Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

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

A Employer identification number
73-1499528

Number and street (or P O box number if mail is not delivered to street address): ONE WARREN PLACE, 6100 S. YALE AVE.
Room/suite: 1816

B Telephone number
918-496-7882

City or town, state, and ZIP code
TULSA, OK 74136

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 164,294,318.

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

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	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				
	4 Dividends and interest from securities	3,806,978.	3,806,978.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	950,479.			
	b Gross sales price for all assets on line 6a 13,191,285.				
	7 Capital gain net income (from Part IV, line 2)		950,479.		
	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	-9,534.	0.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	4,747,923.	4,757,457.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	516,970.	361,879.		155,091.
	14 Other employee salaries and wages	207,836.	145,485.		62,351.
	15 Pension plans, employee benefits				
	16a Legal fees STMT	2,568.	1,798.		770.
	b Accounting fees STMT	24,098.	21,688.		2,410.
	c Other professional fees STMT	69,959.	34,980.		34,979.
	17 Interest	28,142.	28,142.		0.
	18 Taxes STMT 6	57,356.	6,371.		2,985.
	19 Depreciation and depletion	8,998.	8,998.		
	20 Occupancy	74,506.	52,154.		22,352.
	21 Travel, conferences, and meetings	18,389.	3,678.		14,711.
	22 Printing and publications				
	23 Other expenses STMT 7	100,797.	70,184.		30,613.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,109,619.	735,357.		326,262.
	25 Contributions, gifts, grants paid	6,662,778.			6,662,778.
	26 **Total expenses and disbursements.** Add lines 24 and 25	7,772,397.	735,357.		6,989,040.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-3,024,474.			
	b **Net investment income** (if negative, enter -0-)		4,022,100.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing	1,160.	427,079.	427,079.
2	Savings and temporary cash investments	1,582,785.	25,085.	25,085.
3	Accounts receivable ▶ 117,516.			
	Less: allowance for doubtful accounts ▶		117,516.	117,516.
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations			
b	Investments - corporate stock STMT 8	86,785,677.	86,778,469.	147,101,551.
c	Investments - corporate bonds STMT 9	6,298,929.	6,875,281.	7,710,146.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other STMT 10	7,832,787.	5,281,186.	5,393,795.
14	Land, buildings, and equipment: basis ▶ 3,255,000.			
	Less accumulated depreciation ▶	3,255,000.	3,255,000.	3,255,000.
15	Other assets (describe ▶ STATEMENT 11)	264,529.	264,146.	264,146.
16	**Total assets** (to be completed by all filers)	106,020,867.	103,023,762.	164,294,318.
Liabilities 17	Accounts payable and accrued expenses	14,197.		
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable	1,400,000.	1,500,000.	
22	Other liabilities (describe ▶ STATEMENT 12)	202,528.	147,140.	
23	**Total liabilities** (add lines 17 through 22)	1,616,725.	1,647,140.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	1,093,134.	1,093,134.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds	103,311,008.	100,283,488.	
30	**Total net assets or fund balances**	104,404,142.	101,376,622.	
31	**Total liabilities and net assets/fund balances**	106,020,867.	103,023,762.	

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	104,404,142.
2	Enter amount from Part I, line 27a	2	-3,024,474.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	101,379,668.
5	Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	3,046.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	101,376,622.

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	13,191,285.		12,240,806.	950,479.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				950,479.
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** 950,479.

