Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, 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

Name of foundation
MARY K. CHAPMAN FOUNDATION
C/O DONNE W. PITMAN

A Employer identification number
73-1499528

Number and street (or P O box number if mail is not delivered to street address): ONE WARREN PLACE, 6100 S. YALE AVE. Room/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: [X] 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) ▶$ 152,831,357.

J Accounting method: ☐ Cash [X] Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(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 ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	3,820,910.	3,820,910.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	2,185,907.			
b Gross sales price for all assets on line 6a 7,665,140.				
7 Capital gain net income (from Part IV, line 2)		2,185,907.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	8,569.	0.		STATEMENT 2
12 **Total.** Add lines 1 through 11	6,015,386.	6,006,817.		
13 Compensation of officers, directors, trustees, etc	510,889.	357,622.		153,267.
14 Other employee salaries and wages	213,964.	149,775.		64,189.
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	23,727.	21,354.		2,373.
c Other professional fees STMT 4	63,319.	31,660.		31,659.
17 Interest				
18 Taxes STMT 5	52,604.	9,213.		2,891.
19 Depreciation and depletion	6,699.	6,699.		
20 Occupancy	53,645.	37,552.		16,093.
21 Travel, conferences, and meetings	15,942.	3,188.		12,754.
22 Printing and publications				
23 Other expenses STMT 6	106,714.	74,322.		32,392.
24 **Total operating and administrative expenses.** Add lines 13 through 23	1,047,503.	691,385.		315,618.
25 Contributions, gifts, grants paid	7,127,000.			7,127,000.
26 **Total expenses and disbursements.** Add lines 24 and 25	8,174,503.	691,385.		7,442,618.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-2,159,117.			
b **Net investment income** (if negative, enter -0-)		5,315,432.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

Revenue — Operating and Administrative Expenses

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	3,168.	1,160.	1,160.
	2 Savings and temporary cash investments	712,571.	1,582,785.	1,582,785.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	87,645,614.	86,785,677.	132,798,940.
	c Investments - corporate bonds STMT 8	5,908,611.	6,298,929.	7,027,393.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	9,064,808.	7,832,787.	7,901,550.
	14 Land, buildings, and equipment: basis ▶ 3,255,000.			
	Less accumulated depreciation ▶	3,255,000.	3,255,000.	3,255,000.
	15 Other assets (describe ▶ STATEMENT 10)	265,757.	264,529.	264,529.
	16 Total assets (to be completed by all filers)	106,855,529.	106,020,867.	152,831,357.
Liabilities	17 Accounts payable and accrued expenses	15,313.	14,197.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable		1,400,000.	
	22 Other liabilities (describe ▶ STATEMENT 11)	276,957.	202,528.	
	23 Total liabilities (add lines 17 through 22)	292,270.	1,616,725.	
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,093,134.	1,093,134.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	105,470,125.	103,311,008.	
	30 Total net assets or fund balances	106,563,259.	104,404,142.	
	31 Total liabilities and net assets/fund balances	106,855,529.	106,020,867.	

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	106,563,259.
2	Enter amount from Part I, line 27a	2	-2,159,117.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	104,404,142.
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	104,404,142.

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	7,665,140.		5,479,233.	2,185,907.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				2,185,907.
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 2,185,907.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 } 3 N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	8,804,874.	149,574,750.	.058866
2008	9,128,490.	178,533,686.	.051130
2007	7,655,921.	185,843,204.	.041196
2006	2,711,568.	157,286,837.	.017240
2005	209,445.	56,190,082.	.003727

2	Total of line 1, column (d)	2	.172159
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	.034432
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	141,572,455.
5	Multiply line 4 by line 3	5	4,874,623.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	53,154.
7	Add lines 5 and 6	7	4,927,777.
8	Enter qualifying distributions from Part XII, line 4	8	7,442,618.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	53,154.
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	53,154.
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	53,154.
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 58,973.		
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	58,973.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	5,819.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	5,819. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	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*	8b	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
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?	13	X	
	Website address ▶ HTTP://WWW.CHAPMANTRUSTS.ORG			
14	The books are in care of ▶ DONNE PITMAN Telephone no. ▶918-496-7882			
	Located at ▶6100 S. YALE AVE., 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			
			Yes	**No**
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 22 of the instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 2010 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 2010.)* 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 2010?	4b		X

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
J. JERRY DICKMAN 6100 S. YALE AVE., SUITE 1816 TULSA, OK 74136	MANAGER & CO-TRUSTEE 25.00	255,799.	0.	0.
DONNE PITMAN 6100 S. YALE AVE., SUITE 1816 TULSA, OK 74136	MANAGER & CO-TRUSTEE 25.00	255,090.	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

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 MARY K. CHAPMAN CHARITABLE 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.

