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**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

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation THE MR & MRS ROBERT N CHAPMAN AND SON ROBERT B CHAPMAN CHARITABLE		A Employer identification number 20-8233924
Number and street (or P O box number if mail is not delivered to street address) 133 OLD TOWER HILL ROAD		B Telephone number (see instructions) 401-789-0217
City or town, state, and ZIP code WAKEFIELD RI 02879		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 326,949	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,670	1,670		
	4 Dividends and interest from securities	13,531	13,531		
	5 a Gross rents		0		
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	-12,599			
	b Gross sales price for all assets on line 6a	359,511			
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0	0	0		
12 Total. Add lines 1 through 11	2,602	15,201	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	133	0	0	0
	b Accounting fees (attach schedule)	2,080	0	0	0
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	426	426	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	416	0	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	3,055	426	0	0
	25 Contributions, gifts, grants paid	17,500			17,500
26 Total expenses and disbursements. Add lines 24 and 25	20,555	426	0	17,500	
27 Subtract line 26 from line 12	-17,953				
a Excess of revenue over expenses and disbursements		14,775			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			0		

614 21

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	8,129	17,275	17,275
	3	Accounts receivable ▶	0		
		Less allowance for doubtful accounts ▶	0	0	0
	4	Pledges receivable ▶	0		
		Less allowance for doubtful accounts ▶	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶	0		
		Less allowance for doubtful accounts ▶	0	0	0
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	361,065	285,267	230,348
	c	Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11	Investments—land, buildings, and equipment basis ▶	0		
		Less accumulated depreciation (attach schedule) ▶	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	24,253	73,031	79,326
	14	Land, buildings, and equipment basis ▶	0		
		Less accumulated depreciation (attach schedule) ▶	0	0	0
	15	Other assets (describe ▶)	0	0	0
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	393,447	375,573	326,949
Net Assets or Fund Balances	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ▶)	0	0	
	23	Total liabilities (add lines 17 through 22)	0	0	
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		0	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	393,447	375,573	
	30	Total net assets or fund balances (see instructions)	393,447	375,573	
Total	31	Total liabilities and net assets/fund balances (see instructions)	393,447	375,573	

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	393,447
2	Enter amount from Part I, line 27a	2	-17,953
3	Other increases not included in line 2 (itemize) ▶ Miscellaneous	3	79
4	Add lines 1, 2, and 3	4	375,573
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	375,573

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 Publicly traded securities			
b 750 Shares of Blackstone Group, LP	P	2/24/2010	10/3/2011
c 250 Shares of Blackstone Group, LP	P	3/23/2010	10/3/2011
d 100 Shares of Energy Trfr Equity LP	P	4/17/2009	1/27/2011
e 400 Shares of Energy Trfr Equity LP	P	4/17/2009	6/29/2011

(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 327,006	0	347,592	-20,586
b 8,510	0	10,867	-2,357
c 2,837	0	3,667	-830
d 3,779	0	2,215	1,564
e 17,379	0	8,860	8,519

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a 0	0	0	-20,586
b 0	0	0	-2,357
c 0	0	0	-830
d 0	0	0	1,564
e 0	0	0	8,519

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	-13,690
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0

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.

(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))
2010	14,000	351,953	0.039778
2009	34,826	302,085	0.115285
2008	9,830	393,845	0.024959
2007	0	495,847	0.000000
2006			0.000000

2 Total of line 1, column (d)	2	0.180022
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	0.045006
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	359,878
5 Multiply line 4 by line 3	5	16,197
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	148
7 Add lines 5 and 6	7	16,345
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	17,500

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

1	a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	148
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> 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	148
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	148
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	0
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	200
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	200
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	52
11	Enter the amount of line 10 to be Credited to 2012 estimated tax 52 Refunded 11	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		
1a		
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		
1b		
c Did the foundation file Form 1120-POL for this year?		X
1c		
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
2		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
3		
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4a		
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		
5		
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	
6		
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
7		
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) RI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>		
8b		
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
9		
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X
10		

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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of Brown, Lisle/Cummings, Inc Telephone no 401-421-8900 Located at One Turks Head Place, Suite 800 Providence RI ZIP+4 02903			
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			
16	At any time during calendar year 2011, 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 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20 , 20 , 20 , 20		
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)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 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 2011)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	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)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

	5b	N/A
	6b	X
	7b	X

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
John A. Marginson One Turks Head Place Providence RI 02903	Director	00	0	0
Archibald B. Kenyon, Jr. 133 Old Tower Hill Rd Wakefield RI 02879	Director	00	0	0
		00	0	0
		00	0	0

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0

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

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 - Non-operating foundation	
2	
3	
4	

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

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

	Amount
1 N/A - Non-operating foundation	
2	
All other program-related investments See instructions	
3	0
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	350,147
b	Average of monthly cash balances	1b	10,522
c	Fair market value of all other assets (see instructions)	1c	4,689
d	Total (add lines 1a, b, and c)	1d	365,358
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	365,358
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	5,480
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	359,878
6	Minimum investment return. Enter 5% of line 5	6	17,994

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	17,994
2a	Tax on investment income for 2011 from Part VI, line 5	2a	148
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	148
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	17,846
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	17,846
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	17,846

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	17,500
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	17,500
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	148
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	17,352

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				17,846
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			16,690	
b Total for prior years 20 07, 20 08, 20 09		46,946		
3 Excess distributions carryover, if any, to 2011				
a From 2006	0			
b From 2007	0			
c From 2008	0			
d From 2009	0			
e From 2010	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 17,500				
a Applied to 2010, but not more than line 2a			16,690	
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 2011 distributable amount				810
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (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		46,946		
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				
d Subtract line 6c from line 6b Taxable amount—see instructions		46,946		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				17,036
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

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

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 2011, 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)

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

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
0	0	0	0	0
0	0	0	0	0
0	0	0	0	0
				0
0	0	0	0	0
0	0	0	0	0
				0
0	0	0	0	0
				0
				0
				0
				0

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 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

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

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
	0		0	0
	0		0	0
	0		0	0
	0		0	0
	0		0	0
	0		0	0
	0		0	0
		14	15,201	
		18	-12,599	
	0		0	0
	0		0	0
	0		0	0
	0		0	0
	0		0	0
	0		2,602	0
13				2,602

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) (See instructions)
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N/A

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Line 16a (990-PF) - Legal Fees

		133	0	0	0
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Kenyon Law Associates, LLP	133			
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 16b (990-PF) - Accounting Fees

		2,080	0	0	0
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Elizabeth A Beatrice, CPA	2,080			
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		426	426	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20				
2	Foreign tax paid	426	426		
3					
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

		416	0	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	State Filing Fee	70			
2	Federal excise tax	346			
3					
4					
5					
6					
7					
8					
9					

THE MR AND MRS ROBERT N CHAPMAN AND SON ROBERT B CHAPMANT CHARITABLE TRUST Form 990-PF 2011									
SUPPLEMENTAL SCHEDULE OF MARKETABLE SECURITIES									
YEAR ENDED DECEMBER 31, 2011									
FOUNDATION FUNDED									
AS OF JANUARY 1,									
20 11									
	SHARES	BOOK VALUE	SHARES	BOOK BASIS	SHARES	BOOK BASIS	SALES AND OTHER DISPOSITIONS	PROCEEDS	GAIN OR LOSS
COMMON STOCKS:									
Abbott Laboratories			200	10,931.24					
American Capital LTD			750	7,775.52	(750)	(7,775.52)		4,806.62	(2,968.90)
American Intl Grp, Inc	500	5,910.05			(500)	(5,910.05)		10,823.84	4,913.79
Aquila 3 Peaks High	2741.636	24,321.62	1699.952	17,187.73					
Ares Capital Corp Common	1350	19,501.88			(350)	(5,418.21)		5,722.59	304.38
BAC Capital Transfer			750	16,377.18	(750)	(16,377.18)		14,518.74	(1,858.44)
BGC Partners			2000	15,955.84					
Bank of America			750	14,049.01	(750)	(14,049.01)		14,217.04	168.03
Bank of Nova Scotia	250	13,132.83			(250)	(13,132.83)		12,101.21	(1,031.62)
Canadian Imperial Bank	200	15,891.58			(200)	(15,891.58)		14,358.55	(1,533.03)
Chesapeake Energy			400	14,509.65	(400)	(14,509.65)		9,949.33	(4,560.32)
Citigroup, Inc	3,000	14,061.90			(3,000)	(14,061.90)		13,477.20	(584.70)
ConocoPhillips	250	14,151.02							
Deere & Company	200	8,103.50			(200)	(8,103.50)		13,594.69	5,491.19
Dow Chemical Co			500	13,292.64					
DuPont, El	300	14,283.17	250	13,830.97	(300)	(14,283.17)		12,746.47	(1,536.70)
Eaton Corp					(250)	(13,830.97)		12,114.63	(1,716.34)
Evergreen Solar, Inc	500	8,128.28							
Federal Natl Mtg Assn	600	10,775.81							
Foot Locker Inc.	800	11,794.99			(800)	(11,794.99)		17,163.14	5,368.15
Freeport McMoran			300	11,941.07					
Frontier Communications	1500	18,623.16			(1,500)	(18,623.16)		9,244.31	(9,378.85)
Gabelli Global Gold	1000	18,862.30			(1,000)	(18,862.30)		15,997.40	(2,864.90)
General Growth PPTY			26	376.28					
General Motors Corp			300	15,304.90					
Glaxosmithkline			300	13,768.02					
Heinz H J Co	300	13,911.44			(300)	(13,911.44)		15,729.58	1,818.14
Subtotal		211,453.53							

HELD AS OF DECEMBER 31, 2011				
			DIVIDENDS	
		BOOK	INTEREST	
<u>SHARES</u>	<u>BASIS</u>	<u>RECEIVED</u>		
200	10,931.24			Abbott Laboratories
	0.00			American Capital LTD
	0.00			American Intl Grp, Inc
4441.588	41,509.35	1,670.36		Aquila 3 Peaks High
1000	14,083.67	1,156.87		Ares Capital Corp Common
	0.00	292.97		BAC Capital Transfer
2000	15,955.84	222.60		BGC Partners
	0.00	581.62		Bank of America
	0.00	526.58		Bank of Nova Scotia
	0.00	546.91		Canadian Imperial Bank
	0.00	35.00		Chesapeake Energy
	0.00			Citigroup, Inc
250	14,151.02	660.00		ConocoPhillips
	0.00	222.00		Deere & Company
500	13,292.64			Dow Chemical Co.
	0.00	492.00		DuPont, El
	0.00	85.00		Eaton Corp
500	8,128.28			Evergreen Solar, Inc
600	10,775.81	1.30		Federal Natl Mtg Assn
	0.00	384.00		Foot Locker Inc.
300	11,941.07			Freeport McMoran
	0.00	124.74		Frontier Communications
	0.00	1,091.46		Gabelli Global Gold
26	376.28	4.66		General Growth PPTY
300	15,304.90	534.39		General Motors Corp
300	13,768.02	156.33		Glaxosmithkline
	0.00	270.00		Heinz H J Co
	170,218.12	9,058.79		Subtotal

THE MR AND MRS ROBERT N CHAPMAN AND SON ROBERT B CHAPMANT CHARITABLE TRUST										Form 990-PF 2011	
SUPPLEMENTAL SCHEDULE OF MARKETABLE SECURITIES										Part II, Lines 10b & 13	
YEAR ENDED DECEMBER 31, 2011											
	FOUNDATION FUNDED						SALES AND OTHER				
	AS OF JANUARY 1,				ADDITIONS		DISPOSITIONS				
	20 11										
	BOOK		BOOK		BOOK		BOOK		GAIN OR		
	SHARES	VALUE	SHARES	BASIS	SHARES	BASIS	SHARES	BASIS	PROCEEDS	LOSS	
Hudson City Bankcorp	1000	12,542.92			(1,000)	(12,542.92)	11,073.88	(1,469.04)			
Indymac Bancorp	1,500	30,086.25									
Intel Corporation			750	17,295.21							
Kraft Foods, Inc	500	13,876.31			(500)	(13,876.31)	16,776.15	2,899.84			
Lockheed Martin Corp			400	15,815.64							
Meadwestvaco Corp			400	13,084.15							
Morgan Stanley	600	12,510.95									
Paychex Inc.	500	13,049.29									
Penney, JC Co. Inc.	400	13,530.71									
St Joe Company			400	11,314.69							
Santander Finance PFD	600	11,064.78	400	6,979.46	(1,000)	(18,044.24)	13,834.92	(4,209.32)			
Southern Copper Corp	300	14,233.90			(300)	(14,233.90)	10,604.34	(3,629.56)			
Telefonica SA			750	18,093.93	(500)	(18,093.93)	12,835.04	(5,258.89)			
Tyco International			300	13,859.96							
United Health Care			250	12,396.72							
United Parcel Service	200	12,108.40			(200)	(12,108.40)	14,056.20	1,947.80			
Verizon	500	16,608.07			(500)	(16,608.07)	18,460.15	1,852.08			
Subtotal from previous page		211,453.53									
TOTAL COMMON STOCKS		361,065.11		274,139.81		(349,937.92)	327,005.57	(22,932.35)			
OTHER INVESTMENTS:											
Blackstone Group LP		13,983.96			(1,000)	(13,463.96)	11,346.24	(2,117.72)			
Cheniere Energy LP			1000	16,205.31				0.00			
Energy Transfer Equity	500	10,265.02			(500)	(9,825.00)	21,157.77	11,332.77			
Enterprise Products, LP			275	12,301.04				0.00			
Alliance Bernstein Hldg			200	14,340.54				0.00			
Linn Energy, LLC			450	17,039.38				0.00			
W. P. Carey & Co., LLC			400	15,464.91				0.00			
TOTAL OTHER INVESTMENTS		24,248.98		75,351.18		(23,288.96)	32,504.01	9,215.05			
TOTAL MARKETABLE SECURITIES		385,314.09		349,490.99		(373,226.88)	359,509.58	(13,717.30)			

[illegible]

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	Abbott Laboratories	200	0	10,931	0	11,246
2	American Int'l Group, Inc	2,400	5,910	0	10,785	0
3	Aquila Three Peaks High	4,442	24,322	41,510	24,807	41,120
4	Ares Capital Corp Common	1,000	19,502	14,084	22,248	15,450
5	BCG Partners	2,000	0	15,956	0	11,880
6	Bank of Nova Scotia	250	13,133	0	14,300	0
7	Canadian Imperial Bank	200	15,892	0	0	0
8	Citigroup, Inc	3,000	14,062	0	14,190	0
9	ConocoPhillip	250	14,151	14,151	17,025	18,218
10	Deere & Company	200	8,104	0	16,610	0
11	Dow Chemical Company	500	0	13,293	0	14,380
12	Du Pont, El	300	14,283	0	14,964	0
13	Evergreen Solar Inc.	500	8,128	8,128	292	1
14	Federal National Mtg Assn	600	10,776	10,775	300	219
15	Foot Locker Inc	800	11,795	0	15,696	0
16	Freeport McMoran Corp	300	0	11,941	0	11,037
17	Frontier Communications	1,500	18,623	0	14,595	0
18	Gabelli Global Gold	1,000	18,862	0	19,270	0
19	General Growth PPTYS	26	0	376	0	391
20	General Motors	300	0	15,305	0	10,275
21	Glaxosmithkline	300	0	13,768	0	13,689
22	Heinz HJ Co	300	13,911	0	14,838	0
23	Hudson City Bankcorp	1,000	12,543	0	12,740	0
24	Indymac Bancorp, Inc	1,500	30,086	30,086	12	0
25	Intel Corp	750	0	17,295	0	18,187
26	Kraft Foods, Inc.	500	13,876	0	15,755	0
27	Lockheed Martin Corp	200	0	15,816	0	16,180
28	Meadwestvaco Corp	400	0	13,084	0	11,980
29	Morgan Stanley	600	12,511	12,511	11,568	8,826
30	Paychex, Inc.	500	13,049	0	15,455	0
31	Penney J C Co, Inc	400	13,531	0	12,924	0
32	Santander Finance	600	11,065	0	10,920	0
33	Southern copper Corp	300	14,234	0	14,622	0
34	Tyco International	300	0	13,860	0	14,013
35	United Health Care	250	0	12,397	0	12,670
36	United Parcel Service	200	12,108	0	14,516	0
37	Verizon	500	16,608	0	17,890	0
38	Progress Energy Tender Offer	800	0	0	586	586
39						
40						
41						
42						
43						
44						

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
45						
46						
47						
48						
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50						
51						
52						
53						
54						

Part II, Line 13 (990-PF) - Investments - Other

	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	Energy Transfer Equity	AT COST	10,269	0	0
2	Blackstone Group LP	AT COST	13,984	0	0
3	Alliance Resource LP	AT COST	0	13,615	15,116
4	Cheniere Energy LP	AT COST	0	15,886	18,020
5	Enterprise Products LP	AT COST	0	11,802	12,755
6	Linn Energy LLC	AT COST	0	16,487	17,059
7	W P Carey & Co, LLP	AT COST	0	15,241	16,376
8					
9					
10					

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals	Long Term CG Distributions		Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
							Short Term CG Distributions	Amount								
1	Publicly traded securities						0	0								-13,650
2	750 Shares of Blackstone Group, LP	09253U108	P	2/24/2010	10/3/2011				327,006	0	347,592	-20,586			0	-20,586
3	250 Shares of Blackstone Group, LP	09253U108	P	3/23/2010	10/3/2011				8,510	0	10,867	-2,357			0	-2,357
4	100 Shares of Energy Trfr Equity LP	29273V100	P	4/17/2009	1/27/2011				2,837	0	3,667	-830			0	-830
5	400 Shares of Energy Trfr Equity LP	29273V100	P	4/17/2009	6/29/2011				3,779	0	2,215	1,564			0	1,564
6									17,379	0	8,860	8,519			0	8,519
7									0	0	0	0			0	0
8									0	0	0	0			0	0
9									0	0	0	0			0	0
10									0	0	0	0			0	0

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours
1	John A. Marginson		One Turks Head Place	Providence	RI	02903		Director	0 00
2	Archibald B. Kenyon, Jr.		133 Old Tower Hill Rd	Wakefield	RI	02879		Director	0 00
3									
4									
5									
6									
7									
8									
9									
10									