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))
2010	7,389,464.	141,572,455.	.052196
2009	8,804,874.	149,574,750.	.058866
2008	9,128,490.	178,533,686.	.051130
2007	7,655,921.	185,843,204.	.041196
2006	2,711,568.	157,286,837.	.017240

2	**Total** of line 1, column (d)	2	.220628
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	.044126
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	159,953,450.
5	Multiply line 4 by line 3	5	7,058,106.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	40,221.
7	Add lines 5 and 6	7	7,098,327.
8	Enter qualifying distributions from Part XII, line 4	8	6,989,040.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	80,442.
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	80,442.
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	80,442.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 53,819.		
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	53,819.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	611.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	27,234.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OK			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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?	13	X	

Website address ▶ HTTP://WWW.CHAPMANTRUSTS.ORG

14 The books are in care of ▶ DONNE PITMAN Telephone no. ▶918-496-7882

Located at ▶6100 S. YALE AVE., SUITE 1816, TULSA, OK ZIP+4 ▶74136

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

			Yes	No
16	At any time during calendar year 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes [X] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes [X] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes [X] No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes [X] 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 [X] 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 [X] 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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes [X] 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 [X] 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
J. JERRY DICKMAN 6100 S. YALE AVE., SUITE 1816 TULSA, OK 74136	MANAGER & CO-TRUSTEE 25.00	258,938.	0.	0.
DONNE PITMAN 6100 S. YALE AVE., SUITE 1816 TULSA, OK 74136	MANAGER & CO-TRUSTEE 25.00	258,032.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A - THE MARY K. CHAPMAN FOUNDATION IS A NON-OPERATING PRIVATE FOUNDATION WHICH MAKES GIFTS TO CHARITABLE ORGANIZATIONS. THE FOUNDATION DOES NOT OPERATE	0.
2 ANY FACILITY OR INSTITUTION UNDERTAKING A CHARITABLE, EDUCATIONAL OR RELIGIOUS ENDEAVOR.	0.
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	161,941,541.
b	Average of monthly cash balances	1b	447,748.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	162,389,289.
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	162,389,289.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,435,839.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	159,953,450.
6	**Minimum investment return** Enter 5% of line 5	6	7,997,673.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	7,997,673.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 80,442.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	80,442.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,917,231.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	7,917,231.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	7,917,231.

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	6,989,040.
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	6,989,040.
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	6,989,040.

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.

123571
12-02-11

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				7,917,231.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			6,969,851.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 6,989,040.				
a Applied to 2010, but not more than line 2a			6,969,851.	
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				19,189.
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		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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				7,898,042.
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 2006 not applied on line 5 or line 7	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				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see 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 13

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT B				6,662,778.
Total			▶ 3a	6,662,778.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	3,806,978.	
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	-9,534.			
8 Gain or (loss) from sales of assets other than inventory			18	950,479.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-9,534.		4,757,457.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 4,747,923.

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

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

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

MARY K. CHAPMAN FOUNDATION

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

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

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/14/2012 Title: Trustee

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ALAN R. SCHMITZ	Alan R Schmitz	5/8/12		P00168987

Firm's name ▶ HOGANTAYLOR LLP — Firm's EIN ▶ 73-1413977

Firm's address ▶ 2200 S. UTICA PL., SUITE 400 TULSA, OK 74114-7000 — Phone no. (918) 745-2333

123622
12-02-11

STATEMENT A
TR: 12/31/11
73-1499528

MARY K. CHAPMAN FOUNDATION

Acquisition Date	Sale Date	Qty	Security	Cost Basis	Proceeds	Gain or Loss
12/19/1996	1/3/2011	1,548 00	A A O N INC NEW	31 89	44,882 29	44,850 40
12/19/1996	1/4/2011	12,111 00	A A O N INC NEW	249 46	351,365 19	351,115 73
12/19/1996	1/6/2011	9,051 00	A A O N INC NEW	186 44	262,513 17	262,326 73
8/23/2005	1/6/2011	500 00	A A O N INC NEW	6,740 09	14,515 59	7,775 50
6/23/2009	1/5/2011	-17 00	CALL A T & T INC NEW $25 EXP 01/22/11	-	4,271 99	4,271 99
6/25/2009	1/10/2011	1,700 00	A T & T INC NEW	40,752 04	42,490 33	1,738 29
12/21/2009	1/18/2011	-79 00	CALL NOKIA CORP SPN ADRF $12 50 EXP 01/22/	147 58	14,072 69	13,925 11
6/22/2009	1/18/2011	-24 00	CALL PROCTER & GAMBLE $60 ADJ EXP 01/22/11	-	6,929 82	6,929 82
1/9/2006	1/20/2011	7,900 00	NOKIA CORP SPON ADR F 1 ADR REP 1 NOKIA CO	150,662 95	86,257 59	(64,405 36)
6/25/2009	1/21/2011	2,200 00	PROCTER & GAMBLE	111,632 24	131,988 52	20,356 28
6/23/2009	1/22/2011	-51 00	CALL MICROSOFT CORP $27 50 EXP 01/22/11	-	11,082 01	11,082 01
6/24/2009	1/22/2011	-53 00	CALL CAPITAL ONE FINCL $30 EXP 01/22/11	-	18,512 42	18,512 42
6/23/2009	1/22/2011	-1 00	CALL U S BANCORP DEL NEW $25 EXP 01/22/11	-	169 99	169 99
6/24/2009	1/22/2011	-107 00	CALL U S BANCORP DEL NEW $25 EXP 01/22/11	-	21,324 55	21,324 55
12/21/2009	1/22/2011	-44 00	CALL GENERAL ELECTRIC CO $20 EXP 01/22/11	-	3,907 53	3,907 53
12/18/2009	1/22/2011	-78 00	CALL JPMORGAN CHASE & CO $45 EXP 01/22/11	-	30,364 61	30,364 61
12/18/2009	1/22/2011	-83 00	CALL PFIZER INC $20 EXP 01/22/11	-	11,146 61	11,146 61
1/26/2009	1/22/2011	-78 00	CALL INTEL CORP $20 EXP 01/22/11	-	9,761 64	9,761 64
6/23/2009	1/22/2011	-4 00	CALL VODAFONE GROUP ADRF $20 EXP 01/22/11	-	1,137 69	1,137 69
12/11/2007	1/26/2011	4,000 00	CAPITAL ONE FINANCIAL CP	203,228 75	119,990 94	(83,237 81)
3/12/2008	1/26/2011	1,300 00	CAPITAL ONE FINANCIAL CP	55,937 81	38,997 06	(16,940 75)
11/1/2005	1/26/2011	6,500 00	INTEL CORP	150,049 25	129,990 04	(20,059 21)
11/23/2007	1/26/2011	1,300 00	INTEL CORP	32,831 05	25,998 01	(6,833 04)
7/21/2008	1/26/2011	7,800 00	JPMORGAN CHASE & CO	256,381 69	350,984 31	94,602 62
6/25/2009	1/26/2011	5,100 00	MICROSOFT CORP	120,210 85	140,238 36	20,027 51
6/25/2009	1/26/2011	200 00	PROCTER & GAMBLE	10,148 39	11,990 82	1,842 43
7/21/2008	1/26/2011	10,800 00	U S BANCORP DEL NEW	257,392 39	269,985 87	12,593 48
6/25/2009	1/26/2011	400 00	VODAFONE GROUP NEW ADR F SPONSORED ADR 1 A	7,780 58	7,990 90	210 32
1/25/2007	1/27/2011	5,600 00	PFIZER INCORPORATED	150,873 95	103,090 22	(47,783 73)
11/23/2007	1/27/2011	2,700 00	PFIZER INCORPORATED	61,783 25	49,704 22	(12,079 03)
5/27/2010	3/15/2011	-39 00	CALL EXELON CORPORATION $47 50 EXP 01/21/1	3,540 32	6,209 89	2,669 57
6/1/2010	3/17/2011	3,900 00	EXELON CORPORATION	150,236 17	165,180 57	14,944 40
1/14/2011	5/10/2011	-46 00	CALL SANOFI ADR $36 EXP 06/18/11	-	5,258 72	5,258 72
5/18/2010	5/13/2011	4,600 00	SANOFI SPONSORED ADR	150,078 43	165,587 87	15,509 44
Various	1/31/2011	344,665 94	BOK Bond Fund	344,665 94	360,629 00	15,963 06
Various	2/28/2011	673,786 37	BOK Bond Fund	673,786 37	692,982 69	19,196 32
Various	3/31/2011	351,650 83	BOK Bond Fund	351,650 83	348,273 88	(3,376 95)
Various	4/30/2011	439,730 43	BOK Bond Fund	439,730 43	445,333 07	5,602 64
Various	5/31/2011	1,124,400 91	BOK Bond Fund	1,124,400 91	1,165,100 18	40,699 27
Various	6/30/2011	245,447 13	BOK Bond Fund	245,447 13	246,297 87	850 74
Various	7/31/2011	388,441 39	BOK Bond Fund	388,441 39	388,006 44	(434 95)
Various	8/31/2011	1,417,293 13	BOK Bond Fund	1,417,293 13	1,456,156 68	38,863 55
Various	9/30/2011	968,594 04	BOK Bond Fund	968,594 04	1,048,552 79	79,958 75
Various	10/31/2011	1,960,042 69	BOK Bond Fund	1,960,042 69	2,000,450 16	40,407 47
Various	11/30/2011	203,305 08	BOK Bond Fund	203,305 08	210,328 89	7,023 81
Various	12/30/2011	202,572 13	BOK Bond Fund	202,572 13	205,663 48	3,091 35
2/27/2007	6/21/2011	1,000,000 00	Fisco Income Plus	1,000,000 00	1,847,159 10	847,159 10
3/11/2008	7/5/2011	1 00	Fisco Income Plus	1 00	114,832 80	114,831 80
3/11/2008	12/31/2011	999,999 00	Fisco Income Plus	999,999 00	-	(999,999 00)
Various	Various		SCH K-1 FLOW-THROUGH PRESCOTT GRP SMALL CAP II, LLP		3,626 00	3,626 00
			TOTAL GAIN/(LOSS)	**12,240,805.64**	**13,191,285 06**	**950,479 42**

