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

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning , and ending

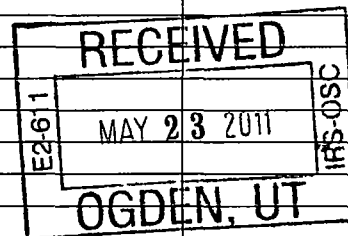
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation H.A. AND MARY K. CHAPMAN CHARITABLE TRUST		A Employer identification number 73-6177739
Number and street (or P.O. box number if mail is not delivered to street address) 6100 S. YALE AVE., SUITE 1816		B Telephone number 918-496-7882
City or town, state, and ZIP code TULSA, OK 74136		C If exemption application is pending, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 79,560,397.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(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 ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		484,553.	484,553.		
4 Dividends and interest from securities		1,429,930.	1,429,930.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		903,485.			
b Gross sales price for all assets on line 6a		7,645,267.			
7 Capital gain net income (from Part IV, line 2)			903,485.		
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		12,911.	0.		STATEMENT 2
12 Total. Add lines 1 through 11		2,830,879.	2,817,968.		
13 Compensation of officers, directors, trustees, etc		339,285.	237,499.		101,786.
14 Other employee salaries and wages		112,886.	79,020.		33,866.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		20,259.	18,233.		2,026.
c Other professional fees STMT 4		80,412.	40,206.		40,206.
17 Interest					
18 Taxes STMT 5		80,740.	5,031.		1,524.
19 Depreciation and depletion		3,531.	3,531.		
20 Occupancy		28,274.	19,792.		8,482.
21 Travel, conferences, and meetings		8,402.	1,680.		6,722.
22 Printing and publications					
23 Other expenses STMT 6		40,745.	28,323.		12,422.
24 Total operating and administrative expenses. Add lines 13 through 23		714,534.	433,315.		207,034.
25 Contributions, gifts, grants paid		3,554,820.			3,554,820.
26 Total expenses and disbursements. Add lines 24 and 25		4,269,354.	433,315.		3,761,854.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-1,438,475.			
b Net investment income (if negative, enter -0-)			2,384,653.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 25 2011
Revenue

Operating and Administrative Expenses



AP

**H.A. AND MARY K. CHAPMAN
CHARITABLE TRUST**

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	4,226.	3,191.	3,191.
	2 Savings and temporary cash investments	741,282.	961,951.	961,951.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	3,532.	2,701.	3,001.
	b Investments - corporate stock STMT 8	7,646,592.	7,569,274.	56,481,376.
	c Investments - corporate bonds STMT 9	7,948,167.	8,462,949.	9,092,659.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	12,313,980.	11,543,405.	13,018,075.
	14 Land, buildings, and equipment; basis ▶ 13,225.			
	Less: accumulated depreciation ▶ 13,225.			
	15 Other assets (describe ▶ ACCRUED INTEREST)	144.	144.	144.
	16 Total assets (to be completed by all filers)	28,657,923.	28,543,615.	79,560,397.
	17 Accounts payable and accrued expenses	227,126.	151,293.	
	18 Grants payable			
Net Assets or Fund Balances	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 ▶)			
	23 Total liabilities (add lines 17 through 22)	227,126.	1,551,293.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	31,499,270.	31,499,270.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-3,068,473.	-4,506,948.	
Net Assets or Fund Balances	30 Total net assets or fund balances	28,430,797.	26,992,322.	
	31 Total liabilities and net assets/fund balances	28,657,923.	28,543,615.	

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	28,430,797.
2 Enter amount from Part I, line 27a	2	-1,438,475.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	26,992,322.
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	26,992,322.

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 7,645,267.		6,741,782.	903,485.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			903,485.
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	903,485.
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	4,443,727.	76,537,515.	.058059
2008	4,529,493.	90,502,180.	.050048
2007	4,067,440.	94,855,407.	.042880
2006	3,817,574.	83,075,515.	.045953
2005	3,478,602.	76,738,399.	.045331

2 Total of line 1, column (d)	2	.242271
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	.048454
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	83,707,142.
5 Multiply line 4 by line 3	5	4,055,946.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	23,847.
7 Add lines 5 and 6	7	4,079,793.
8 Enter qualifying distributions from Part XII, line 4	8	3,761,854.

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)		1	47,693.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	47,693.
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	47,693.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 60,000.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	60,000.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	12,307.
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax 12,307. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) OK		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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 SOUTH YALE, SUITE 1816, TULSA, OK ZIP+4 ► 74136

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year
 ► 15 N/A

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?
 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 ►

16		Yes	No
			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 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
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

Form 990-PF (2010)

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

► ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No

6b

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

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, STE 1816 TULSA, OK 74136	MANAGER & CO-TRUSTEE 15.00	169,829.	0.	0.
DONNE W. PITMAN 6100 S. YALE, STE 1816 TULSA, OK 74136	MANAGER & CO-TRUSTEE 15.00	169,456.	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

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

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

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

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

Part IX-B Summary of Program-Related Investments

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

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

Form 990-PF (2010)

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CHARITABLE TRUST**
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	84,825,716.
b	Average of monthly cash balances	1b	156,154.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	84,981,870.
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	84,981,870.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,274,728.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	83,707,142.
6	Minimum investment return. Enter 5% of line 5	6	4,185,357.

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	4,185,357.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	47,693.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	47,693.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,137,664.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,137,664.
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	4,137,664.

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	3,761,854.
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	3,761,854.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,761,854.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				4,137,664.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			3,745,804.	
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: \$ 3,761,854.				
a Applied to 2009, but not more than line 2a			3,745,804.	
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				16,050.
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				4,121,614.
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

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

2

Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 11

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT B				3,554,820.
Total				▶ 3a 3,554,820.
b Approved for future payment NONE				
Total				▶ 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		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			14	484,553.		
4 Dividends and interest from securities			14	1,429,930.		
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	12,911.				
8 Gain or (loss) from sales of assets other than inventory			18	903,485.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a MISCELLANEOUS INCOME						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		12,911.		2,817,968.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	2,830,879.

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

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

[illegible]

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	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.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**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

Date _____

Title

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

**Paid
Preparer
Use Only**

ALAN R. SCHMITZ

Uk R

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
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	1,423,752.	0.	1,423,752.
DIVIDEND/INTEREST INCOME	6,178.	0.	6,178.
TOTAL TO FM 990-PF, PART I, LN 4	1,429,930.	0.	1,429,930.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FLOW THROUGH FROM PRESCOTT AGGRESSIVE SMALL CAP II, LP	12,911.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	12,911.	0.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	20,259.	18,233.		2,026.
TO FORM 990-PF, PG 1, LN 16B	20,259.	18,233.		2,026.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	7,285.	3,643.		3,642.
ADVISORY FEES	73,127.	36,563.		36,564.
TO FORM 990-PF, PG 1, LN 16C	80,412.	40,206.		40,206.

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	74,185.	0.		0.
REAL ESTATE TAXES	3,809.	2,285.		1,524.
FOREIGN TAXES PAID	2,746.	2,746.		0.
TO FORM 990-PF, PG 1, LN 18	80,740.	5,031.		1,524.

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	2,120.	1,484.		636.
INSURANCE AND BONDS	6,947.	4,863.		2,084.
OFFICE SUPPLIES	3,978.	2,785.		1,193.
POSTAGE & COURIER SERVICE	775.	543.		232.
OFFICE EQUIPMENT RENTAL	779.	545.		234.
PLANT RENTAL	862.	603.		259.
COMPUTER EXPENSES	15,679.	10,975.		4,704.
EDUCATION AND TRAINING	1,758.	1,231.		527.
REPAIRS & MAINTENANCE	1,001.	701.		300.
TELEPHONE EXPENSE	2,397.	1,678.		719.
FOOD & ENTERTAINMENT	1,998.	1,199.		799.
MISCELLANEOUS EXPENSES	2,451.	1,716.		735.
TO FORM 990-PF, PG 1, LN 23	40,745.	28,323.		12,422.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
	X		2,701.	3,001.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,701.	3,001.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,701.	3,001.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	7,569,274.	56,481,376.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,569,274.	56,481,376.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	8,462,949.	9,092,659.
TOTAL TO FORM 990-PF, PART II, LINE 10C	8,462,949.	9,092,659.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
	COST	11,543,405.	13,018,075.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,543,405.	13,018,075.

FORM 990-PF

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

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

918-496-7882

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

H.A. AND MARY K. CHAPMAN CHARITABLE TRUST

12/31/10
73-6177739

Sold	Purch.	Security	Proceeds	Cost Basis	Gain Or Loss
6/25/2010	Various	FIDELITY ADV HIGH INCADVANTAGE CL T	225,000	249,355	(24,355)
6/29/2010	Various	FIDELITY ADV HIGH INCADVANTAGE CL T	250,000	280,367	(30,367)
12/28/2010	Various	FIDELITY ADV HIGH INCADVANTAGE CL T	367,410	381,718	(14,308)
1/15/2010	Various	GNMA PL 169725 9%17 DUE 01/15/17 FACTOR = 0 01276 9 000% Due 01-15-17	66	66	0
2/16/2010	Various	GNMA PL 169725 9%17 DUE 01/15/17 FACTOR = 0 01276 9 000% Due 01-15-17	67	67	0
3/15/2010	Various	GNMA PL 169725 9%17 DUE 01/15/17 FACTOR = 0 01276 9 000% Due 01-15-17	70	70	0
4/15/2010	Various	GNMA PL 169725 9%17 DUE 01/15/17 FACTOR = 0 01276 9 000% Due 01-15-17	68	68	0
5/17/2010	Various	GNMA PL 169725 9%17 DUE 01/15/17 FACTOR = 0 01276 9 000% Due 01-15-17	68	68	0
6/15/2010	Various	GNMA PL 169725 9%17 DUE 01/15/17 FACTOR = 0 01276 9 000% Due 01-15-17	69	69	0
7/15/2010	Various	GNMA PL 169725 9%17 DUE 01/15/17 FACTOR = 0 01276 9 000% Due 01-15-17	69	69	0
8/16/2010	Various	GNMA PL 169725 9%17 DUE 01/15/17 FACTOR = 0 01276 9 000% Due 01-15-17	70	70	0
9/15/2010	Various	GNMA PL 169725 9%17 DUE 01/15/17 FACTOR = 0 01276 9 000% Due 01-15-17	70	70	0
10/15/2010	Various	GNMA PL 169725 9%17 DUE 01/15/17 FACTOR = 0.01276 9 000% Due 01-15-17	71	71	0
11/15/2010	Various	GNMA PL 169725 9%17 DUE 01/15/17 FACTOR = 0 01276 9 000% Due 01-15-17	71	71	0
12/15/2010	Various	GNMA PL 169725 9%17 DUE 01/15/17 FACTOR = 0 01276 9 000% Due 01-15-17	72	72	0
12/30/2010	Various	DISNEY WALT CO	41,346	9,040	32,306
12/30/2010	Various	DISNEY WALT CO	30,070	6,575	23,495
12/30/2010	Various	DISNEY WALT CO	26,311	5,753	20,558
12/30/2010	Various	DISNEY WALT CO	3,759	822	2,937
12/30/2010	Various	DISNEY WALT CO	3,759	822	2,937
12/30/2010	Various	DISNEY WALT CO	3,759	822	2,937
12/30/2010	Various	DISNEY WALT CO	3,759	822	2,937
12/30/2010	Various	MICROSOFT CORP	195,929	19,928	176,001
12/30/2010	Various	PEPSICO INCORPORATED	65,606	27,662	37,943
12/30/2010	Various	ZIMMER HOLDINGS INC	48,897	5,072	43,825
1/6/2010	1/23/2009	CALL AMERICAN EXPRESS \$25 ADJ EXP 01/16/10	6,718	0	6,718
1/11/2010	1/31/2008	AMERICAN EXPRESS COMPANY	79,992	148,177	(68,185)
1/11/2010	3/12/2008	AMERICAN EXPRESS COMPANY	32,497	54,296	(21,799)
1/13/2010	7/16/2008	CALL ORACLE CORP \$20 ADJ EXP 01/16/10	20,465	0	20,465
1/16/2010	1/23/2009	CALL QUALCOMM INC \$42 50 ADJ EXP 01/16/10	16,880	0	16,880
1/16/2010	1/23/2009	CALL ANADARKO PETE CORP \$50 ADJ EXP 01/16/	11,930	0	11,930
1/16/2010	1/23/2009	CALL BANK OF AMERICA COR \$10 EXP 01/16/10	4,458	0	4,458
1/16/2010	10/3/2008	CALL SANOFI AVENTIS ADRF \$40 ADJ EXP 01/16	8,570	0	8,570
1/16/2010	10/6/2008	CALL SANOFI AVENTIS ADRF \$40 ADJ EXP 01/16	1,520	0	1,520
1/16/2010	10/7/2008	CALL SANOFI AVENTIS ADRF \$40 ADJ EXP 01/16	1,210	0	1,210
1/19/2010	7/21/2008	ORACLE CORPORATION	99,990	101,309	(1,319)
1/21/2010	10/26/2004	ANADARKO PETROLEUM CORP	29,998	42,029	(12,031)
1/21/2010	Various	ANADARKO PETROLEUM CORP	29,998	0	29,998
1/21/2010	1/25/2007	ANADARKO PETROLEUM CORP	54,996	47,464	7,532
1/21/2010	11/23/2007	ANADARKO PETROLEUM CORP	14,999	16,980	(1,981)
1/21/2010	3/7/2007	BANK OF AMERICA CORP	19,994	100,130	(80,135)
1/21/2010	11/23/2007	BANK OF AMERICA CORP	13,996	60,288	(46,292)
1/21/2010	1/26/2005	QUALCOMM INC	50,997	45,302	5,694
1/21/2010	1/9/2006	QUALCOMM INC	67,995	72,090	(4,095)
1/21/2010	12/19/2007	QUALCOMM INC	42,497	39,464	3,033
1/21/2010	10/8/2008	SANOFI AVENTIS ADR F SPONSORED ADR 2 ADR R	159,992	135,691	24,301
1/21/2010	10/10/2008	SANOFI AVENTIS ADR F SPONSORED ADR 2 ADR R	39,998	32,225	7,773
1/21/2010	10/10/2008	SANOFI AVENTIS ADR F SPONSORED ADR 2 ADR R	31,998	24,699	7,299
9/17/2010	6/23/2009	CALL HEINZ H J CO \$40 EXP 01/22/11	5,710	0	5,710
9/22/2010	6/25/2009	HEINZ H J CO	111,989	100,361	11,628
10/5/2010	6/23/2009	CALL A T & T INC NEW \$25 EXP 01/22/11	10,554	0	10,554

STATEMENT A

H A. AND MARY K. CHAPMAN CHARITABLE TRUST

12/31/10
73-6177739

10/8/2010	6/25/2009	A T & T INC NEW	104,989	100,683	4,306
11/2/2010	5/21/2010	CALL SPECTRA ENERGY \$20 EXP 12/18/10	2,350	0	2,350
11/5/2010	5/25/2010	SPECTRA ENERGY CORP	29,991	29,155	836
11/5/2010	5/21/2010	CALL SPECTRA ENERGY \$20 EXP 12/18/10	783	0	783
11/8/2010	5/21/2010	CALL SPECTRA ENERGY \$20 EXP 12/18/10	4,856	0	4,856
11/10/2010	5/25/2010	SPECTRA ENERGY CORP	9,991	9,718	273
11/12/2010	5/25/2010	SPECTRA ENERGY CORP	61,990	60,253	1,737
11/16/2010	6/23/2009	CALL VODAFONE GROUP ADRF \$20 EXP 01/22/11	14,790	0	14,790
11/19/2010	6/25/2009	VODAFONE GROUP NEW ADR F SPONSORED ADR 1 A	103,989	101,149	2,840
12/3/2010	6/23/2009	CALL NEWMONT MINING \$45 EXP 01/22/11	17,345	0	17,345
12/8/2010	6/25/2009	NEWMONT MINING CORP	112,489	101,053	11,436
12/18/2010	5/14/2010	CALL SANOFI AVENTIS ADRF \$37 50 EXP 12/18/	2,233	0	2,233
1/31/2010	Various	Bok Bond Fund	137,115	137,876	(761)
2/28/2010	Various	Bok Bond Fund	377,921	378,104	(183)
3/31/2010	Various	Bok Bond Fund	475,957	475,963	(6)
4/30/2010	Various	Bok Bond Fund	187,496	190,486	(2,990)
5/31/2010	Various	Bok Bond Fund	276,947	276,625	321
6/30/2010	Various	Bok Bond Fund	336,741	327,531	9,210
7/31/2010	Various	Bok Bond Fund	465,744	463,756	1,988
8/31/2010	Various	Bok Bond Fund	420,601	417,655	2,946
9/30/2010	Various	Bok Bond Fund	143,037	139,084	3,953
10/29/2010	Various	Bok Bond Fund	448,793	446,331	2,461
11/30/2010	Various	Bok Bond Fund	516,044	458,701	57,343
12/31/2010	Various	Bok Bond Fund	630,271	617,566	12,705
2/19/2010	Various	CBT US Tbond	(29,099)	0	(29,099)
2/19/2010	Various	CBT 10 YR TNote	(7,863)	0	(7,863)
2/19/2010	Various	CBT 5 YR TNote	1,579	0	1,579
2/19/2010	Various	CBT 2 YR TNote	4,469	0	4,469
2/26/2010	Various	CBT 5 YR TNote	2,217	0	2,217
5/24/2010	Various	CBT US Tbond	75,782	0	75,782
5/24/2010	Various	CBT 10 YR TNote	70,629	0	70,629
5/24/2010	Various	CBT 5 YR TNote	59,152	0	59,152
5/24/2010	Various	CBT 2 YR TNote	27,062	0	27,062
5/28/2010	Various	CBT 10 YR TNote	(2,404)	0	(2,404)
5/28/2010	Various	CBT 5 YR TNote	(1,543)	0	(1,543)
6/30/2010	Various	CBT 5 YR TNote	3,520	0	3,520
8/25/2010	Various	CBT US Tbond	108,453	0	108,453
8/31/2010	Various	CBT 10 YR TNote	(618)	0	(618)
8/31/2010	Various	CBT 5 YR TNote	180	0	180
8/31/2010	Various	CBT 10 YR TNote	60,893	0	60,893
8/31/2010	Various	CBT 5 YR TNote	49,682	0	49,682
8/31/2010	Various	CBT 2 YR TNote	20,682	0	20,682
11/24/2010	Various	CBT US Tbond	(65,678)	0	(65,678)
11/24/2010	Various	CBT 10 YR TNote	(3,384)	0	(3,384)
11/24/2010	Various	CBT 5 YR TNote	5,163	0	5,163
11/24/2010	Various	CBT 2 YR TNote	5,660	0	5,660
11/30/2010	Various	CBT 2 YR TNote	(177)	0	(177)
12/31/2010	Various	CBT US Tbond	(5,005)	0	(5,005)
12/31/2010	Various	CBT 2 YR TNote	(1,008)	0	(1,008)
Various	Various	Prescott Group Mid Cap, L P	4,755	0	4,755
Various	Various	Prescott Group Aggressive Small Cap II, L P	143,335	0	143,335

TOTAL GAIN/(LOSS)	7,645,267	6,741,782	903,485
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STATEMENT A

H.A. & Mary K. Chapman Charitable Trust**Schedule of Annual Grant Payments in 2010 for Form 990**

Payee Organization	Request Project Title	Amount
Arts and Culture		
Gilcrease Museum Management Trust 1400 North Gilcrease Museum Road Tulsa, OK 74127-2100	2008-2012 General Operating Funds	\$250,000
OK MOZART, Inc. P.O. Box 2344 Bartlesville, OK 74005	2009-11 Festival Season	\$15,000
Oklahoma Arts Institute 2600 Van Buren, Suite 2606 Norman, OK 73072	2011-2013 Oklahoma Summer Arts Institute	\$20,000
The Philbrook Museum of Art, Inc. P.O. Box 52510 Tulsa, OK 74152-0510	2009-2011 Exhibition Series	\$100,000
The Philbrook Museum of Art, Inc. P.O. Box 52510 Tulsa, OK 74152-0510	2010 Operating Support	\$1,000
The Philbrook Museum of Art, Inc. P.O. Box 52510 Tulsa, OK 74152-0510	2010 Operating Support	\$220
Tulsa Air and Space Museum, Inc. 3624 North 74th East Avenue Tulsa, OK 74115	Spitz SciDome Projection System	\$35,000
Tulsa Boy Singers PO Box 52692 Tulsa, OK 74152	2010 Summer Residential Camp Program at Camp Loughridge	\$1,000

H.A. & Mary K. Chapman Charitable Trust**Schedule of Annual Grant Payments in 2010 for Form 990**

Payee Organization	Request Project Title	Amount
Tulsa Children's Museum P.O. Box 701620 Tulsa, OK 74170-1620	2010/2011 Programming	\$15,000
Tulsa Symphony Orchestra, Inc. 111 East 1st St., Ste. 1 Tulsa, OK 74103-2801	Operating Funds for Fiscal Year 2010/2011 - 2012/2013	\$15,000
<u>Civic and Community</u>		
ALERO Inc. 8109 S 70th E. Pl. Suite 100 Tulsa, OK 74133	General Operating Funds	\$50,000
Crime Commission, Inc. 2121 S. Columbia, Suite LL8 Tulsa, OK 74114	2009-2011 Crime Stopper Program	\$15,000
Crime Commission, Inc. 2121 S. Columbia, Suite LL8 Tulsa, OK 74114	2010 Unsolicited Donation	\$15,000
Friends of the Fairgrounds Foundation P.O. Box 4735 Tulsa, OK 74159-0735	2010 Fair Kickoff Party	\$1,000
Tulsa Hub Syndicate 601 W. 3rd St. Tulsa, OK 74104	2011 Operating Funds	\$15,000

H.A. & Mary K. Chapman Charitable Trust**Schedule of Annual Grant Payments in 2010 for Form 990**

Payee Organization	Request Project Title	Amount
Tulsa Sports Commission 2 West Second St. Suite 150 Tulsa, OK 74103	Sponsorship of the 2010 Conference USA Basketball Championship	\$3,000
<u>Education</u>		
Austin College 900 North Grand Avenue, Suite 6P Sherman, TX 75090-4440	IDEA Center Campaign	\$150,000
Big Brothers & Sisters of Oklahoma 5840 S. Memorial Dr. Tulsa, OK 74145	2010-2011 Local Mentoring Program	\$15,000
Boy Scouts of America - Indian Nations Council 4295 S. Garnett Road Tulsa, OK 74146	Capital Improvements	\$500,000
Cascia Hall Preparatory School 2520 South Yorktown Tulsa, OK 74114-2803	2010/2011 Fr. Bernie Scianna Leadership Award Financial Aid Program	\$60,000
Community Action Project of Tulsa County 4606 S. Garnett Road, Suite 100 Tulsa, OK 74146	2009-2011 Teach For America Program	\$15,000
Community Service Council of Greater Tulsa 16 E. 16th St. Suite 202 Tulsa, OK 74119	2010 Tulsa Area Community Schools Initiative - Briarglen Elementary School Community School Coordinator	\$65,000

H.A. & Mary K. Chapman Charitable Trust**Schedule of Annual Grant Payments in 2010 for Form 990**

Payee Organization	Request Project Title	Amount
Evangelistic Temple School 1339 East 55th Street Tulsa, OK 74105	SMART Board Purchase	\$15,000
The Foundation for Tulsa Schools 3027 South New Haven, Suite 600 Tulsa, OK 74114-6131	2010 Spirit of Innovation Gala	\$5,000
Glenn Pool Oil Field Education Center Inc. 6338 E. 98th St. Tulsa, OK 74137	Tulsa Geoscience Center	\$10,000
Happy Hands Education Center Inc. 8801 South Garnett Broken Arrow, OK 74012-6002	Capital and Program Endowment Campaign	\$50,000
Holland Hall School 5666 East 81st Street Tulsa, OK 74137-2099	2010-2011 Financial Aid	\$75,000
Junior Achievement Oklahoma 3947 S. 103rd E. Ave. Tulsa, OK 74146	2009-2011 Expansion of JA Programs	\$25,000
Leadership Oklahoma 5500 North Western Suite 142 Oklahoma City, OK 73118	2010 Youth Leadership Oklahoma Class X	\$5,000
Metro Christian Academy 6363 South Trenton Avenue Tulsa, OK 74136	"Our Time" 2008 Integrated Capital Campaign	\$100,000

H.A. & Mary K. Chapman Charitable Trust**Schedule of Annual Grant Payments in 2010 for Form 990**

Payee Organization	Request Project Title	Amount
Oklahoma Foundation for Excellence 120 North Robinson, Suite 1420-W Oklahoma City, OK 73102-7434	2011-2013 Operating and Academic Awards Program Support	\$5,000
Oklahoma School of Science and Mathematics Foundation 1141 North Lincoln Boulevard Oklahoma City, OK 73104	2011 Bridge Fund for Faculty Support	\$25,000
Operation Aware of Oklahoma, Inc. 7226 East 41st Street Tulsa, OK 74145	2010/2011 Operating Funds	\$15,000
ORU Golden Eagle Club, Inc. 7777 S. Lewis Tulsa, OK 74171	2009-2011 Golden Eagle Scholarship Fund	\$50,000
Preserving Oklahoma's Legacy Institute 4310 E. 79th St. Tulsa, OK 74136	2011 Operating Support	\$10,000
Street School, Inc. 1135 S. Yale Ave. Tulsa, OK 74112	2010 Street Party	\$1,000
Street School, Inc. 1135 S. Yale Ave. Tulsa, OK 74112	2011 General Operating Funds	\$15,000
Town & Country School, Inc. 5150 East 101st Street Tulsa, OK 74137	Operating Funds for 2008/2009-2010/2011 School Year	\$20,000

H.A. & Mary K. Chapman Charitable Trust**Schedule of Annual Grant Payments in 2010 for Form 990**

Payee Organization	Request Project Title	Amount
Town Hall of Tulsa Corp. P.O. Box 52266 Tulsa, OK 74152	Sponsorship of 2008/2009 - 2010/2011 Lecture Series	\$15,000
Town Hall of Tulsa Corp. P.O. Box 52266 Tulsa, OK 74152	Sponsorship of 2011/2012-2013/2014 Lecture Series	\$15,000
Tulsa Community College Foundation 6111 East Skelly Drive, Suite 608 Tulsa, OK 74135-6198	Center for Creativity Campaign	\$100,000
Tulsa Community Foundation 7030 South Yale Ave. Suite 600 Tulsa, OK 74136	2010 PASS Program	\$1,000
Tulsa Community Foundation 7030 South Yale Ave. Suite 600 Tulsa, OK 74136	2010 TPS Teacher Effectiveness Initiative and City of Tulsa Efficiency Project	\$225,000
University of Oklahoma 660 Parrington Oval Norman, OK 73109	College of Law Scholarship Program	\$50,000
Healthcare American Heart Association 2227 E. Skelly Dr. Tulsa, OK 74105	2010 Go Red For Women Event	\$5,000

H.A. & Mary K. Chapman Charitable Trust**Schedule of Annual Grant Payments in 2010 for Form 990**

Payee Organization	Request Project Title	Amount
Dean McGee Eye Institute 608 Stanton L. Young Blvd Oklahoma City, OK 73104	Construction of Addition and Adjoining Building In Oklahoma Health Center	\$150,000
Oklahoma Caring Foundation, Inc. 1215 S. Boulder Tulsa, OK 74102-3283	2010 - 2012 Caring Van Program	\$10,000
Saint Francis Hospital, Inc. 6161 South Yale Ave. Tulsa, OK 74136	2009 Painted Pony Ball	\$6,000
Visiting Nurse Association of Tulsa 7875 East 51st Street Tulsa, OK 74145	Visiting Nurse Program for FY 2010/2011-2012/2013	\$10,000
Medical Research		
Salk Institute for Biological Studies Post Office Box 85800 San Diego, CA 92186-5800	2010/2011 Chapman Scholars Graduate Student Program	\$125,000
The Scott Carter Foundation P.O. Box 700448 Tulsa, OK 74170-0448	2010 Big Show	\$1,000
Nature & Wildlife		
The Nature Conservancy-Oklahoma Chapter 2727 E. 21st Street, Suite 102 Tulsa, OK 74114	2010/2011 Nickel Preserve Stewardship and Equipment Acquisition	\$50,000

H.A. & Mary K. Chapman Charitable Trust**Schedule of Annual Grant Payments in 2010 for Form 990**

Payee Organization	Request Project Title	Amount
Oklahoma Centennial Botanical Garden 2 West 6th Street Suite 325 Tulsa, OK 74119	Lake Beautification Project	\$100,000
<u>Other</u>		
The Philanthropy Roundtable 1150 17th Street N.W., Suite 503 Washington, D.C. 20036	2010/2011 - 2012/2013 Associate Renewal	\$1,000
<u>Social Services</u>		
American Red Cross, Tulsa Area Chapter 10151 East 11th Street Tulsa, OK 74128	2009-2011 Fiscal Years Direct Disaster Relief	\$25,000
American Red Cross, Tulsa Area Chapter 10151 East 11th Street Tulsa, OK 74128	2010 Unsolicited Donation	\$15,000
Camp Fire USA Green Country Council, Inc. 706 South Boston Avenue Tulsa, OK 74119-1610	2010-2011 Community Building Clubs - Middle School Program	\$20,000
Child Abuse Network, Inc. 2829 South Sheridan Avenue Tulsa, OK 74129	2010-2011 Communication System Support	\$30,100
Child Abuse Network, Inc. 2829 South Sheridan Avenue Tulsa, OK 74129	2010 Unsolicited Donation	\$15,000

H.A. & Mary K. Chapman Charitable Trust**Schedule of Annual Grant Payments in 2010 for Form 990**

Payee Organization	Request Project Title	Amount
Clarehouse, Inc. 7617 S. Mingo Rd. Tulsa, OK 74133	2011 End of Life Care	\$5,000
Crisis Pregnancy Outreach, Inc. PO Box 1113 Jenks, OK 74037	2009-11 Operating Funds for Transitional Home	\$10,000
Domestic Violence Intervention Services, Inc. 4300 South Harvard, Suite 100 Tulsa, OK 74135-2608	2009-2011 Emergency Shelter Operating Funds and Equipment Needs	\$15,000
Emergency Infant Services, Inc. 222 S. Houston Ave. Tulsa, OK 74127	Formula Fund for Fiscal Year 2008/2009-2010/2011	\$10,000
Family & Children's Services, Inc. 650 South Peoria Tulsa, OK 74120-4498	Center for Excellence Capital Campaign	\$100,000
Girl Scouts of Eastern Oklahoma 2432 East 51st Street Tulsa, OK 74105-6002	2010 Juliette Low Leadership Society Luncheon	\$3,000
Goodwill Industries of Tulsa, Inc. 2800 Southwest Blvd. Tulsa, OK 74017	2010 Unsolicited Donation	\$15,000
Greater Cornerstone Community Development Project 5610 S. 41st W. Ave. Tulsa, OK 74107	South Haven Community Center Capital Campaign	\$250,000

H.A. & Mary K. Chapman Charitable Trust**Schedule of Annual Grant Payments in 2010 for Form 990**

Payee Organization	Request Project Title	Amount
Helping Hands Inc. 709 South Boston Avenue Tulsa, OK 74119-1629	2010 Unsolicited Donation	\$15,000
Hospice of Green Country, Inc. 2121 South Columbia, Suite 200 Tulsa, OK 74114	2010-2012 Courtesy Care, Live Alone, and Pet Peace of Mind Programs	\$15,000
Indian Health Care Resource Center of Tulsa, Inc. 550 S. Peoria Ave. Tulsa, OK 74120	2010 Dance of the Two Moons	\$10,000
Inverness Village 3800 West 71st Street Tulsa, OK 74132	Dakim BrainFitness Program	\$5,000
John 3:16 Mission 205 E. Pine Street Suite 103 Tulsa, OK 74106	2010-2012 Summer Literacy Program	\$15,000
John 3:16 Mission 205 E. Pine Street Suite 103 Tulsa, OK 74106	2010 Unsolicited Donation	\$15,000
Kendall-Whittier, Inc. P.O. Box 4165 Tulsa, OK 74159	2010/2011 Youth Mentoring Program	\$15,000
Little Light House, Inc. 5120 East 36th Street Tulsa, OK 74135	2009/2010-2011/2012 Operating Funds	\$50,000

H.A. & Mary K. Chapman Charitable Trust**Schedule of Annual Grant Payments in 2010 for Form 990**

Payee Organization	Request Project Title	Amount
Meals on Wheels of Metro Tulsa, Inc. 12620 East 31st Street Tulsa, OK 74146-2307	2010 Unsolicited Donation	\$15,000
Mental Health Association in Tulsa, Inc. 1870 South Boulder Tulsa, OK 74119-5234	2010 Carnivale Event	\$5,000
Mental Health Association in Tulsa, Inc. 1870 South Boulder Tulsa, OK 74119-5234	2010 Unsolicited Donation	\$15,000
National Multiple Sclerosis Society, Oklahoma Chapter 4606 E. 67th St., Bldg. #7, Suite 103 Tulsa, OK 74136	2010 Financial Assistance Program	\$5,000
Neighbor For Neighbor, Inc. 505 East 36th Street North Tulsa, OK 74106-1812	2010 Unsolicited Donation	\$15,000
Retired Senior Volunteer Program of Tulsa, Inc. 5756 East 31st Street Tulsa, OK 74135	2008-2010 Operating Funds for RSVP Service Centers	\$3,500
Ronald McDonald House Charities of Tulsa, Inc. 6102 South Hudson Avenue Tulsa, OK 74136-2020	2010 McDazzle Fundraiser	\$1,500
Stand In The Gap 3939 S. Harvard Ave., Suite 120 Tulsa, OK 74135-4600	2011 Life Launch Program	\$10,000

H.A. & Mary K. Chapman Charitable Trust**Schedule of Annual Grant Payments in 2010 for Form 990**

Payee Organization	Request Project Title	Amount
Tulsa Boys' Home, Inc. P.O. Box 1101 Tulsa, OK 74101-1101	2010-2012 Operating Funds	\$40,000
Tulsa Boys' Home, Inc. P.O. Box 1101 Tulsa, OK 74101-1101	2010 Unsolicited Donation	\$15,000
Tulsa CASA, Inc. 700 South Boston, Suite 230 Tulsa, OK 74119	2009-2010 Operating Funds	\$15,000
Tulsa Day Center for the Homeless, Inc. 415 West Archer Tulsa, OK 74103	2009/2010 Operating Funds for Children's Medical Needs	\$10,000
Tulsa Day Center for the Homeless, Inc. 415 West Archer Tulsa, OK 74103	Hudson Villas	\$50,000
Tulsa Day Center for the Homeless, Inc. 415 West Archer Tulsa, OK 74103	2010 Unsolicited Donation	\$15,000
Life Senior Services, Inc. 5950 East 31st Street Tulsa, OK 74135	2010-2012 Adult Day Services	\$17,500
Washington County Elder Care, Inc. 1223 Swan Drive Bartlesville, OK 74006-5037	2010-2012 Adult Day Break Program	\$20,000

73-6177739

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

H.A. & Mary K. Chapman Charitable Trust

Schedule of Annual Grant Payments in 2010 for Form 990

Payee Organization	Request Project Title	Amount
Young Men's Christian Association of Greater Tulsa 420 S. Main St. Tulsa, OK 74103	2010 Strong Kids Campaign	\$3,000
Grand Totals (92 items)		\$3,554,820