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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

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

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

Name of foundation
BERNARD & AUDRE RAPOPORT FOUNDATION

A Employer identification number
74-2479712

Number and street (or P O box number if mail is not delivered to street address) Room/suite
5400 BOSQUE BLVD NO 245

B Telephone number (see page 10 of the instructions)
(254) 741-0510

City or town, state, and ZIP code
WACO, TX 76710

C If exemption application is pending, check here ☐

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 ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), 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)* ▶$ 48,811,845

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

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))*

			(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)	48,466			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	1,439,198	1,439,198		
	5a	Gross rents	325,000	325,000		
	b	Net rental income or (loss) 239,994				
	6a	Net gain or (loss) from sale of assets not on line 10	2,611,810			
	b	Gross sales price for all assets on line 6a 24,278,361				
	7	Capital gain net income (from Part IV, line 2)		2,611,810		
	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)	128,632	0		
	12	**Total.** Add lines 1 through 11	4,553,106	4,376,008		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	161,916	32,383		129,533
	14	Other employee salaries and wages	92,894	18,579		74,315
	15	Pension plans, employee benefits	16,094	3,219		12,875
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	26,789	0		26,789
	c	Other professional fees (attach schedule)	359,640	359,640		0
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	104,956	68,673		13,175
	19	Depreciation (attach schedule) and depletion	86,113	85,006		
	20	Occupancy	24,988	0		24,988
	21	Travel, conferences, and meetings	14,708	2,942		11,766
	22	Printing and publications	6,755	0		6,755
	23	Other expenses (attach schedule)	330,435	221,026		109,409
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,225,288	791,468		409,605
	25	Contributions, gifts, grants paid	1,166,372			2,214,372
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,391,660	791,468		2,623,977
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	2,161,446			
	b	**Net investment income** (if negative, enter -0-)		3,584,540		
	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	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,915,426	1,857,507	1,857,507
	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	11,875	12,559	12,559
	10a	Investments—U S and state government obligations (attach schedule)	3,350,845	2,731,470	2,731,470
	b	Investments—corporate stock (attach schedule)	15,885,275	13,774,628	13,774,628
	c	Investments—corporate bonds (attach schedule)	11,643,594	8,169,444	8,169,444
	11	Investments—land, buildings, and equipment basis ▶ 6,293,956 Less accumulated depreciation (attach schedule) ▶ 672,960	5,706,002	5,620,996	5,620,996
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	11,514,045	16,509,662	16,509,662
	14	Land, buildings, and equipment basis ▶ 34,292 Less accumulated depreciation (attach schedule) ▶ 33,754	1,645	538	538
	15	Other assets (describe ▶)	218,964	135,041	135,041
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	50,247,671	48,811,845	48,811,845
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	2,276,000	1,228,000	
	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 ▶)	16,322,798	15,943,609	
	23	**Total liabilities** (add lines 17 through 22)	18,598,798	17,171,609	
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	18,863,445	18,592,022	
	25	Temporarily restricted	12,785,428	13,048,214	
	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			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	31,648,873	31,640,236	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	50,247,671	48,811,845	

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	31,648,873
2	Enter amount from Part I, line 27a	2	2,161,446
3	Other increases not included in line 2 (itemize) ▶	3	364,609
4	Add lines 1, 2, and 3	4	34,174,928
5	Decreases not included in line 2 (itemize) ▶	5	2,534,692
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	31,640,236

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	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	2,611,810
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	2,412,383	47,665,337	0 050611
2009	2,167,745	42,616,089	0 050867
2008	2,800,763	52,004,376	0 053856
2007	3,038,769	62,910,564	0 048303
2006	2,985,100	60,088,973	0 049678

2	**Total** of line 1, column (d)	2	0 253315
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 050663
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	49,583,653
5	Multiply line 4 by line 3	5	2,512,057
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	35,845
7	Add lines 5 and 6	7	2,547,902
8	Enter qualifying distributions from Part XII, line 4	8	2,623,977

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)

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	35,845
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	35,845
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	35,845
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	52,785		
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	52,785
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	16,940
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 16,940	**Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? *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 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?	13	Yes	

