Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , **and ending**

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

A Employer identification number
73-1499528

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

Room/suite
1816

B Telephone number
918-496-7882

City or town, state or province, country, and ZIP or foreign postal 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)* ▶$ 197,973,333.

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	5,249,137.	5,249,137.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	3,042,563.			
	b	Gross sales price for all assets on line 6a 5,012,855.				
	7	Capital gain net income (from Part IV, line 2)		3,042,563.		
	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	2,465.	0.		STATEMENT 2
	12	**Total.** Add lines 1 through 11	8,294,165.	8,291,700.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	561,456.	393,019.		168,437.
	14	Other employee salaries and wages	175,286.	122,700.		52,586.
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 3	125.	88.		38.
	b	Accounting fees STMT 4	24,891.	22,402.		2,489.
	c	Other professional fees STMT 5	70,533.	35,266.		35,266.
	17	Interest	124,285.	124,285.		0.
	18	Taxes STMT 6	186,492.	7,424.		2,971.
	19	Depreciation and depletion	25,603.	25,603.		
	20	Occupancy	121,348.	84,944.		36,404.
	21	Travel, conferences, and meetings	25,197.	5,039.		20,158.
	22	Printing and publications				
	23	Other expenses STMT 7	95,380.	66,498.		28,881.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,410,596.	887,268.		347,230.
	25	Contributions, gifts, grants paid	7,787,940.			7,787,940.
	26	**Total expenses and disbursements.** Add lines 24 and 25	9,198,536.	887,268.		8,135,170.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-904,371.			
	b	**Net investment income** (if negative, enter -0-)		7,404,432.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	3,057.	4,461.	4,461.
	2 Savings and temporary cash investments	870,712.	275,051.	275,051.
	3 Accounts receivable ▶ 119,379.			
	Less: allowance for doubtful accounts ▶	141,709.	119,379.	119,379.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	84,235,264.	82,265,971.	176,949,504.
	c Investments - corporate bonds STMT 9	7,142,193.	7,719,803.	8,236,026.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	7,504,510.	7,602,553.	8,887,265.
	14 Land, buildings, and equipment: basis ▶ 3,255,000.			
	Less accumulated depreciation ▶	3,255,000.	3,255,000.	3,255,000.
	15 Other assets (describe ▶ STATEMENT 11)	251,068.	246,647.	246,647.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	103,403,513.	101,488,865.	197,973,333.
Liabilities	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	3,500,000.	2,500,000.	
	22 Other liabilities (describe ▶ STATEMENT 12)	10,277.	0.	
	23 **Total liabilities** (add lines 17 through 22)	3,510,277.	2,500,000.	
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	1,093,134.	1,093,134.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	98,800,102.	97,895,731.	
	30 **Total net assets or fund balances**	99,893,236.	98,988,865.	
	31 **Total liabilities and net assets/fund balances**	103,403,513.	101,488,865.	

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	99,893,236.
2 Enter amount from Part I, line 27a	2	-904,371.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	98,988,865.
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	98,988,865.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	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	5,012,855.		1,970,292.	3,042,563.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				3,042,563.
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 3,042,563.

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))
2012	7,925,695.	164,397,929.	.048210
2011	6,989,040.	159,953,450.	.043694
2010	7,389,464.	141,572,455.	.052196
2009	8,804,874.	149,574,750.	.058866
2008	9,128,490.	178,533,686.	.051130

2 Total of line 1, column (d)	2	.254096
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	.050819
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	177,118,895.
5 Multiply line 4 by line 3	5	9,001,005.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	74,044.
7 Add lines 5 and 6	7	9,075,049.
8 Enter qualifying distributions from Part XII, line 4	8	8,135,170.

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	148,089.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	148,089.
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	148,089.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	132,000.		
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	132,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	351.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	16,440.
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 2014 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 the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
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 2013 or the taxable year beginning in 2013 (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 S. YALE AVE., SUITE 1816, TULSA, OK ZIP+4 ▶74136

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

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 2013 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 2013.)* 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 2013?	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** X (No)

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
J. JERRY DICKMAN 6100 S. YALE AVE., SUITE 1816 TULSA, OK 74136	MANAGER & CO-TRUSTEE 25.00	281,689.	0.	0.
DONNE PITMAN 6100 S. YALE AVE., SUITE 1816 TULSA, OK 74136	MANAGER & CO-TRUSTEE 25.00	279,767.	0.	0.

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

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

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

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	179,378,773.
b	Average of monthly cash balances		1b	437,364.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	179,816,137.
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	179,816,137.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	2,697,242.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	177,118,895.
6	**Minimum investment return.** Enter 5% of line 5		6	8,855,945.

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	8,855,945.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 148,089.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	148,089.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	8,707,856.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	8,707,856.
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	8,707,856.

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	8,135,170.
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	8,135,170.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	8,135,170.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				8,707,856.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			8,061,086.	
b Total for prior years: _____ , _____ , _____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶$ 8,135,170.				
a Applied to 2012, but not more than line 2a			8,061,086.	
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 2013 distributable amount				74,084.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				8,633,772.
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 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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 address of the person to whom applications should be addressed:

SEE STATEMENT 13

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE STATEMENT B				7,787,940.
Total			▶ 3a	7,787,940.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	5,249,137.	
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	2,465.			
8 Gain or (loss) from sales of assets other than inventory			18	3,042,563.	
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)		2,465.		8,291,700.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 8,294,165.

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

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

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

MARY K. CHAPMAN FOUNDATION
C/O DONNE W. PITMAN

73-1499528

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee

Date: 5/14/2014

Title: Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
J. PATRICK MILLIGAN		5/13/14		P00435069

Firm's name ▶ HOGANTAYLOR LLP

Firm's EIN ▶ 73-1413977

Firm's address ▶ 2222 S. UTICA PL., SUITE 200
TULSA, OK 74114-7002

Phone no. (918) 745-2333

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2013 for Form 990

Payee Organization	Request Project Title	Amount
Arts and Culture		
Chamber Orchestra of the Springs P.O. Box 7911 Colorado Springs, CO 80933-7911	Educational Outreach Program Enhancements for the fiscal year ending April, 2014	$2,500
Colorado Springs Conservatory 415 S Sahwatch Colorado Springs, CO 80903	2013 Capital Campaign	$80,000
Colorado Springs Conservatory 415 S Sahwatch Colorado Springs, CO 80903	2013 Capital Campaign	$80,000
Colorado Springs Philharmonic P.O. Box 1266 Colorado Springs, CO 80901-1266	2012/2013- 2014/2015 Philharmonic Pops Series	$30,000
Philbrook Museum of Art, Inc. P.O. Box 52510 Tulsa, OK 74152-0510	2013-2015 Exhibition Series	$125,000
Tulsa Ballet Theatre, Inc. 1212 East 45th Place South Tulsa, OK 74105-4563	2012-2014 Center for Dance Education	$25,000
Tulsa Historical Society 2445 South Peoria Avenue Tulsa, OK 74114-1326	Publication of John Walton's Book on Mrs. DeHaven's Flower Shop	$12,000
Tulsa Historical Society 2445 South Peoria Avenue Tulsa, OK 74114-1326	2014 Exhibits & Education Program	$15,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2013 for Form 990

Payee Organization	Request Project Title	Amount
Civic and Community		
Center for Nonprofit Excellence 518 North Nevada Avenue Colorado Springs, CO 80903	Sponsorship and operating Support for FY 2013/2014	$7,440
Cheyenne Mountain Zoological Society 4250 Cheyenne Mountain Zoo Road Colorado Springs, CO 80906	Encounter Africa Capital Campaign	$175,000
First Tee of Tulsa, Inc. 5223 E. 41st. St. North Tulsa, OK 74115	2011, 2012 and 2013 Operating Funds	$15,000
Oklahoma Honor Flights Inc. P.O. Box 10492 Midwest City, OK 73140	Sponsorship of the next Oklahoma Honor Flight leaving from Tulsa	$60,000
Education		
Atlas Preparatory School 1602 South Murray Blvd. Colorado Springs, CO 80916	High School Expansion-Phase I	$500,000
Center for Nonprofit Excellence 518 North Nevada Avenue Colorado Springs, CO 80903	2013 Nonprofit Day Sponsorship	$1,000
The Hillsprings Learning Center 2776 Janitell Road Colorado Springs, CO 80906	2013 Reading Specialist Summer Clinical Practicum	$10,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2013 for Form 990

Payee Organization	Request Project Title	Amount
Holy Family Cathedral School 820 S. Boulder Tulsa, OK 74119	Playground Renovation	$30,000
Jenks Public Schools Foundation, Inc. P.O. Box 595 Jenks, OK 74037	20:1 Campaign	$20,000
John Brown University 2000 West University Street Siloam Springs, AR 72761	Great Hall and Northslope Apartments	$100,000
Junior Achievement of Southern Colorado, Inc. 419 West Bijou St. Colorado Springs, CO 80905	JA Biztown & JA Finance Park	$100,000
Junior Achievement of Southern Colorado, Inc 419 West Bijou St. Colorado Springs, CO 80905	JA Biztown & JA Finance Park	$100,000
Leadership Oklahoma 5500 North Western Suite 142 Oklahoma City, OK 73118	Youth Leadership Oklahoma Classes XII-XIV	$5,000
Oklahoma State University Foundation 700 N. Greenwood Ave Tulsa, OK 74106-0700	2010-2014 OSU-Tulsa Scholarship Program	$30,000
Pikes Peak Library District Foundation P.O. Box 1579 Colorado Springs, CO 80901	Tri-Building Project	$50,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2013 for Form 990

Payee Organization	Request Project Title	Amount
Saints Peter & Paul Catholic School 1428 N. 67th E. Ave. Tulsa, OK 74115	Science Lab	$35,000
St. Pius X School 1717 South 75th East Avenue Tulsa, OK 74112	Capital Building Campaign	$50,000
Teach for America Oklahoma 1202 W. Easton St , First Floor Tulsa, OK 74127	Fiscal Year 2014 Operating Funds	$100,000
Teach for America Colorado 1391 Speer Boulevard Suite 710 Denver, CO 80204	2013/2014 Operating Funds	$100,000
Tulsa Community Foundation 7030 South Yale Ave. Suite 600 Tulsa, OK 74136	2013 PASS Program	$5,000
United States Air Force Academy Endowment 3116 Academy Drive Suite 200 USAF Academy, CO 80840	The Center for Character and Leadership Development	$112,500

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2013 for Form 990

Payee Organization	**Request Project Title**	**Amount**
Healthcare		
Alzheimer's Disease and Related Disorders, Oklahoma & Arkansas Chapter, Inc. 2448 E. 81st St. Suite 3000 Tulsa, OK 74137	2013 Memory Gala	$25,000
Indian Health Care Resource Center of Tulsa, Inc. 550 S. Peoria Ave. Tulsa, OK 74120	2013 Dance of the Two Moons	$5,000
Oklahoma Blood Institute 1001 N. Lincoln Blvd. Oklahoma City, OK 73104	Oklahoma Public Umbilical Cord Blood Bank	$200,000
St. John Medical Center, Inc. 1923 S Utica Avenue Tulsa, OK 74104	2013 Street Party	$8,000
Total Source for Hearing-loss and Access 8740 East 11th Street, Suite A Tulsa, OK 74112	2012 General Operating Funds	$10,000
Medical Research		
The University of Texas M.D. Anderson Cancer Center Unit 705, PO Box 301439 Houston, Texas 77230-1439 Houston, TX 77030-4095	Creation of an Integrative Bioinformatics Program	$500,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2013 for Form 990

Payee Organization	Request Project Title	Amount
The University of Texas M.D. Anderson Cancer Center Unit 705, PO Box 301439 Houston, Texas 77230-1439 Houston, TX 77030-4095	Creation of an Integrative Bioinformatics Program	$1,000,000
The University of Texas M.D. Anderson Cancer Center Unit 705, PO Box 301439 Houston, Texas 77230-1439 Houston, TX 77030-4095	Stephenson Cancer Center Collaboration with MDA/OUCI	$125,000
The University of Texas M.D. Anderson Cancer Center Unit 705, PO Box 301439 Houston, Texas 77230-1439 Houston, TX 77030-4095	Stephenson Cancer Center Collaboration with MDA/OUCI	$125,000
Salk Institute for Biological Studies Post Office Box 85800 San Diego, CA 92186-5800	Gene Sequencer	$800,000
Salk Institute for Biological Studies Post Office Box 85800 San Diego, CA 92186-5800	2012/2013 Chapman Scholars Graduate Student Program	$125,000
University of Oklahoma Foundation 660 Parrington Oval Norman, OK 73109	Stephenson Cancer Center Collaboration with MDA/OUCI	$125,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2013 for Form 990

Payee Organization	Request Project Title	Amount
University of Oklahoma Foundation 660 Parrington Oval Norman, OK 73109	Stephenson Cancer Center Collaboration with MDA/OUCI	$125,000
Nature & Wildlife		
Tulsa Zoo Management Inc. 6421 East 36th Street North Tulsa, OK 74115-2121	African Plains: Rhino Exhibit	$500,000
Tulsa Zoo Management Inc. 6421 East 36th Street North Tulsa, OK 74115-2121	African Plains: Rhino Exhibit	$500,000
Social Services		
Dayspring Villa Women and Children's Shelter, Inc. P.O. Box 1588 Sand Springs, OK 74063-1588	Window Replacement	$20,000
Big Brothers Big Sisters of Oklahoma Inc. 5840 S. Memorial Drive, Suite 111 Tulsa, OK 74145	Tulsa One-to-One Mentoring	$15,000
Big Brothers Big Sisters of Colorado Inc 111 S. Tejon Street Suite 302 Colorado Springs, CO 80903	2012 and 2013 Student Success Initiative	$15,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2013 for Form 990

Payee Organization	Request Project Title	Amount
CASA of the Pikes Peak Region 701 S. Cascade Avenue Colorado Springs, CO 80903	2013/2014 Child Abuse Program	$20,000
Court Care P.O. Box 68 Colorado Springs, CO 80901	Operating Funds for Childcare and Victim Services for the FYE 6/30/2014	$10,000
Domestic Violence Intervention Services, Inc. 4300 South Harvard, Suite 100 Tulsa, OK 74135-2608	2012-2014 Emergency Shelter Support	$15,000
Domestic Violence Intervention Services, Inc. 4300 South Harvard, Suite 100 Tulsa, OK 74135-2608	2012-2014 Emergency Shelter Support	$15,000
Emergency Infant Services, Inc. 222 S. Houston Ave. Tulsa, OK 74127	2011/2012 Operating Funds	$15,000
Girl Scouts of Eastern Oklahoma 2432 East 51st Street Tulsa, OK 74105-6002	2013 Juliette Low Leadership Society Luncheon	$5,000
Hope Harbor, Inc. P.O. Box 1047 Claremore, OK 74018	Clothing Donation Bins	$25,000
Kendall-Whittier, Inc. P.O. Box 4165 Tulsa, OK 74159	FY 2013/2014 - 2015/2016 general operating funds	$15,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2013 for Form 990

