AVE BOULDER, CO 80301	N/A	509(a)(1)	Crayons to Calculators Project	1,800
BOULDER JEWISH COMMUNITY CENTER 3800 KALMIA AVE BOULDER, CO 80301	N/A	509(a)(1)	Charitable Event	100
BOULDER JEWISH COMMUNITY CENTER 3800 KALMIA AVE BOULDER, CO 80301	N/A	509(a)(1)	Charitable Event	500
BOULDER JEWISH COMMUNITY CENTER 3800 KALMIA AVE BOULDER, CO 80301	N/A	509(a)(1)	Charitable Event	1,800
BOULDER JEWISH COMMUNITY CENTER 3800 KALMIA AVE BOULDER, CO 80301	N/A	509(a)(1)	Capacity Building and Operation of the BJCC Library and Resource Center	72,000
BOULDER JEWISH DAY SCHOOL PO BOX 11073 BOULDER, CO 80301	N/A	509(a)(2)	General Unrestricted	500
BUREAU OF JEWISH EDUCATION OF S F M639 14TH AVE SAN FRANCISCO, CA 94118	N/A	509(a)(1)	Kevah-Ayeka Program in Boulder, Colorado	9,640
BUREAU OF JEWISH EDUCATION OF S F M639 14TH AVE SAN FRANCISCO, CA 94118	N/A	509(a)(1)	Kevah-Ayeka Program in Boulder, Colorado	10,000
CENTER FOR JEWISH CULTURE CREATIV 423 N PALM DR STE 102 BEVERLY HILLS, CA 90210	N/A	509(a)(1)	Jewish Philanthropy	360
CENTRAL FUND OF ISRAEL 990 AVE OF THE AMERICAS FRNT 3 NEW YORK, NY 10018	N/A	509(a)(1)	Ayekas Boulder Program	360
CHABAD JEWISH CENTER OF LONGMONT IN 195 S MAIN ST 4 LONGMONT, CO 80501	N/A	509(a)(1)	Camp Gan Israel Program	1,000
COLORADO AGENCY FOR JEWISH EDUCATIO 300 S DAHLIA ST DENVER, CO 80246	N/A	509(a)(1)	Boulder Hebrew High Program	5,400
COLORADO AGENCY FOR JEWISH EDUCATIO 300 S DAHLIA ST DENVER, CO 80246	N/A	509(a)(1)	JECEI Program	1,250
COLORADO AGENCY FOR JEWISH EDUCATIO 300 S DAHLIA ST DENVER, CO 80246	N/A	509(a)(1)	Boulder Hebrew High	360
COLORADO NONPROFIT DEVELOPMENT CENT 4130 TEJON ST DENVER, CO 80211	N/A	509(a)(1)	Veterans Helping Veterans Program	180
CONGREGATION BONAI SHALOM 1527 CHERRYVALE RD BOULDER, CO 80303	N/A	509(a)(1)	General Unrestricted	360
CONGREGATION BONAI SHALOM 1527 CHERRYVALE RD BOULDER, CO 80303	N/A	509(a)(1)	Charitable Event	360
CONGREGATION HAR HASHEM 3950 BASELINE RD BOULDER, CO 80303	N/A	509(a)(1)	General Unrestricted	720
CONGREGATION NEVEI KODESH 3269 28TH ST BOULDER, CO 80301	N/A	509(a)(1)	General Unrestricted	360
CONGREGATION NEVEI KODESH 3269 28TH ST BOULDER, CO 80301	N/A	509(a)(1)	Charitable Event	360