Website address ▶RAPOPORTFDN ORG

14 The books are in care of ▶AUDRE RAPOPORT Telephone no ▶(254) 741-0510

Located at ▶5400 BOSQUE BLVD SUITE 245 WACO TX ZIP+4 ▶76710

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 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		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? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ **Yes** ☐ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		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 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? ☐ **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 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? ☑ **Yes** ☐ **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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	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 2011?	4b		No

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☑ **No**

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☑ **No**

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☑ **No**

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ **Yes** ☐ **No**

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** **No**

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
See Additional Data Table				

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
NONE				

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

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

3 Five highest-paid independent contractors for professional services (see 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
UBS FINANCIAL SERVICES INC 100 CRESCENT CT SUITE 600 DALLAS,TX 75201	INVESTMENT ADVICE	282,192
AVALON ADVISORS LP 717 TEXAS SUITE 3000 HOUSTON,TX 77002	INVESTMENT ADVICE	38,598
HESTER CAPITAL MANAGEMENT 100 CONGRESS AVE 1960 AUSTIN,TX 78701	INVESTMENT ADVICE	38,235
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 DISTRIBUTIONS WERE MADE TO 38 ORGANIZATIONS QUALIFYING UNDER IRC SEC 501(C)(3) TO FURTHER THEIR PURPOSES OF EDUCATION AND RESEARCH	2,214,372
2	
3	
4	

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. . . . . ▶	0

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	47,767,508
b	Average of monthly cash balances	1b	2,571,226
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	50,338,734
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	50,338,734
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	755,081
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	49,583,653
6	**Minimum investment return.** Enter 5% of line 5	6	2,479,183

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	2,479,183
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 35,845		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	35,845
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,443,338
4	Recoveries of amounts treated as qualifying distributions	4	128,632
5	Add lines 3 and 4	5	2,571,970
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,571,970

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	1a	2,623,977
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,623,977
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	35,845
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,588,132

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					2,571,970
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only.				0	
b Total for prior years 20___, 20___, 20___			0		
3 Excess distributions carryover, if any, to 2011					
a From 2006.					
b From 2007.	13,895				
c From 2008.					
d From 2009.	26,941				
e From 2010.	61,818				
f Total of lines 3a through e.		102,654			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 2,623,977					
a Applied to 2010, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .		0			
d Applied to 2011 distributable amount.					2,571,970
e Remaining amount distributed out of corpus		52,007			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0			0
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		154,661			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .			0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0	
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)		0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)		0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		154,661			
10 Analysis of line 9					
a Excess from 2007. . . .	13,895				
b Excess from 2008. . . .					
c Excess from 2009. . . .	26,941				
d Excess from 2010. . . .	61,818				
e Excess from 2011. . . .	52,007				

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))

See Additional Data Table

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

AUDRE RAPOPORT
5400 BOSQUE BLVD SUITE 245
WACO,TX 76710
(254) 741-0510

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

WRITTEN APPLICATION WITH IRS DETERMINATION LETTER

c Any submission deadlines

NONE

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

MUST BE A 501(C)(3) ORGANIZATION NO OTHER RESTRICTIONS APPLY

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**				2,214,372
b *Approved for future payment*				
INDEPENDENT PRODUCTION FUND 200 CENTRAL PARK SOUTH STE 12F NEW YORK, NY 10019	NONE	501(C)(3)	PRODUCTION COSTS OF WEEKLY BROADCAST MOYERS & COMPANY	50,000
Total . . . . ▶ **3b**				50,000

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 page 28 of the 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					
4 Dividends and interest from securities			14	1,439,198	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	239,994	
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	2,611,810	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a GRANT RECOVERY					128,632
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		4,291,002	128,632

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 4,419,634

(See worksheet in line 13 instructions on page 28 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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
11	RECOVERY OF PRIOR YEAR GRANT FUNDS THAT WERE NOT EXPENDED

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2012-07-02 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
BRIAN P BIVONA	2012-07-02		P00044667

Firm's name ▶ JAYNES REITMEIER BOYD & THERRELL PC — Firm's EIN ▶ 74-2533381

Firm's address ▶ 5400 BOSQUE BLVD STE 500 WACO, TX 767104459 — Phone no (254) 776-4190

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

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.**

OMB No 1545-0047

2011

Name of organization
BERNARD & AUDRE RAPOPORT FOUNDATION

Employer identification number
74-2479712

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, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization
BERNARD & AUDRE RAPOPORT FOUNDATION

Employer identification number
74-2479712

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) Aggregate contributions	(d) Type of contribution
1	BERNARD RAPOPORT 5400 BOSQUE BLVD SUITE 245 WACO, TX 76710	$ 48,466	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
BERNARD & AUDRE RAPOPORT FOUNDATION	74-2479712

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
		$	

(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
BERNARD & AUDRE RAPOPORT FOUNDATION

Employer identification number
74-2479712

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

Additional Data

Software ID:
Software Version:
EIN: 74-2479712
Name: BERNARD & AUDRE RAPOPORT FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

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)
PUBLICLY TRADED SECURITIES	P		
GOLDMAN SACHS MERGER	P	2008-08-01	2011-04-10
EL PASO CORP LITIGATION SETTLEMENT	P	2010-01-01	2011-01-13
NORTHERN TRUST-ENRON CORP	P	2010-01-10	2011-02-15
ENRON CORP US CLASS ACTION	P	2010-01-10	2011-03-10
NORTHERN TRUST-NORTEL NETWORKS	P	2010-01-10	2011-07-14
NORTHERN TRUST-ROYAL DUTCH PETRO SHELL	P	2010-01-10	2011-07-14
LITIGATION-FROST-AOL	P	2010-01-10	2011-09-13
MISC DIST PROCEEDS	P	2010-01-10	2011-12-31
PUBLICLY TRADED MASTER LIMITED PARTNERSHIP SECURITIES	P		

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)
22,231,319		20,550,835	1,680,484
1,436			1,436
62			62
2,728			2,728
27,726			27,726
29			29
7			7
27			27
7			7
2,015,020		1,115,716	899,304

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	
			1,680,484
			1,436
			62
			2,728
			27,726
			29
			7
			27
			7
			899,304

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
BERNARD RAPOPORT 5400 BOSQUE BLVD SUITE 245 WACO,TX 76710	PRESIDENT, TRUSTEE 3 50	0	0	0
AUDRE RAPOPORT 5400 BOSQUE BLVD SUITE 245 WACO,TX 76710	VICE-PRESIDENT, TRUSTEE 3 50	0	0	0
RONALD RAPOPORT 5400 BOSQUE BLVD SUITE 245 WACO,TX 76710	CHAIRMAN, TRUSTEE 3 50	3,000	0	0
PATRICIA RAPOPORT 5400 BOSQUE BLVD SUITE 245 WACO,TX 76710	TRUSTEE 3 50	3,000	0	0
LYNDON OLSON JR 5400 BOSQUE BLVD SUITE 245 WACO,TX 76710	TRUSTEE 3 50	3,000	0	0
WILLIAM A NESBITT 5400 BOSQUE BLVD SUITE 245 WACO,TX 76710	SEC , TREAS , TRUSTEE 3 50	3,000	0	0
JOEL SCHWARTZ 5400 BOSQUE BLVD SUITE 245 WACO,TX 76710	TRUSTEE 3 50	3,000	0	0
JAMES CHESNEY 5400 BOSQUE BLVD SUITE 245 WACO,TX 76710	TRUSTEE 3 50	3,000	0	0
RICK BATTISTONI 5400 BOSQUE BLVD SUITE 245 WACO,TX 76710	TRUSTEE 3 50	2,000	0	0
EMILY RAPOPORT 5400 BOSQUE BLVD SUITE 245 WACO,TX 76710	TRUSTEE 3 50	3,000	0	0
TOM STANTON 5400 BOSQUE BLVD SUITE 245 WACO,TX 76710	EXECUTIVE DIRECTOR 40 00	161,916	0	0

Form 990PF Part XV Line 1a - 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).

BERNARD RAPOPORT
RONALD RAPOPORT

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*				
ACLU OF TEXAS FOUNDATIONP O BOX 12905 AUSTIN,TX 78711	NONE	501(C)(3)	VOLUNTEER,OUTREACH,RECRUITMENT AND TRAINING	10,000
ALLIANCE FOR JUSTICE11 DUPONT CIRCLENW 2ND FLOOR WASHINGTON,DC 20036	NONE	501(C)(3)	GENERAL SUPPORT	12,500
ARC OF GREATER WILLIAMSBURG202 D PACKETS COURT WILLIAMSBURG,VI 23185	NONE	501(C)(3)	GENERAL SUPPORT	5,000
AVANCE WACO1618 CLAY AVE WACO,TX 76706	NONE	501(C)(3)	MAINTAIN CURRENT LEADERSHIP COMPENSATION	36,000
CAMPFIRE USA TEJAS312 N 30TH ST WACO,TX 76710	NONE	501(C)(3)	ASSIST IN SALARY FOR DEVELOPMENT DIRECTOR	36,775
CHILD DEVELOPMENT RESOURCES150 POINT O WOODS WILLIAMSBURG,VI 23188	NONE	501(C)(3)	PURCHASE OF IPADS FOR SPECIAL ED APPS	8,590
CENTRAL TEXAS SENIOR MINISTRYP O BOX 85 WACO,TX 76703	NONE	501(C)(3)	MEALS ON WHEEL PROGRAM	5,000
CPPP900 LYDIA ST AUSTIN,TX 78702	NONE	501(C)(3)	STATE LEVEL WORK TO IMPLEMENT HEALTHCARE REFORM	50,000
COMMUNITY LEARNING CENTER6300 RIDGLEA PLACE 600 FORT WORTH,TX 76116	NONE	501(C)(3)	PROVIDE MODEL CAREER TRAINING IN LOCAL COMMUNITIES	25,000
ELDERLY HOUSING DEV & OPER1580 SAWGRASS CORPORATE PARKWAYSTE 210 FT LAUDERDALE,FL 33323	NONE	501(C)(3)	ASSIST IN BUILDING AND MANAGING HOMES FOR SENIORS	25,000
FAMILY HEALTH CENTER1600 PROVIDENCE DR WACO,TX 76707	NONE	501(C)(3)	BUILDING EXPANSION OF TOM OLIVER 18TH ST COMMUNITY CLINIC	125,000
INDEPENDENT PRODUCTION FUND200 CENTRAL PARK SOUTH STE 12F NEW YORK,NY 10019	NONE	501(C)(3)	PRODUCTION COSTS OF WEEKLY BROADCAST MOYERS & COMPANY	50,000
INTERFAITH WORKERS JUSTICE1020 W BRYN MAWR AVE CHICAGO,IL 60660	NONE	501(C)(3)	SUPPORT SUMMER INTERNSHIP PROGRAM	8,000
JERUSALEM FOUNDATION 420 LEXINGTON AVE SUITE 1645 NEW YORK,NY 10170	NONE	501(C)(3)	GENERAL OPERATING FUNDS	182,345
LIBRARY OF CONGRESS101 INDEPENDENCE AVE SE WASHINGTON,DC 20540	NONE	501(C)(3)	CONTINUED SUPPORT FOR TRAVELING EXHIBIT "GATEWAY TO KNOWLEDGE"	35,000
MAC PROGRAM-WACO FOUNDATION1105 WOODED ACRES DR STE 701 WACO,TX 76710	NONE	501(C)(3)	SCHOLARSHIPS	25,000
MCLENNAN COMMUNITY COLLEGE FOUNDATION1400 COLLEGE DRIVE WACO,TX 76708	NONE	501(C)(3)	FIRST GENERATION SCHOLARSHIP PROGRAM	200,000
MCLENNAN COMMUNITY COLLEGE FOUNDATION1400 COLLEGE DRIVE WACO,TX 76708	NONE	501(C)(3)	FIRST GENERATION SCHOLARSHIP PROGRAM	200,000
MEDIA MATTERS OF AMERICA250 WEST 57TH ST STE718 NEW YORK,NY 10107	NONE	501(C)(3)	GENERAL OPERATIONS	25,000
OBERLIN COLLEGE101 N PROFESSOR ST OBERLIN,OH 44074	NONE	501(C)(3)	WORK WITH PROFESSIONALS ON HEALTHCARE REFORM	50,000
OLDE TOWNE MEDICAL5249 OLDE TOWNE RD STE D WILLIAMSBURG,VI 23188	NONE	501(C)(3)	PURCHASE NEW EQUIPMENT FOR NEWLY RENOVATED CLINIC	25,428
OPEN DOOR PRESCHOOL 3804 CHERRYWOOD ROAD AUSTIN,TX 78722	NONE	501(C)(3)	SCHOLARSHIPS	12,500
POTTER'S VESSEL MINISTRIES1300 AUSTIN AVE WACO,TX 76701	NONE	501(C)(3)	PRESCRIPTION ASSISTANCE PROGRAM	4,000
REACH THERAPEUTIC CENTERP O BOX 21535 WACO,TX 76702	NONE	501(C)(3)	FUND SCHOLARSHIPS FOR DISABLED INDIVIDUALS IN MCLENNAN CO	5,000
TEXAS OBSERVER307 WEST 7TH ST AUSTIN,TX 78701	NONE	501(C)(3)	GENERAL SUPPORT	50,000
UNITED JEWISH COMMUNITIES25 BROADWAY STE 700 NEW YORK,NY 10004	NONE	501(C)(3)	GENERAL SUPPORT	182,345
UT ARCHIVES1 UNIVERSITY STATION D1100 AUSTIN,TX 78712	NONE	501(C)(3)	ENHANCED DIGITAL BOOK PROJECT "BEING B, CAPITALIST WITH A CONSCIOUS"	125,000
UT AUSTIN1 UNIVERSITY STATION D6000 AUSTIN,TX 78712	NONE	501(C)(3)	RAPOPORT SCHOLARS PROGRAM	364,689
UT HEALTH SCIENCE CENTER HOUSTON700 FANNIN ST STE 1200 HOUSTON,TX 77030	NONE	501(C)(3)	LLOYD BENSON CANCER CENTER	20,000
UT HEALTH SCIENCE CENTER SAN ANTONIO7703 FLOYD CURL DRIVE SAN ANTONIO,TX 78229	NONE	501(C)(3)	RAPOPORT MEDICINE RESEARCH AND EDUCATION	100,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
UT LAW SCHOOL727 EAST DEAN KEETON AUSTIN,TX 78705	NONE	501(C)(3)	SUPPORT OF SPEAKERS AND CONFERENCES ON HUMAN RIGHTS	50,000
UT SAN ANTONIO6900 N LOOP 1604 WEST SAN ANTONIO,TX 78249	NONE	501(C)(3)	DEVELOPMENTAL USTA STRATEGIC PLANS INITIATIVES	25,000
UT UNDERGRADUATE STUDIES1 UNIVERSITY STATION D8000 AUSTIN,TX 78712	NONE	501(C)(3)	BRIDGING DISCIPLINES PROGRAM	25,000
VIRGINIA INTERFAITH1716 EAST FRANKLIN ST RICHMOND,VI 23223	NONE	501(C)(3)	SHAPE AND IMPLEMENT NATIONAL HEALTHCARE REFORM	25,000
WACO SYMPHONY ASSOCIATIONP O BOX 1201 WACO,TX 76703	NONE	501(C)(3)	SUPPORT OF 50TH ANNIVERSARY CELEBRATION	50,000
WORLD HUNGER RELIEFP O BOX 639 ELM MOTT,TX 76640	NONE	501(C)(3)	CONTINUED BUILDING INTERNSHIP PROGRAM	15,000
YMCA OF CENTRAL TEXAS6800 HARVEY RD WACO,TX 76710	NONE	501(C)(3)	PARTNER WITH FAMILY HEALTH CENTER TO EDUCATE LOW INCOME FAMILIES ON OBESITY/OVERWEIGHT AND DIABETES ISSUES	21,200
Total . . . . ▶ **3a**				2,214,372

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
b *Approved for future payment*				
INDEPENDENT PRODUCTION FUND 200 CENTRAL PARK SOUTH STE 12F NEW YORK, NY 10019	NONE	501(C)(3)	PRODUCTION COSTS OF WEEKLY BROADCAST MOYERS & COMPANY	50,000
Total . . . . ▶ **3b**				50,000

TY 2011 Accounting Fees Schedule

Name: BERNARD & AUDRE RAPOPORT FOUNDATION

EIN: 74-2479712

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING/LEGAL FEES	26,789	0		26,789

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

TY 2011 Depreciation Schedule

Name: BERNARD & AUDRE RAPOPORT FOUNDATION

EIN: 74-2479712

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
PHONE SYSTEM	1995-12-14	2,774	2,774	200DB	7 000000000000	0	0		
DESK/CREDENZA	1996-02-08	2,000		200DB	7 000000000000	0	0		
DESK	1996-02-08	2,900		200DB	7 000000000000	0	0		
TABLE	1996-02-08	400		200DB	7 000000000000	0	0		
DESK	1996-05-03	2,000		200DB	7 000000000000	0	0		
FILE CABINET	1996-06-05	319		200DB	7 000000000000	0	0		
FILE CABINET	1996-06-05	319		200DB	7 000000000000	0	0		
SETTEE	1996-10-22	375		200DB	7 000000000000	0	0		
TABLE	1996-10-22	115		200DB	7 000000000000	0	0		
WALL CABINETS	1998-03-10	5,024		200DB	7 000000000000	0	0		
DESK CHAIRS/FILING CABINET	1998-05-13	686		200DB	5 000000000000	0	0		
BOOKCASE FOR CONFERENCE ROOM	1999-07-07	3,016	3,016	200DB	7 000000000000	0	0		
BOARD ROOM TABLE/CHAIRS	2000-12-11	1,000	1,000	200DB	7 000000000000	0	0		
GESTETNER COPIER	2006-06-27	7,262	6,844	200DB	5 000000000000	418	0		
BUILDING	2004-02-03	3,315,213	587,954	SL	39 000000000000	85,006	85,006		
LAND	2004-02-03	585,037		L		0	0		
SHARP CEILING PROJECTOR & SCREEN	2007-08-13	4,293	3,551	200DB	5 000000000000	495	0		
DELL COMPUTER - OPTIPLEX 755	2008-07-30	933	332	200DB	5 000000000000	54	0		
LAND - GRAND PRARIE 24 34 ACRES	2007-05-31	2,393,706		L		0	0		
DELL LAPTOP	2010-01-14	876	88	200DB	5 000000000000	140	0		

TY 2011 Investments Corporate Bonds Schedule

Name: BERNARD & AUDRE RAPOPORT FOUNDATION

EIN: 74-2479712

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	8,169,444	8,169,444

TY 2011 Investments Corporate Stock Schedule

Name: BERNARD & AUDRE RAPOPORT FOUNDATION

EIN: 74-2479712

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON STOCKS & AGENCY OBLIGATIONS	13,774,628	13,774,628

TY 2011 Investments Government Obligations Schedule

Name:	BERNARD & AUDRE RAPOPORT FOUNDATION
EIN:	74-2479712
US Government Securities - End of Year Book Value:	2,731,470
US Government Securities - End of Year Fair Market Value:	2,731,470
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2011 Investments - Land Schedule

Name: BERNARD & AUDRE RAPOPORT FOUNDATION

EIN: 74-2479712

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
BUILDING	3,315,213	672,960	2,642,253	
LAND	585,037	0	585,037	
LAND - GRAND PRARIE 24.34 ACRES	2,393,706	0	2,393,706	

TY 2011 Investments - Other Schedule

Name: BERNARD & AUDRE RAPOPORT FOUNDATION

EIN: 74-2479712

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS	FMV	8,850,253	8,850,253
MASTER LIMITED PARTNERSHIP INTERESTS	FMV	7,659,409	7,659,409

TY 2011 Land, Etc. Schedule

Name: BERNARD & AUDRE RAPOPORT FOUNDATION

EIN: 74-2479712

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
PHONE SYSTEM	2,774	2,774	0	
DESK/CREDENZA	2,000	2,000	0	
DESK	2,900	2,900	0	
TABLE	400	400	0	
DESK	2,000	2,000	0	
FILE CABINET	319	319	0	
FILE CABINET	319	319	0	
SETTEE	375	375	0	
TABLE	115	115	0	
WALL CABINETS	5,024	5,024	0	
DESK CHAIRS/FILING CABINET	686	686	0	
BOOKCASE FOR CONFERENCE ROOM	3,016	3,016	0	
BOARD ROOM TABLE/CHAIRS	1,000	1,000	0	
GESTETNER COPIER	7,262	7,262	0	
SHARP CEILING PROJECTOR & SCREEN	4,293	4,046	247	
DELL COMPUTER - OPTIPLEX 755	933	852	81	
DELL LAPTOP	876	666	210	

TY 2011 Other Assets Schedule

Name: BERNARD & AUDRE RAPOPORT FOUNDATION

EIN: 74-2479712

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST REC	218,964	135,041	135,041

TY 2011 Other Decreases Schedule

Name: BERNARD & AUDRE RAPOPORT FOUNDATION

EIN: 74-2479712

Description	Amount
UNREALIZED G/L REPORTED PER AUDITED F/S	2,450,769
ACCRUED INTEREST RECEIVABLE ADJ BOOK TO TAX	83,923

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TY 2011 Other Expenses Schedule

Name: BERNARD & AUDRE RAPOPORT FOUNDATION

EIN: 74-2479712

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COMPUTERS/TECH SUPPORT	1,064	0		1,064
INSURANCE	22,502	4,500		18,002
MISCELLANEOUS	64	0		64
OFFICE SUPPLIES	3,166	0		3,166
POSTAGE	757	0		757
PROFESSIONAL DUES	2,705	0		2,705
REPAIRS & MAINTENANCE	471	0		471
TELEPHONE	4,602	0		4,602
TRUSTEE FEES	23,000	4,600		18,400
CONSULTANTS	60,000	0		60,000
NEWSPAPERS/MAGAZINES/JOURNALS	178	0		178
ORDINARY LOSS FROM PTP	211,926	211,926		0

TY 2011 Other Income Schedule

Name: BERNARD & AUDRE RAPOPORT FOUNDATION

EIN: 74-2479712

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
GRANT RECOVERY	128,632		128,632

TY 2011 Other Increases Schedule

Name: BERNARD & AUDRE RAPOPORT FOUNDATION

EIN: 74-2479712

Description	Amount
TRANSFER OF NET INCOME TO/FROM AGENCY PAYABLE	364,609

TY 2011 Other Liabilities Schedule

Name: BERNARD & AUDRE RAPOPORT FOUNDATION

EIN: 74-2479712

Description	Beginning of Year - Book Value	End of Year - Book Value
AGENCY PAYABLE	16,262,262	15,897,653
PROPERTY TAX PAYABLE	58,216	58,225
FEDERAL EXCISE TAX PAYABLE	2,320	-16,172
PAYROLL TAXES PAYABLE	0	3,903

TY 2011 Other Professional Fees Schedule

Name: BERNARD & AUDRE RAPOPORT FOUNDATION

EIN: 74-2479712

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT	359,640	359,640		0

TY 2011 Taxes Schedule

Name: BERNARD & AUDRE RAPOPORT FOUNDATION

EIN: 74-2479712

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	23,108	0		0
FOREIGN TAXES PAID	6,433	6,433		0
PAYROLL TAXES	16,076	3,215		12,861
PERSONAL PROPERTY TAXES	314	0		314
PROPERTY TAXES	59,025	59,025		0