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Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label Otherwise, print or type See Specific Instructions.	Name of foundation Chapman Foundation		A Employer identification number 39-6059569
	Number and street (or P.O. box number if mail is not delivered to street address) 400 East Wisconsin Avenue		B Telephone number (414) 291-8260
	Room/suite 300		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
	City or town, state, and ZIP code Milwaukee, WI 53202-4407		
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,677,422.19 (Part I, column (d) must be on cash basis)			
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			

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).)		(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	3,280.00		N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	54.77	54.77		Statement 2
	4 Dividends and interest from securities	57,250.00	57,250.00		Statement 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9,039.19			Statement 1
	b Gross sales price for all assets on line 6a	137,081.84			
	7 Capital gain net income (from Part IV, line 2)		135,437.99		
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns and allowances				
	10a Less Cost of goods sold				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	69,623.96	192,742.76			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.00	0.00		0.00
	14 Other employee salaries and wages				
	15 Pension plans and employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 4	27.00	27.00		0.00
	24 Total operating and administrative expenses. Add lines 13 through 23	27.00	27.00		0.00
	25 Contributions, gifts, grants paid	240,965.00			240,965.00
26 Total expenses and disbursements. Add lines 24 and 25	240,992.00	27.00		240,965.00	
27 Subtract line 26 from line 12:	-171,368.04				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		192,715.76			
c Adjusted net income (if negative, enter -0-)			N/A		

716
916
2

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	83,484.58	40,359.19	40,359.19
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 6	1,358,119.40	1,232,376.75	1,612,063.00
	c Investments - corporate bonds Stmt 7	25,200.00	22,700.00	25,000.00
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	1,466,803.98	1,295,435.94	1,677,422.19	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.00	0.00	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.00	0.00	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.00	0.00		
29 Retained earnings, accumulated income, endowment, or other funds	1,466,803.98	1,295,435.94	Statement 5	
30 Total net assets or fund balances	1,466,803.98	1,295,435.94		
31 Total liabilities and net assets/fund balances	1,466,803.98	1,295,435.94		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,466,803.98
2 Enter amount from Part I, line 27a	2	-171,368.04
3 Other increases not included in line 2 (itemize) ▶	3	0.00
4 Add lines 1, 2, and 3	4	1,295,435.94
5 Decreases not included in line 2 (itemize) ▶	5	0.00
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,295,435.94

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 Milw Cnty WI War Mem Cntr Mtg Note 8%	P	09/30/69	03/13/09
b Milw Cnty WI War Mem Cntr Mtg Note 8%	P	09/30/69	10/22/09
c 2852 sh US Bancorp	D	11/24/80	12/15/09
d 3148 sh US Bancorp	D	11/24/80	12/15/09
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 1,050.00			1,050.00
b 1,250.00			1,250.00
c 64,066.30		781.36	63,284.94
d 70,715.54		862.49	69,853.05
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			1,050.00
b			1,250.00
c			63,284.94
d			69,853.05
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	135,437.99
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). If (loss), enter -0- in Part I, line 8		3	N/A

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 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))
2008	565,690.00	2,775,917.62	.203785
2007	1,346,158.17	3,678,436.50	.365959
2006	706,495.33	3,822,336.13	.184833
2005	667,473.22	4,123,999.42	.161851
2004	759,222.82	4,350,035.61	.174533

2 Total of line 1, column (d)	2	1.090961
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	.218192
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,545,052.50
5 Multiply line 4 by line 3	5	337,118.10
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,927.16
7 Add lines 5 and 6	7	339,045.26
8 Enter qualifying distributions from Part XII, line 4	8	240,965.00

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 instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	3,854.32
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	0.00
3 Add lines 1 and 2		3	3,854.32
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.00
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	3,854.32
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,511.93	
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	2,511.93	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,342.39	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0.00 (2) On foundation managers. <input type="checkbox"/> \$ 0.00		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.00		
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		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
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?	X	
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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> None		
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	X	
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>None</u>	13	X	
14	The books are in care of ► <u>Wisconsin Securities Partners LLC</u> Telephone no. ► <u>(414) 291-8260</u> Located at ► <u>400 E Wisconsin Avenue, Suite 300, Milwaukee, WI</u> ZIP+4 ► <u>53202-4407</u>			
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		N/A

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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 2009?		1c
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ► _____, _____, _____		
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.)	N/A	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. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2009 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 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2009?		4b

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)?

☐ 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)?

N/A

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?

N/A

☐ 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

X

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?

N/A

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.

(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 Statement 8		0.00	0.00	0.00

2 Compensation of five highest-paid employees (other than those included on line 1). 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 X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,491,267.13
b	Average of monthly cash balances	1b	77,314.09
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,568,581.22
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	1,568,581.22
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	23,528.72
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,545,052.50
6	Minimum investment return. Enter 5% of line 5	6	77,252.63

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	77,252.63
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,854.32
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,854.32
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	73,398.31
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	73,398.31
6	Deduction from distributable amount (see instructions)	6	0.00
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	73,398.31

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	240,965.00
b	Program-related investments - total from Part IX-B	1b	0.00
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 3, and Part VIII, line 4	4	240,965.00
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	5	0.00
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	240,965.00

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				73,398.31
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.00	
b Total for prior years:		0.00		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	554,055.40			
b From 2005	472,836.81			
c From 2006	531,505.86			
d From 2007	118,6210.00			
e From 2008	436,370.19			
f Total of lines 3a through e	3,180,978.26			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$	240,965.00			
a Applied to 2008, but not more than line 2a			0.00	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2009 distributable amount				73,398.31
e Remaining amount distributed out of corpus	167,566.69			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.00			0.00
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,348,544.95			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
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		0.00		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.00		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.00	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.00
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	554,055.40			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	2,794,489.55			
10 Analysis of line 9:				
a Excess from 2005	472,836.81			
b Excess from 2006	531,505.86			
c Excess from 2007	118,6210.00			
d Excess from 2008	436,370.19			
e Excess from 2009	167,566.69			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

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))

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.

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year See attached listing				All General Purpose	240,965.00
Total					▶ 3a 240,965.00
b Approved for future payment none					
Total					▶ 3b 0.00

CHAPMAN FOUNDATION
Supplementary Statements
For Year ended December 31, 2009
Part 1 Column 25(a) and 25 (d)
Part XV, Part 3(a)

39-6059569

Schedule of Contributions, gifts, grants paid

Organization	Amount
A Better Chance	\$ 25.00
Accion International	25.00
Action for Community Transformation	500.00
African Wildlife Foundation	150.00
ALS Association	25.00
Alzheimer Association	25.00
American Diabetes Association	25.00
American Heart Association	50.00
American Institute of Cancer Research	25.00
American Kidney Fund	200.00
American Lung Association	25.00
American Red Cross	250.00
American Stroke Association	25.00
American-Russian Cultural Cooperation Foundation	1,000.00
Americas Foundation	150.00
Arthritis Foundation	25.00
Arts for the Aging Inc	25.00
ASHOKA	50.00
Association for Diplomatic Studies & Training	5,000.00
Bat Conservation International	8,500.00
Berkshire Country Day School	500.00
Bosnian Handicrafts, Inc	500.00
Bread for The City	50.00
Camphill Special School-Beaver Run	50.00
Capital Area Food Bank	50.00
Capital Hill Presbyterian Church	1,000.00
Capital City Symphony	50.00
CARE	50.00
Carter Center	50.00
CATO Institute	25.00
Chatham Hall	100.00
Chesterwood Museum	1,000.00
Childhelp	25.00
Children's Hearing & Speech Center	25.00
Children's Hospital Foundation	150.00
Citizens for Juvenile Justice	2,000.00
Columbia Lighthouse for the Blind	50.00
Community Council for Homeless at Friendship Place	25.00
Corcoran Gallery of Art	500.00
Corcoran College of Art (CMC Scholarship)	27,960.00
Covenant House	25.00

CHAPMAN FOUNDATION
Supplementary Statements
For Year ended December 31, 2009
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Part XV, Part 3(a)

39-6059569

Schedule of Contributions, gifts, grants paid

Organization	Amount
Cumberland College	1,500.00
Cystic Fibrosis Foundation	25.00
Dartmouth Hitchcock Medical Center	50.00
Davis Memorial Goodwill Industries	50.00
DC College Access Program	25.00
DC Habitat for Humanity	50.00
East Harlem Employment Service	1,000.00
Egleson Children's Hospital	50.00
Environmental Defense Fund	50.00
Epilepsy Foundation	25.00
Ethiopian Tewahedo Social Services	5,000.00
Evergreen Garden Club	150.00
Family and Child Services	25.00
Feed the Children	250.00
Festival Institute at Round Top	1,000.00
FINCA International	25.00
Florentine Opera-Annual Gifting	7,500.00
Folger Shakespeare Library	25.00
Food for the Hungry	500.00
FRAXA Research Foundation	500.00
French-American Foundation	100.00
Friends Club	250.00
Friends of Mount Vernon-Education Fund	100.00
Friends of the Olmsted Woods	25.00
Friends of Zahira's Schools	500.00
George C Marshall Foundation	1,000.00
Girl Guides & Girl Scouts-World Foundation	2,500.00
Girl Scouts of Wisconsin Southeast	2,700.00
Green Door	25.00
Gutmacher Institute	25.00
Hawthorne Foundation	50.00
Home Care Partners	125.00
Hospice Care of D C	50.00
Hospice of Northern Virginia Inc	50.00
Hospital for Sick Children	25.00
House of Mercy	50.00
House of Ruth	50.00
Inova Health System Foundation	25.00
International Children's Fund	25.00
International Crisis Group	26,000.00
International Planned Parenthood Federation	100.00