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	142,231,857.
b	Average of monthly cash balances	1b	1,496,524.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	143,728,381.
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	143,728,381.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,155,926.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	141,572,455.
6	**Minimum investment return.** Enter 5% of line 5	6	7,078,623.

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	7,078,623.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 53,154.		
b	Income tax for 2010. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	53,154.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,025,469.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	7,025,469.
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	7,025,469.

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	7,442,618.
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	7,442,618.
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	53,154.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	7,389,464.

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.

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12-07-10

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				7,025,469.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			7,387,000.	
b Total for prior years: ______, ______, ______		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 7,442,618.				
a Applied to 2009, but not more than line 2a			7,387,000.	
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 2010 distributable amount				55,618.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				6,969,851.
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 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 2010, 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			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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:

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 STATEMENT B				7,127,000.
Total			▶ 3a	7,127,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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					
4 Dividends and interest from securities			14	3,820,910.	
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	8,569.			
8 Gain or (loss) from sales of assets other than inventory			18	2,185,907.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		8,569.		6,006,817.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 6,015,386.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NOT APPLICABLE

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		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.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 5-16-11 Title: Accountant

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ALAN R. SCHMITZ	[signature]	5/10/11		

Firm's name ▶ HOGANTAYLOR LLP
2200 S. UTICA PL., SUITE 400 | Firm's EIN ▶

Firm's address ▶ TULSA, OK 74114-7000 | Phone no. (918) 745-2333

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	3,208,027.	0.	3,208,027.
DIVIDEND/INTEREST INCOME	152,661.	0.	152,661.
INTEREST INCOME	449,879.	0.	449,879.
ROYALTY INCOME	10,343.	0.	10,343.
TOTAL TO FM 990-PF, PART I, LN 4	3,820,910.	0.	3,820,910.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FLOW-THROUGH FROM K-1 PRESCOTT GRP AGGRESSIVE SMALL CAP II, LP	8,569.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	8,569.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	23,727.	21,354.		2,373.
TO FORM 990-PF, PG 1, LN 16B	23,727.	21,354.		2,373.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	13,822.	6,911.		6,911.
ADVISOR FEES	49,497.	24,749.		24,748.
TO FORM 990-PF, PG 1, LN 16C	63,319.	31,660.		31,659.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED TAX PAYMENTS & WITHHOLDINGS	40,500.	0.		0.
REAL ESTATE TAXES	7,227.	4,336.		2,891.
FOREIGN TAXES PAID	4,600.	4,600.		0.
STATE TAX WITHHELD	277.	277.		0.
TO FORM 990-PF, PG 1, LN 18	52,604.	9,213.		2,891.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES, MEMBERSHIPS, SUBSCRIPTIONS	4,022.	2,815.		1,207.
INSURANCE AND BONDS	13,181.	9,227.		3,954.
OFFICE SUPPLIES	7,547.	5,283.		2,264.
POSTAGE & COURIER SERVICE	1,471.	1,030.		441.
OFFICE EQUIPMENT RENTAL	1,479.	1,035.		444.
PLANT RENTAL	1,636.	1,145.		491.
COMPUTER EXPENSES	29,748.	20,824.		8,924.
EDUCATION & TRAINING	3,335.	2,335.		1,000.
REPAIR & MAINTENANCE	1,900.	1,330.		570.
TELEPHONE EXPENSE	4,548.	3,184.		1,364.
FOOD & ENTERTAINMENT	3,791.	2,275.		1,516.
MISCELLANEOUS	34,056.	23,839.		10,217.
TO FORM 990-PF, PG 1, LN 23	106,714.	74,322.		32,392.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	86,785,677.	132,798,940.
TOTAL TO FORM 990-PF, PART II, LINE 10B	86,785,677.	132,798,940.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	6,298,929.	7,027,393.
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,298,929.	7,027,393.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHAPMAN FOUNDATIONS MANAGEMENT, LLC	COST	79,859.	79,859.
BONANZA ROYALTIES, LLC	COST	55,389.	43,530.
MUTUAL FUNDS	COST	7,697,539.	7,778,161.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,832,787.	7,901,550.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ART	224,500.	224,500.	224,500.
OFFICE LEASEHOLD COST	27,557.	27,557.	27,557.
FURNITURE & FIXTURES	59,048.	57,972.	57,972.
OFFICE LEASEHOLD ACCUMULATED DEPRECIATION	-4,713.	-5,966.	-5,966.
FURNITURE & FIXTURES ACCUMULATED DEPRECIATION	-40,635.	-39,534.	-39,534.
ORGANIZATIONAL COSTS	465.	465.	465.
ORGANIZATIONAL COSTS ACCUMULATED AMORTIZATION	-465.	-465.	-465.
	265,757.	264,529.	264,529.

TO FORM 990-PF, PART II, LINE 15

FORM 990-PF	OTHER LIABILITIES	STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
COVERED CALL LIABILITY	276,957.	202,528.
TOTAL TO FORM 990-PF, PART II, LINE 22	276,957.	202,528.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

J. JERRY DICKMAN OR DONNE W. PITMAN
6100 S. 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.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

PURCH.	SOLD		PROCEEDS	COST BASIS	CAPITAL GAIN/(LOSS)
12/19/1996	12/30/2010	A A O N INC NEW	162,988	116	162,872
12/19/1996	12/30/2010	BRISTOL-MYERS SQUIBB CO	119,222	27,691	91,531
8/23/2005	12/30/2010	BRISTOL-MYERS SQUIBB CO	389,459	450,702	(61,243)
12/23/1997	12/30/2010	MICROSOFT CORP	179,134	16,616	162,518
3/23/1989	12/30/2010	PEPSICO INCORPORATED	36,087	6,313	29,774
8/23/2005	12/30/2010	PEPSICO INCORPORATED	334,626	262,905	71,721
8/23/2005	12/30/2010	ZIMMER HOLDINGS INC	142,361	95,158	47,203
12/19/1996	12/30/2010	A A O N INC NEW	290,081	206	289 875
12/19/1996	12/31/2010	A A O N INC NEW	325,045	230	324,815
VARIOUS	VARIOUS	SCH K-1 FLOW-THROUGH PRESCOTT GRP SMALL CAP II, LLP	94,965	-	94,965
VARIOUS	VARIOUS	SCH K-1 FLOW-THROUGH TCW ENTITIES	963,983	5	963,978
1/23/2009	1/6/2010	CALL AMERICAN EXPRESS $25 ADJ EXP 01/16/10	8,361	-	8,361
1/31/2008	1/11/2010	AMERICAN EXPRESS COMPANY	107,490	199,109	(91,619)
3/12/2008	1/11/2010	AMERICAN EXPRESS COMPANY	32,497	54,296	(21,799)
7/16/2008	1/13/2010	CALL ORACLE CORP $20 ADJ EXP 01/16/10	25,376	-	25,376
1/23/2009	1/16/2010	CALL QUALCOMM INC $42 50 ADJ EXP 01/16/10	22,215	-	22,215
1/23/2009	1/16/2010	CALL BANK OF AMERICA COR $10 EXP 01/16/10	5,777	-	5,777
1/23/2009	1/16/2010	CALL HOME DEPOT INC $27 50 ADJ EXP 01/16/1	16,578	-	16,578
10/3/2008	1/16/2010	CALL SANOFI AVENTIS ADRF $40 ADJ EXP 01/16	8,570	-	8,570
10/6/2008	1/16/2010	CALL SANOFI AVENTIS ADRF $40 ADJ EXP 01/16	1,520	-	1,520
10/7/2008	1/16/2010	CALL SANOFI AVENTIS ADRF $40 ADJ EXP 01/16	3,535	-	3,535
7/21/2008	1/19/2010	ORACLE CORPORATION	123,989	125,621	(1,631)
11/1/2005	1/21/2010	BANK OF AMERICA CORP	33,993	147,296	(113,304)
11/23/2007	1/21/2010	BANK OF AMERICA CORP	9,998	43,066	(33,068)
11/1/2005	1/21/2010	HOME DEPOT INC	101,744	147,057	(45,312)
12/21/2007	1/21/2010	HOME DEPOT INC	109,994	102,446	7,548
1/9/2006	1/21/2010	QUALCOMM INC	140,242	148,675	(8,433)
12/19/2007	1/21/2010	QUALCOMM INC	72,246	67,081	5,165
10/8/2008	1/21/2010	SANOFI AVENTIS ADR F SPONSORED ADR 2 ADR R	159,993	135,691	24,302
10/10/2008	1/21/2010	SANOFI AVENTIS ADR F SPONSORED ADR 2 ADR R	91,996	70,994	21,002
10/10/2008	1/21/2010	SANOFI AVENTIS ADR F SPONSORED ADR 2 ADR R	39,998	32,225	7,773
6/23/2009	9/17/2010	CALL HEINZ H J CO $40 EXP 01/22/11	6,123	-	6,123
6/25/2009	9/22/2010	HEINZ H J CO	119,989	107,528	12,461
6/23/2009	10/5/2010	CALL A T & T INC NEW $25 EXP 01/22/11	8,293	-	8,293
6/25/2009	10/8/2010	A T & T INC NEW	82,490	79,107	3,383
5/21/2010	10/27/2010	CALL SPECTRA ENERGY $20 EXP 12/18/10	157	-	157
5/25/2010	11/1/2010	SPECTRA ENERGY CORP	1,991	1,944	47
5/21/2010	11/2/2010	CALL SPECTRA ENERGY $20 EXP 12/18/10	470	-	470
5/25/2010	11/5/2010	SPECTRA ENERGY CORP	5,991	5,831	160
5/21/2010	11/5/2010	CALL SPECTRA ENERGY $20 EXP 12/18/10	3,133	-	3,133
5/21/2010	11/8/2010	CALL SPECTRA ENERGY $20 EXP 12/18/10	8,146	-	8,146
6/23/2009	11/9/2010	CALL VODAFONE GROUP ADRF $20 EXP 01/22/11	7,111	-	7,111
5/25/2010	11/10/2010	SPECTRA ENERGY CORP	39,990	38,872	1,119
5/25/2010	11/12/2010	SPECTRA ENERGY CORP	103,989	101,067	2,923
6/25/2009	11/15/2010	VODAFONE GROUP NEW ADR F SPONSORED ADR 1 A	49,990	48,629	1,362
6/23/2009	11/16/2010	CALL VODAFONE GROUP ADRF $20 EXP 01/22/11	9,386	-	9,386
6/25/2009	11/19/2010	VODAFONE GROUP NEW ADR F SPONSORED ADR 1 A	65,990	64,190	1,800
6/23/2009	11/22/2010	CALL HEINZ H J CO $40 EXP 01/22/11	612	-	612
6/25/2009	11/26/2010	HEINZ H J CO	11,991	10,753	1,238
6/23/2009	12/3/2010	CALL NEWMONT MINING $45 EXP 01/22/11	20,819	-	20,819
6/25/2009	12/8/2010	NEWMONT MINING CORP	134,989	121,262	13,727
5/14/2010	12/18/2010	CALL SANOFI AVENTIS ADRF $37 50 EXP 12/18/	3,325	-	3,325
VARIOUS	1/31/2010	BOK Bond Fund	935	468	468
VARIOUS	2/28/2010	BOK Bond Fund	255,761	253,585	2,176
VARIOUS	3/31/2010	BOK Bond Fund	336,558	335,282	1,275

MARY K CHAPMAN FOUNDATION

VARIOUS	4/30/2010	BOK Bond Fund	171,396	170,442	954
VARIOUS	5/31/2010	BOK Bond Fund	235,891	236,140	(249)
VARIOUS	6/30/2010	BOK Bond Fund	245,287	243,004	2,283
VARIOUS	7/31/2010	BOK Bond Fund	185,039	185,122	(83)
VARIOUS	8/31/2010	BOK Bond Fund	302,358	293,110	9,248
VARIOUS	9/30/2010	BOK Bond Fund	116,614	109,417	7,197
VARIOUS	10/29/2010	BOK Bond Fund	349,450	345,202	4,247
VARIOUS	11/30/2010	BOK Bond Fund	296,590	263,208	33,382
VARIOUS	12/31/2010	BOK Bond Fund	330,224	331,573	(1,349)
		TOTAL GAIN/(LOSS)	7,665,140	5,479,233	2,185,907

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2010 for Form 990

Payee Organization	Request Project Title	Amount
Arts and Culture		
Arts & Humanities Council of Tulsa, Inc. 2210 South Main Tulsa, OK 74114	Brady District Visual Arts Center Capital Campaign	$200,000
Cherokee National Historical Society, Inc. P.O. Box 515 Tahlequah, OK 74465	Ancient Village Project	$100,000
Civic and Community		
Boy Scouts of America - Sam Houston Area Council 1911 Bagby Street Houston, TX 77002	Landscaping Project for Hospitality House	$1,000
Tulsa Historical Society 2445 South Peoria Avenue Tulsa, OK 74114-1326	2010 Exhibition Funding	$15,000
Tulsa Zoo Management Inc. 6421 East 36th Street North Tulsa, OK 74115-2121	2011-2013 Operating Support	$300,000
Education		
Center for Nonprofits, Inc. 720 W. Wilshire Blvd Suite 115 Oklahoma City, OK 73116	Sponsorship of 2011 ONE Awards	$60,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2010 for Form 990

Payee Organization	Request Project Title	Amount
Deborah Brown Community School 2 South Elgin Ave. Tulsa, OK 74120	Tulsa Urban Harp Program	$10,000
Great Expectations Foundation 717 N. Grand Ave. Tahlequah, OK 74464	2010/2011 Mentoring Services	$50,000
Holy Family Cathedral School 820 S. Boulder Tulsa, OK 74119	2010 Building Improvement Project	$25,000
KIPP Tulsa Academy College Preparatory Inc. 1661 E. Virgin Street Tulsa, OK 74106	2010/2011-2012/2013 Operating Funds	$30,000
KIPP Tulsa Academy College Preparatory Inc 1661 E. Virgin Street Tulsa, OK 74106	2010/2011-2012/2013 Growth Plan	$30,000
KIPP Tulsa Academy College Preparatory Inc 1661 E. Virgin Street Tulsa, OK 74106	2010/2011-2012/2013 Growth Plan	$30,000
KIPP Tulsa Academy College Preparatory Inc. 1661 E Virgin Street Tulsa, OK 74106	2010/2011-2012/2013 Growth Plan	$30,000
Northeastern Oklahoma A&M College Development Foundation, Inc. 200 I Street Northeast Miami, OK 74354-6497	Equipment and Furnishings for NEO Athletic Training Facility	$197,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2010 for Form 990

Payee Organization	Request Project Title	Amount
Oklahoma Partnership for School Readiness Foundation, Inc. 421 NW 13th St., Suite 270 Oklahoma City, OK 73103	2010/2011 Strengthening Families Initiative	$10,000
Oklahoma State University Foundation 700 N. Greenwood Ave Tulsa, OK 74106-0700	2010-2014 OSU-Tulsa Scholarship Program	$30,000
Phillips Theological Seminary 901 North Mingo Road Tulsa, OK 74116	Library Sponsorship Project	$25,000
Rogers State University Foundation 1701 W. Will Rogers Blvd Claremore, OK 74017	Renovation and Expansion of Baird Hall	$250,000
Saints Peter & Paul Catholic School 1428 N 67th E Ave. Tulsa, OK 74115	Roofing and Plumbing Repairs	$30,000
Street School, Inc 1135 S. Yale Ave. Tulsa, OK 74112	2011 Street Party	$1,500
Tulsa Community Foundation 7030 South Yale Ave Suite 600 Tulsa, OK 74136	2010 Summer Leadership Academy	$2,000
Tulsa Global Alliance 800 South Tucker Drive Tulsa, OK 74104-3126	Kids World 2010	$3,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2010 for Form 990

Payee Organization	Request Project Title	Amount
University of Tulsa 800 S. Tucker Drive Tulsa, OK 74104-3189	Renovation of Campus Football Stadium	$1,250,000
University of Tulsa 800 S. Tucker Drive Tulsa, OK 74104-3189	2010/2011 Operating Funds for TU Univeristy School	$50,000
Victory Christian School 7700 South Lewis Tulsa, OK 74136-7700	2010 Technology Initiative	$15,000
Healthcare		
Alzheimer's Disease and Related Disorders, Oklahoma & Arkansas Chapter, Inc. 6465 South Yale, Suite 312 Tulsa, OK 74136	2010 Memory Gala	$10,000
Alzheimer's Disease and Related Disorders, Oklahoma & Arkansas Chapter, Inc. 6465 South Yale, Suite 312 Tulsa, OK 74136	2011 Memory Gala	$20,000
American Heart Association 2227 E. Skelly Dr. Tulsa, OK 74105	2011 Go Red for Women Campaign	$5,000
Craig General Hospital P.O. Box 326 Vinita, OK 74301	2010 Renovations for Medicare Compliance	$20,000

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Payee Organization	Request Project Title	Amount
Oklahoma Blood Institute 1001 N Lincoln Blvd Oklahoma City, OK 73104	Capital Building Campaign	$100,000
Oklahoma Methodist Manor 4134 E. 31st St. Tulsa, OK 74135	LIFETIMES Capital Building Campaign	$300,000
Saint Francis Hospital, Inc. 6161 South Yale Ave Tulsa, OK 74136	2010 Operating Funds	$25,000
Saint John Medical Center, Inc. 1923 S. Utica Avenue Tulsa, OK 74104	Neuroscience Campaign	$100,000
Tulsa Project Woman, Inc. P.O. Box 14026 Tulsa, OK 74159	2010 Pink Ribbon Event	$10,000
Medical Research		
CLL Global Research Foundation PO Box 301402, Unit 428 Houston, TX 77230-1402	2009-2010 Continuation of the U.S./European Alliance for Therapy of CLL	$250,000
Cold Spring Harbor Laboratory One Bungtown Road Cold Spring Harbor, NY 11724	Analysis of Neural Circuit Mechanisms of Mouse Social Behavior in Wild Type and Autism Models	$150,000

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Payee Organization	Request Project Title	Amount
Cold Spring Harbor Laboratory One Bungtown Road Cold Spring Harbor, NY 11724	Purchase of Single Molecule Real Time Sequencer	$250,000
Juvenile Diabetes Research Foundation 4606 E. 67th Street Suite 214 Tulsa, OK 74136	2010 Promise Ball	$2,500
M.D. Anderson Cancer Center 1515 Holcombe Boulevard, Unit 705, Houston, TX 77030-4095	Bioinformatics and Computational Biology	$250,000
National Jewish Medical and Research Center 1400 Jackson Street Denver, CO 80206	Equipment Support for Center for Genes, Environment & Health	$250,000
Oklahoma Medical Research Foundation 825 Northeast 13th Street Oklahoma City, OK 73104	New 8-Story Research Tower	$250,000
Oklahoma Medical Research Foundation 825 Northeast 13th Street Oklahoma City, OK 73104	New 8-Story Research Tower	$250,000
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Payee Organization	Request Project Title	Amount
Salk Institute for Biological Studies Post Office Box 85800 San Diego, CA 92186-5800	Spectral Multiphoton Confocal Microscope System	$500,000
Wake Forest University Health Sciences Medical Center Blvd. Winston-Salem, NC 27157-1021	Building Clinically Relevant Sized Tissues and Organs	$250,000
Nature & Wildlife		
George Miksch Sutton Avian Research Center P.O. Box 2007 Bartlesville, OK 74005-2007	2010 Wild Brew	$12,000
Palmer Land Trust PO Box 1281 Colorado Springs, CO 80901	Preserving Manitou Section 16	$25,000
River Parks Foundation 717 S. Houston Suite 510 Tulsa, OK 74127-9008	2010 Wild Turkey Sponsorship	$2,500
Tulsa Garden Club 2435 S. Peoria Tulsa, OK 74114	2010 Garden Tour	$500
Social Services		
A New Leaf, Inc. 2306 South First Place Broken Arrow, OK 74012	2010 Facility-Based Vocational Training (Horticultural Therapy)	$10,000