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CONGREGATION NEVEI KODESH 3269 28TH ST BOULDER, CO 80301	N/A	509(a)(1)	Grinspoon-Steinhardt Award	1,000
EMERGENCY FAMILY ASSISTANCE ASSOCIA 1575 YARMOUTH AVE BOULDER, CO 80304	N/A	509(a)(1)	General Unrestricted	100
GALS THE GIRLS ATHLETIC LEADERSHIP 740 BELLA VISTA DR LOUISVILLE, CO 80027	N/A	509(a)(1)	Charitable Event	200
HAZON INC 45 W 36TH ST 8TH FL NEW YORK, NY 10018	N/A	509(a)(1)	Colorado Storahtelling Program	2,700
HAZON INC 45 W 36TH ST 8TH FL NEW YORK, NY 10018	N/A	509(a)(1)	Hazon Programming in Colorado	100
HILLEL OF COLORADO 2390 S RACE ST DENVER, CO 80210	N/A	509(a)(1)	General Unrestricted	100
JEWISH COMMUNITY FOUNDATION OF COLO 300 S DAHLIA ST STE 300 DENVER, CO 80246	N/A	509(a)(1)	One Happy Camper Scholarship Fund	5,000
JEWISH COMMUNITY FOUNDATION OF COLO 300 S DAHLIA ST STE 300 DENVER, CO 80246	N/A	509(a)(1)	Endowment Fund for the Jewish Early Childhood Education	10,000
JEWISH EDUCATION SERVICE OF NORTH A 318 W 39TH ST 5TH FL NEW YORK, NY 10018	N/A	509(a)(2)	Charitable Event	20,000
JEWISH EDUCATION SERVICE OF NORTH A 318 W 39TH ST 5TH FL NEW YORK, NY 10018	N/A	509(a)(2)	Jewish Futures Conference	1,800
JEWISH FAMILY SERVICES OF COLORADO 3800 KALMIA AVE BOULDER, CO 80301	N/A	509(a)(1)	General Unrestricted	100
JEWISH FUNDERS NETWORK 150 W 30TH ST NEW YORK, NY 10001	N/A	509(a)(1)	Membership	850
JEWISH STUDENT UNION 149 WESTCHESTER AVE STE 32 PORT CHESTER, NY 10573	N/A	509(a)(1)	Boulder Teen Clubs Program	6,000
KEHILATH AISH KODESH 1805 BALSAM AVE BOULDER, CO 80304	N/A	509(a)(1)	General Unrestricted	936
KEHILATH AISH KODESH 1805 BALSAM AVE BOULDER, CO 80304	N/A	509(a)(1)	Soul Food Shavuot Program	1,800
LIMMUD COLORADO 3551 S MONACO PKWY STE 18 DENVER, CO 80237	N/A	509(a)(2)	General Unrestricted	7,000
LIMMUD COLORADO 3551 S MONACO PKWY STE 18 DENVER, CO 80237	N/A	509(a)(2)	Charitable Event	6,000
LUBAVITCH OF BOULDER COUNTY INC 4900 SIOUX DR BOULDER, CO 80303	N/A	509(a)(1)	Charitable Event	360
MENORAH - THE BOULDER CENTER FOR AD 3800 KALMIA AVE BOULDER, CO 80301	N/A	509(a)(2)	Jewish Festival Program	1,000
MENORAH - THE BOULDER CENTER FOR AD 3800 KALMIA AVE BOULDER, CO 80301	N/A	509(a)(2)	Charitable Event	500
NATIONAL YIDDISH BOOK CENTER INC 1021 W ST AMHERST, MA 01002	N/A	509(a)(1)	Summer Internship Program	10,000
NINOS DEL SOL 85 CIR LOOP STATEN ISLAND, NY 10304	N/A	509(a)(1)	Help Costa Verde Bring Mexico its First Green School and Open Educational Opportunities to Children	1,800
RAMAH IN THE ROCKIES 5600 S QUEBEC ST STE 250-C GREENWOOD VILLAGE, CO 80111	N/A	509(a)(1)	General Unrestricted	100
RAMAH IN THE ROCKIES 5600 S QUEBEC ST STE 250-C GREENWOOD VILLAGE, CO 80111	N/A	509(a)(1)	Scholarship Fund for Colorado Residents	40,000
RAMAH IN THE ROCKIES 5600 S QUEBEC ST STE 250-C GREENWOOD VILLAGE, CO 80111	N/A	509(a)(1)	Pomegranate Pavilion Project	35,000
RAMAH IN THE ROCKIES 5600 S QUEBEC ST STE 250-C GREENWOOD VILLAGE, CO 80111	N/A	509(a)(1)	Charitable Event	2,036
REPAIR THE WORLD 555 8TH AVE STE 1703 NEW YORK, NY 10018	N/A	509(a)(1)	Chidush Workshop A Service-Learning ToolBox Program	5,000
ROSE COMMUNITY FOUNDATION 600 S CHERRY ST STE 1200 DENVER, CO 80246	N/A	509(a)(1)	Hazon Fund	24,000
ROSE COMMUNITY FOUNDATION 600 S CHERRY ST STE 1200 DENVER, CO 80246	N/A	509(a)(1)	Hazon Activities in Colorado	24,000
SAN FRANCISCO FILM SOCIETY 39 MESA ST STE 110 SAN FRANCISCO, CA 94129	N/A	509(a)(1)	G-D Cast Program	360

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SOUTHERN POVERTY LAW CENTER INC400 WASHINGTON AVE MONTGOMERY,AL 36104	N/A	509(a)(1)	General Unrestricted	30
STEPPING STONES TO A JEWISH ME INC300 S DAHLIA STE 101 DENVER,CO 80246	N/A	509(a)(1)	Boulder Program	10,000
STEPPING STONES TO A JEWISH ME INC300 S DAHLIA STE 101 DENVER,CO 80246	N/A	509(a)(1)	Charitable Event	100
STEPPING STONES TO A JEWISH ME INC300 S DAHLIA STE 101 DENVER,CO 80246	N/A	509(a)(1)	Boulder Programs	360
STORAHTELLING INC344 E 14TH ST NEW YORK,NY 10003	N/A	509(a)(2)	Mile High Mavens Program	15,000
UNION FOR REFORM JUDAISM633 3RD AVE FL 7 NEW YORK,NY 10017	N/A	509(a)(1)	Charitable Event	360
UNITED STATES HOLOCAUST MEMORIAL MU100 RAOUL WALLENBERG PL SW WASHINGTON,DC 20024	N/A	509(a)(1)	General Unrestricted	36
UNIVERSITY OF COLORADO FOUNDATION4740 WALNUT ST BOULDER,CO 80301	N/A	509(a)(1)	Jewish Service Learning Internship Program	10,000
URGENT ACTION FUND FOR WOMENS HUMAN333 VALENCIA ST STE 250 SAN FRANCISCO,CA 94103	N/A	509(a)(1)	General Unrestricted	100
VOICES FOR CHILDREN INC2305 CANYON BLVD STE 101 BOULDER,CO 80302	N/A	509(a)(1)	General Unrestricted	100
WELFARE RIGHTS ORGANIZATION 2600 BANKS ST NEW ORLEANS,LA 70119	N/A	509(a)(1)	General Unrestricted	6,000
WORLD WILDLIFE FUND INC1250 24TH ST NW WASHINGTON,DC 20037	N/A	509(a)(1)	General Unrestricted	44
YERUSHAPO BOX 7843 PRINCETON,NJ 08542	N/A	509(a)(1)	General Unrestricted	1,800
Total				368,297

TY 2011 General Explanation Attachment

Name: 18 Pomegranates Inc

EIN: 26-2000133

Software ID: 11000218

Software Version: 2011.0.0

Identifier	Return Reference	Explanation
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**TY 2011 Investments Corporate
Bonds Schedule**

Name: 18 Pomegranates Inc

EIN: 26-2000133

Software ID: 11000218

Software Version: 2011.0.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GE CAP FINL INC RETAIL - 5.000 - 08/13/2013 36160XAV9 4500000.00%	46,800	47,880
GE CAPITAL INTERNOTES 5.37500 02/15/2016 CALL 36966RBQ8 3000000.00%	29,892	30,139
GENERAL ELEC CAP CORP MTN BE 5.62500 05/01/2018 36962G3U6 3000000.00%	29,348	33,937
WELLS FARGO CO NEW NT 5.25000 10/23/2012 949746NW7 10000000.00%	100,241	103,496

TY 2011 Investments Corporate Stock Schedule

Name: 18 Pomegranates Inc

EIN: 26-2000133

Software ID: 11000218

Software Version: 2011.0.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
500 shares of IPATH DJ AIGCITR ETN DJP	19,490	21,120
1000 shares of ISHARES BARCLAYS AGGREGATE BOND FUND AGG	101,104	110,250
1588 shares of ISHARES BARCLAYS TIPS BOND FUND TIP	163,863	185,303
1050 shares of ISHARES DOW JONES US REAL ESTATE IYR	40,060	59,651
500 shares of ISHARES IBOXX INVESTMENT GRADE CORPORATE BOND FD LQD	56,633	56,880
1086 shares of ISHARES RUSSELL 2000 IWM	69,268	80,093
594 shares of ISHARES TRUST MSCI EAFE INDEX FUND EFA	28,714	29,421
800 shares of ISHARES TRUST RUSSELL 1000 GROWTH INDEX FD IWF	44,720	46,232
739 shares of ISHARES TRUST RUSSELL 1000 VALUE INDEX FUND IWD	42,473	46,912
3018 shares of PROFESSIONALLY MANAGED PORT PORTFOLIO 21 PORTX	77,341	88,826
2180 shares of SCHWAB FUNDAMNTL EMERG MKTS IDX INSTL CL SFENX	24,483	17,943
497 shares of SPDR DJ GLOBAL REAL ESTATE RWO	21,448	17,340
4296 shares of SPDR LEHMAN HYB ETF JNK	169,233	165,181
472 shares of SPDR SP 500 ETF TRUST SPY	56,238	59,236
500 shares of SPDR SP MIDCAP 400 EFT TRUST MDY	62,378	79,745
5074 shares of VANGAURD FTSE SOCIAL INDEX VFTSX	35,045	37,602
16510 shares of VANGUARD INTERMEDIATE-TERM CORPORATE FUND VFICX	149,776	164,931
1300 shares of WISDOMTREE EMERGING MARKETS EQUITY INCOME FUND DEM	51,288	66,651

**TY 2011 Investments Government
Obligations Schedule**

Name: 18 Pomegranates Inc

EIN: 26-2000133

Software ID: 11000218

Software Version: 2011.0.0

**US Government Securities - End of
Year Book Value:** 314,794

**US Government Securities - End of
Year Fair Market Value:** 374,336

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2011 Investments - Other Schedule

Name: 18 Pomegranates Inc

EIN: 26-2000133

Software ID: 11000218

Software Version: 2011.0.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GREENHAVEN CONTINUOUS COMMODITY INDEX FUND GCC		18,759	18,700

TY 2011 Other Expenses Schedule

Name: 18 Pomegranates Inc

EIN: 26-2000133

Software ID: 11000218

Software Version: 2011.0.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	14,567			14,567
Equipment Purchase and Maintenance	1,983			1,983
K1 passthrough GREENHAVEN CONTINUOUS COMMODITY INDEX FUND	117	117		
K1 passthrough POWERSHARES DB AGRICULTURE FUND	89	89		
Office Supplies	600			600
Miscellaneous Expenses	509			509
Postage	232			232
Premium payment for indemnification insurance	1,250			1,250
State or Local Filing Fees	25			25
Website Costs	1,701			1,701

TY 2011 Other Income Schedule

Name: 18 Pomegranates Inc

EIN: 26-2000133

Software ID: 11000218

Software Version: 2011.0.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Federal Tax Refund	434		
GREENHAVEN CONTINUOUS COMMODITY INDEX FUND K-1 Pass-Through Share of Partnership Income/Loss	3	3	
POWERSHARES DB AGRICULTURE FUND K-1 Pass-Through Share of Partnership Income/Loss	14	14	

TY 2011 Other Professional Fees Schedule

Name: 18 Pomegranates Inc

EIN: 26-2000133

Software ID: 11000218

Software Version: 2011.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Independent Contractor	270			270
Investment Management Services	5,433	5,433		
Consulting Services	20,113			20,113

TY 2011 Taxes Schedule

Name: 18 Pomegranates Inc

EIN: 26-2000133

Software ID: 11000218

Software Version: 2011.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2011	1,800	0	0	0