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2011 for Form 990

Payee Organization	Request Project Title	Amount
Arts and Culture		
Gilcrease Museum Management Trust 800 S. Tucker Drive Tulsa, OK 74104	Helmerich Research Center and Gilcrease National Archive	$500,000
Gilcrease Museum Management Trust 800 S. Tucker Drive Tulsa, OK 74104	Digitation of Art and Artifacts of Gilcrease Museum	$200,000
Oklahoma Aquarium Foundation 300 Aquarium Drive Jenks, OK 74037	Sea Turtle Experience	$15,000
The Philbrook Museum of Art, Inc. P.O. Box 52510 Tulsa, OK 74152-0510	2011-2013 Exhibition Series	$125,000
Tulsa Ballet Theatre, Inc. 1212 East 45th Place South Tulsa, OK 74105-4563	2012-2014 Center for Dance Education	$25,000
Tulsa Community Foundation 7030 South Yale Ave. Suite 600 Tulsa, OK 74136	Mickey Mantle Museum Project - Phase I	$50,000
Tulsa Historical Society 2445 South Peoria Avenue Tulsa, OK 74114-1326	2011 Child Focused Exhibit Activities	$7,500
University of Oklahoma Foundation 660 Parrington Oval Norman, OK 73109	Stuart Wing, Fred Jones Jr. Museum of Art	$150,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2011 for Form 990

Payee Organization	Request Project Title	Amount
Civic and Community		
Cheyenne Mountain Zoological Society 4250 Cheyenne Mountain Zoo Road Colorado Springs, CO 80906	Encounter Africa Capital Campaign	$175,000
Cheyenne Mountain Zoological Society 4250 Cheyenne Mountain Zoo Road Colorado Springs, CO 80906	Encounter Africa Capital Campaign	$175,000
Cheyenne Mountain Zoological Society 4250 Cheyenne Mountain Zoo Road Colorado Springs, CO 80906	Encounter Africa Capital Campaign	$175,000
First Tee of Tulsa, Inc. 5223 E. 41st. St. North Tulsa, OK 74115	2011, 2012 and 2013 Operating Funds	$15,000
Pikes Peak Community Foundation 730 N. Nevada Ave. Colorado Springs, CO 80903-	2011 USOC Medal Makers Campaign	$300,000
Up With Trees, Inc. 1102 South Boston Ave. Tulsa, OK 74119	Junior Citizen Forester Program	$10,000
Education		
Church of Saint Mary 1347 East 49th Place Tulsa, OK 74105	Saint Mary School Pedestrian Safety Canopy	$25,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2011 for Form 990

Payee Organization	Request Project Title	Amount
Deborah Brown Community School 2 South Elgin Ave. Tulsa, OK 74120	Tulsa Urban Harp Program	$10,000
Folds of Honor Foundation 5800 North Patriot Drive Owasso, OK 74055	2011 & 2012 Scholarship Program	$50,000
Great Expectations Foundation 717 N. Grand Ave. Tahlequah, OK 74464	2011/2012 Mentor Services to OK Schools	$30,000
Great Hearts Academies 444 N. 44th St. Suite 100 Phoenix, AZ 85008	Scottsdale Prearatory Academy - New Campus Campaign	$200,000
John Brown University 2000 West University Street Siloam Springs, AR 72761	Balzer Technology Center	$150,000
Junior Achievement of Oklahoma, Inc. 3947 S. 103rd E. Ave. Tulsa, OK 74146	21st Annual Business Excellence Dinner	$3,000
KIPP Tulsa Academy College Preparatory Inc. 1661 E. Virgin Street Tulsa, OK 74106	2010/2011-2012/2013 Operating Funds	$30,000
Leadership Oklahoma 5500 North Western Suite 142 Oklahoma City, OK 73118	Youth Leadership Oklahoma Class XI	$5,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2011 for Form 990

Payee Organization	Request Project Title	Amount
Oklahoma State University Foundation 700 N. Greenwood Ave Tulsa, OK 74106-0700	2010-2014 OSU-Tulsa Scholarship Program	$30,000
Oklahoma State University Foundation 700 N. Greenwood Ave Tulsa, OK 74106-0700	OSU-Tulsa Forensic Sciences Training Center	$150,000
Operation Aware of Oklahoma, Inc. 7226 East 41st Street Tulsa, OK 74145	2011/2012 Operating Funds	$15,000
Riverfield Country Day School 2433 West 61st Street Tulsa, OK 74132	2011 Annual Fundraising Event	$1,500
San Miguel School of Tulsa 2444 E. Admiral Blvd. Tulsa, OK 74110	2010 Capital Building Campaign	$75,000
San Miguel School of Tulsa 2444 E. Admiral Blvd. Tulsa, OK 74110	2010 Capital Building Campaign	$75,000
Tulsa Community Foundation 7030 South Yale Ave. Suite 600 Tulsa, OK 74136	2011 PASS Program	$1,000
Tulsa Community Foundation 7030 South Yale Ave. Suite 600 Tulsa, OK 74136	Teacher Effectiveness Initiative - Phase II	$150,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2011 for Form 990

Payee Organization	Request Project Title	Amount
University of Tulsa 800 S. Tucker Drive Tulsa, OK 74104-3189	OU/Tulsa University School of Community Medicine Architectural Planning and Construction Drawings for Remodeling Hartford Building.	$500,000
University of Tulsa 800 S. Tucker Drive Tulsa, OK 74104-3189	Case Tennis Center lighting upgrade	$50,000
University of Tulsa 800 S. Tucker Drive Tulsa, OK 74104-3189	OU/Tulsa University School of Community Medicine Architectural Planning and Construction Drawings for Remodeling Hartford Building.	$50,000
Healthcare		
American Heart Association 2227 E. Skelly Dr. Tulsa, OK 74105	2012 Operating Funds	$15,000
Drumright Memorial Hospital Foundation 612 West Bypass Drumright, OK 74030	2011-2012 Prescription Assistance Program	$2,000
Good Samaritan Health Services P.O. Box 1191 Tulsa, OK 74101-1191	Presciption Medication Program	$10,000
Indian Health Care Resource Center of Tulsa, Inc. 550 S. Peoria Ave. Tulsa, OK 74120	2011 Dance of the Two Moons	$5,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2011 for Form 990

Payee Organization	Request Project Title	Amount
INTEGRIS Rural Health Foundation, Inc. 3030 Northwest Expressway, Suite 1600 Oklahoma City, OK 73112	Miami, OK Cath Lab & New Surgery Center	$100,000
Saint Francis Hospital, Inc. 6161 South Yale Ave. Tulsa, OK 74136	2011 Operating Funds	$25,000
Medical Research		
Cold Spring Harbor Laboratory One Bungtown Road Cold Spring Harbor, NY 11724	Analysis of Neural Circuit Mechanisms of Mouse Social Behavior in Wild Type and Autism Models	$150,000
Cold Spring Harbor Laboratory One Bungtown Road Cold Spring Harbor, NY 11724	VisualSonics Vevo Ultrasound 2100	$450,000
M.D. Anderson Cancer Center 1515 Holcombe Boulevard, Unit 705, Houston, TX 77030-4095	Bioinformatics and Computational Biology	$500,000
Wake Forest University Health Sciences Medical Center Blvd. Winston-Salem, NC 27157-1021	Development of a Cell Therapy for Cystic Fybrosis	$400,000
Nature & Wildlife		
George Miksch Sutton Avian Research Center P.O. Box 2007 Bartlesville, OK 74005-2007	2011 Wild Brew	$4,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2011 for Form 990

Payee Organization	Request Project Title	Amount
Social Services		
A New Leaf, Inc. 2306 South First Place Broken Arrow, OK 74012	2012 Community Vocational Sales Training	$10,000
Ability Resources, Inc. 823 South Detroit, Suite 110 Tulsa, OK 74120-4223	Aging and Disability Resource Center	$5,000
Dayspring Villa Women and Children's Shelter, Inc. P.O. Box 1588 Sand Springs, OK 74063-1588	Window Replacement	$20,000
Camp Loughridge 4900 West 71st Street Tulsa, OK 74131-3459	Capital Improvement Campaign Phase II - Friendship Lodge Renovation	$50,000
Catholic Charities of the Diocese of Tulsa P.O. Box 580460 Tulsa, OK 74158	2012 Cooking Up Compassion Sponsorship	$50,000
Community Food Bank of Eastern Oklahoma 1304 N. Kenosha Ave. Tulsa, OK 74106-5901	Building Expansion Project	$50,000
Community Food Bank of Eastern Oklahoma 1304 N. Kenosha Ave. Tulsa, OK 74106-5901	2011 Unsolicited Grant	$15,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2011 for Form 990

Payee Organization	Request Project Title	Amount
Crime Commission, Inc. 2121 S. Columbia, Suite LL8 Tulsa, OK 74114	2011 Unsolicited Grant	$15,000
Crosstown Learning Center 2501 East Archer Tulsa, OK 74110	2011 Operating Funds	$20,000
Dillon International Inc. 3227 East 31st Street, Suite 200 Tulsa, OK 74105	Computer Purchases	$6,000
Domestic Violence Intervention Services, Inc. 4300 South Harvard, Suite 100 Tulsa, OK 74135-2608	2011 Unsolicited Grant	$15,000
Eastern Oklahoma Donated Dental Services, Inc. 3741 S. Peoria Ave. Tulsa, OK 74105-3264	2010-2011 Operating Funds	$15,000
Emergency Infant Services, Inc. 222 S. Houston Ave. Tulsa, OK 74127	2011/2012 Operating Funds	$15,000
Emergency Infant Services, Inc. 222 S. Houston Ave. Tulsa, OK 74127	2011 Unsolicited Grant	$15,000
Goodwill Industries of Tulsa, Inc. 2800 Southwest Blvd. Tulsa, OK 74017	2011 Unsolicited Grant	$15,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2011 for Form 990

Payee Organization	Request Project Title	Amount
John 3:16 Mission 205 E. Pine Street Suite 103 Tulsa, OK 74106	2011 Unsolicited Grant	$15,000
Meals on Wheels of Metro Tulsa, Inc. 12620 East 31st Street Tulsa, OK 74146-2307	2011 Unsolicited Grant	$15,000
Mental Health Association in Tulsa, Inc. 1870 South Boulder Tulsa, OK 74119-5234	2012 Operating Funds	$25,000
Mental Health Association in Tulsa, Inc. 1870 South Boulder Tulsa, OK 74119-5234	2011 Unsolicited Grant	$15,000
Neighbor For Neighbor, Inc. 505 East 36st Street North Tulsa, OK 74106-1812	Fiscal Year 2010-2011 Operating Funds	$25,000
Neighbors Along The Line 5000 W. Charles Page Boulevard Tulsa, OK 74127	2011 Unsolicited Grant	$15,000
Oklahoma Baptist Homes for Children 12700 E. 76th St. North Owasso, OK 74055	Van for Owasso Campus	$15,278
Retired Senior Volunteer Program of Tulsa, Inc. 5756 East 31st Street Tulsa, OK 74135	2011-2013 Operating Funds for Volunteer Service Center	$4,500

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2011 for Form 990

Payee Organization	Request Project Title	Amount
Ronald McDonald House Charities of Tulsa, Inc. 6102 South Hudson Avenue Tulsa, OK 74136-2020	2011 General Operating Funds	$5,000
Special Care, Inc. 12201 North Western Ave. Oklahoma City, OK 73114	Capital Building Campaign	$50,000
Special Care, Inc. 12201 North Western Ave. Oklahoma City, OK 73114	Capital Building Campaign	$200,000
St. John Medical Center, Inc. 1923 S. Utica Avenue Tulsa, OK 74104	"In His Image" Residency Program	$500,000
The Tristesse Healing Hearts Grief Center, Inc. 3930 East 31st Street Tulsa, OK 74119	Operating Funds for Fiscal Year 2011-2012	$10,000
Tulsa Area United Way P.O. Box 1859 Tulsa, OK 74101-1859	2011 Annual Campaign	$175,000
Tulsa Boys' Home, Inc. P.O. Box 1101 Tulsa, OK 74101-1101	2011 Unsolicited Grant	$15,000
Tulsa Day Center for the Homeless, Inc. 415 West Archer Tulsa, OK 74103	2011 Unsolicited Grant	$15,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2011 for Form 990

Payee Organization	Request Project Title	Amount
Tulsa Habitat for Humanity 6235 E. 13th St. Tulsa, OK 74112	Ten for Joplin Project	$30,000
Young Men's Christian Association of Greater Tulsa 420 S. Main St. Tulsa, OK 74103	2011 Strong Kids Campaign	$3,000
Young Men's Christian Association of Greater Tulsa 420 S. Main St. Tulsa, OK 74103	2011 Unsolicited Grant	$15,000
Young Women's Christian Association of Tulsa 1910 S. Lewis Ave., Suite 200 Tulsa, OK 74104-5708	2011 Unsolicited Grant	$15,000
Grand Totals (80 items)		$6,662,778

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	3,509,033.	0.	3,509,033.
DIVIDEND/INTEREST INCOME	2,646.	0.	2,646.
INTEREST INCOME	295,299.	0.	295,299.
TOTAL TO FM 990-PF, PART I, LN 4	3,806,978.	0.	3,806,978.

FORM 990-PF	OTHER INCOME	STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FLOW-THROUGH FROM K-1 PRESCOTT GRP AGGRESSIVE SMALL CAP II, LP	-9,534.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-9,534.	0.	

FORM 990-PF	LEGAL FEES	STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,568.	1,798.		770.
TO FM 990-PF, PG 1, LN 16A	2,568.	1,798.		770.

FORM 990-PF	ACCOUNTING FEES	STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	24,098.	21,688.		2,410.
TO FORM 990-PF, PG 1, LN 16B	24,098.	21,688.		2,410.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	19,058.	9,529.		9,529.
ADVISOR FEES	50,901.	25,451.		25,450.
TO FORM 990-PF, PG 1, LN 16C	69,959.	34,980.		34,979.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED TAX PAYMENTS & WITHHOLDINGS	48,000.	0.		0.
REAL ESTATE TAXES	7,463.	4,478.		2,985.
FOREIGN TAXES PAID	1,893.	1,893.		0.
TO FORM 990-PF, PG 1, LN 18	57,356.	6,371.		2,985.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES, MEMBERSHIPS, SUBSCRIPTIONS	5,698.	3,989.		1,709.
INSURANCE AND BONDS	12,367.	8,657.		3,710.
OFFICE SUPPLIES	8,597.	6,018.		2,579.
POSTAGE & COURIER SERVICE	1,985.	1,390.		595.
OFFICE EQUIPMENT RENTAL	746.	522.		224.
PLANT RENTAL	1,399.	979.		420.
COMPUTER EXPENSES	34,204.	23,943.		10,261.
EDUCATION & TRAINING	2,606.	1,824.		782.
REPAIR & MAINTENANCE	1,460.	1,022.		438.
TELEPHONE AND CABLE EXPENSE	8,029.	5,620.		2,409.
FOOD & ENTERTAINMENT	3,737.	2,242.		1,495.
MISCELLANEOUS	19,969.	13,978.		5,991.
TO FORM 990-PF, PG 1, LN 23	100,797.	70,184.		30,613.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	86,778,469.	147,101,551.
TOTAL TO FORM 990-PF, PART II, LINE 10B	86,778,469.	147,101,551.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	6,875,281.	7,710,146.
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,875,281.	7,710,146.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHAPMAN FOUNDATIONS MANAGEMENT, LLC	COST	80,242.	80,242.
BONANZA ROYALTIES, LLC	COST	52,343.	43,530.
MUTUAL FUNDS	COST	5,148,601.	5,270,023.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,281,186.	5,393,795.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ART	224,500.	224,500.	224,500.
OFFICE LEASEHOLD COST	27,557.	27,557.	27,557.
FURNITURE & FIXTURES	57,972.	68,621.	68,621.
OFFICE LEASEHOLD ACCUMULATED DEPRECIATION	-5,966.	-7,218.	-7,218.
FURNITURE & FIXTURES ACCUMULATED DEPRECIATION	-39,534.	-49,314.	-49,314.
ORGANIZATIONAL COSTS	465.	465.	465.
ORGANIZATIONAL COSTS ACCUMULATED AMORTIZATION	-465.	-465.	-465.
	264,529.	264,146.	264,146.

TO FORM 990-PF, PART II, LINE 15

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
COVERED CALL LIABILITY	202,528.	147,140.
TOTAL TO FORM 990-PF, PART II, LINE 22	202,528.	147,140.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 13
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

J. JERRY DICKMAN OR DONNE W. PITMAN
6100 S. YALE AVE., SUITE 1816
TULSA, OK 74136

TELEPHONE NUMBER

918-496-7882

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE