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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

For calendar year 2012 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 PO box number if mail is not delivered to street address) 133 OLD TOWER HILL ROAD	Room/suite	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) \$ 355,366	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				
	4 Dividends and interest from securities	12,866	12,866		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	9,635			
	b Gross sales price for all assets on line 6a	411,972			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	1,318	1,318			
12 Total. Add lines 1 through 11	23,819	14,184	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,000	2,000		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	228			
	24 Total operating and administrative expenses. Add lines 13 through 23	2,228	2,000	0	0
	25 Contributions, gifts, grants paid	17,500			17,500
26 Total expenses and disbursements. Add lines 24 and 25	19,728	2,000	0	17,500	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	4,091				
b Net investment income (if negative, enter -0-)		12,184			
c Adjusted net income (if negative, enter -0-)			0		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments		17,275	33,018	33,018
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)		285,267	322,100	295,091
	c	Investments—corporate bonds (attach schedule)				
Liabilities	11	Investments—land, buildings, and equipment basis				
		Less: accumulated depreciation (attach schedule)				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)		73,031	24,546	27,257
	14	Land, buildings, and equipment basis				
		Less: accumulated depreciation (attach schedule)				
	15	Other assets (describe)				
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		375,573	379,664	355,366
	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		375,573	379,664	
Net Assets or Fund Balances	30	Total net assets or fund balances (see instructions)		375,573	379,664	
	31	Total liabilities and net assets/fund balances (see instructions)		375,573	379,664	

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	375,573
2	Enter amount from Part I, line 27a	2	4,091
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	379,664
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	379,664

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 Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(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			0
b			0
c			0
d			0
e			0

(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
b			0
c			0
d			0
e			0

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	-5,460
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	-3,858

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))
2011	17,352	359,878	0.048216
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

2 Total of line 1, column (d)	2	0.228238
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	0.045648
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	342,187
5 Multiply line 4 by line 3	5	15,620
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	122
7 Add lines 5 and 6	7	15,742
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	122
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	122
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	122
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	52	
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	252	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	130	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 130 Refunded	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 Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b	
c Did the foundation file Form 1120-POL for this year?	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? If "Yes," attach a detailed description of the activities	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? If "Yes," attach a conformed copy of the changes	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	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?	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
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? If "No," attach explanation	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

Part VII-A Statements Regarding Activities (continued)

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 Located at ► One Turks Head Place, Suite 800 Providence RI Telephone no ► 401-421-8900 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 2012, 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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 2012 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 2012)	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 2012?	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)?**5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

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

If "Yes" to 6b, file Form 8870

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
John A. Marginson One Turks Head Place Providence, RI 02903	Director 00	0		
Archibald B. Kenyon, Jr. 133 Old Tower Hill Rd Wakefield, RI 02879	Director 00	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 VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

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

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	
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	340,477
b	Average of monthly cash balances	1b	6,921
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	347,398
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	347,398
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	5,211
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	342,187
6	Minimum investment return. Enter 5% of line 5	6	17,109

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	17,109
2a	Tax on investment income for 2012 from Part VI, line 5	2a	122
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	122
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	16,987
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	16,987
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	16,987

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	
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	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	122
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	17,378

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				16,987
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			17,036	
b Total for prior years 20 <u>08</u> , 20 <u>09</u> , 20 <u>10</u>		49,650		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>17,500</u>				
a Applied to 2011, but not more than line 2a			17,036	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				464
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
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		49,650		
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		49,650		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				16,523
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 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XV **Supplementary Information** (continued)

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

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a	<i>Paid during the year</i>				
	CHRIST THE KING CHURCH 180 North Road Kingston, RI 02881		501(c)(3)	Funding religious activities	3,500
	JONNYCAKE CENTER OF PEACE DALE 1231 Kingstown Road South Kingstown, RI 02879		501(c)(3)	Provides food for families in need	5,250
	SOUTH COUNTY COMMUNITY ACTION 1935 Kingstown Road South Kingstown, RI 02879		501(c)(3)	Funding multi purpose human services	3,500
	WELCOME HOUSE OF SOUTH COUNTY 8 North Road South Kingstown, RI 02879		501(c)(3)	Emergency shelter and soup kitchen	1,750
	NORTH KINGSTOWN FOOD PANTRY 450 Boston Neck Road North Kingstown, RI 02852		501(C)(3)	Provides food for families in need	3,500
Total					17,500
b	<i>Approved for future payment</i>				
Total					0

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals		
											Capital Gains/Losses	Cost, Other Basis and Expenses	Net Gain or Loss
	Long Term CG Distributions										411,972	402,337	9,635
	Short Term CG Distributions										0	0	0
1	X	Publicly traded securities						351,154	350,740				
2	X	750 SH OF CHENIERE ENERG	16411Q101		10/26/2011	P	6/4/2012	15,359	8,153				414
3	X	250 SH OF CHENIERE ENERG	16411Q101		11/22/2011	P	6/4/2012	5,120	4,203				7,206
4	X	250 SH OF CHENIERE ENERG	16411Q101		4/17/2012	P	6/4/2012	5,119	6,093				917
5	X	275 SH OF ENTERPRISE PRO	293792107		1/26/2011	P	11/29/2012	14,063	12,301				-974
6	X	350 SH OF LINN ENERGY LLC	536020100		5/23/2011	P	2/23/2012	12,651	13,614				1,762
7	X	100 SH OF LINN ENERGY LLC	536020100		8/9/2011	P	2/23/2012	3,614	3,425				-963
8	X	100 SH OF W P CAREY INC	92936U109		6/1/2011	P	10/26/2012	4,892	3,808				189
													1,094

IRC SECTION 751 STATEMENT

The taxpayer has reported ordinary income upon the disposition of units in Linn Energy, LLC, as provided by the Partnership. This amount was determined in accordance with Internal Revenue Code Section 751 and the detailed information is available in the offices of the partnership upon request.

Part I, Line 11 (990-PF) - Other Income

		1,318	1,318	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	ROYALTIES	11	11	
2	CAPITAL GAIN DISTRIBUTIONS	1,307	1,307	

Part I, Line 16a (990-PF) - Legal Fees

		0	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Kenyon Law Associates, LLP				

Part I, Line 16b (990-PF) - Accounting Fees

		2,000	2,000	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Elizabeth A Beatrice, CPA	2,000	2,000		

Part I, Line 18 (990-PF) - Taxes

		0	0	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				

Part I, Line 23 (990-PF) - Other Expenses

		228	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	State Filing Fee	70		
2	Federal excise tax	148		
3	Investment Fee	10		

Part I, Line 23 (990-PF) - Other Expenses

		0
		Disbursements for Charitable Purposes
1		
2		
3		

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	10,931	10,931	11,246	13,100
2	Aquila Three Peaks High	4,442	41,510	44,235	41,120	43,087
3	Ares Capital Corp Common	1,000	14,084	0	15,450	0
4	BCG Partners	2,000	15,956	0	11,880	0
5	BCE Inc Common	300	0	13,484	0	12,882
6	ConocoPhillip	250	14,151	0	18,218	0
7	Dow Chemical Company	500	13,293	0	14,380	16,165
8	Evergreen Solar Inc	500	8,128	8,128	1	1
9	Federal National Mtg Assn	600	10,775	10,776	219	278
10	Foot Locker Inc	800	0	0	0	0
11	Freeport McMoran Corp	300	11,941	0	11,037	0
12	General Growth PPTYS	26	376	0	391	0
13	General Motors	300	15,305	15,305	10,275	13,239
14	Glaxosmithkline	300	13,768	0	13,689	0
15	HCP Inc Common	350	0	16,008	0	15,806
16	ishares Barclays	150	0	17,812	0	18,212
17	INDYMAC Bancorp, Inc	1,500	30,086	30,086	0	0
18	Intel Corp	750	17,295	0	18,187	0
19	Lockheed Martin Corp	200	15,816	0	16,180	0
20	Meadwestvaco Corp	400	13,084	13,084	11,980	12,748
21	Morgan Stanley	600	12,511	0	8,826	0
22	Pentair LTD Common	179	0	8,020	0	12,288
23	Powershare Exchange	750	0	19,109	0	18,735
24	Proctor & Gamble	200	0	13,570	0	13,578
25	Prudential Short Duration	600	0	12,189	0	11,352
26	Tyco International	300	13,860	13,860	14,013	10,375
27	United Health Care	250	12,397	0	12,670	0
28	Weyerhaeuser Co Common	500	0	14,147	0	13,910
29		500	0	0	0	0
30		800	0	0	586	0
31	ADT Corporation Common	150	0	5,776	0	13,947
32	Aflac	300	0	12,976	0	15,936
33	RPM International Inc	450	0	13,229	0	13,212
34	Seadrill LTD	300	0	12,472	0	11,040
35	Tronox LTD	600	0	11,226	0	10,950
36	Tyco International	200	0	5,677	0	4,250

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

Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	Alliance Resource LP	AT COST	13,615	13,126	11,612
2	Cheniere Energy LP	AT COST	15,886	0	0
3	Enterprise Products LP	AT COST	11,802	0	0
4	Linn Energy LLC	AT COST	16,487	0	0
5	W P Carey & Co, LLP	AT COST	15,241	11,420	15,645

[illegible]

ROBERT B CHAPMAN TRUST											
2012											
Page 2											
		Beginning									
		Balance	Securities	Quantity	Securities	Cash	Interst &	Capital		Ending	
SHARES	STOCK NAME	01/01/12	Purchased		Sold	Rec'd for	Dividends	Gain	Misc	Balance	12/31/12
	Intel Corp		11,026.35		(11,026.35)	11,404.07	112.50			0.00	0.00
	Intel Corp		2,719.20		(2,719.20)					0.00	0.00
	iShares Barclays		17,812.04	150			402.68			17,812.04	17,812.04
200	Lockheed Martin Corp	15,815.64		-200	(15,815.64)	18,053.75	600.00			0.00	0.00
400	Meadwestvaco Corp	13,084.15					400.00			13,084.15	13,084.15
600	Morgan Stanley	12,510.95		-600	(12,510.95)	9,864.60	456.68			0.00	0.00
	Pentair LTD Common		8,019.92	179			55.00			8,019.92	8,019.92
	Powershare Exchange		19,108.92	750			73.13			19,108.92	19,108.92
	Progressive Energy			-800	0.00	600.00				0.00	0.00
	Proctor & Gamble		13,570.04	200			112.40			13,570.04	13,570.04
	Prudential Short Duration		12,188.99	600			204.00			12,188.99	12,188.99
	RPM Intl Inc		13,228.55	450			202.50			13,228.55	13,228.55
	Seadrell LTD		12,472.15	300			762.00			12,472.15	12,472.15
	Seagate Tech PLC		14,145.58		(14,145.58)	23,882.01	240.00			0.00	0.00
	Seagate Tech PLC		6,606.78		(6,606.78)					0.00	0.00
	Time Warner		15,090.21		(15,090.21)	18,425.61	416.00			0.00	0.00
	Tronox LTD		11,225.50	600						11,225.50	11,225.50
300	Tyco Intl	13,859.96					195.00			13,859.96	13,859.96
	Tyco Intl		5,677.08	200						5,677.08	5,677.08
250	United Healthcare	12,396.72		-250	(12,396.72)	13,243.48	221.89			0.00	0.00
	Vivus Inc		12,110.63	0	(12,110.63)	11,060.15				0.00	0.00
	Vodafone Group		14,476.53		(14,476.53)	12,230.42	505.40		(10.00)	0.00	0.00
	Vornado Rlyt Tr		16,799.04		(16,799.04)	15,573.64	276.00	40.16		0.00	0.00
	Westlake Chem Corp		11,658.74		(11,658.74)	15,085.61	37.50			0.00	0.00
	Weyerhaeuser Co. Com		10,700.63	375			63.75	63.75		10,700.63	10,700.63
	Weyerhaeuser Co. Com		3,446.13	125						3,446.13	3,446.13
	Wisdomtree Emerg Mkts		16,677.98	0	(16,677.98)	15,003.16	272.72			0.00	0.00
	Treasury Fund	0.45					0.56		(11,050.00)	0.45	0.45
		326,176.48	372,700.47	-1557.58	(336,271.99)	335,756.04	12,165.53	1,324.06	(11,060.00)	363,373.61	363,373.61

[illegible]

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

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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	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	John A. Marginson		One Turks Head Place	Providence	RI	02903		Director	0.00	0	0	0
2	Archibald B. Kenyon, Jr.		133 Old Tower Hill Rd	Wakefield	RI	02879		Director	0.00	0	0	0

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE MR & MRS ROBERT N CHAPMAN AND SON ROBERT B CHAPMAN CHARITABLE	20-8233924
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	133 OLD TOWER HILL ROAD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	WAKEFIELD RI 02879	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Brown, Lisle/Cummings, Inc.

Telephone No ► 401-421-8900

FAX No ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for ☒ calendar year 2012 or

► ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	122
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	52
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	200

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)