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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation
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 instructions)
(254) 741-0510

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

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 50,557,422

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(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)	0			
	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	1,304,085	1,304,085		
	5a	Gross rents	325,000	325,000		
	b	Net rental income or (loss) 239,995				
	6a	Net gain or (loss) from sale of assets not on line 10	1,590,688			
	b	Gross sales price for all assets on line 6a 13,490,925				
	7	Capital gain net income (from Part IV, line 2)		1,590,688		
	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)	250,000	0		
	12	**Total.** Add lines 1 through 11	3,469,773	3,219,773		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	164,743	32,949		131,794
	14	Other employee salaries and wages	13,004	2,600		10,404
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	25,241	0		25,241
	c	Other professional fees (attach schedule)	337,722	337,722		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	98,038	62,096		5,581
	19	Depreciation (attach schedule) and depletion	86,307	85,005		
	20	Occupancy	22,716	0		22,716
	21	Travel, conferences, and meetings	36,494	7,299		29,195
	22	Printing and publications	10,419	0		10,419
	23	Other expenses (attach schedule)	198,888	147,217		51,671
	24	**Total operating and administrative expenses.** Add lines 13 through 23	993,572	674,888		287,021
	25	Contributions, gifts, grants paid	2,150,462			2,378,462
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,144,034	674,888		2,665,483
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	325,739			
	b	**Net investment income** (if negative, enter -0-)		2,544,885		
	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		1	1
	2 Savings and temporary cash investments	1,857,507	1,596,488	1,596,488
	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	12,559	13,040	13,040
	10a Investments—U S and state government obligations (attach schedule)	2,731,470	2,903,745	2,903,745
	b Investments—corporate stock (attach schedule)	13,774,628	14,586,132	14,586,132
	c Investments—corporate bonds (attach schedule)	8,169,444	8,282,137	8,282,137
	11 Investments—land, buildings, and equipment basis ▶ 6,293,956 Less accumulated depreciation (attach schedule) ▶ 757,965	5,620,996	5,535,991	5,535,991
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	16,509,662	17,513,425	17,513,425
	14 Land, buildings, and equipment basis ▶ 27,952 Less accumulated depreciation (attach schedule) ▶ 26,946	538	1,006	1,006
	15 Other assets (describe ▶)	135,041	125,457	125,457
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	48,811,845	50,557,422	50,557,422
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	1,228,000	1,000,000	
	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 ▶)	15,943,609	16,542,593	
	23 **Total liabilities** (add lines 17 through 22)	17,171,609	17,542,593	
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	18,592,022	18,833,844	
	25 Temporarily restricted	13,048,214	14,180,985	
	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)	31,640,236	33,014,829	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	48,811,845	50,557,422	

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	31,640,236
2	Enter amount from Part I, line 27a	2	325,739
3	Other increases not included in line 2 (itemize) ▶	3	1,647,893
4	Add lines 1, 2, and 3	4	33,613,868
5	Decreases not included in line 2 (itemize) ▶	5	599,039
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	33,014,829

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	MISC DISTRIBUTION PROCEEDS	P		
b	PUBLICLY TRADED SECURITIES			
c	PUBLICLY TRADED SECURITIES			
d	PUBLICLY TRADED MASTER LIMITED PARTNERSHIP SECURITIES			
e	PUBLICLY TRADED SECURITIES-CONSENT TO CHANGE OF TERMS			

	(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	13,303			13,303
b	4,356,272		4,182,085	174,187
c	8,603,526		7,575,031	1,028,495
d	512,681		143,121	369,560
e	5,143			5,143

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				13,303
b				174,187
c				1,028,495
d				369,560
e				5,143

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	1,590,688
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	2,588,132	49,583,653	0 052197
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

2	**Total** of line 1, column (d).	2	0 255834
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 051167
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	50,163,954
5	Multiply line 4 by line 3.	5	2,566,739
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	25,449
7	Add lines 5 and 6.	7	2,592,188
8	Enter qualifying distributions from Part XII, line 4.	8	2,665,483

