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Form 990-PF

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

2012

Open to Public Inspection

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

Name of foundation: 18 Pomegranates Inc. A Employer identification number: 26-2000133. B Telephone number: (800) 839-1754. G Check all that apply: Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 1,799,026. J Accounting method: Cash.

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), leading to Net investment income of 186,891.

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	134,615	139,673	139,673		
	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)	314,794	109,946	126,223		
	b	Investments—corporate stock (attach schedule)	1,213,555 <input checked="" type="checkbox"/>	1,268,916	1,421,164		
	c	Investments—corporate bonds (attach schedule)	206,281 <input checked="" type="checkbox"/>	106,041	111,966		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	18,759				
	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)	1,888,004	1,624,576	1,799,026			
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	1,888,004	1,624,576				
30	Total net assets or fund balances (see page 17 of the instructions)	1,888,004	1,624,576				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,888,004	1,624,576				

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,888,004
2	Enter amount from Part I, line 27a	2	-263,428
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	1,624,576
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	1,624,576

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 Pass-Through K-1 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 825,258		701,263	123,995
b			-219
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			123,995
b			-219
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	123,776
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	508,023	2,287,214	000 222114
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			

2 Total of line 1, column (d).	2	000 603083
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 150771
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	1,944,403
5 Multiply line 4 by line 3.	5	293,160
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,869
7 Add lines 5 and 6.	7	295,029
8 Enter qualifying distributions from Part XII, line 4.	8	449,319

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,869
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	1,869
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	1,869
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,930
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	1,930
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	61
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 61 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> _____		
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? <i>If "No," attach explanation .</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No		
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	13	Yes			
14	The books are in care of ▶ <u>co 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 ▶ <table border="1"><tr><td>15</td><td></td></tr></table>	15				
15						
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No		

See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶ _____

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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		
1b	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)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b	No
1c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
2b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
3b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
4b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	No

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

<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 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 instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></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</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></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</p> <p><i>If "Yes" to 6b, file Form 8870.</i></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	

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
Francine Lavin Weaver Foundation Source 501 Silverside Rd Wilmington, DE 19809	Pres / Dir / Sec 001 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
Ms Shari Edelstein PO Box 270249 Louisville, CO 80027	Executive Director 040 00	52,643	26,257	

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

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

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

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

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 - Dare to Do is a community wide project of the Foundation whose mission is to inform, and inspire a Boulder Jewish community that is engaged and vibrant	24,304
2 Jewish Together Boulder - A collaborative effort of Boulder's synagogues and the Boulder JCC provide resources for a variety of people and interests. JT Boulder shares a breadth of resources, ideas and information to help individuals become more engaged in the diverse offerings of the Jewish Community	8,392
3 Seed Council 2011-2013 - This is an advisory council that is geared to promote leadership and philanthropy	6,667
4 Chidush - 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	3,746

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 	
2 	
All other program-related investments. See page 24 of the instructions	
3 	

Total. Add lines 1 through 3. 

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,783,292
b	Average of monthly cash balances.	1b	190,721
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,974,013
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	1,974,013
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29,610
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,944,403
6	Minimum investment return. Enter 5% of line 5.	6	97,220

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	97,220
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	1,869
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,869
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	95,351
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	95,351
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	95,351

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	449,319
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	449,319
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	1,869
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	447,450

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				95,351
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.	44,832			
c From 2009.	259,424			
d From 2010.	317,949			
e From 2011.	396,376			
f Total of lines 3a through e.	1,018,581			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>449,319</u>				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				95,351
e Remaining amount distributed out of corpus	353,968			
5 Excess distributions carryover applied to 2012 <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	1,372,549			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions.				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	1,372,549			
10 Analysis of line 9				
a Excess from 2008.	44,832			
b Excess from 2009.	259,424			
c Excess from 2010.	317,949			
d Excess from 2011.	396,376			
e Excess from 2012.	353,968			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

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 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 261,793
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... 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

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 Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

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

Paid Preparer Use Only Print/Type preparer's name Jeffrey D Haskell Preparer's Signature Jeffrey D Haskell Date 2013-10-27 Check if self-employed PTIN Firm's name Foundation Source One Hollow Lane Suite 212 Firm's address Lake Success, NY 11042 Firm's EIN Phone no (800) 839-1754

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

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>				
ALLIED JEWISH FEDERATION OF COLORADO 300 S DAHLIA ST 300 DENVER, CO 80246	N/A	509a1	Fulda Foundation Lod Mission	180
ALLIED JEWISH FEDERATION OF COLORADO 300 S DAHLIA ST 300 DENVER, CO 80246	N/A	509a1	Ethiopian National Project	500
ANTI-DEFAMATION LEAGUE OF BNAI BRITH 1120 LINCOLN ST STE 1301 DENVER, CO 80203	N/A	509a1	Charitable Event	360
AVODAH THE JEWISH SERVICE CORPS INC 45 W 36TH ST 8TH FL NEW YORK, NY 10018	N/A	509a1	General Unrestricted	1,800
BETH AMI - CO CONGREG-HUMANISTIC JUDAISM 1395 JAMES WAY ERIE, CO 80516	N/A	509a1	Charitable Event	360
BOULDER JEWISH COMMUNITY CENTER 3800 KALMIA AVE BOULDER, CO 80301	N/A	509a1	Sponsorship of the Boulder JCC Reflections Gala Fundraiser	525
BOULDER JEWISH COMMUNITY CENTER 3800 KALMIA AVE BOULDER, CO 80301	N/A	509a1	Community Wide Yom Haatazmaut	1,800
BOULDER JEWISH COMMUNITY CENTER 3800 KALMIA AVE BOULDER, CO 80301	N/A	509a1	Crayons to Calculators Program	1,800
BOULDER JEWISH COMMUNITY CENTER 3800 KALMIA AVE BOULDER, CO 80301	N/A	509a1	J-Teen Community Service	360
BOULDER JEWISH COMMUNITY CENTER 3800 KALMIA AVE BOULDER, CO 80301	N/A	509a1	Boulder Yom Haatzmaut Program	3,000
BOULDER JEWISH COMMUNITY CENTER 3800 KALMIA AVE BOULDER, CO 80301	N/A	509a1	Charitable Event	360
BOULDER JEWISH COMMUNITY CENTER 3800 KALMIA AVE BOULDER, CO 80301	N/A	509a1	Charitable Event	1,800
BOULDER JEWISH COMMUNITY CENTER 3800 KALMIA AVE BOULDER, CO 80301	N/A	509a1	Cornerstone Capital Campaign	400
BOULDER JEWISH COMMUNITY CENTER 3800 KALMIA AVE BOULDER, CO 80301	N/A	509a1	Capacity Building	72,000
BOULDER YOUTH BODY ALLIANCE 2760 29TH ST BOULDER, CO 80301	N/A	509a1	General Unrestricted	1,800

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>				
CANCER SUPPORT COMMUNITY 1050 17TH ST NW STE 500 WASHINGTON,DC 20036	N/A	509a1	General Unrestricted	300
CENTER FOR JEWISH CULTURE & CREATIVITY 423 N PALM DR STE 102 BEVERLY HILLS,CA 90210	N/A	509a1	eJewishPhilanthropy	360
CHABAD JEWISH CENTER OF LONGMONT INC 195 S MAIN ST 4 LONGMONT,CO 80501	N/A	509a1	Camp Gan Izzy of the Rockies	1,000
COLORADO AGENCY FOR JEWISH EDUCATION 300 S DAHLIA ST DENVER,CO 80246	N/A	509a1	Boulder Hebrew High	10,000
CONGREGATION BONAI SHALOM 1527 CHERRYVALE RD BOULDER,CO 80303	N/A	509a1	Jewish Community Career Network	500
CONGREGATION BONAI SHALOM 1527 CHERRYVALE RD BOULDER,CO 80303	N/A	509a1	Haver Rabbinic Council	7,875
CONGREGATION BONAI SHALOM 1527 CHERRYVALE RD BOULDER,CO 80303	N/A	509a1	Haver Rabbinic Council	2,500
CONGREGATION HAR HASHEM 3950 BASELINE RD BOULDER,CO 80303	N/A	509a1	Community-wide Hebrew High School Focus Groups	3,700
CONGREGATION HAR HASHEM 3950 BASELINE RD BOULDER,CO 80303	N/A	509a1	Inclusion Program	18
CONGREGATION HAR HASHEM 3950 BASELINE RD BOULDER,CO 80303	N/A	509a1	Boulder Based Community Teen Learning	6,750
CONGREGATION HAR HASHEM 3950 BASELINE RD BOULDER,CO 80303	N/A	509a1	Charitable Event	360
CONGREGATION NEVEI KODESH 3269 28TH ST BOULDER,CO 80301	N/A	509a1	Charitable Event	360
CONGREGATION NEVEI KODESH 3269 28TH ST BOULDER,CO 80301	N/A	509a1	Honoring Morah Yehudis Fishman	1,000
DENVER OPTIONS INC 9900 E ILIFF AVE DENVER,CO 80231	N/A	509a1	ElderWays Replication	6,000
FACING HISTORY AND OURSELVES NATIONAL FOUNDATION INC - DENVERROCKY MOUNTAIN 7150 MONTVIEW BLVD DENVER,CO 80220	N/A	509a1	General Unrestricted	720

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>				
FERNISIDE INC A CENTER FOR GRIEVING CHILDREN 619 OAK ST - ACCOUNTING 3 W CINCINNATI,OH 45206	N/A	509a1	General Unrestricted	1,500
JEWISH AGENCY FOR ISRAEL-NORTH AMERICAN COUNCIL 633 3RD AVE NO 2100 NEWYORK,NY 10017	N/A	509a1	T E N Program	1,800
JEWISH COMMUNITY FOUNDATION OF COLORADO 300 S DAHLIA ST STE 300 DENVER,CO 80246	N/A	509a1	One Happy Camper Scholarship Fund	5,000
JEWISH EDUCATION SERVICE OF NORTH AMERICA INC 318 W 39TH ST 5TH FL NEWYORK,NY 10018	N/A	509a2	General Unrestricted	10,000
JEWISH FEDERATION OF GREATER DALLAS 7800 NORTHAVEN RD DALLAS,TX 75230	N/A	509a1	General Unrestricted	360
JEWISH FUNDERS NETWORK 150 W 30TH ST NEWYORK,NY 10001	N/A	509a1	JFN Membership	850
KEHILATH AISH KODESH 1545 CHERRYVALE RD BOULDER,CO 80303	N/A	509a1	Soul Foods Shavuot	1,350
KEHILATH AISH KODESH 1545 CHERRYVALE RD BOULDER,CO 80303	N/A	509a1	Charitable Event	600
KEHILATH AISH KODESH 1545 CHERRYVALE RD BOULDER,CO 80303	N/A	509a1	Rabbis Discretionary Fund Boulder Jewish Day School	250
KESHET INC 284 AMORY ST JAMAICA PLAIN,MA 02130	N/A	509a1	Denver/Boulder Keshet Training	10,000
KESHET INC 284 AMORY ST JAMAICA PLAIN,MA 02130	N/A	509a1	Charitable Event	360
KOL HALEV (DBA JUDAISM YOUR WAY) 3030 E 2ND AVE STE 107 DENVER,CO 80206	N/A	509a1	Rosh Hodesh and J-Boys in Boulder	8,000
LAAMISTAD INC 3434 ROSWELL RD NW ATLANTA,GA 30305	N/A	509a1	General Unrestricted	1,800
LIMMUD COLORADO PO BOX 22204 DENVER,CO 80222	N/A	509a2	Leadership Development Plan	15,000
LINK TO LIBRARIES INC 35 BLUEGRASS DR E LONGMEADOW,MA 01028	N/A	509a1	General Unrestricted	1,800

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>				
LUBAVITCH OF BOULDER COUNTY INC 4900 SIOUX DR BOULDER, CO 80303	N/A	509a1	Shofar Factory	1,800
MENORAH ARTS CULTURE & EDUCAITON AT THE BOULDER JCC 3800 KALMIA AVE BOULDER, CO 80301	N/A	509a2	Charitable Event	1,360
NATIONAL YIDDISH BOOK CENTER INC 1021 WST AMHERST, MA 01002	N/A	509a1	Summer Internship Program	10,000
PASSAGEWAYS INSTITUTE INC 3050 BROADWAY ST STE 203 BOULDER, CO 80304	N/A	509a2	Chidush Educator Program	45
PASSAGEWAYS INSTITUTE INC 3050 BROADWAY ST STE 203 BOULDER, CO 80304	N/A	509a2	Chidush Workshop Nourishing Teachers, Nourishing Students	3,330
RAMAH IN THE ROCKIES 5600 S QUEBEC ST STE 250-C GREENWOOD VILLAGE, CO 80111	N/A	509a1	Colorado Residents Scholarship Fund	40,000
RAMAH IN THE ROCKIES 5600 S QUEBEC ST STE 250-C GREENWOOD VILLAGE, CO 80111	N/A	509a1	Charitable Event	2,500
ROSE COMMUNITY FOUNDATION 600 S CHERRY ST STE 1200 DENVER, CO 80246	N/A	509a1	Mazel Tot Program	1,800
ROSE COMMUNITY FOUNDATION 600 S CHERRY ST STE 1200 DENVER, CO 80246	N/A	509a1	Joint Hazon Grant	1,000
TOGETHER COLORADO 1980 DAHLIA ST DENVER, CO 80220	N/A	509a1	General Unrestricted	1,800
UNIVERSITY OF COLORADO FOUNDATION 4740 WALNUT ST BOULDER, CO 80301	N/A	509a1	Jewish Service Learning Internship Program, of the Program of Jewish Studies	5,000
WELFARE RIGHTS ORGANIZATION 2600 BANKS ST NEW ORLEANS, LA 70119	N/A	509a1	General Unrestricted	6,000
Total				261,793

TY 2012 General Explanation Attachment

Name: 18 Pomegranates Inc

EIN: 26-2000133

Software ID: 12000057

Software Version: 12.18.605.2

**TY 2012 Investments Corporate
Bonds Schedule**

Name: 18 Pomegranates Inc

EIN: 26-2000133

Software ID: 12000057

Software Version: 12.18.605.2

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GE CAP FINL INC RETAIL - 5.000 - 08/13/2013	46,801	46,242
GE CAPITAL INTERNOTES 5.37500 02/15/2016 CALL	29,892	30,146
GENERAL ELEC CAP CORP MTN BE 5.62500 05/01/2018	29,348	35,578

TY 2012 Investments Corporate Stock Schedule

Name: 18 Pomegranates Inc

EIN: 26-2000133

Software ID: 12000057

Software Version: 12.18.605.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2200 shares of ALERIAN MLP ETF	36,833	35,090
230 shares of ISHARES BARCLAYS TIPS BOND FUND	23,576	27,924
1400 shares of ISHARES BARCLAYS US AGGREGATE BOND FUND	145,924	155,512
800 shares of ISHARES DOW JONES US REAL ESTATE	30,484	51,736
1250 shares of ISHARES HIGH DIVIDEND EQUITY FUND	75,364	73,450
1300 shares of ISHARES IBOXX INVESTMENT GRADE CORPORATE BOND FD	151,480	157,287
800 shares of ISHARES RUSSELL 2000	54,961	67,456
420 shares of ISHARES TRUST RUSSELL 1000 GROWTH INDEX FD	23,041	27,506
2893 shares of PROFESSIONALLY MANAGED PORT PORTFOLIO 21	73,170	97,101
1438 shares of SCHWAB FUNDAMNTL EMERG MKTS IDX INSTL CL	16,150	13,317
12339 shares of SCHWAB SHORTTERM BOND MARKET FUND	115,000	115,000
4796 shares of SPDR BARCLAYS CAPITAL HYB ETF	189,062	195,244
550 shares of SPDR DJ WILSHIRE INT	22,090	22,743
200 shares of SPDR SP 500 ETF TRUST	27,745	28,482
350 shares of SPDR SP MIDCAP 400 EFT TRUST	47,927	64,999
5074 shares of VANGAURD FTSE SOCIAL INDEX	35,045	43,590
16510 shares of VANGUARD INTERMEDIATE-TERM CORPORATE FUND	149,776	170,380
1300 shares of WISDOMTREE EMERGING MARKETS EQUITY INCOME FUND	51,288	74,347

TY 2012 Other Expenses Schedule

Name: 18 Pomegranates Inc

EIN: 26-2000133

Software ID: 12000057

Software Version: 12.18.605.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	13,649			13,649
Cell Phone	1,060			1,060
Equipment Purchase and Maintenance	2,027			2,027
Bank Charges	4	4		
K-1 Exp GREENHAVEN CONTINUOUS COMMODITY INDEX FUND	130	130		
Office Supplies	1,198			1,198
Miscellaneous Expenses	499			499
Postage	130			130
Premium Payment for Indemnification Insurance	1,250			1,250
State or Local Filing Fees	25			25
Storage Fees	218			218
Website Development	2,085			2,085
Website Monthly Maintenance	1,774			1,774

TY 2012 Other Income Schedule

Name: 18 Pomegranates Inc

EIN: 26-2000133

Software ID: 12000057

Software Version: 12.18.605.2

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Inc/Loss GREENHAVEN CONTINUOUS COMMODITY INDEX FUND	9	9	

TY 2012 Other Professional Fees Schedule

Name: 18 Pomegranates Inc

EIN: 26-2000133

Software ID: 12000057

Software Version: 12.18.605.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	4,690	4,690		
Various Philanthropic Consulting Services	2,960			2,960
Professional Expenses in Connection with DCA	23,370			23,370

TY 2012 Taxes Schedule

Name: 18 Pomegranates Inc

EIN: 26-2000133

Software ID: 12000057

Software Version: 12.18.605.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2012	1,000			