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

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , **and ending**

Name of foundation
H.A. AND MARY K. CHAPMAN
CHARITABLE TRUST

A Employer identification number 73-6177739

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

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)* ▶$ 84,436,134.

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	461,180.	461,180.		STATEMENT 1
	4 Dividends and interest from securities	1,853,023.	1,853,023.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,655,639.			
	b Gross sales price for all assets on line 6a 23,522,776.				
	7 Capital gain net income (from Part IV, line 2)		4,655,639.		
	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	399.	0.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	6,970,241.	6,969,842.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	353,839.	247,687.		106,152.
	14 Other employee salaries and wages	89,355.	62,549.		26,806.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	21,093.	18,984.		2,109.
	c Other professional fees STMT 5	90,224.	45,112.		45,112.
	17 Interest	41,283.	41,283.		0.
	18 Taxes STMT 6	71,773.	4,077.		1,544.
	19 Depreciation and depletion	13,844.	13,844.		
	20 Occupancy	55,405.	38,783.		16,622.
	21 Travel, conferences, and meetings	11,220.	2,244.		8,976.
	22 Printing and publications				
	23 Other expenses STMT 7	52,533.	36,384.		15,862.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	800,569.	510,947.		223,183.
	25 Contributions, gifts, grants paid	4,287,000.			4,287,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	5,087,569.	510,947.		4,510,183.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,882,672.			
	b **Net investment income** (if negative, enter -0-)		6,458,895.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

223501
12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.**

5

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	33,224.	5,246.	5,246.
	2	Savings and temporary cash investments	26,210.	679,449.	679,449.
	3	Accounts receivable ▶ 73,196. Less: allowance for doubtful accounts ▶	60,677.	73,196.	73,196.
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 8	1,790.	891.	989.
	b	Investments - corporate stock STMT 9	7,540,945.	6,574,674.	58,341,594.
	c	Investments - corporate bonds STMT 10	8,989,759.	9,549,882.	10,543,413.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 11	11,598,289.	13,160,574.	14,792,103.
	14	Land, buildings, and equipment: basis ▶ 13,225. Less accumulated depreciation ▶ 13,225.			
	15	Other assets (describe ▶ ACCRUED INTEREST)	144.	144.	144.
	16	**Total assets** (to be completed by all filers)	28,251,038.	30,044,056.	84,436,134.
Liabilities	17	Accounts payable and accrued expenses	96,551.	6,897.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable	2,500,000.	2,500,000.	
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	2,596,551.	2,506,897.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	31,499,270.	31,499,270.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	-5,844,783.	-3,962,111.	
	30	**Total net assets or fund balances**	25,654,487.	27,537,159.	
	31	**Total liabilities and net assets/fund balances**	28,251,038.	30,044,056.	

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	25,654,487.
2	Enter amount from Part I, line 27a	2	1,882,672.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	27,537,159.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	27,537,159.

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	23,522,776.		18,867,137.	4,655,639.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				4,655,639.
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** 4,655,639.

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 the 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))
2011	4,157,629.	91,491,447.	.045443
2010	3,761,854.	83,707,142.	.044941
2009	4,443,727.	76,537,515.	.058059
2008	4,529,493.	90,502,180.	.050048
2007	4,067,440.	94,855,407.	.042880

2	**Total** of line 1, column (d)	2	.241371
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	.048274
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	89,630,764.
5	Multiply line 4 by line 3	5	4,326,836.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	64,589.
7	Add lines 5 and 6	7	4,391,425.
8	Enter qualifying distributions from Part XII, line 4	8	4,510,183.

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	64,589.
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	64,589.
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	64,589.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	60,000.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	60,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	4,589.
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 2013 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)? *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		X
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 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)*

			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 SOUTH YALE, SUITE 1816, TULSA, OK ZIP+4 ▶74136

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

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

			Yes	No
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?	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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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 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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	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 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)? ☐ 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** No: X

If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
J. JERRY DICKMAN 6100 S. YALE, STE 1816 TULSA, OK 74136	MANAGER & CO-TRUSTEE 15.00	177,105.	0.	0.
DONNE W. PITMAN 6100 S. YALE, STE 1816 TULSA, OK 74136	MANAGER & CO-TRUSTEE 15.00	176,734.	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 H.A. & MARY K. CHAPMAN CHARITABLE TRUST 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	90,439,951.
b	Average of monthly cash balances			1b	555,749.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	90,995,700.
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	90,995,700.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	1,364,936.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	89,630,764.
6	**Minimum investment return.** Enter 5% of line 5			6	4,481,538.

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

1	Minimum investment return from Part X, line 6			1	4,481,538.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	64,589.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	64,589.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	4,416,949.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	4,416,949.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	4,416,949.

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	4,510,183.
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	4,510,183.
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	64,589.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,445,594.

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				4,416,949.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			4,481,098.	
b Total for prior years: ______, ______, ______		0.		
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: ▶ $ 4,510,183.				
a Applied to 2011, but not more than line 2a			4,481,098.	
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 2012 distributable amount				29,085.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				4,387,864.
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 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
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 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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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 or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 12

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE STATEMENT B				4,287,000.
Total			▶ 3a	4,287,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		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			14	461,180.	
4 Dividends and interest from securities			14	1,853,023.	
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	399.			
8 Gain or (loss) from sales of assets other than inventory			18	4,655,639.	
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)		399.		6,969,842.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 6,970,241.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ 5/10/13 ▶

Signature of officer or trustee | Date | Title

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	5/8/13		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

12/31/12
STATEMENT A
73-6177739

H.A. AND MARY K. CHAPMAN CHARITABLE TRUST

Acquisition Date	Sale Date	Qty	Security	Cost Basis	Proceeds	Gain/Loss
Various	1/12/2012	55997 159	FIDELITY ADV HIGH INCADVANTAGE CL T	575,168 49	533,092 95	(42,075 54)
Various	11/30/2012	212982	SSI Holdings, Inc	200,000 00	-	(200,000 00)
Various	1/3/2012	0	WPX ENERGY INC	4 13	5 85	1 72
Various	1/17/2012	80	GNMA PL 169725 9%17 DUE 01/15/17 FACTOR = 0 003950650000	79 81	79 81	-
Various			9 000% Due 01-15-17			-
Various	2/15/2012	80	GNMA PL 169725 9%17 DUE 01/15/17 FACTOR = 0 003950650000	80 44	80 44	-
Various			9 000% Due 01-15-17			-
Various	3/15/2012	81	GNMA PL 169725 9%17 DUE 01/15/17 FACTOR = 0 003950650000	81 08	81 08	-
Various			9 000% Due 01-15-17			-
Various	3/29/2012	10000	EXXON MOBIL CORPORATION	46,740 51	870,370 38	823,629 87
Various	4/16/2012	85	GNMA PL 169725 9%17 DUE 01/15/17 FACTOR = 0 003950650000	85 34	85 34	-
Various			9 000% Due 01-15-17			-
Various	5/4/2012	10000	EXXON MOBIL CORPORATION	46,740 51	871,593 53	824,853 02
Various	5/15/2012	82	GNMA PL 169725 9%17 DUE 01/15/17 FACTOR = 0 003950650000	82 40	82 40	-
Various			9 000% Due 01-15-17			-
Various	6/15/2012	83	GNMA PL 169725 9%17 DUE 01/15/17 FACTOR = 0 003950650000	83 05	83 05	-
Various			9 000% Due 01-15-17			-
Various	7/16/2012	84	GNMA PL 169725 9%17 DUE 01/15/17 FACTOR = 0 003950650000	83 71	83 71	-
Various			9 000% Due 01-15-17			-
Various	8/1/2012	15000	EXXON MOBIL CORPORATION	70,110 77	1,311,678 67	1,241,567 90
Various	8/8/2012	3500	EXXON MOBIL CORPORATION	16,359 18	306,577 88	290,218 70
Various	8/13/2012	12000	DISNEY WALT CO	98,620 94	607,141 45	508,520 51
Various	8/13/2012	4400	CORNING INC	279,830 50	50,911 11	(228,919 39)
Various	8/13/2012	12000	HEWLETT-PACKARD COMPANY	161,124 31	233,148 23	72,023 92
Various	8/15/2012	84	GNMA PL 169725 9%17 DUE 01/15/17 FACTOR = 0 003950650000	84 37	84 37	-
Various			9 000% Due 01-15-17			-
Various	9/17/2012	85	GNMA PL 169725 9%17 DUE 01/15/17 FACTOR = 0 003950650000	85 04	85 04	-
