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**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

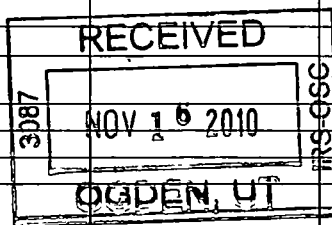
For calendar year 2009, or tax year beginning 4/01, 2009, and ending 3/31, 2010

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.	WILLIAM H. CHAPMAN FOUNDATION P. O. BOX 1321 NEW LONDON, CT 06320		A Employer identification number 06-6034290
			B Telephone number (see the instructions)
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		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"/>	
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 2,650,496.	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	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"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc., received (att sch)	25,650.			
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	35,477.	35,477.	35,477.	
	4 Dividends and interest from securities	64,461.	64,461.	64,461.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	177,300.			
	b Gross sales price for all assets on line 6a 234,841.				
	7 Capital gain net income (from Part IV, line 2)		177,300.		
	8 Net short-term capital gain			177,300.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	302,888.	277,238.	277,238.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages	16,899.			16,899.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 1	4,500.			4,500.
	c Other prof fees (attach sch) SEE ST 2	15,333.	15,333.		
	17 Interest				
	18 Taxes (attach schedule) (see instr) SEE STM 3	6,528.			1,293.
	19 Depreciation (attach sch) and depletion	289.			
	20 Occupancy				
	21 Travel, conferences, and meetings	695.			695.
	22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 4	759.			759.	
24 Total operating and administrative expenses. Add lines 13 through 23	45,003.	15,333.		24,146.	
25 Contributions, gifts, grants paid PART XV	86,650.			86,650.	
26 Total expenses and disbursements. Add lines 24 and 25	131,653.	15,333.	0.	110,796.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	171,235.				
b Net investment income (if negative, enter -0-)		261,905.			
c Adjusted net income (if negative, enter -0-)			277,238.		

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Part II Balance Sheets

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

Beginning of year

End of year

		(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash — non-interest-bearing	2,559.	-1,944.	-1,944.
	2 Savings and temporary cash investments	36,070.	42,351.	42,351.
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	2,095.		2,095.
	10a Investments — U.S. and state government obligations (attach schedule) STATEMENT 5	48,969.	48,969.	63,145.
	b Investments — corporate stock (attach schedule) STATEMENT 6	958,739.	1,133,721.	2,430,720.
	c Investments — corporate bonds (attach schedule) STATEMENT 7	120,000.	120,000.	113,986.
	11 Investments — land, buildings, and equipment basis			
L I A B I L I T I E S	Less accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment basis 4,409.			
	Less: accumulated depreciation (attach schedule) SEE STMT 8 4,266.	432.	143.	143.
	15 Other assets (describe)	1.		
	16 Total assets (to be completed by all filers — see instructions Also, see page 1, item I)	1,168,865.	1,343,240.	2,650,496.
	17 Accounts payable and accrued expenses		3,140.	
	18 Grants payable			
	19 Deferred revenue			
N E T A S S E T S O R F U N D B A L A N C E S	20 Loans from officers, directors, trustees, & other disqualified persons.			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	3,140.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	1,168,865.	1,340,100.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	1,168,865.	1,340,100.	
	31 Total liabilities and net assets/fund balances (see the instructions)	1,168,865.	1,343,240.	

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	1,168,865.
2 Enter amount from Part I, line 27a	2	171,235.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	1,340,100.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,340,100.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 9				
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
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	177,300.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 		3	177,300.

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) N/A

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 the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008			
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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 the instructions)

1 a 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 instr.)		
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 5,238.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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 5,238.
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 5,238.
6 Credits/Payments		
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 2,098.	
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 2,098.	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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 3,140.	
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
1 a 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 the instructions for definition)? <i>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</i>		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. (2) On foundation managers <input type="checkbox"/> \$ 0.		
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.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) N/A		
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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		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)	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>N/A</u>	13	X	
14	The books are in care of <u>DEBORAH WELLER</u> Telephone no <u></u> Located at <u>9 SPINAKER RD WATERFORD, CT</u> ZIP + 4 <u>06385</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
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? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 the instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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.)	3b	N/A
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)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

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?

7b 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 (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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 PROVIDED SCHOLARSHIPS TO STUDENTS FOR HIGHER EDUCATION. ALL STUDENTS ARE NEW LONDON COUNTY, CT RESIDENTS WITH A FINANCIAL NEED.	86,650.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 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	2,292,952.
b Average of monthly cash balances	1b	88,152.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	2,381,104.
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	2,381,104.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	35,717.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,345,387.
6 Minimum investment return. Enter 5% of line 5	6	117,269.

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	117,269.
2a Tax on investment income for 2009 from Part VI, line 5	2a	5,238.
b Income tax for 2009 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	5,238.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	112,031.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	112,031.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	112,031.

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	110,796.
b Program-related investments — total from Part IX-B	1b	
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	110,796.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	110,796.

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				112,031.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006	1,082.			
d From 2007	5,664.			
e From 2008	11,560.			
f Total of lines 3a through e	18,306.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 110,796.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2009 distributable amount				110,796.
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))	1,235.			1,235.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	17,071.			
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 instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	17,071.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007	5,511.			
d Excess from 2008	11,560.			
e Excess from 2009				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE SCHEDULE ATTACHED	NONE	ACTIVE	SCHOLARSHIPS TO NEEDY STUDENTS OF N.L. COUNTY CONNECTICUT	86,650.
Total				3a 86,650.
b Approved for future payment				
Total				3b

2009

FEDERAL STATEMENTS

PAGE 1

WILLIAM H. CHAPMAN FOUNDATION

06-6034290

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	\$ 4,500.			\$ 4,500.
TOTAL	<u>\$ 4,500.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 4,500.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	\$ 15,333.	\$ 15,333.		
TOTAL	<u>\$ 15,333.</u>	<u>\$ 15,333.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	\$ 5,235.			
PAYROLL TAXES	1,293.			\$ 1,293.
TOTAL	<u>\$ 6,528.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 1,293.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONTRACTED SERVICES	\$ 200.			\$ 200.
OFFICE EXPENSE	559.			559.
TOTAL	<u>\$ 759.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 759.</u>

WILLIAM H. CHAPMAN FOUNDATION

06-6034290

STATEMENT 5
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

U.S. GOVERNMENT OBLIGATIONS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
50000 US TREASURY BOND	COST	\$ 48,969.	\$ 63,145.
		\$ 48,969.	\$ 63,145.
	TOTAL	\$ 48,969.	\$ 63,145.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
1600 AETNA INC	COST	\$ 13,900.	\$ 56,176.
1600 WYETH	COST	0.	0.
3447 AT&T CORP	COST	35,997.	89,070.
1600 AUTOMATIC DATA PROCESSING INC	COST	11,831.	71,152.
2400 BRISTOL MYERS SQUIBB CO	COST	8,057.	64,080.
2000 COLGATE PALMOLIVE CO	COST	0.	0.
486 CL&P PFD	COST	21,045.	16,630.
300 DARDEN RESTAURANTS INC	COST	2,294.	13,362.
1800 EI DU PONT DE NEMOURS & CO	COST	23,192.	67,032.
400 GANNETT CO	COST	10,449.	6,608.
6000 GENERAL ELECTRIC CO	COST	7,118.	109,200.
400 GENERAL MILLS INC	COST	10,930.	28,316.
2000 HRPT PROPERTIES TR	COST	37,367.	15,560.
40 IMATION CORP	COST	712.	440.
4588 J P MORGAN & CO	COST	1,498.	205,313.
600 MERCK & CO	COST	11,970.	22,410.
1200 NORFOLK SOUTHERN CORP	COST	18,598.	67,068.
2000 PEPSICO INC	COST	4,384.	132,320.
2800 SARA LEE CORP	COST	17,207.	39,004.
800 YUM BRANDS	COST	360.	30,664.
5900 EXXON MOBIL	COST	15,486.	395,182.
1000 INTERNATIONAL PAPER	COST	23,590.	24,610.
200 SENIOR HOUSING PROPERTIES	COST	2,493.	4,430.
984 BP AMOCO PLC	COST	33,384.	56,157.
1830 VERIZON WIRELESS	COST	19,461.	56,766.
1000 BAC CAPITAL TRUST I	COST	25,000.	23,370.
1500 BAC CAPITAL TRUST II	COST	37,500.	34,860.
40 FIVE STAR QUALITY CARE	COST	290.	122.
1000 PHOENIX COS INC	COST	25,000.	18,420.
240 ZIMMER HOLDINGS	COST	408.	14,208.
1000 BANK OF AMERICA	COST	25,000.	24,550.
800 AMBAC FINANCIAL GROUP	COST	0.	0.
217 COMCAST CORP	COST	5,730.	4,086.
2000 GENERAL ELECTRIC CAPITAL CORP	COST	50,000.	50,640.
1000 SEARS ROEBUCK ACCEPTANCE CORP	COST	25,000.	15,594.
1,000 BNY CAPITAL TRUST PFD	COST	25,000.	25,090.
800 GENERAL MOTORS CORP	COST	20,000.	6,600.
144 MEDCO HEALTH SOLUTIONS	COST	465.	9,297.
1000 BAXTER INTERNATIONAL INC	COST	28,515.	58,200.
1900 CIGNA CORP	COST	35,195.	69,502.

WILLIAM H. CHAPMAN FOUNDATION

06-6034290

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
2076 PFIZER INC.	COST	\$ 43,024.	\$ 35,603.
1000 SLM CORPORATION	COST	25,000.	17,860.
1000 PARTNERRE LTD	COST	25,000.	23,960.
75 ALCATEL LUCENT	COST	3,409.	234.
350 HANESBRANDS	COST	3,002.	9,737.
91 IDEARC	COST	0.	0.
400 BROADRIDGE FINANCIAL SOLUTIONS	COST	1,266.	8,552.
150 COVIDIEN LTD	COST	3,968.	7,542.
21 LSI LOGIC	COST	762.	129.
2000 MERRILL LYNCH PFD	COST	50,000.	41,300.
500 MORGAN STANLEY CAP TR VIII	COST	12,500.	11,100.
36 TERADATA	COST	296.	1,040.
150 TYCO ELECTRONICS	COST	3,653.	4,122.
150 TYCO INTERNATIONAL	COST	4,877.	5,738.
1650 PROGRESS ENERGY CVO	COST	0.	248.
1000 BARCLAYS BANK PLC	COST	25,000.	25,740.
34 FAIRPOINT COMMUNICATIONS	COST	89.	1.
500 HSBC HOLDINGS PLC	COST	12,500.	13,375.
1000 ING GROUP NV	COST	25,000.	24,170.
1200 JP MORGAN CHASE & CO PFD	COST	30,000.	32,556.
1000 CORP BACKED TRUST	COST	25,000.	18,150.
36 NCR CORP	COST	271.	497.
1500 HOME DEPOT	COST	40,223.	48,525.
1000 MARATHON	COST	34,559.	31,640.
600 MCDONALDS	COST	37,581.	40,032.
1500 NYS EURONET	COST	41,695.	44,415.
1500 PLUM CREEK TIMBER	COST	50,620.	58,365.
	TOTAL	\$ 1,133,721.	\$ 2,430,720.

STATEMENT 7
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
1000 FINANCIAL SECURITY ASSURANCE	COST	\$ 25,000.	\$ 20,344.
25000 GENERAL ELECTRIC CAPITAL CORP	COST	25,000.	25,029.
800 GENERAL MOTORS ACCEPTANCE CORP	COST	20,000.	16,973.
1000 CREDIT SUISSE	COST	25,000.	25,890.
1000 GE CAPITAL	COST	25,000.	25,750.
	TOTAL	\$ 120,000.	\$ 113,986.

WILLIAM H. CHAPMAN FOUNDATION

06-6034290

STATEMENT 8
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	\$ 4,409.	\$ 4,266.	\$ 143.	\$ 143.
TOTAL	\$ 4,409.	\$ 4,266.	\$ 143.	\$ 143.

STATEMENT 9
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	800 AMBAC FINANCIAL GROUP	PURCHASED	VARIOUS	3/31/2010
2	2000 COLGATE	PURCHASED	VARIOUS	8/26/2009
3	91 IDEARC INC	PURCHASED	VARIOUS	2/28/2010
4	1600 WYETH	PURCHASED	VARIOUS	10/16/2009
5	CASH IN LIEU	PURCHASED	VARIOUS	VARIOUS
6	CALLS	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	3,754.		20,000.	-16,246.				\$ -16,246.
2	141,571.		21,098.	120,473.				120,473.
3	4.		744.	-740.				-740.
4	80,640.		15,699.	64,941.				64,941.
5	72.		0.	72.				72.
6	8,800.		0.	8,800.				8,800.
							TOTAL	\$ 177,300.

STATEMENT 10
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
CAROLINE DRISCOLL P. O. BOX 1321 NEW LONDON, CT 06320	SECRETARY 0	\$ 0.	\$ 0.	\$ 0.
DEBORAH WELLER P. O. BOX 1321 NEW LONDON, CT 06320	TREASURER 0	0.	0.	0.
GREGORY BENOIT P. O. BOX 1321 NEW LONDON, CT 06320	PRESIDENT 0	0.	0.	0.

WILLIAM H. CHAPMAN FOUNDATION

06-6034290

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
HOWARD CHRISTIANSEN P. O. BOX 1321 NEW LONDON, CT 06320	TRUSTEE 0	\$ 0.	\$ 0.	\$ 0.
SPENCER LANCASTER P. O. BOX 1321 NEW LONDON, CT 06320	TRUSTEE 0	0.	0.	0.
DONALD MACRINO P. O. BOX 1321 NEW LONDON, CT 06320	TRUSTEE 0	0.	0.	0.
FEDELE MUGAVERO P. O. BOX 1321 NEW LONDON, CT 06320	TRUSTEE 0	0.	0.	0.
ROBERT CLARK P. O. BOX 1321 NEW LONDON, CT 06320	TRUSTEE 0	0.	0.	0.
CAROL CONE P. O. BOX 1321 NEW LONDON, CT 06320	TRUSTEE 0	0.	0.	0.
THOMAS HAYES P. O. BOX 1321 NEW LONDON, CT 06320	TRUSTEE 0	0.	0.	0.
DONNA VENDETTO P. O. BOX 1321 NEW LONDON, CT 06320	TRUSTEE 0	0.	0.	0.
TOTAL		\$ 0.	\$ 0.	\$ 0.

STATEMENT 11
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: WILLIAM CHAPMAN FOUNDATION
NAME:
CARE OF:
STREET ADDRESS: PO BOX 1321
CITY, STATE, ZIP CODE: NEW LONDON, CT 06320
TELEPHONE: (860) 443-2811
FORM AND CONTENT: SEE ATTACHMENT, COPY OF APPLICATION ATTACHED
SUBMISSION DEADLINES:
RESTRICTIONS ON AWARDS:

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization	Employer identification number
	WILLIAM H. CHAPMAN FOUNDATION	06-6034290
	Number, street, and room or suite number. If a P.O. box, see instructions	
	P. O. BOX 1321	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	NEW LONDON, CT 06320	

Check type of return to be filed (file a separate application for each return)

- | | | |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- The books are in the care of ► DEBORAH WELLER

Telephone No. ► _____ FAX No. ► _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 11/15, 20 10, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ☐ calendar year 20__ or
- ☒ tax year beginning 4/01, 20 09, and ending 3/31, 20 10

2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	5,238.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	2,098.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	3,140.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.Form **8868** (Rev. 4-2009)