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Payee Organization	Request Project Title	Amount
The Bridges Foundation 1345 N. Lewis Ave. Tulsa, OK 74110	2010 Technology Initiative	$10,000
Catholic Charities of the Diocese of Tulsa P.O. Box 580460 Tulsa, OK 74158	Campus Relocation Campaign	$70,000
Catholic Charities of the Diocese of Tulsa P O. Box 580460 Tulsa, OK 74158	2010 Cooking Up Compassion	$10,000
Catholic Charities of the Diocese of Tulsa P.O. Box 580460 Tulsa, OK 74158	2011 Cooking Up Compassion Sponsorship	$50,000
Community Food Bank of Eastern Oklahoma 1304 N. Kenosha Ave. Tulsa, OK 74106-5901	2010 Unsolicited Donation	$15,000
Crosstown Learning Center 2501 East Archer Tulsa, OK 74110	2010 Operating Funds	$10,000
Crosstown Learning Center 2501 East Archer Tulsa, OK 74110	2010 Old Bags Luncheon	$10,000
Domestic Violence Intervention Services, Inc. 4300 South Harvard, Suite 100 Tulsa, OK 74135-2608	2010 Unsolicited Donation	$15,000

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Payee Organization	Request Project Title	Amount
Eastern Oklahoma Donated Dental Services, Inc. 3741 S. Peoria Ave. Tulsa, OK 74105-3264	2010-2011 Operating Funds	$15,000
Emergency Infant Services, Inc. 222 S. Houston Ave Tulsa, OK 74127	2010 Unsolicited Donation	$15,000
Eugene Field Elementary Alumni Foundation 2249 S. Phoenix Ave. Tulsa, OK 74107	2010/2011 Fall Uniforms and Food Pantry Items	$5,000
The Hospitality House of Tulsa, Inc. 1135 South Victor Ave. Tulsa, OK 74104	2010 Expansion Campaign	$100,000
Iron Gate at Trinity, Inc 501 S. Cincinnati Ave. Tulsa, OK 74103	2010 Unsolicited Donation	$15,000
Make A Wish Foundation of Oklahoma, Inc. 4504 East 67th Tulsa, OK 74136	Operating Funds	$15,000
McCall's Communities for Life Enrichment 13546 CR 3600 Ada, OK 74820	Purchase of Lawn Maintenence Equipment	$12,000
Mental Health Association in Tulsa, Inc. 1870 South Boulder Tulsa, OK 74119-5234	2011 Carnivale Event	$5,000

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Payee Organization	Request Project Title	Amount
Neighbors Along The Line 5000 W. Charles Page Boulevard Tulsa, OK 74127	2010 Unsolicited Donation	$15,000
OASIS, Inc. 3817 South Lewis Ave. Tulsa, OK 74105	2010/2011 Operating Funds	$5,000
The Parent Child Center of Tulsa 1421 South Boston Tulsa, OK 74119	2011 Toyland Ball	$3,000
Saint Simeon's Episcopal Home Foundation 3701 North Cincinnati Tulsa, OK 74106-1599	2010 Memory Center Renovation, Site Restoration and Miscellaneous Projects	$50,000
The Salvation Army-Oklahoma Division P.O. Box 521127 Tulsa, OK 74152-1127	Sponsorship of 2011 Benefit Dinner	$50,000
Show, Inc. 425 W. Wells Sapulpa, OK 74066	2010 Assisted Living Program	$5,000
Total Source for Hearing-loss and Access 8740 East 11th Street, Suite A Tulsa, OK 74112	2010 Operating Funds	$10,000
Tulsa Area United Way P.O. Box 1859 Tulsa, OK 74101-1859	2010 Annual Campaign	$180,000

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Payee Organization	Request Project Title	Amount
Tulsa Habitat for Humanity 6235 E 13th St Tulsa, OK 74112	2010 Women Build Project	$15,000
Tulsa Lawyers for Children, Inc. P.O. Box 2254 Tulsa, OK 74101-2254	2010/2011 Operating Funds	$15,000
Young Men's Christian Association of Greater Tulsa 420 S. Main St. Tulsa, OK 74103	2010 Unsolicited Donation	$15,000
Young Women's Christian Association of Tulsa 1910 S. Lewis Ave , Suite 200 Tulsa, OK 74104-5708	2010 Child & Youth Enrichment Programs	$15,000
Young Women's Christian Association of Tulsa 1910 S. Lewis Ave., Suite 200 Tulsa, OK 74104-5708	2010 Unsolicited Donation	$15,000
Youth Services of Tulsa, Inc. 311 South Madison Tulsa, OK 74120	Street Outreach Drop-In Center	$75,000
Grand Totals (81 items)		$7,127,000