Various			9 000% Due 01-15-17			-
Various	10/15/2012	89	GNMA PL 169725 9%17 DUE 01/15/17 FACTOR = 0 003950650000	89 45	89 45	-
Various			9 000% Due 01-15-17			-
Various	11/15/2012	32	GNMA PL 169725 9%17 DUE 01/15/17 FACTOR = 0 003950650000	32 39	32 39	-
Various			9 000% Due 01-15-17			-
Various	12/17/2012	33	GNMA PL 169725 9%17 DUE 01/15/17 FACTOR = 0 003950650000	32 65	32 65	-
Various			9 000% Due 01-15-17			-
Various	12/21/2012	10000	EXXON MOBIL CORPORATION	46,740 51	895,470 99	848,730 48
11/26/2010	1/5/2012	-17	CALL ABBOTT LABORATORIES $52 50 EXP 01/21/	-	2679 64	2,679 64
11/30/2010	1/10/2012	1700	ABBOTT LABORATORIES	79,923 92	89239 34	9,315 42
11/26/2010	1/10/2012	-5	CALL ABBOTT LABORATORIES $52 50 EXP 01/21/	-	788 13	788 13
1/14/2011	1/10/2012	-9	CALL ABBOTT LABORATORIES $55 EXP 01/21/12	-	702 65	702 65
11/30/2010	1/13/2012	500	ABBOTT LABORATORIES	23,507 03	26240 55	2,733 52
1/19/2011	1/13/2012	900	ABBOTT LABORATORIES	42,692 61	49490 1	6,797 49
1/18/2011	1/21/2012	-35	CALL A T & T INC NEW $32 50 EXP 01/21/12	-	1283 95	1,283 95
1/25/2011	1/21/2012	-22	CALL JPMORGAN CHASE & CO $47 50 EXP 01/21/	-	8097 56	8,097 56
1/25/2011	1/21/2012	-37	CALL CISCO SYSTEMS $25 EXP 01/21/12	-	3040 64	3,040 64
1/18/2011	1/21/2012	-36	CALL VODAFONE GROUP ADRF $30 ADJ EXP 01/21	-	4432 19	4,432 19
5/13/2010	1/21/2012	-15	CALL JOHNSON & JOHNSON $70 EXP 01/21/12	-	5744 9	5,744 90
2/1/2011	1/21/2012	-30	CALL MERCK & CO INC NEW $35 EXP 01/21/12	-	5030 05	5,030 05
1/25/2011	1/21/2012	-15	CALL PROCTER & GAMBLE $70 EXP 01/21/12	-	2819 83	2,819 83
1/25/2011	1/21/2012	-37	CALL U S BANCORP DEL NEW $30 EXP 01/21/12	-	5408 6	5,408 60
1/25/2011	1/21/2012	-27	CALL GENERAL ELECTRIC CO $20 EXP 01/21/12	-	4532 7	4,532 70
1/25/2011	1/21/2012	-21	CALL CAPITAL ONE FINANC $50 EXP 01/21/12	-	12002 61	12,002 61
5/21/2010	1/21/2012	-15	CALL PEPSICO INC $67 50 EXP 01/21/12	-	8294 85	8,294 85
5/21/2010	1/21/2012	-28	CALL QUALCOMM INC $45 EXP 01/21/12	-	10469 82	10,469 82
5/13/2010	1/21/2012	-22	CALL BAXTER INTL $55 EXP 01/21/12	-	5909 89	5,909 89
1/14/2011	1/21/2012	-2	CALL ABBOTT LABORATORIES $55 EXP 01/21/12	-	156 15	156 15
5/21/2010	1/21/2012	-8	CALL JOHNSON & JOHNSON $67 50 EXP 01/21/12	-	2889 95	2,889 95
5/13/2010	1/21/2012	-20	CALL TOTAL S A ADR F $60 EXP 01/21/12	-	5369 9	5,369 90
1/19/2011	1/25/2012	200	ABBOTT LABORATORIES	9,487 25	10990 84	1,503 59
2/3/2011	1/25/2012	3000	MERCK & CO INC NEW	99,755 95	104989 03	5,233 08
5/25/2010	1/25/2012	2800	QUALCOMM INC	100,304 95	125988 63	25,683 68
1/25/2007	8/13/2012	3700	CISCO SYSTEMS INC	98,170 95	63308 84	(34,862 11)
Various	1/31/2012	590820 84	Bok Bond Fund	590,820 84	590,455 72	(365 12)
Various	2/29/2012	165545 48	Bok Bond Fund	165,545 48	162,441 83	(3,103 65)
Various	3/31/2012	2198723 3	Bok Bond Fund	2,198,723 27	2,232,304 70	33,581 43
Various	4/30/2012	164349 26	Bok Bond Fund	164,349 26	166,203 89	1,854 63
Various	5/31/2012	2911254 8	Bok Bond Fund	2,911,254 83	3,017,419 70	106,164 87
Various	6/30/2012	723200 92	Bok Bond Fund	723,200 92	719,904 82	(3,296 10)
Various	7/31/2012	1209173	Bok Bond Fund	1,209,173 03	1,221,981 96	12,808 93
Various	8/31/2012	2193326	Bok Bond Fund	2,193,326 01	2,190,468 87	(2,857 14)
Various	9/30/2012	2632452 6	Bok Bond Fund	2,632,452 57	2,641,030 13	8,577 56
Various	10/31/2012	789366 31	Bok Bond Fund	789,366 31	792,774 44	3,408 13
Various	11/30/2012	1336769 4	Bok Bond Fund	1,336,769 38	1,345,229 34	8,459 96
Various	12/31/2012	1955973	Bok Bond Fund	1,955,972 97	1,948,098 44	(7,874 53)
Various	1/31/2012	5	CBT 5 YR TNote	-	6,592 30	6,592 30
Various	2/23/2012	12	CBT US Tbond	-	(18,371 34)	(18,371 34)
Various	2/23/2012	8	CBT 10 YR TNote	-	8,733 20	8,733 20
Various	2/23/2012	16	CBT 5 YR TNote	-	9,845 44	9,845 44
Various	2/23/2012	17	CBT 2 YR TNote	-	(874 78)	(874 78)
Various	3/30/2012	2	CBT 2 YR TNote	-	(265 00)	(265 00)
Various	5/24/2012	12	CBT US Tbond	-	89,537 52	89,537 52
Various	5/24/2012	9	CBT 10 YR TNote	-	28,557 36	28,557 36
Various	5/24/2012	22	CBT 5 YR TNote	-	22,822 74	22,822 74
Various	5/24/2012	15	CBT 2 YR TNote	-	2,700 00	2,700 00
Various	5/24/2012	1	CBT 5 YR TNote	-	(152 94)	(152 94)
Various	5/24/2012	1	CBT US Tbond	-	(917 62)	(917 62)
Various	7/31/2012	3	CBT 5 YR TNote	-	2,799 00	2,799 00
Various	8/24/2012	11	CBT US Tbond	-	8,812 43	8,812 43

Various	8/24/2012	9	CBT 10 YR TNote	-	8,041 05	8,041 05
Various	8/24/2012	18	CBT 5 YR TNote	-	10,606 50	10,606 50
Various	8/24/2012	18	CBT 2 YR TNote	-	1,851 00	1,851 00
Various	8/31/2012	1	CBT 2 YR TNote	-	125 67	125 67
Various	8/31/2012	1	CBT 10 YR TNote	-	1,112 69	1,112 69
Various	9/28/2012	3	CBT 5 YR TNote	-	1,650 54	1,650 54
Various	11/27/2012	12	CBT US Tbond	-	14,964 70	14,964 70
Various	11/27/2012	8	CBT 10 YR TNote	-	7,651 52	7,651 52
Various	11/27/2012	19	CBT 5 YR TNote	-	7,961 28	7,961 28
Various	11/27/2012	1	CBT 5 YR TNote	-	73 63	73 63
Various	11/27/2012	18	CBT 2 YR TNote	-	(930 70)	(930 70)
Various	11/27/2012	1	CBT 2 YR TNote	-	(4 17)	(4 17)
Various	11/30/2012	1	CBT 5 YR TNote	-	292 38	292 38
Various	12/31/2012	1	CBT 2 YR TNote	-	73 95	73 95
Various	Various		Prescott Group Mid Cap, L P	-	34,055 00	34,055 00
Various	Various		Prescott Group Aggressive Small Cap II, L P	-	(34,406 00)	(34,406 00)
Various	Various		Prescott Group Aggressive Small Cap II, L P	-	41,132 00	41,132 00
Various	Various		Prescott Group Aggressive Small Cap II, L P	-	(399 00)	(399 00)
			TOTAL GAIN/(LOSS)	18,867,137 11	23,522,776 30	4,655,639 19

H.A. & Mary K. Chapman Charitable Trust

Schedule of Annual Grant Payments in 2012 for Form 990

Payee Organization	Request Project Title	Amount
Arts and Culture		
Gilcrease Museum Management Trust 800 S. Tucker Drive Tulsa, OK 74104	2008-2012 General Operating Funds	$250,000
Oklahoma Arts Institute 111 NW 9th Street Oklahoma City, OK 73102	2011-2013 Oklahoma Summer Arts Institute	$20,000
Tulsa Symphony Orchestra, Inc. 111 East 1st St., Ste. 1 Tulsa, OK 74103-2801	Operating Funds for Fiscal Year 2010/2011 - 2012/2013	$15,000
Civic and Community		
Crime Commission, Inc. 2121 S. Columbia, Suite LL8 Tulsa, OK 74114	2012 Unsolicited Grant	$20,000
Pikes Peak Community Foundation 730 N. Nevada Ave. Colorado Springs, CO 80903-	Greenway Fund	$5,000
Tulsa Community Foundation 7030 South Yale Ave. Suite 600 Tulsa, OK 74136	2012 Civic Priority Fund	$175,000

H.A. & Mary K. Chapman Charitable Trust

Schedule of Annual Grant Payments in 2012 for Form 990

Payee Organization	Request Project Title	Amount
Education		
Cascia Hall Preparatory School 2520 South Yorktown Tulsa, OK 74114-2803	2012/2013 Fr. Bernie Scianna Leadership Award Financial Aid Program	$60,000
Colorado Springs Christian Schools 4855 Mallow Rd. Colorado Springs, CO 80907	2013 Fundraising Event	$10,000
Fab Lab Tulsa Inc. 710 S. Lewis Ave. Tulsa, OK 74104	2012 and 2013 Operating Funds	$20,000
Holland Hall School 5666 East 81st Street Tulsa, OK 74137-2099	2011/2012 Financial Aid	$75,000
Junior Achievement of Oklahoma, Inc. 3947 S. 103rd E. Ave. Tulsa, OK 74146	2012 Classroom Based Programs	$3,000
Little Light House, Inc. 5120 East 36th Street Tulsa, OK 74135	2012/2013-2014/2015 Operating Funds	$100,000
Oklahoma Center for Nonprofits, Inc. 1145 S. Utica Suite 1100 Tulsa, OK 74104	Sponsorship of 2013 ONE Awards	$60,000

H.A. & Mary K. Chapman Charitable Trust

Schedule of Annual Grant Payments in 2012 for Form 990

Payee Organization	Request Project Title	Amount
Oklahoma City University 2501 N. Blackwelder Oklahoma City, OK 73106	Kramer School of Nursing Third Floor	$100,000
Oklahoma Foundation for Excellence 120 North Robinson, Suite 1420-W Oklahoma City, OK 73102-7434	2011-2013 Operating and Academic Awards Program Support	$5,000
Oklahoma School of Science and Mathematics Foundation 1141 North Lincoln Boulevard Oklahoma City, OK 73104	Dormitory Expansion	$200,000
Oklahoma State University Foundation 700 N. Greenwood Ave Tulsa, OK 74106-0700	Sequencing Equipment for Forensic and Biomedical Sciences	$60,000
Operation Aware of Oklahoma, Inc. 7226 East 41st Street Tulsa, OK 74115	2012/2013 Operating Funds	$15,000
ORU Golden Eagle Club, Inc. 7777 S. Lewis Tulsa, OK 74171	2013-2015 Golden Eagle Scholarship Fund	$100,000
Rogers State University Foundation 1701 W. Will Rogers Blvd. Claremore, OK 74017	Student Dining Hall	$500,000
Street School, Inc. 1135 S. Yale Ave. Tulsa, OK 74112	2011/2012-2013/2014 Operating Funds	$15,000

H.A. & Mary K. Chapman Charitable Trust

Schedule of Annual Grant Payments in 2012 for Form 990

Payee Organization	Request Project Title	Amount
Town & Country School, Inc. 8906 E. 34th Street Tulsa, OK 74145	2011/2012-2013/2014 Operating Funds	$20,000
Town Hall of Tulsa Corp. P.O. Box 52266 Tulsa, OK 74152	Sponsorship of 2011/2012-2013/2014 Lecture Series	$15,000
University of Oklahoma Foundation 660 Parrington Oval Norman, OK 73109	College of Law Scholarship Program	$50,000
Healthcare		
Clarehouse, Inc. 7617 S. Mingo Rd. Tulsa, OK 74133	2011/2012 end-of-life care	$10,000
Newborn Hope Inc. 102 N. Cascade Ave. Ste. 400 Colorado Springs, CO 80903	2013 Operating Funds	$15,000
Oklahoma Caring Foundation, Inc. 1215 S. Boulder Tulsa, OK 74102-3283	2010 - 2012 Caring Van Program	$10,000
Visiting Nurse Association of Tulsa 7875 East 51st Street Tulsa, OK 74145	Visiting Nurse Program for FY 2010/2011-2012/2013	$10,000

H.A. & Mary K. Chapman Charitable Trust

Schedule of Annual Grant Payments in 2012 for Form 990

Payee Organization	Request Project Title	Amount
Medical Research		
CLL Global Research Foundation PO Box 301402, Unit 428 Houston, TX 77230-1402	Phase III of Alliance: Chimeric Antigen Receptor - Cellular Therapy Program	$250,000
Cold Spring Harbor Laboratory One Bungtown Road Cold Spring Harbor, NY 11724	Dissecting Neural Circuits for Multisensory Perception	$170,000
Dean McGee Eye Institute Endowment Fund 608 Stanton L. Young Blvd Oklahoma City, OK 73104	Vivarium Renovation Project	$250,000
National Jewish Medical and Research Center 1400 Jackson Street Denver, CO 80206	Miseq Next-Generation Gene Sequencer for Primary Immunodeficiency Diagnosis Program	$130,000
Nature & Wildlife		
The Nature Conservancy - Colorado Chapter 2424 Spruce Street Boulder, CO 80302	Restoring Colorado Springs' Forested Landscape	$50,000
Other		
The Philanthropy Roundtable 1150 17th Street N.W., Suite 503 Washington, D.C. 20036	2010/2011 - 2012/2013 Associate Renewal	$1,000

H.A. & Mary K. Chapman Charitable Trust

Schedule of Annual Grant Payments in 2012 for Form 990

Payee Organization	Request Project Title	Amount
Social Services		
12 & 12, Inc. 6333 East Skelly Drive Tulsa, OK 74135	Kitchen Renovation Project	$25,000
American Red Cross, Pikes Peak Chapter 1040 South 8th Street Colorado Springs, CO 80905	2012 Disaster Relief Services	$15,000
American Red Cross, Tulsa Area Chapter 10151 East 11th Street Tulsa, OK 74128	2012-2014 Fiscal Years Local Disaster Relief Emergency Assistance	$30,000
Camp Fire USA Green Country Council, Inc. 706 South Boston Avenue Tulsa, OK 74119-1610	2012/2013 Community Building Club Program	$20,000
Care and Share Inc. 2605 Preamble Pt. Colorado Springs, CO 80915	2012 Unsolicited Grant	$20,000
Cheyenne Village 6275 Lehman Drive Colorado Springs, CO 80918-1433	2012-2013 Healthcare Program	$25,000
Child Abuse Network, Inc. 2829 South Sheridan Avenue Tulsa, OK 74129	2012 and 2013 Communications and Training	$30,000
Community Food Bank of Eastern Oklahoma 1304 N. Kenosha Ave. Tulsa, OK 74106-5901	2012 Unsolicited Grant	$20,000

H.A. & Mary K. Chapman Charitable Trust

Schedule of Annual Grant Payments in 2012 for Form 990

Payee Organization	Request Project Title	Amount
Crisis Pregnancy Outreach, Inc. PO Box 1113 Jenks, OK 74037	2012-2014 Transitional Home	$10,000
Crossroads, Inc. 1888 E. 15th Street Tulsa, OK 74104	Purchase of 2012 Dodge Grand Caravan	$3,000
Crosstown Learning Center 2501 East Archer Tulsa, OK 74110	2012 Operating Support for Crosstown/Early Foundations	$35,000
Domestic Violence Intervention Services, Inc. 4300 South Harvard, Suite 100 Tulsa, OK 74135-2608	2012 Unsolicited Grant	$20,000
Eastern Oklahoma Donated Dental Services, Inc. 3741 S. Peoria Ave. Tulsa, OK 74105-3264	2012 Unsolictied Grant	$20,000
Emergency Infant Services, Inc. 222 S. Houston Ave. Tulsa, OK 74127	2012 Unsolictied Grant	$20,000
Family Safety Center Incorporated 3010 South Harvard Ste. 200 Tulsa, OK 74114	Family Safety Center Relocation Project	$25,000
First Tee of Pikes Peak 40 Broadmoor Ave. Colorado Springs, CO 80906-3640	Construction of Indoor Training Center	$225,000

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Schedule of Annual Grant Payments in 2012 for Form 990

Payee Organization	Request Project Title	Amount
Freedom Service Dogs, Inc. 2000 W. Union Ave. Englewood, CO 80110	2013 Operation Freedom	$25,000
Gatesway Foundation, Inc. 4608 S. Garnett, Suite 413 Tulsa, OK 74146	2012/2013 Supported Employment Program	$25,000
Gazette Charities 30 S. Prospect St. Colorado Springs, CO 80903	2012-2013 Empty Stocking Fund	$50,000
Goodwill Industries of Tulsa, Inc. 2800 Southwest Blvd. Tulsa, OK 74017	2012 Unsolicited Grant	$20,000
Helping Hands Inc. 709 South Boston Avenue Tulsa, OK 74119-1629	2013-2015 Food & Financial Assistance Program	$50,000
Homeward Pikes Peak 518 North Nevada Avenue Colorado Springs, CO 80903	2012 Homeless Outreach Program	$10,000
Hospice of Green Country, Inc. 1120 South Boston, Suite 200 Tulsa, OK 7419	2010-2012 Courtesy Care, Live Alone, and Pet Peace of Mind Programs	$15,000
Iron Gate at Trinity, Inc. 501 S. Cincinnati Ave. Tulsa, OK 74103	2013, 2014 and 2015 Operating Funds	$50,000

H.A. & Mary K. Chapman Charitable Trust

Schedule of Annual Grant Payments in 2012 for Form 990

Payee Organization	Request Project Title	Amount
John 3:16 Mission 205 E. Pine Street Suite 103 Tulsa, OK 74106	2010-2012 Summer Literacy Program	$15,000
John 3:16 Mission 205 E. Pine Street Suite 103 Tulsa, OK 74106	2012 Unsolicited Grant	$20,000
Meals on Wheels of Metro Tulsa, Inc. 12620 East 31st Street Tulsa, OK 74146-2307	2012 Unsolicited Grant	$20,000
Mental Health Association in Tulsa, Inc. 1870 South Boulder Tulsa, OK 74119-5234	2013 Operating Funds and Carnivale Event	$50,000
Neighbors Along The Line 5000 W. Charles Page Boulevard Tulsa, OK 74127	2012 Unsolicited Grant	$20,000
Oklahoma United Methodist Circle of Care 1501 N.W. 24th Street, Suite 214 Oklahoma City, OK 73106-3635	Frances Willard Cottage and Campus Renovations	$25,000
Pikes Peak United Way 518 N. Nevada Ave. Colorado Springs, CO 80903-1106	2012-2013 Community Fund	$55,000
Stand In The Gap 3939 S. Harvard Ave., Suite 120 Tulsa, OK 74135-4600	2013 Life Launch Program	$20,000

H.A. & Mary K. Chapman Charitable Trust

Schedule of Annual Grant Payments in 2012 for Form 990

Payee Organization	Request Project Title	Amount
Tulsa Area United Way P.O. Box 1859 Tulsa, OK 74101-1859	2012 Annual Campaign	$200,000
Tulsa Boys' Home, Inc. P.O. Box 1101 Tulsa, OK 74101-1101	2010-2012 Operating Funds	$40,000
Tulsa Boys' Home, Inc. P.O. Box 1101 Tulsa, OK 74101-1101	2012 Unsolicited Grant	$20,000
Tulsa CASA, Inc. 700 South Boston, Suite 230 Tulsa, OK 74119	2012-2014 Operating Funds	$15,000
Tulsa Day Center for the Homeless, Inc. 415 West Archer Tulsa, OK 74103	2013 and 2014 Operating Funds	$45,000
Tulsa Lawyers for Children, Inc. P.O. Box 2254 Tulsa, OK 74101-2254	2013 Operating Funds	$15,000
Life Senior Services, Inc. 5950 East 31st Street Tulsa, OK 74135	2013-2015 Adult Day Services	$35,000
Washington County Elder Care, Inc. 1223 Swan Drive Bartlesville, OK 74006-5037	2013-2015 Adult Day Break Program	$50,000

H.A. & Mary K. Chapman Charitable Trust

Schedule of Annual Grant Payments in 2012 for Form 990

Payee Organization	Request Project Title	Amount
Young Men's Christian Association of Greater Tulsa 420 S. Main St. Tulsa, OK 74103	2012 Unsolicited Grant	$20,000
Young Mens Christian Association of the Pikes Peak Region 316 N. Tejon St. Colorado Springs, CO 80903	2012 Unsolicited Grant	$20,000
Young Women's Christian Association of Tulsa 1910 S. Lewis Ave., Suite 200 Tulsa, OK 74104-5708	2013 Operating Funds	$25,000
Grand Totals (77 items)		$4,287,000

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	461,180.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	461,180.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	1,853,023.	0.	1,853,023.
TOTAL TO FM 990-PF, PART I, LN 4	1,853,023.	0.	1,853,023.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FLOW THROUGH FROM PRESCOTT AGGRESSIVE SMALL CAP II, LP	399.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	399.	0.	

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	21,093.	18,984.		2,109.
TO FORM 990-PF, PG 1, LN 16B	21,093.	18,984.		2,109.

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	8,658.	4,329.		4,329.
ADVISORY FEES	81,566.	40,783.		40,783.
TO FORM 990-PF, PG 1, LN 16C	90,224.	45,112.		45,112.

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	66,152.	0.		0.
REAL ESTATE TAXES	3,859.	2,315.		1,544.
FOREIGN TAXES PAID	1,762.	1,762.		0.
TO FORM 990-PF, PG 1, LN 18	71,773.	4,077.		1,544.

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	2,364.	1,655.		709.
INSURANCE AND BONDS	7,770.	5,439.		2,331.
OFFICE SUPPLIES	7,618.	5,333.		2,285.
POSTAGE & COURIER SERVICE	527.	369.		158.
PLANT RENTAL	1,046.	732.		314.
COMPUTER EXPENSES	15,826.	11,078.		4,748.
EDUCATION AND TRAINING	558.	391.		167.
REPAIRS & MAINTENANCE	655.	459.		196.
TELEPHONE AND CABLE EXPENSES	5,469.	3,828.		1,641.
FOOD & ENTERTAINMENT	1,890.	1,134.		756.
MISCELLANEOUS EXPENSES	8,523.	5,966.		2,557.
PENALTIES & INTEREST	287.	0.		0.
TO FORM 990-PF, PG 1, LN 23	52,533.	36,384.		15,862.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
	X		891.	989.
TOTAL U.S. GOVERNMENT OBLIGATIONS			891.	989.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			891.	989.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	6,574,674.	58,341,594.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,574,674.	58,341,594.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	9,549,882.	10,543,413.
TOTAL TO FORM 990-PF, PART II, LINE 10C	9,549,882.	10,543,413.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
	COST	13,160,574.	14,792,103.
TOTAL TO FORM 990-PF, PART II, LINE 13		13,160,574.	14,792,103.

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

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

918-496-7882

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE