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Return of Private Foundation

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

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 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 H.A. AND MARY K. CHAPMAN CHARITABLE TRUST		A Employer identification number 73-6177739
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 6100 S. YALE AVE., SUITE 1816		B Telephone number 918-496-7882
	City or town, state, and ZIP code TULSA, OK 74136		C If exemption application is pending, check here ☐
			D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
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) \$ 78,686,911. (Part I, column (d) must be on cash basis.)		J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____	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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		1,966,661.	1,966,661.		
4 Dividends and interest from securities		526,397.	526,397.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		3,348,348.			
b Gross sales price for all assets on line 6a		5,771,030.			
7 Capital gain net income (from Part IV, line 2)			3,348,348.		
8 Net short-term capital gain					
9 Income modification					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		100,334.	0.		STATEMENT 2
12 Total. Add lines 1 through 11		5,941,740.	5,841,406.		
13 Compensation of officers, directors, trustees, etc.		331,145.	231,801.		99,344.
14 Other employee salaries and wages		89,983.	62,988.		26,995.
15 Pension plans, employee benefits					
16a Legal fees STMT 3		12,596.	6,298.		6,298.
b Accounting fees STMT 4		19,670.	17,703.		1,967.
c Other professional fees STMT 5		69,180.	34,590.		34,590.
17 Interest		70,000.	70,000.		0.
18 Taxes STMT 6		45,442.	4,012.		1,431.
19 Depreciation and depletion		4,825.	4,825.		
20 Occupancy		29,765.	20,836.		8,930.
21 Travel, conferences, and meetings		4,728.	946.		3,782.
22 Printing and publications					
23 Other expenses STMT 7		36,140.	25,148.		10,992.
24 Total operating and administrative expenses. Add lines 13 through 23		713,474.	479,147.		194,329.
25 Contributions, gifts, grants paid		4,303,021.			4,303,021.
26 Total expenses and disbursements. Add lines 24 and 25		5,016,495.	479,147.		4,497,350.
27 Subtract line 26 from line 12		925,245.			
a Excess of revenue over expenses and disbursements			5,362,259.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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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	8,081.	4,226.	4,226.
	2 Savings and temporary cash investments	419,764.	741,282.	741,282.
	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 STMT 8	993,701.	3,532.	3,795.
	b Investments - corporate stock STMT 9	7,871,415.	7,646,592.	57,057,211.
	c Investments - corporate bonds STMT 10	7,530,756.	7,948,167.	7,938,139.
	11 Investments - land, buildings and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	12,597,855.	12,313,980.	12,942,114.
14 Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶	13,225. 13,225.			
15 Other assets (describe ▶ <u>ACCRUED INTEREST</u>)	144.	144.	144.	
16 Total assets (to be completed by all filers)	29,421,716.	28,657,923.	78,686,911.	
Liabilities	17 Accounts payable and accrued expenses	416,164.	227,126.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable	1,500,000.		
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	1,916,164.	227,126.		
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			
	25 Temporarily restricted			
	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	31,499,270.	31,499,270.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-3,993,718.	-3,068,473.	
30 Total net assets or fund balances	27,505,552.	28,430,797.		
31 Total liabilities and net assets/fund balances	29,421,716.	28,657,923.		

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	27,505,552.
2 Enter amount from Part I, line 27a	2	925,245.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	28,430,797.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	28,430,797.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE STATEMENT A	P	VARIOUS	VARIOUS
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,771,030.		2,422,682.	3,348,348.
b			
c			
d			
e			

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			3,348,348.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 2 3,348,348.
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	If gain, also enter in Part I, line 8 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	4,529,493.	90,502,180.	.050048
2007	4,067,440.	94,855,407.	.042880
2006	3,817,574.	83,075,515.	.045953
2005	3,478,602.	76,738,399.	.045331
2004	3,553,971.	70,457,997.	.050441

2 Total of line 1, column (d)	2	.234653
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	.046931
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	76,537,515.
5 Multiply line 4 by line 3	5	3,591,982.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	53,623.
7 Add lines 5 and 6	7	3,645,605.
8 Enter qualifying distributions from Part XII, line 4 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	8	4,497,350.

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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	53,623.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
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	53,623.
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	53,623.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 40,000.		
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	40,000.	
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	13,623.	
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 ☒ Refunded ☐	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 ☒ \$ 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.		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) ☒ OK		
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

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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)		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ HTTP://WWW.CHAPMANTRUSTS.ORG/	X	
14	The books are in care of ▶ DONNE PITMAN Telephone no ▶ 918-496-7882 Located at ▶ 6100 SOUTH YALE, SUITE 1816, TULSA, OK ZIP+4 ▶ 74136		
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?	☐ 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)? 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 X
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?	☐ Yes ☒ 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?	☐ Yes ☒ 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 X
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 X

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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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

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

N/A

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
J. JERRY DICKMAN 6100 S. YALE, STE 1816 TULSA, OK 74136	MANAGER & CO- Attorney 15.00	TRUSTEE 165,755.	0.	0.
DONNE W. PITMAN 6100 S. YALE, STE 1816 TULSA, OK 74136	MANAGER & CO- 15.00	TRUSTEE 165,390.	0.	0.

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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 N/A - THE H.A. & MARY K. CHAPMAN CHARITABLE TRUST FOUNDATION IS A NON-OPERATING PRIVATE FOUNDATION WHICH MAKES GIFTS TO CHARITABLE ORGANIZATIONS. THE FOUNDATION DOES NOT OPERATE	0.
2 ANY FACILITY OR INSTITUTION UNDERTAKING A CHARITABLE, EDUCATIONAL, OR RELIGIOUS ENDEAVOR.	0.
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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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	77,161,096.
b	Average of monthly cash balances	1b	541,965.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	77,703,061.
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	77,703,061.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,165,546.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	76,537,515.
6	Minimum investment return. Enter 5% of line 5	6	3,826,876.

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	3,826,876.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	53,623.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	53,623.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,773,253.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,773,253.
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	3,773,253.

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	4,497,350.
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	4,497,350.
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	53,623.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,443,727.

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				3,773,253.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			4,469,901.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 4,497,350.				
a Applied to 2008, but not more than line 2a			4,469,901.	
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 2009 distributable amount				27,449.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				3,745,804.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a 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 foundation had \$5,000 or more in assets at any time during the year-see the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

SEE STATEMENT 12

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

c Any submission deadlines

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

H.A. AND MARY K. CHAPMAN
CHARITABLE TRUST**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 <i>Paid during the year</i> SEE STATEMENT B				4,303,021.
Total			▶ 3a	4,303,021.
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,966,661.	
4 Dividends and interest from securities			14	526,397.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900000	100,334.			
8 Gain or (loss) from sales of assets other than inventory			18	3,348,348.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a MISCELLANEOUS INCOME					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		100,334.		5,841,406.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	5,941,740.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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		X
	(2) Other assets		X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
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.		

[illegible]

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
N/A		

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.

Sign Here

Signature of officer or trustee

Date _____

→ Title

Preparer's
signature

Date _____

Check if self- employed	
-------------------------------	--

Preparer's identifying number

Firm's name (or yours
if self-employed),
address, and ZIP code

HOGANTAYLOR LLP
2200 S. UTICA PL., SUITE 400
TULSA, OK 74114-7000

FIN ▶

Phone no (918) 745-2333

Form **990-PF** (2009)

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	503,379.	0.	503,379.
DIVIDEND/INTEREST INCOME	23,018.	0.	23,018.
TOTAL TO FM 990-PF, PART I, LN 4	526,397.	0.	526,397.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FLOW THROUGH FROM PRESCOTT AGGRESSIVE SMALL CAP II, LP	-1,361.	0.	
2008 FEDERAL TAX REFUND	101,695.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	100,334.	0.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	12,596.	6,298.		6,298.
TO FM 990-PF, PG 1, LN 16A	12,596.	6,298.		6,298.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	19,670.	17,703.		1,967.
TO FORM 990-PF, PG 1, LN 16B	19,670.	17,703.		1,967.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROFESSIONAL FEES	6,572.	3,286.		3,286.	
ADVISORY FEES	62,608.	31,304.		31,304.	
TO FORM 990-PF, PG 1, LN 16C	69,180.	34,590.		34,590.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ESTIMATED TAX PAYMENTS & WITHHOLDINGS	40,000.	0.		0.	
REAL ESTATE TAXES	3,576.	2,146.		1,431.	
FOREIGN TAXES PAID	1,866.	1,866.		0.	
TO FORM 990-PF, PG 1, LN 18	45,442.	4,012.		1,431.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DUES, MEMBERSHIPS, SUBSCRIPTIONS	3,270.	2,289.		981.	
INSURANCE AND BONDS	7,143.	5,000.		2,143.	
OFFICE SUPPLIES	4,273.	2,991.		1,282.	
POSTAGE & COURIER SERVICE	691.	484.		207.	
OFFICE EQUIPMENT RENTAL	765.	536.		229.	
PLANT RENTAL	1,191.	833.		358.	
COMPUTER EXPENSES	9,267.	6,487.		2,780.	
EDUCATION AND TRAINING	866.	606.		260.	
REPAIRS & MAINTENANCE	3,677.	2,574.		1,103.	
TELEPHONE EXPENSE	2,059.	1,441.		618.	
FOOD & ENTERTAINMENT	1,504.	903.		601.	
MISCELLANEOUS EXPENSES	1,434.	1,004.		430.	
TO FORM 990-PF, PG 1, LN 23	36,140.	25,148.		10,992.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
	X		3,532.	3,795.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,532.	3,795.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,532.	3,795.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	7,646,592.	57,057,211.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,646,592.	57,057,211.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	7,948,167.	7,938,139.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,948,167.	7,938,139.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
	COST	12,313,980.	12,942,114.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,313,980.	12,942,114.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

J. JERRY DICKMAN OR DONNE PITMAN
ONE WARREN PLACE, 6100 SOUTH YALE AVE, SUITE 1816
TULSA, OK 74136

TELEPHONE NUMBER

918-496-7882

FORM AND CONTENT OF APPLICATIONS

THE ORGANIZATION MAKES GRANTS ONLY TO CHARITABLE ORGANIZATIONS QUALIFIED AS TAX-EXEMPT UNDER I.R.C. SECTION 501(C)(3). A TWO-STEP GRANT PROCESS IS FOLLOWED. FIRST, A LETTER OF INQUIRY IS SUBMITTED BY THE APPLICANT. IF APPROVED, THE APPLICANT WILL BE INVITED TO SUBMIT A WRITTEN GRANT PROPOSAL. THE COMPLETE APPLICATION PROCESS IS PROVIDED ON THE ORGANIZATION'S WEBSITE AT: [HTTP://WWW.CHAPMANTRUSTS.ORG](http://www.chapmantrusts.org).

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

H.A. and MARY K. CHAPMAN FOUNDATION
12/31/2009
73-6177739

	<u>Sold</u>	<u>Purch.</u>	<u>Proceeds</u>	<u>Basis</u>	<u>Capital Gain/(Loss)</u>
FEDERAL HOME LOAN BANK CONS	2/13/2009	Various	1,000,000	989,409	10,591
GNMA PL	1/15/2009	Various	60	60	-
GNMA PL	2/17/2009	Various	61	61	-
GNMA PL	3/16/2009	Various	61	61	-
GNMA PL	4/15/2009	Various	62	62	-
GNMA PL	5/15/2009	Various	62	62	-
GNMA PL	6/15/2009	Various	63	63	-
GNMA PL	7/15/2009	Various	64	64	-
GNMA PL	8/17/2009	Various	68	68	-
EXXON MOBIL CORPORATION	9/14/2009	Various	704,576	46,741	657,835
GNMA PL	9/15/2009	Various	64	64	-
GNMA PL	10/15/2009	Various	64	64	-
EXXON MOBIL CORPORATION	10/29/2009	Various	745,922	46,741	699,181
GNMA PL	11/16/2009	Various	66	66	-
EXXON MOBIL CORPORATION	11/23/2009	Various	751,494	46,741	704,753
EXXON MOBIL CORPORATION	12/11/2009	Various	1,094,513	70,111	1,024,402
GNMA PL	12/15/2009	Various	66	66	-
EXXON MOBIL CORPORATION	12/29/2009	Various	211,716	14,490	197,226
Prescott Group Mid Cap, LP	Various	Various	158	2,312	(2,312)
Prescott Group Aggressive Small Cap II, LP	Various	Various		24,908	(24,750)
Fidelity Adv High Inc Advantage ST Capital Gain Distribution	12/7/2009	Various	2,634		2,634
Qualcomm Jan 2009 40 Call	1/17/2009	12/14/2007	23,910	-	23,910
Analog Devices Jan 2009 35 Call	1/17/2009	11/19/2007	17,068	-	17,068
Anadarko Pete Jan 09 55 Call	1/17/2009	11/19/2007	25,970	-	25,970
Capital One Jan 09 55 Call	1/17/2009	12/6/2007	26,412	-	26,412
Dell Jan 2009 25 Call	1/17/2009	12/17/2007	20,746	-	20,746
Intel Jan 2009 25 Call	1/17/2009	11/19/2007	23,449	-	23,449
Pfizer Jan 2009 25 Call	1/17/2009	11/19/2007	9,256	-	9,256
Texas Instruments Jan 2009 30 Call	1/17/2009	1/22/2007	16,769	-	16,769
Walmart Jan 2009 45 Call	1/17/2009	11/20/2007	21,420	-	21,420
Amgen Jan 2009 55 Call	1/17/2009	11/19/2007	23,660	-	23,660
Yahoo Jan 2009 25 Call	1/17/2009	11/20/2007	35,711	-	35,711
Amgen Inc	1/22/2009	10/12/2005	49,497	68,752	(19,255)
Amgen Inc	1/22/2009	11/23/2007	98,993	99,905	(911)
Walmart Stores	1/22/2009	12/8/2003	35,998	42,614	(6,616)
Walmart Stores	1/22/2009	11/26/2007	112,493	114,705	(2,213)

STATEMENT A

H.A. and MARY K. CHAPMAN FOUNDATION
12/31/2009
73-6177739

Bank of America Jan 2010 40 Call	1/26/2009	5/20/2008	12,051	166	11,885
American Express Jan 2010 50 Call	1/26/2009	1/29/2008	27,208	350	26,858
American Express Jan 2010 60 Call	1/26/2009	3/10/2008	4,390	160	4,230
General Electric Jan 2010 30 Call	1/27/2009	7/17/2008	6,180	381	5,799
Dell	1/28/2009	11/14/2005	24,486	70,498	(46,012)
Dell	1/28/2009	12/20/2007	39,789	92,608	(52,818)
Yahoo Inc	1/28/2009	11/26/2007	34,622	84,028	(49,407)
Yahoo Inc	1/28/2009	7/27/2005	23,453	70,108	(46,654)
Yahoo Inc	1/28/2009	11/26/2007	3,350	8,132	(4,781)
3M Company Jan 2010 80 Call	1/29/2009	7/17/2008	6,410	940	5,470
Cisco Jan 2010 35 Call	1/29/2009	1/30/2008	7,138	252	6,886
American Intl Jan 2010 30 Call	6/23/2009	7/17/2008	4,780	56	4,724
American Intl Jan 2010 60 Call	6/23/2009	1/29/2008	24,270	57	24,213
US Bancorp Jan 2010 30 Call	6/23/2009	7/17/2008	16,710	1,350	15,360
Capital One Jan 2010 60 Call	6/23/2009	3/10/2008	7,380	95	7,285
American Intl Group Com	6/25/2009	1/31/2008	3,801	147,737	(143,936)
American Intl Group Com	6/25/2009	3/12/2008	1,830	55,817	(53,987)
3M Company Jan 2010 60 Call	11/17/2009	1/28/2009	6,270	-	6,270
3M Company	11/20/2009	7/12/2006	59,992	74,760	(14,768)
3M Company	11/20/2009	3/7/2007	23,997	29,265	(5,268)
Analog Devices Jan 2010 22 50 Call	12/1/2009	1/26/2009	10,768	-	10,768
ANALOG DEVICES INC	12/4/2009	6/29/2004	17,998	36,786	(18,788)
ANALOG DEVICES INC	12/4/2009	11/23/2007	83,241	120,582	(37,341)
CALL JPMORGAN CHASE & CO \$45 ADJ EXP 01/16	12/18/2009	7/16/2008	15,706	1,619	14,087
CALL GENERAL ELECTRIC CO \$17 50 ADJ EXP 01	12/21/2009	1/26/2009	3,102	219	2,883
Bok Bond Fund	1/31/2009	Various	-	7	(7)
Bok Bond Fund	2/28/2009	Various	-	237	(237)
Bok Bond Fund	3/31/2009	Various	3,099	1,550	1,550
Bok Bond Fund	4/30/2009	Various	198	99	99
Bok Bond Fund	5/31/2009	Various	22,885	11,443	11,443
Bok Bond Fund	6/30/2009	Various	5,258	2,629	2,629
Bok Bond Fund	7/31/2009	Various	20,891	10,446	10,446
Bok Bond Fund	8/31/2009	Various	419	210	210
Bok Bond Fund	9/30/2009	Various	94	47	47
Bok Bond Fund	10/31/2009	Various	-	204	(204)
Bok Bond Fund	11/30/2009	Various	10,700	21,400	(10,700)
Bok Bond Fund	12/31/2009	Various	-	10,260	(10,260)
CBT 5 YR TNote	2/18/2009	Various	3,225	-	3,225

STATEMENT A

H.A. and MARY K. CHAPMAN FOUNDATION

12/31/2009

73-6177739

CBT US Tbond	2/23/2009	Various	(17,735)	-	(17,735)
CBT 10 YR TNote	2/23/2009	Various	30,621	-	30,621
CBT 5 YR TNote	2/23/2009	Various	18,981	-	18,981
CBT 2 YR TNote	2/23/2009	Various	17,856	-	17,856
CBT 2 YR TNote	2/27/2009	Various	(480)	-	(480)
CBT 5 YR TNote	3/31/2009	Various	6,455		6,455
CBT US Tbond	5/22/2009	Various	(36,525)		(36,525)
CBT 10 YR TNote	5/22/2009	Various	(8,295)		(8,295)
CBT 5 YR TNote	5/22/2009	Various	1,427		1,427
CBT 2 YR TNote	5/22/2009	Various	14,943		14,943
CBT 2 YR TNote	5/29/2009	Various	(20)		(20)
CBT US Tbond	8/26/2009	Various	12,721		12,721
CBT 10 YR TNote	8/26/2009	Various	1,906		1,906
CBT 5 YR TNote	8/26/2009	Various	876		876
CBT 2 YR TNote	8/26/2009	Various	6,937		6,937
CBT 5 YR TNote	8/31/2009	Various	545		545
CBT US Tbond	11/24/2009	Various	14,950		14,950
CBT 10 YR TNote	11/24/2009	Various	31,548		31,548
CBT 5 YR TNote	11/24/2009	Various	42,144		42,144
CBT 2 YR TNote	11/24/2009	Various	39,351		39,351
CBT US Tbond	11/30/2009	Various	2,061		2,061
CBT 10 YR TNote	11/30/2009	Various	1,342		1,342
CBT 5 YR TNote	11/30/2009	Various	1,786		1,786
CBT 2 YR TNote	12/31/2009	Various	(1,181)		(1,181)
TOTAL GAIN/(LOSS)			5,771,030	2,422,682	3,348,348

H.A. & Mary K. Chapman Charitable Trust

Contributions Statement B, Form 990PF, Part I, Line 25

Payee Organization	Request Project Title	Amount
Arts and Culture		
OK MOZART, Inc. P.O. Box 2344 Bartlesville, OK 74005	2009-11 Festival Season	\$15,000
Oklahoma Arts Institute 2600 Van Buren, Suite 2606 Norman, OK 73072	2008-2010 Oklahoma Summer Arts Institute	\$20,000
Oklahoma Arts Institute 2600 Van Buren, Suite 2606 Norman, OK 73072	2008-2010 Oklahoma Summer Arts Institute	\$20,000
The Philbrook Museum of Art, Inc. P.O. Box 52510 Tulsa, OK 74152-0510	2009 Garden Party	\$5,000
The Philbrook Museum of Art, Inc. P.O. Box 52510 Tulsa, OK 74152-0510	2009-2011 Exhibition Series	\$100,000
The Philbrook Museum of Art, Inc. P.O. Box 52510 Tulsa, OK 74152-0510	2009 Operating Support	\$1,000
Tulsa Ballet Theatre, Inc. 4512 South Peoria Tulsa, OK 74105-4563	2009-2011 Education Outreach Programming	\$15,000
Tulsa Ballet Theatre, Inc. 4512 South Peoria Tulsa, OK 74105-4563	2009-2011 Education Outreach Programming	\$15,000

H.A. & Mary K. Chapman Charitable Trust

Contributions Statement B, Form 990PF, Part I, Line 25

Payee Organization	Request Project Title	Amount
Tulsa Boy Singers PO Box 52692 Tulsa, OK 74152	2009 Summer Residential Camp Program at Camp Loughridge	\$1,000
Tulsa Children's Museum P.O. Box 701620 Tulsa, OK 74170-1620	2009 Traveling Exhibits and Family Concert Series	\$10,000
Tulsa Foundation for Architecture 2210 South Main Tulsa, Oklahoma 74114-1132	Sponsorship of the book "The Architecture of John Brooks Walton"	\$10,000
Tulsa Foundation for Architecture 2210 South Main Tulsa, Oklahoma 74114-1132	Sponsorship of the book "Tomorrow's Historic Tulsa Homes"	\$13,500
Tulsa Opera, Inc. 1610 South Boulder Avenue Tulsa, OK 74119-4479	Education and Outreach Programs for 2008/2009-2010/2011	\$10,000
Tulsa Opera, Inc. 1610 South Boulder Avenue Tulsa, OK 74119-4479	Education and Outreach Programs for 2008/2009-2010/2011	\$10,000
Tulsa Symphony Orchestra, Inc. 111 East 1st St., Ste. 1 Tulsa, OK 74103-2801	Operating Funds for Fiscal Year 2009-2010	\$10,000

H.A. & Mary K. Chapman Charitable Trust

Contributions Statement B, Form 990PF, Part I, Line 25

Payee Organization	Request Project Title	Amount
<u>Civic and Community</u>		
ALLERO Inc. 8109 S 70th E. Pl. Suite 100 Tulsa, OK 74133	General Operating Funds	\$50,000
Crime Commission, Inc. 2121 S. Columbia, Suite LL8 Tulsa, OK 74114	2009-2011 Crime Stopper Program	\$15,000
Crime Commission, Inc. 2121 S. Columbia, Suite LL8 Tulsa, OK 74114	2009 Unsolicited Grant	\$15,000
First Tee of Tulsa, Inc. 5223 E. 41st. St. North Tulsa, OK 74115	Operating Funds for 2008, 2009 and 2010	\$15,000
Friends of the Fairgrounds Foundation P.O. Box 4735 Tulsa, OK 74159-0735	2009 Fair Kickoff Party	\$1,000
Tulsa Community Foundation 7030 South Yale Ave. Suite 600 Tulsa, OK 74136	Downtown Tulsa Ballpark	\$585,000
Tulsa Community Foundation 7030 South Yale Ave. Suite 600 Tulsa, OK 74136	Downtown Tulsa Ballpark	\$585,000

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Payee Organization	Request Project Title	Amount
Tulsa Community Foundation 7030 South Yale Ave. Suite 600 Tulsa, OK 74136	2009 Funders Roundtable Dues	\$400
Tulsa Rotary Community Fund, Inc. 616 S. Boston #410 Tulsa, OK 74119	2009 Henry P. Iba Citizen Athlete Awards	\$3,000
Tulsa Stadium Trust P.O. Box 2300 Tulsa, OK 74192	Downtown Tulsa Ballpark	\$585,000
Education		
Cascia Hall Preparatory School 2520 South Yorktown Tulsa, OK 74114-2803	Fr. Bernie Scianna Leadership Award Financial Aid Program	\$50,000
Cascia Hall Preparatory School 2520 South Yorktown Tulsa, OK 74114-2803	Middle School Locker Rooms Renovation	\$5,000
Community Action Project of Tulsa County 4606 S. Garnett Road, Suite 100 Tulsa, OK 74146	2009-2011 Teach For America Program	\$15,000
Community Service Council of Greater Tulsa 16 E. 16th St. Suite 202 Tulsa, OK 74119	2010 Tulsa Area Community Schools Initiative - Briarglen Elementary School Community School Coordinator	\$65,000

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Payee Organization	Request Project Title	Amount
Folds of Honor Foundation 7030 S. Yale Suite 600 Tulsa, OK 74136	Furniture, Fixtures & Equipment for Folds of Honor Headquarters	\$50,000
The Foundation for Tulsa Schools 3027 South New Haven, Suite 316 Tulsa, OK 74114-6131	HelmZar Challenge Course Element Addition	\$50,000
Happy Hands Education Center Inc. 5717 East 32nd Street Tulsa, OK 74135	Capital and Program Endowment Campaign	\$50,000
Holland Hall School 5666 East 81st Street Tulsa, OK 74137-2099	2009-2010 Financial Aid	\$75,000
John 3:16 Mission 205 E. Pine Street Suite 103 Tulsa, OK 74106	2009 Summer Literacy Program	\$15,000
Junior Achievement of Eastern Oklahoma, Inc. 3947 S. 103rd E. Ave. Tulsa, OK 74146	2009-2011 Expansion of JA Programs	\$25,000
Oklahoma Foundation for Excellence 120 North Robinson, Suite 1420-W Oklahoma City, OK 73102-7434	Sponsorship of 2008-2010 Academic Awards Program	\$5,000
Oklahoma Foundation for Excellence 120 North Robinson, Suite 1420-W Oklahoma City, OK 73102-7434	Sponsorship of 2008-2010 Academic Awards Program	\$5,000

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Payee Organization	Request Project Title	Amount
Oklahoma School of Science and Mathematics Foundation 1141 North Lincoln Boulevard Oklahoma City, OK 73104	2010 Operating Funds	\$30,000
Operation Aware of Oklahoma, Inc. 7226 East 41st Street Tulsa, OK 74145	2009/2010 Operating Funds	\$15,000
ORU Golden Eagle Club, Inc. 7777 S. Lewis Tulsa, OK 74171	2009-2011 Golden Eagle Scholarship Fund	\$50,000
Preserving Oklahoma's Legacy Institute 4310 E. 79th St. Tulsa, OK 74136	Construction and Implementation of Voices of Oklahoma Web Site	\$10,000
Riverfield Country Day School 2433 West 61st Street Tulsa, OK 74132	Multi-Purpose Room Expansion Planning	\$50,000
Street School, Inc. 1135 S. Yale Ave. Tulsa, OK 74112	2009 Outsiders Event	\$5,000
Street School, Inc. 1135 S. Yale Ave. Tulsa, OK 74112	Mini Bus Purchase	\$22,680
Town & Country School, Inc. 5150 East 101st Street Tulsa, OK 74137	Operating Funds for 2008/2009 School Year	\$20,000

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Payee Organization	Request Project Title	Amount
Town Hall of Tulsa Corp. P.O. Box 52266 Tulsa, OK 74152	Sponsorship of 2008/2009 - 2010/2011 Lecture Series	\$15,000
Tulsa Bulldogs AAU Basketball 5919 East 104 Street Tulsa, OK 74137	2009 Operating Funds	\$5,000
Tulsa Community College Foundation 6111 East Skelly Drive, Suite 608 Tulsa, OK 74135-6198	Center for Creativity Campaign	\$150,000
Tulsa Technology Center Education Foundation 1216 E. Kenosha #334 Broken Arrow, OK 74012	2010 Scholarship Program	\$5,000
University of Oklahoma 660 Parrington Oval Norman, OK 73109	College of Law Scholarship Program	\$50,000
Healthcare		
Alzheimer's Disease and Related Disorders, Oklahoma & Arkansas Chapter, Inc. 6465 South Yale, Suite 312 Tulsa, OK 74136	2009 Memory Gala	\$10,000
American Diabetes Association 6600 S. Yale Ave. Ste. 1310 Tulsa, OK 74136	2009 Concours for the Cure	\$3,000

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Payee Organization	Request Project Title	Amount
Hospice of Green Country, Inc. 2121 South Columbia, Suite 200 Tulsa, OK 74114	2007-2009 Operating Support for Courtesy Care, Live Alone and Pet Peace of Mind Programs	\$15,000
Hospice of Green Country, Inc. 2121 South Columbia, Suite 200 Tulsa, OK 74114	2007-2009 Operating Support for Courtesy Care, Live Alone and Pet Peace of Mind Programs	\$10,000
Oklahoma Caring Foundation, Inc. 1215 S. Boulder Tulsa, OK 74102-3283	2007-2009 Caring Van Program	\$10,000
Saint John Medical Center, Inc. 1923 S. Utica Avenue Tulsa, OK 74104	2009 Street Party	\$6,000
Tulsa Project Woman, Inc. P.O. Box 470764 Tulsa, OK 74147	2009 Pink Ribbon Fundraiser	\$10,000
Visiting Nurse Association of Tulsa 7875 East 51st Street Tulsa, OK 74145	Visiting Nurse Program for FY 2007/2008-2009/2010	\$10,000
Medical Research		
Children's Medical Research Institute 800 Research Parkway Suite 150 Oklahoma City, OK 73104-3614	Sponsorship of 2009 Genetic Consequences of Cancer Treatment Symposium	\$7,500

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Payee Organization	Request Project Title	Amount
National Jewish Medical and Research Center 1400 Jackson Street Denver, CO 80206	Post-Doctoral Chapman Fellow in the Center for Genetics and Therapeutics	\$60,000
National Jewish Medical and Research Center 1400 Jackson Street Denver, CO 80206	Post-Doctoral Chapman Fellow in the Center for Genetics and Therapeutics	\$60,000
Salk Institute for Biological Studies Post Office Box 85800 San Diego, CA 92186-5800	2008/2009 Chapman Scholars Graduate Student Program	\$125,000
<u>Nature & Wildlife</u>		
George Miksch Sutton Avian Research Center P.O. Box 2007 Bartlesville, OK 74005-2007	2009 Wild Brew	\$12,000
Park Friends, Inc. Tulsa City Hall 175 E. 2nd. Street Tulsa, Oklahoma 74103 Tulsa, OK 74127-9008	2009 River Rush	\$10,000
<u>Other</u>		
The Philanthropy Roundtable 1150 17th Street N.W., Suite 503 Washington, D.C. 20036	2007/2008-2009/2010 Annual Associate Renewal	\$1,000

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Payee Organization	Request Project Title	Amount
<u>Religious</u>		
New Life Ranch, Inc. 160 New Life Ranch Drive Colcord, OK 74338	Conference Center Capital Campaign	\$30,000
<u>Social Services</u>		
A New Leaf, Inc. 2306 South First Place Broken Arrow, OK 74012	2009 Before & After Care/Vocational Services	\$10,000
Ability Resources 823 South Detroit, Suite 110 Tulsa, OK 74120-4223	2008/2009 Independent Living Services	\$5,000
American Red Cross, Tulsa Area Chapter 10151 East 11th Street Tulsa, OK 74128	2009-2011 Fiscal Years Direct Disaster Relief	\$25,000
Dayspring Villa Women and Children's Shelter, Inc. P.O. Box 1588 Sand Springs, OK 74063-1588	Exterior Painting Project	\$20,000
Camp Fire USA Green Country Council, Inc. 706 South Boston Avenue Tulsa, OK 74119-1610	2010-2011 Community Building Clubs - Middle School Program	\$20,000
Center for Nonprofits, Inc. 923 N. Robinson Avenue, Suite 400 Oklahoma City, OK 73102	Sponsorship of 2010 Oklahoma Nonprofit Excellence Awards	\$50,000
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Payee Organization	Request Project Title	Amount
Child Abuse Network, Inc. 2829 South Sheridan Avenue Tulsa, OK 74129	2010-2011 Communication System Support	\$30,100
Crisis Pregnancy Outreach, Inc. PO Box 1113 Jenks, OK 74037	2009-11 Operating Funds for Transitional Home	\$10,000
Crosstown Learning Center 2501 East Archer Tulsa, OK 74110	Capital Campaign	\$25,000
Crosstown Learning Center 2501 East Archer Tulsa, OK 74110	Capital Campaign	\$75,000
Crosstown Learning Center 2501 East Archer Tulsa, OK 74110	2009 Old Bags Luncheon	\$2,500
Dillon International Inc. 3227 East 31st Street, Suite 200 Tulsa, OK 74105	Printer Purchase	\$6,411
Domestic Violence Intervention Services, Inc. 4300 South Harvard, Suite 100 Tulsa, OK 74135-2608	2009-2011 Emergency Shelter Operating Funds and Equipment Needs	\$15,000
Eastern Oklahoma Donated Dental Services, Inc. 3741 S. Peoria Ave. Tulsa, OK 74105-3264	2008-2010 Operating Funds	\$10,000

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Payee Organization	Request Project Title	Amount
Emergency Infant Services, Inc. 222 S. Houston Ave. Tulsa, OK 74127	Formula Fund for Fiscal Year 2008/2009-2010/2011	\$10,000
Girl Scouts of Eastern Oklahoma 2432 East 51st Street Tulsa, OK 74105-6002	2009 Juliette Low Leadership Society Luncheon	\$3,000
Helping Hands Inc. 709 South Boston Avenue Tulsa, OK 74119-1629	Operating Funds for 2007-2009	\$5,000
Kendall-Whitner, Inc. P.O. Box 4165 Tulsa, OK 74159	2009/2010 Youth Mentoring Program	\$15,000
Little Light House, Inc. 5120 East 36th Street Tulsa, OK 74135	2009/2010-2011/2012 Operating Funds	\$50,000
Neighbor For Neighbor, Inc. 505 East 36st Street North Tulsa, OK 74106-1812	2010 General Operating Funds	\$25,000
The Parent Child Center of Tulsa 1421 South Boston Tulsa, OK 74119	2009 Technology Enhancement	\$88,230
Retired Senior Volunteer Program of Tulsa, Inc. 5756 East 31st Street Tulsa, OK 74135	2008-2010 Operating Funds for RSVP Service Centers	\$3,500

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Payee Organization	Request Project Title	Amount
The Salvation Army-Oklahoma Division P.O. Box 521127 Tulsa, OK 74152-1127	2010 Center of Hope Feeding Program	\$50,000
Stand In The Gap 624 S. Boston, Suite 340 Tulsa, OK 74119-1225	DaySpring Villa Women and Childrens Shelter Pilot	\$10,000
Stillwater Domestic Violence Services 115 East 4th Avenue Stillwater, OK 74074	Shelter and Program Expansion Campaign	\$50,000
Therapeutics Inc. 9433 E. 51st Street Suite J Tulsa, OK 74145	Operating Funds For 2-Year Training and Placement of One Service Dog	\$7,000
Total Source for Hearing-loss and Access 8740 East 11th Street, Suite A Tulsa, OK 74112	2009 Operating Funds	\$10,000
Tulsa Area United Way P.O. Box 1859 Tulsa, OK 74101-1859	2009 Annual Campaign	\$180,000
Tulsa Boys' Home, Inc. P.O. Box 1101 Tulsa, OK 74101-1101	2009 After Care Program	\$35,000
Tulsa CASA, Inc. 700 South Boston, Suite 230 Tulsa, OK 74119	2009-2010 Operating Funds	\$15,000

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Payee Organization	Request Project Title	Amount
Tulsa Community Foundation 7030 South Yale Ave. Suite 600 Tulsa, OK 74136	2009 PASS Program	\$1,000
Tulsa Day Center for the Homeless, Inc. 415 West Archer Tulsa, OK 74103	2009/2010 Operating Funds for Children's Medical Needs	\$10,000
Tulsa Lawyers for Children, Inc. P.O. Box 2254 Tulsa, OK 74101-2254	2009 Volunteer Lawyer Training and Mentoring Program	\$10,000
Life Senior Services, Inc. 5950 East 31st Street Tulsa, OK 74135	2010 Puttin' on the Dog	\$4,000
Life Senior Services, Inc. 5950 East 31st Street Tulsa, OK 74135	2010-2012 Adult Day Services	\$17,500
Washington County Elder Care, Inc. 1223 Swan Drive Bartlesville, OK 74006-5037	2010-2012 Adult Day Break Program	\$20,000
World Won for Christ Outreach Ministries Inc. 1333 N. Utica Ave. Tulsa, 74110	2009 Fitting Back In Program	\$2,000
Young Women's Christian Association of Tulsa 1910 S. Lewis Ave., Suite 200 Tulsa, OK 74104-5708	Technology Upgrades	\$30,700

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Payee Organization	Request Project Title	Amount
Youth Services of Tulsa, Inc. 311 South Madison Tulsa, OK 74120	2007/2008-2009/2010 Tulsa Youth Court Program	\$15,000
Youth Services of Tulsa, Inc. 311 South Madison Tulsa, OK 74120	2009 Blank Canvas Event	\$5,000
Grand Totals (106 items)		<u>\$4,303,021</u>