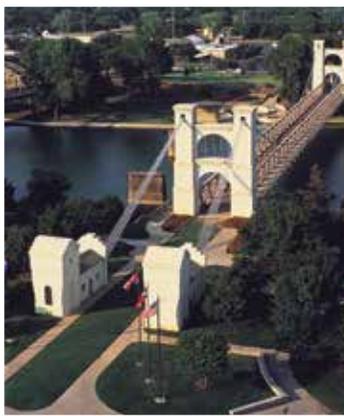




THE BERNARD & AUDRE RAPOPORT FOUNDATION



MISSION

ESTABLISHED IN 1986, THE BERNARD & AUDRE RAPOPORT FOUNDATION HAS DEDICATED MORE THAN \$55 MILLION IN GRANTS TO IMPROVE THE SOCIAL FABRIC OF LIFE.

THE FOUNDATION SEEKS INNOVATIVE SOLUTIONS TO INTRACTABLE AND PERSISTENT PROBLEMS AND STRIVES TO CULTIVATE EMERGING TALENTS AND PROMISING MODELS. THE ENTIRE RAPOPORT FAMILY IS ACTIVELY INVOLVED IN THE FOUNDATIONS OPERATIONS, WHICH HAS TOUCHED MANY LIVES IN THE AREAS OF EDUCATION, ARTS AND CULTURE, HEALTH AND HUMAN SERVICE AND CIVIC PARTICIPATION.

THIS COMMITMENT IS ROOTED IN GENERATIONS PAST AND CONTINUES TO MOLD OUR FUTURE.

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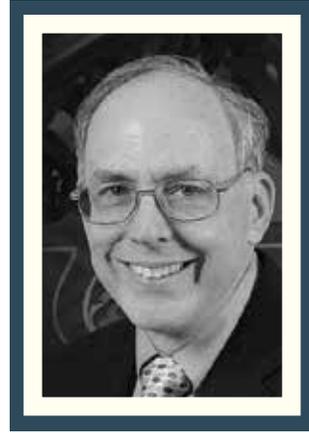
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THE BOARD OF DIRECTORS

FOR THE BERNARD AND AUDRE RAPOPORT FOUNDATION



Audre Rapoport
President



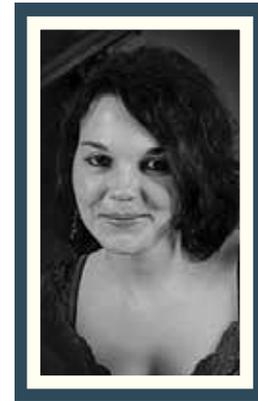
Dr. Ronald Rapoport
Chairman



**Patricia
Rapoport**



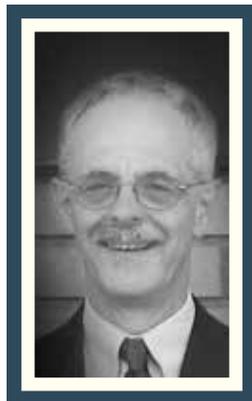
**Dr. Joel
Schwartz**



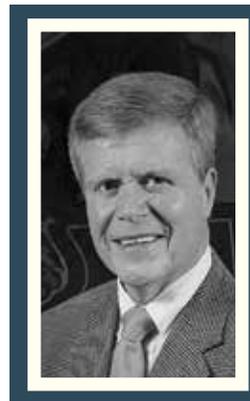
**Emily
Rapoport**



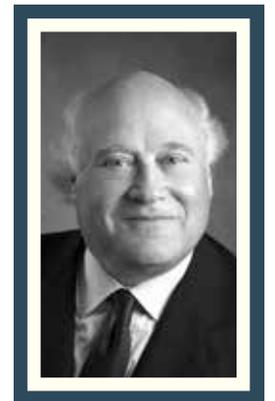
**Dr. Richard
Battistoni**



**Dr. James
Chesney**



**William
Nesbitt**



**Ambassador
Lyndon
Olson, Jr**



LETTER FROM THE EXECUTIVE DIRECTOR

While the Rapoport Foundation continues full speed ahead

having just passed the “speed limit” \$55 million dollar threshold for grants awarded over its 26 year existence, Audre recently mentioned to me, “Tom, you do realize the speed limit in Texas has been moved to “80”, don’t you?”

Fact is we all continue to see massive needs and the necessity to support organizations who have been an integral part of the distinguished history of giving from the Bernard and Audre Rapoport Foundation. Audre is correct; we must keep pressing forward, not only for those past relationships, but for new ones as well.

Equally exciting is the expanded involvement of Audre in the Foundation! Audre has now assumed the President’s role, and her passion and commitment to gifting is evident on a daily basis. Her input is invaluable.

She is in the office for a number of hours daily, and actively involves herself in a great many portions of Foundation operations; from our

Trustee meetings, to our Waco Small Grant sessions, to our Retreat planning. Her involvement, insight, and opinions ensure the continual maintenance and donor intent of her and B’s vision when they established the Foundation in 1986.

One often wonders at critical times of succession or transition how details and future direction will evolve. Audre has embraced her role with enthusiasm and vigor, and with it, an ever exuberant spirit “to help those who can’t help themselves”.

If anyone thinks the Rapoport Foundation will be slowing down, or taking an alternate directional route, forget that notion...I believe I just saw Audre grabbing the keys to the Foundation’s ignition switch with every intention to put “the pedal to the metal”. 60...65...70.....

The Foundation’s future certainly will be exciting and swift of pace.

TOM STANTON
Executive Director

GRANTS

AWARDED IN 2012



COMMUNITY BUILDING AND SOCIAL SERVICES

Avance-Waco

Waco TX

\$85,000

Salary support for the position of Executive Director, \$50,000, and scholarship support \$35,000

Jerusalem Foundation

Jerusalem Israel

\$196,409

The Jerusalem Cinematheque
aka Jerusalem Film
Center construction

Valley Mills Youth

Baseball Association

Valley Mills TX

\$4,300

Valley Mills Image Publicity

Caritas

Waco TX

\$25,000

General operational
financial support

Meals & Wheels

Waco TX

\$36,981

Salary support for the position
of a Volunteer
Training Coordinator

EDUCATION AND ARTS & CULTURE

Center for Learning & Development

Waco TX
\$17,644
Support for CLD/Communities in Schools educational development project

College of William & Mary Foundation

Williamsburg VA
\$125,000
William & Mary Government Department building remodeling project

Community Learning Center

Ft. Worth TX
\$50,000
New construction of a high tech retraining facility

Independent Production Fund

New York NY
\$100,000
Support for Bill Moyers broadcast, Moyers & Company

Interfaith Workers Justice

Chicago IL
\$8,000
IWJ's Summer Internship Program

La Vega ISD

Waco TX
\$125,000
Support for the PiratePower Math Fellows Program

MCC Foundation

Waco TX
\$50,000
First Generation Scholarship Program

Open Door Pre-School

Austin TX
\$25,000
Internal subsidy program geared to support families needing tuition assistance

TSTC

Waco TX
\$34,500
Emergency Grants Scholarship Program

University of Texas at Austin

Austin TX
\$392,818
Rapoport Service Scholarship Program - University of Texas

Waco Foundation MAC Grant

Waco TX
\$25,000
Scholarship Support

Waco ISD

Waco TX
\$59,000
Salary support for an Assistant Superintendent focusing on Community and Family Outreach



DEMOCRACY & CIVIC PARTICIPATION

ACLU Foundation of Texas

Austin TX

\$10,000

Expansion for ACLU outreach and recruitment efforts

Alliance for Justice

Washington DC

\$15,000

Funding support for the Bolder Advocacy Program

Campaign Legal Center

Washington DC

\$75,000

Creation for a Campaign Legal fellowship

EPI

Washington DC

\$49,400

Expansion of EPI and EARN Scholars Programs

Institute for America's Future

Washington DC

\$50,000

Support to sustain educational work and research

Ohio Campus Compact

Granville OH

\$45,000

Research polling initiative

Texas Observer

Austin TX

\$50,000

Annual publication support

University of Texas at Austin Law School

Austin TX

\$100,000

The Bernard and Audre Rapoport Center for Human Rights and Justice Endowment





HEALTH

American Foundation for the Blind

Waco TX
\$25,000
Vision Fiesta McLennan County
vision awareness project

Cenikor

Waco TX
\$50,000
Funding support for facility
renovation

Family Health Center

Waco TX
\$100,000
Free dental work support

H.O.T Therapeutic Riding Center

Waco TX
\$8,000
Construction for two mechanical
riding horses - automated therapy

Planned Parenthood of Central Texas

Waco TX
\$50,000
Merger costs for Waco branch with
North Texas - Austin

Scott & White Foundation

Temple TX
\$25,000
Pediatric Clinic remodeling -
McLane's Children's Hospital

UT Health Science Center in Houston

Houston TX
\$20,000
Funding for Senator Lloyd Bentson
Center for Stroke Research

UT Health Science Center in San Antonio

San Antonio TX
\$200,000
Staff acquisition and educational
initiatives - cardio vascular research

FINANCIALS

FOR THE YEAR 2012

POSITION

ASSETS	2012	2011
Cash and cash equivalents	\$1,596,488.43	\$1,857,507.32
Accrued income receivable	\$125,457.28	\$135,040.97
Prepaid insurance	\$13,039.51	\$12,559.25
Land - Grand Praire	\$2,393,705.28	\$2,393,705.28
Land, building, furniture and fixtures, net - Waco	\$3,143,290.59	\$3,227,828.17
Investments	\$43,285,439.29	\$41,185,204.61
Total Assets	\$50,557,420.38	\$48,811,845.60
LIABILITIES & NET ASSETS	2012	2011
Grants payable	\$1,050,000.00	\$1,228,000.00
Payroll taxes payable	\$0.00	\$3,903.29
Property taxes payable	\$58,936.09	\$58,224.93
Federal excise tax payable (receivable)	(\$13,037.25)	(\$16,171.87)
Total Liabilities	\$1,095,898.84	\$1,273,956.35
Net assets	\$49,461,521.54	\$47,537,889.25
Total Liabilities & Net Assets	\$50,557,420.38	\$48,811,845.60

ACTIVITIES

REVENUE, GAINS & OTHER SUPPORT

	12 Months Ended December 31, 2012	12 Months Ended December 31, 2011
Interest	\$583,299.04	\$739,686.60
Dividends	\$720,786.21	\$615,590.43
Partnership distributions - UB S MLP	\$452,323.00	\$423,070.00
Partnership income - UBS MLP	\$0.00	(\$211,926.00)
Rental income	\$324,999.96	\$324,999.96
Net realized gains (losses) on investments	\$1,468,095.69	\$2,581,223.70
Net unrealized gains (losses) on investments	\$1,167,543.22	(\$2,450,769.07)
Contribution income	\$0.00	\$48,466.00
Miscellaneous capital gains	\$13,303.01	\$30,584.69
Grant recoveries	\$250,000.00	\$128,632.47
Total Revenue, Gains & Other Support	\$4,980,350.13	\$2,229,558.78

EXPENSES:

	12 Months Ended December 31, 2012	12 Months Ended December 31, 2011
Grants authorized	\$2,200,462.00	\$1,166,372.00
General and administrative	\$341,165.10	\$479,043.31
Investment expenses	\$60,136.09	\$59,025.04
Investment management fees	\$337,721.93	\$359,640.78
Foreign taxes paid	\$565.35	\$6,433.02
Depreciation	\$86,306.58	\$86,112.09
Total Expenses	\$3,026,357.05	\$2,156,626.24

Increase (decrease) in net assets before federal excise tax	\$1,953,992.91	(\$350,137.46)
Federal excise tax	(\$30,360.62)	(\$23,107.96)
Increase (decrease) in net assets	\$1,923,632.29	(\$373,245.42)
Net assets at beginning of period	\$47,537,889.25	\$47,911,134.67
Net assets at end of period	\$49,461,521.54	\$47,537,889.25

DEMOCRACY & CIVIC PARTICIPATION

The Foundation supports efforts both to make government more responsive and to encourage citizens to take an active interest and role in political life. The Foundation promotes intergovernmental cooperation as well as initiatives that broaden citizen awareness of public policy issues and alternatives, build skills necessary for political leadership, and provide opportunities for community service.

HEALTH

The Foundation seeks to improve the quality and delivery of healthcare services to all citizens, especially to women, children, and those who do not have access to conventional medical resources. Community-based outreach initiatives such as immunization programs are of interest to the Foundation.

ARTS & CULTURE

The Foundation supports artistic and cultural programs, especially those that encourage participation, and enrich the lives of children and disadvantaged members of the community. Education and cultivation of new and young patrons is encouraged.

THE UNIVERSITY OF TEXAS AT AUSTIN SCHOLARSHIP PROGRAMS



scholarship with a required community services component. More than just spending hours at a nonprofit agency, students use their community work to compliment their curriculum. Time for reflection and cohort study encourages students to consider their nonprofit work

The Foundation encourages innovation as demonstrated by The University of Texas Service Learning Scholarship. This concept bundles academic

as a possible career. The program is open to freshmen enrolled in The UT College of Liberal Arts. The scholarship awards up to \$10,000 per year for three years beginning the summer after the freshman year and includes the assignment of a laptop computer. The service scholarship is a need-based program with preference given to Waco-McLennan County area students. Applications are available from UT at www.utexas.edu/cola/scholarships/rapoport_service_program/ or contact the UT Liberal Arts Department at 512-417-9209, or by emailing Jesse Damon at jdamon@mail.utexas.edu. Other UT scholars are currently supported by the Rapoport Foundation.

GRANT GUIDELINES

The Foundation reviews grants throughout the year.

Interested applicants can visit our website, **rapoportfdn.org** and click on the Apply Now tab.

Specific deadlines are **January 15th** for spring grants and **August 15th** for fall grants.

Applicants are encouraged to contact the Foundation at any time.

PHASE I

The following is the criteria for Phase I proposals:

1. Expected outcomes. List goals and objectives.
2. How the program will be a catalyst for change and in particular how it will build both individual competence and social capacity.
3. Describe how your organization's capabilities and experience render it capable of delivering the project. Identify any collaborative partners.
4. Attach a one-page budget that outlines the categories and timing of expenditures.
5. Other support documentation: A list of applicant's board members including professional affiliations. Proof that the applicant is tax exempt. (501(c)3 - IRS letter)
6. All proposals must be submitted through the website www.rapoportfdn.org.

The foundation encourages a phase I application any time of the year.

PHASE II



After reviewing Phase I, the Foundation will decide to fund, not to fund, or request a full proposal. Criteria for Phase II proposals follows:

1. A one-page executive summary of the project including expected outcomes and how they relate to the Foundation's mission and priorities, primary activities of the project, who will be served, who will benefit, and amount requested.

2. Describe the plan - Explain how the program will be a catalyst for change. How will it build individual competence and social capacity? Describe how your project fits the community. What are the needs? How does it fit into the available resources and services? What are the gaps? Use data wherever possible to support your presentation. What are the expected outcomes and when do you expect to accomplish them? Define any milestones you will use to determine progress.