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	25,449
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	25,449
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	25,449
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	44,166		
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	44,166
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	18,717
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	18,717	**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	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶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 |

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

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

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		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 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☑ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		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 2012?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation **(If not paid, enter -0-)**	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
UBS FINANCIAL SERVICES INC 100 CRESCENT CT SUITE 600 DALLAS,TX 75201	INVESTMENT ADVICE	301,938
HESTER CAPITAL MANAGEMENT 100 CONGRESS AVE 1960 AUSTIN,TX 78701	INVESTMENT ADVICE	31,747
AVALON ADVISORS LP 717 TEXAS SUITE 3000 HOUSTON,TX 77002	INVESTMENT ADVICE	4,037
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 35 ORGANIZATIONS QUALIFYING UNDER IRC SEC 501(C)(3) TO FURTHER THEIR PURPOSES OF EDUCATION AND RESEARCH	0
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions **3**	
Total. Add lines 1 through 3. . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	48,912,389
b	Average of monthly cash balances	1b	2,015,483
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	50,927,872
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	50,927,872
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	763,918
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	50,163,954
6	**Minimum investment return.** Enter 5% of line 5	6	2,508,198

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	2,508,198
2a	Tax on investment income for 2012 from Part VI, line 5	2a	25,449		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	42,344		
c	Add lines 2a and 2b			2c	67,793
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,440,405
4	Recoveries of amounts treated as qualifying distributions			4	250,000
5	Add lines 3 and 4			5	2,690,405
6	Deduction from distributable amount (see instructions)			6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	2,690,405

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	2,665,483
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	2,665,483
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	25,449
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,640,034

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					2,690,405
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				0	
b Total for prior years 20___, 20___, 20___			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.	13,895				
b From 2008.					
c From 2009.	26,941				
d From 2010.	61,818				
e From 2011.	52,007				
f **Total** of lines 3a through e.		154,661			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 2,665,483					
a Applied to 2011, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).			0		
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2012 distributable amount.					2,665,483
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		24,922			24,922
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		129,739			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					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)		0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .		0			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		129,739			
10 Analysis of line 9					
a Excess from 2008. . . .					
b Excess from 2009. . . .	15,914				
c Excess from 2010. . . .	61,818				
d Excess from 2011. . . .	52,007				
e Excess from 2012. . . .					

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail 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**				2,378,462
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				1,000,000

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 instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	1,304,085	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			16	239,995	
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	1,590,688	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a GRANT RECOVERY					250,000
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		3,134,768	250,000

13 **Total.** Add line 12, columns (b), (d), and (e). 13 3,384,768

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
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

****** | 2013-08-29 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
BRIAN P BIVONA	BRIAN P BIVONA	2013-08-14		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

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 THRU 4/5/12 3 50	0	0	0
AUDRE RAPOPORT 5400 BOSQUE BLVD SUITE 245 WACO,TX 76710	VP, TRUSTEE THRU 4/5, PRES AFTER 4/5 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	2,000	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	3,000	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	164,743	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 FOUNDATION P O BOX 12905 AUSTIN,TX 78711	NONE	501(C)(3)	VOLUNTEER,OUTREACH,RECRUITMENT AND TRAINING	10,000
ALLIANCE FOR JUSTICE 11 DUPONT CIRCLENW 2ND FLOOR WASHINGTON,DC 20036	NONE	501(C)(3)	SUPPORT FOR THE BOLDER ADVOCACY PROGRAM	15,000
AMERICAN FOUNDATION FOR THE BLIND 11030 ABLES LANE DALLAS,TX 75229	NONE	501(C)(3)	VISION FIESTA MCLENNAN COUNTY VISION AWARENESS PROJECT	25,000
AVANCE WACO 1618 CLAY AVE WACO,TX 76706	NONE	501(C)(3)	MAINTAIN CURRENT LEADERSHIP COMPENSATION/SCHOLARSHIP SUPPORT	85,000
CAMPAIGN LEGAL CENTER 215 E STREET NE WASHINGTON,DC 20002	NONE	501(C)(3)	SUPPORT OF A NEW CAMPAIGN LEGAL CENTER FELLOWSHIP	75,000
CARITAS OF WACO 300 SOUTH 15TH WACO,TX 76701	NONE	501(C)(3)	GENERAL SUPPORT	25,000
CENTER FOR LEARNING & DEVELOPMENT 200 W HWY 6 STE 503 WACO,TX 76712	NONE	501(C)(3)	SUPPORT OF THE TRANSITION PROJECT	17,644
CENTRAL TEXAS SENIOR MINISTRY P O BOX 85 WACO,TX 76703	NONE	501(C)(3)	SALARY SUPPORT FOR THE POSITION OF A VOLUNTEER TRAINING COORDINATOR	36,981
COMMUNITY LEARNING CENTER 6300 RIDGLEA PLACE 600 FORT WORTH,TX 76116	NONE	501(C)(3)	PROVIDE MODEL CAREER TRAINING IN LOCAL COMMUNITIES	50,000
ECONOMIC POLICY INSTITUTE 1333 H ST NW 300 WASHINGTON,DC 20005	NONE	501(C)(3)	EXPANSION OF EPI AND EARN SCHOLARS PROGRAMS	49,400
FAMILY HEALTH CENTER 1600 PROVIDENCE DR WACO,TX 76707	NONE	501(C)(3)	BUILDING EXPANSION OF TOM OLIVER 18TH ST COMMUNITY CLINIC	100,000
FREEMAN CENTERCENIKOR 11111 KATY FREEWAY STE 500 HOUSTON,TX 77079	NONE	501(C)(3)	SUPPORT OF RENOVATION OF A NEW FACILITY AT THE HILLCREST BAPTIST MEDICAL CENTER HERRING CAMPUS	50,000
HOT THERAPEUTIC RIDING CENTER 848 E WHITE OAK WEST,TX 76691	NONE	501(C)(3)	EQUIPMENT	8,000
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
INSTITUTE FOR AMERICA'S FUTURE 1825 K STREET NW 400 WASHINGTON,DC 20006	NONE	501(C)(3)	EDUCATIONAL WORK	50,000

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*				
INTERFAITH WORKERS JUSTICE 1020 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	196,409
LA VEGA ISD 3100 BELLMEAD DR WACO,TX 76705	NONE	501(C)(3)	SUPPORT FOR THE PIRATEPOWER MATH PROGRAM	125,000
MCLENNAN COMMUNITY COLLEGE FOUNDATION 1400 COLLEGE DRIVE WACO,TX 76708	NONE	501(C)(3)	FIRST GENERATION SCHOLARSHIP PROGRAM	50,000
OHIO CAMPUS COMPACT 631 NORTH PEARL STREET GRANVILLE,OH 43023	NONE	501(C)(3)	SUPPORT OF THE CAMPUS ELECTION ENGAGEMENT PROJECT IN OHIO	45,000
OPEN DOOR PRESCHOOL 3804 CHERRYWOOD ROAD AUSTIN,TX 78722	NONE	501(C)(3)	SCHOLARSHIPS	25,000
PLANNED PARENTHOOD OF CENTRAL TEXAS PO BOX 1518 WACO,TX 76703	NONE	501(C)(3)	GENERAL SUPPORT	50,000
SCOTT & WHITE FOUNDATION 2401 SOUTH 31ST STREET TEMPLE,TX 76508	NONE	501(C)(3)	SUPPORT OF RENOVATION ON THE MCLANE CHILDREN'S HOSPITAL	25,000
TEXAS OBSERVER 307 WEST 7TH ST AUSTIN,TX 78701	NONE	501(C)(3)	GENERAL SUPPORT	50,000
TEXAS STATE TECHNICAL COLLEGE 3800 CAMPUS DR WACO,TX 76705	NONE	501(C)(3)	EMERGANCY GRANT SCHOLARSHIP PROGRAM	34,500
THE COLLEGE OF WILLIAM & MARY PO BOX 8781 WILLIAMSBURG,VA 23187	NONE	501(C)(3)	ESTABLISH EXPANDABLE FUND FOR THE DEPT OF GOVERNMENT TO SUPPORT PROGRAMMATIC PRIORITIES	125,000
UNITED JEWISH COMMUNITIES 25 BROADWAY STE 700 NEW YORK,NY 10004	NONE	501(C)(3)	GENERAL SUPPORT	196,409
UT AUSTIN 1 UNIVERSITY STATION D6000 AUSTIN,TX 78712	NONE	501(C)(3)	RAPOPORT SCHOLARS PROGRAM	392,819
UT HEALTH SCIENCE CENTER HOUSTON 700 FANNIN ST STE 1200 HOUSTON,TX 77030	NONE	501(C)(3)	LLOYD BENSON CANCER CENTER	20,000
UT HEALTH SCIENCE CENTER SAN ANTONIO 7703 FLOYD CURL DRIVE SAN ANTONIO,TX 78229	NONE	501(C)(3)	RAPOPORT MEDICINE RESEARCH AND EDUCATION	200,000

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 SCHOOL 727 EAST DEAN KEETON AUSTIN,TX 78705	NONE	501(C)(3)	SUPPORT OF SPEAKERS AND CONFERENCES ON HUMAN RIGHTS	100,000
VMYBA PO BOX 234 VALLEY MILLS,TX 76689	NONE	501(C)(3)	VALLEY MILLS IMAGING PUBLICITY	4,300
WACO FOUNDATION - MAC PROGRAM 900 AUSTIN AVE STE 1000 WACO,TX 76701	NONE	501(C)(3)	SCHOLARSHIPS	25,000
WACO ISD PO BOX 27 WACO,TX 76703	NONE	501(C)(3)	SALARY SUPPORT FOR AN ASSISTANT SUPERINTENDENT FOCUSING ON COMMUNITY ABND FAMILY OUTREAH	59,000
Total . . . . ▶ **3a**				2,378,462

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*				
LA VEGA ISD3100 BELLMEAD DR WACO, TX 76705	NONE	501(C)(3)	SUPPORT FOR THE PIRATEPOWER MATH PROGRAM	125,000
MCLENNAN COMMUNITY COLLEGE FOUNDATION1400 COLLEGE DRIVE WACO, TX 76708	NONE	501(C)(3)	FIRST GENERATION SCHOLARSHIP PROGRAM	550,000
THE COLLEGE OF WILLIAM & MARY PO BOX 8781 WILLIAMSBURG, VA 23187	NONE	501(C)(3)	ESTABLISH EXPANDABLE FUND FOR THE DEPT OF GOVERNMENT TO SUPPORT PROGRAMMATIC PRIORITIES	125,000
UT HEALTH SCIENCE CENTER SAN ANTONIO7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	NONE	501(C)(3)	RAPOPORT MEDICINE RESEARCH AND EDUCATION	200,000
Total . . . . ▶ **3b**				1,000,000

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

Depreciation and Amortization
(Including Information on Listed Property)

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

OMB No 1545-0172
2012
Attachment Sequence No **179**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
BERNARD & AUDRE RAPOPORT FOUNDATION	FORM 990-PF PAGE 1	74-2479712

Part I Election To Expense Certain Property Under Section 179

Note: *If you have any listed property, complete Part V before you complete Part I.*

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

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

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

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

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

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	885
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

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

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	385
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

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

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		884	5 0	HY	200 DB	32
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

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

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

Part IV Summary (see instructions)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	1,302
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

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

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

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

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

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

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 . . . **28**

29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 . . . . **29**

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

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

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

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

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

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

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)					

43 Amortization of costs that began before your 2012 tax year **43**

44 Total. Add amounts in column (f) See the instructions for where to report **44**

TY 2012 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	25,241	0		25,241

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

TY 2012 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
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		
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		
BOARD ROOM TABLE/CHAIRS	2000-12-11	1,000	1,000	200DB	7 000000000000	0	0		
GESTETNER COPIER	2006-06-27	7,262	7,262	200DB	5 000000000000	0	0		
BUILDING	2004-02-03	3,315,213	672,960	SL	39 000000000000	85,005	85,005		
LAND	2004-02-03	585,037		L		0	0		
SHARP CEILING PROJECTOR & SCREEN	2007-08-13	4,293	4,046	200DB	5 000000000000	247	0		
DELL COMPUTER - OPTIPLEX 755	2008-07-30	933	386	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	228	200DB	5 000000000000	84	0		
ICE MAKER	2012-12-05	1,769		200DB	5 000000000000	32	0		

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

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: BERNARD & AUDRE RAPOPORT FOUNDATION

EIN: 74-2479712

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
FIXED ASSETS DISPOSAL		PURCHASED	2012-12			8,109		0		8,109

TY 2012 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	8,282,137	8,282,137

TY 2012 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	14,586,132	14,586,132

TY 2012 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	757,965	2,557,248	
LAND	585,037	0	585,037	
LAND - GRAND PRARIE 24.34 ACRES	2,393,706	0	2,393,706	

TY 2012 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	9,594,677	9,594,677
MASTER LIMITED PARTNERSHIP INTERESTS	FMV	7,918,748	7,918,748

TY 2012 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
DESK/CREDENZA	2,000	2,000	0	
DESK	2,900	2,900	0	
TABLE	400	400	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	
BOARD ROOM TABLE/CHAIRS	1,000	1,000	0	
GESTETNER COPIER	7,262	7,262	0	
SHARP CEILING PROJECTOR & SCREEN	4,293	4,293	0	
DELL COMPUTER - OPTIPLEX 755	933	906	27	
DELL LAPTOP	876	750	126	
ICE MAKER	1,769	32	1,737	

TY 2012 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	135,041	125,457	125,457

TY 2012 Other Decreases Schedule

Name: BERNARD & AUDRE RAPOPORT FOUNDATION

EIN: 74-2479712

Description	Amount
TRANSFER OF NET INCOME TO/FROM AGENCY PAYABLE	599,039

TY 2012 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	87	0		87
INSURANCE	26,510	5,302		21,208
MOVING EXPENSES	350	0		350
FURNITURE	1,800	0		1,800
MISCELLANEOUS	399	0		399
NEWSPAPERS/MAGAZINES/JOURNALS	187	0		187
OFFICE SUPPLIES	933	0		933
POSTAGE	946	0		946
PROFESSIONAL DUES	2,700	0		2,700
REPAIRS & MAINTENANCE	523	0		523
TELEPHONE	4,138	0		4,138
TRUSTEE FEES	23,000	4,600		18,400
ORDINARY LOSS FROM PTP	137,315	137,315		0

TY 2012 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	250,000		250,000

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TY 2012 Other Increases Schedule

Name: BERNARD & AUDRE RAPOPORT FOUNDATION

EIN: 74-2479712

Description	Amount
UNREALIZED G/L REPORTED PER AUDITED F/S	1,647,893

TY 2012 Other Liabilities Schedule

Name: BERNARD & AUDRE RAPOPORT FOUNDATION

EIN: 74-2479712

Description	Beginning of Year - Book Value	End of Year - Book Value
AGENCY PAYABLE	15,897,653	16,496,694
PROPERTY TAX PAYABLE	58,225	58,936
FEDERAL EXCISE TAX PAYABLE	-16,172	-13,037
PAYROLL TAXES PAYABLE	3,903	0

TY 2012 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	337,722	337,722		0

TY 2012 Taxes Schedule

Name: BERNARD & AUDRE RAPOPORT FOUNDATION

EIN: 74-2479712

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	30,361	0		0
FOREIGN TAXES PAID	565	565		0
PAYROLL TAXES	6,976	1,395		5,581
PROPERTY TAXES	60,136	60,136		0