CHAPMAN FOUNDATION
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Part 1 Column 25(a) and 25 (d)
Part XV, Part 3(a)

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Schedule of Contributions, gifts, grants paid

Organization	Amount
International Rescue Committee	100.00
International Sonoran Desert	50.00
International Student House	50.00
Iona Senior Service	100.00
Ivy 1879 Foundation	10,000.00
John F. Kennedy Center for the Performing Arts	100.00
Junior League of Milwaukee	40,000.00
Kingsbury Center	25.00
L'Arche	1,000.00
Leukemia & Lymphoma Society	25.00
Lift Me Up	1,000.00
Lt. Joseph P. Kennedy Institute	50.00
Madeira School	500.00
Martha's Table	50.00
McGhee Foundation	5,000.00
McGill University	3,280.00
Memorial Sloan-Kettering Cancer Center	25.00
Meridian International Center	25.00
Metropolitan Police Boys and Girls Clubs	50.00
Milton Academy	100.00
Milwaukee Public Museum-Annual Gifting	7,500.00
Milwaukee Tennis & Education Foundation	2,500.00
Miriam's Kitchen	25.00
Muscular Dystrophy Association	25.00
N Street Village	50.00
Naral Pro-Choice America	25.00
National Asthma Center	25.00
National Cancer Coalition	25.00
National Cathedral Association	50.00
National Foundation for Cancer Research	150.00
National Multiple Sclerosis Society	50.00
National Sports Academy	1,000.00
National Symphony Orchestra	50.00
Nature Conservancy of Vermont	100.00
Northampton Community Music Center	100.00
Orbis International Inc	1,000.00
Ottawaquechee Health Center	100.00
Oxfam America	25.00
Parkinson Disease Foundation	50.00
Pathfinder International	50.00
Penfield Children's Center	7,500.00

CHAPMAN FOUNDATION
Supplementary Statements
For Year ended December 31, 2009
Part 1 Column 25(a) and 25 (d)
Part XV, Part 3(a)

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Schedule of Contributions, gifts, grants paid

Organization	Amount
Philips Exeter Academy-Annual Fund	1,000.00
Philomont Volunteer Fire Dept	500.00
Piedmont Environmental Council	1,000.00
Planned Parenthood of Metropolitan Washington DC	500.00
Potomac School-Annual Fund	2,500.00
Princeton University-Annual Giving	5,000.00
Princeton University-Sprint Football Association	1,000.00
Princeton University-Rodney Cole Scholarship Fund	1,000.00
Princeton University-Theatre In Time	500.00
Princeton University-Triangle Club	500.00
Prostrate Cancer Foundation	100.00
Ralph J. Bunche International Affairs Center	500.00
Refugees International	500.00
Salvation Army	100.00
Sarah's Circle	25.00
Second Genesis Inc	50.00
Second Harvest Food Bank of Wisconsin	5,000.00
Seeing Eye Inc	50.00
Sibley Memorial Hospital Foundation	25.00
Smith College	100.00
Smithsonian Institution	125.00
SOME (So Others Might Eat)	50.00
Special Olympics DC	100.00
St Vincents Catholic Church	5,000.00
Technoserve	25.00
Textile Museum	100.00
Tudor Place Foundation	50.00
US Department of State Dipomat Rooms	500.00
US Fund for UNICEF	50.00
USA for UNHCR	25.00
Union Arena Inc	2,500.00
United Performing Arts Fund	5,000.00
United Way of the Greater Milwaukee Area	15,000.00
United Way of the National Capital Area	250.00
USO	25.00
Vermont Institute of Natural Science	25.00
Virginia Outdoors Foundation	1,000.00
Washington Home	1,000.00
Washington Hospital Center Foundation	25.00
Washington Humane Society	50.00
Washington Performing Arts Society	25.00

CHAPMAN FOUNDATION
Supplementary Statements
For Year ended December 31, 2009
Part 1 Column 25(a) and 25 (d)
Part XV, Part 3(a)

39-6059569

Schedule of Contributions, gifts, grants paid

Organization	Amount
Washington Revels	100.00
Westmoreland Davis Memorial Foundation	100.00
WETA	250.00
Whitman Walker Clinic	50.00
Woodley House	25.00
Woodrow Wilson House	1,000.00
Woodstock Ski Runners	200.00
Worcester Foundation for Biomedical Research	50.00
World Learning Inc	1,500.00
World Releif	100.00
World Wildlife Fund	150.00
Yellowstone to Yukon Conservation Initiative	2,000.00
YMCA-Partnership with Youth	250.00
Zero Population Growth/Population Connection	25.00
Zoological Society of Milwaukee	500.00
TOTAL	\$ 240,965.00

Form 990-PF

Gain or (Loss) from Sale of Assets

Statement 1

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Manner Acquired Deprec.	(f) Date Acquired Gain or Loss	Date Sold
Milw Cnty WI War Mem Cntr Mtg Note 8%	1,050.00	1,050.00	0.00	Purchased	09/30/69	03/13/09

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Manner Acquired Deprec.	(f) Date Acquired Gain or Loss	Date Sold
Milw Cnty WI War Mem Cntr Mtg Note 8%	1,250.00	1,250.00	0.00	Purchased	09/30/69	10/22/09

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Manner Acquired Deprec.	(f) Date Acquired Gain or Loss	Date Sold
2852 sh US Bancorp	64,066.30	36,529.26	0.00	Donated	11/24/80	12/15/09

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
3148 sh US Bancorp	Donated	11/24/80	12/15/09
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.
70,715.54	89,213.39	0.00	0.00
(f) Gain or Loss			
-18,497.85			

Capital Gains Dividends from Part IV 0.00

Total to Form 990-PF, Part I, line 6a 9,039.19

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 2

Source	Amount
US Bank Checking	54.77
Total to Form 990-PF, Part I, line 3, Column A	54.77

Form 990-PF Dividends and Interest from Securities Statement 3

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Milw Cty War Mem Ctr Inc Mtg Note 8% 10-1-19	1,950.00	0.00	1,950.00
RW Baird & Co Incorporated	9,726.70	0.00	9,726.70
Wachovia Securities	45,573.30	0.00	45,573.30
Total to Fm 990-PF, Part I, ln 4	57,250.00	0.00	57,250.00

Form 990-PF	Other Expenses			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Safe Deposit Box	27.00	27.00		0.00	
To Form 990-PF, Pg 1, ln 23	27.00	27.00		0.00	

Form 990-PF	Other Funds		Statement	5
Description	(A) Beginning of Year	(B) End of Year		
Endowment Fund	1,466,803.98	1,295,435.94		
Total to Form 990-PF, Part II, line 29	1,466,803.98	1,295,435.94		

Form 990-PF	Corporate Stock		Statement	6
Description	Book Value	Fair Market Value		
US Bancorp	177,210.46	279,124.00		
General Electric Co	503,756.25	464,160.00		
Johnson Controls Inc	84,250.00	326,880.00		
Xcel Energy Inc.	135,375.00	127,320.00		
Sandusky Holding Voting Trust	7,000.13	100.00		
Venture Investors	1,414.91	1,779.00		
IBM Corp	323,370.00	392,700.00		
Total to Form 990-PF, Part II, line 10b	1,232,376.75	1,612,063.00		

Form 990-PF	Corporate Bonds	Statement	7
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Description	Book Value	Fair Market Value
United Performing Arts Center 8% 10/1/19	22,700.00	25,000.00
Total to Form 990-PF, Part II, line 10c	22,700.00	25,000.00

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement	8
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Name and Address	Title and Avrg Hrs/Wk	Compensation	Employee Ben Plan Contrib	Expense Account
Verne R Read 400 E Wisconsin Avenue, Suite 300 Milwaukee, WI 53202-4407	Secretary/Treasurer 0.00	0.00	0.00	0.00
Marion C Read 400 E Wisconsin Avenue, Suite 300 Milwaukee, WI 53202-4407	Director 0.00	0.00	0.00	0.00
John Chapman Chester 400 E Wisconsin Avenue, Suite 300 Milwaukee, WI 53202-4407	Director 0.00	0.00	0.00	0.00
J Thomas Collins 400 E Wisconsin Avenue, Suite 300 Milwaukee, WI 53202-4407	Asst Secretary/Asst Treas 0.00	0.00	0.00	0.00
William M Chester Jr 400 E Wisconsin Avenue, Suite 300 Milwaukee, WI 53202-4407	Director 0.00	0.00	0.00	0.00
Cynthia C McKoy 400 E Wisconsin Avenue, Suite 300 Milwaukee, WI 53202-4407	Director 0.00	0.00	0.00	0.00
V. Ross Read III 400 E Wisconsin Avenue, Suite 300 Milwaukee, WI 53202-4407	President 0.00	0.00	0.00	0.00
Gina M. Mittnacht 400 E Wisconsin Avenue, Suite 300 Milwaukee, WI 53202-4407	Asst Secretary/Asst Treas 0.00	0.00	0.00	0.00
Totals included on 990-PF, Page 6, Part VIII		0.00	0.00	0.00

Form 990-PF

Part XV - Line 1a
List of Foundation Managers

Statement 9

Name of Manager

Marion C Read
John Chapman Chester
William M Chester Jr