3. What previous research would support your project? Please submit any research, studies, or data.

4. Describe program design, layout, and target population. Define each of the major components of your program and how they fit together. What is being done? What puts your organization in the best position to lead or do the project? Describe any collaboration. How do collaborators fit? What has been your working relationship with them? Any outreach planned? If so how will it be done?

5. How will you implement? Describe your agency experience with this type of program. Define staffing for the project. Include job descriptions. Will you use volunteers? Any

contractual services? Explain how you will coordinate all the activities. Provide time lines and charts.

6. How will the project be sustained? Who will fund you? Other grants? Collaboration? Fees? Define. How will you support the program when our grant is complete?

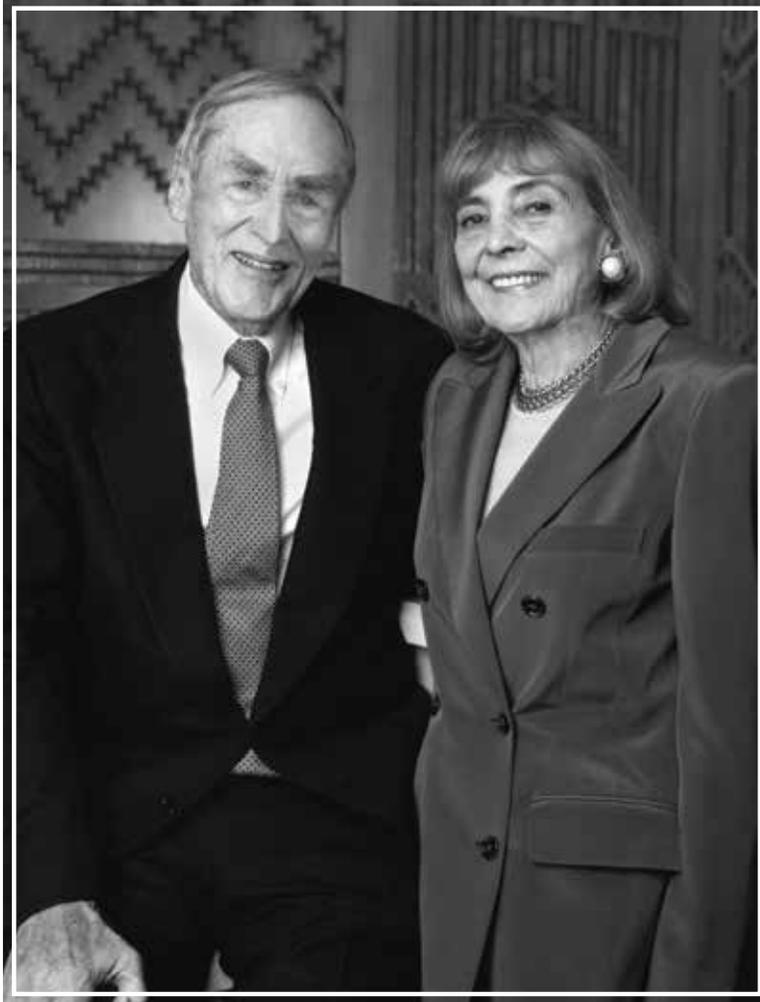
7. How will you evaluate the program? How will you measure your expected outcomes? When will we receive results? What methods will you use? Pre- and post tests? How will you measure progress through the project?

8. The Budget - Attach a line item detail budget including the total project budget and the portions relating directly to the Foundation grant request. Include and define any in-kind contribution. If a multi-year request, submit a budget for each year. Describe your agency experience with grant management. Explain how the line items support the program. Provide a definition of each line item. If applicable, provide an average estimated cost to serve each client. The Foundation does not pay indirect costs. The Foundation prefers to support new project costs only and not ongoing operating costs. Administrative costs will be scrutinized carefully.

9. Other Support Documentation: Applicant's most recent audit by a certified public accountant or Form 990. A list of collaborators and/or references with names and how to contact. Commitment letters from any partners or collaborators.

10. All proposals must be submitted through the website rapoportfdn.org

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