Payee Organization	Request Project Title	Amount
Oklahoma Baptist Homes for Children 12700 E. 76th St. North Owasso, OK 74055	Twin Cottage Building Project	$50,000
A Pocket Full of Hope 1325 E. Apache Tulsa, Oklahoma 74106	Community Vitalization Center and Educational Research Institute Building Restoration	$20,000
Retired Senior Volunteer Program of Tulsa, Inc. 5756 East 31st Street Tulsa, OK 74135	2011-2013 Operating Funds for Volunteer Service Center	$4,500
The Salvation Army-Oklahoma Division 924 South Hudson Avenue Tulsa, OK 74112	2013 Benefit Dinner	$25,000
Silver Key Senior Services 2250 Bott Avenue Colorado Springs, CO 80904	2013 General Operating Funds	$25,000
Special Care, Inc. 12201 North Western Ave. Oklahoma City, OK 73114	Scholorship Support for the 2013/2014 fiscal year	$25,000
Special Kids Special Families 424 West Pikes Peak Ave. Colorado Springs, CO 80905	2013 Operations for Zach's Place Center	$5,000
TESSA PO Box 2662 Colorado Springs, CO 80901	Operating Funds for the fiscal year ending September 30, 2013	$10,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2013 for Form 990

Payee Organization	Request Project Title	Amount
Tulsa Boys' Home, Inc. P.O. Box 1101 Tulsa, OK 74101-1101	2012 Bridges To The Future Campaign	$125,000
Tulsa Boys' Home, Inc. P.O. Box 1101 Tulsa, OK 74101-1101	2012 Bridges To The Future Campaign	$125,000
Tulsa Community Foundation 7030 South Yale Ave. Suite 600 Tulsa, OK 74136	2012 501 TechNet Capacity Expansion	$35,000
Young Life 540 N. Cascade Ave Suite 300 Colorado Springs, CO 80903	Expansion of Colorado Springs Military Community Youth Ministries	$20,000
Young Men's Christian Association of Greater Tulsa 420 S. Main St. Tulsa, OK 74103	YMCA Healthy Living Center	$500,000
Young Men's Christian Association of Greater Tulsa 420 S. Main St. Tulsa, OK 74103	YMCA Healthy Living Center	$500,000
Grand Totals (69 items)		$7,787,940

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME	4,536,869.	0.	4,536,869.	4,536,869.	
DIVIDEND/INTEREST INCOME	319,779.	0.	319,779.	319,779.	
INTEREST INCOME	392,489.	0.	392,489.	392,489.	
TO PART I, LINE 4	5,249,137.	0.	5,249,137.	5,249,137.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FLOW-THROUGH FROM K-1 PRESCOTT GRP AGGRESSIVE SMALL CAP II, LP	2,465.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,465.	0.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	125.	88.		38.
TO FM 990-PF, PG 1, LN 16A	125.	88.		38.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	24,891.	22,402.		2,489.
TO FORM 990-PF, PG 1, LN 16B	24,891.	22,402.		2,489.

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	17,847.	8,923.		8,923.
ADVISOR FEES	52,686.	26,343.		26,343.
TO FORM 990-PF, PG 1, LN 16C	70,533.	35,266.		35,266.

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	172,308.	0.		0.
REAL ESTATE TAXES	11,216.	4,456.		2,971.
FOREIGN TAXES PAID	2,968.	2,968.		0.
TO FORM 990-PF, PG 1, LN 18	186,492.	7,424.		2,971.

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	3,971.	2,779.		1,191.
INSURANCE AND BONDS	13,581.	9,507.		4,074.
OFFICE SUPPLIES	8,731.	6,112.		2,619.
POSTAGE & COURIER SERVICE	1,476.	1,033.		443.
PLANT RENTAL	1,683.	1,178.		505.
COMPUTER EXPENSES	41,839.	29,287.		12,552.
EDUCATION & TRAINING	5,377.	3,764.		1,613.
REPAIR & MAINTENANCE	3,879.	2,715.		1,164.
TELEPHONE AND CABLE EXPENSE	11,538.	8,077.		3,461.
FOOD & ENTERTAINMENT	2,674.	1,604.		1,070.
MISCELLANEOUS	631.	442.		189.
TO FORM 990-PF, PG 1, LN 23	95,380.	66,498.		28,881.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT	82,265,971.	176,949,504.
TOTAL TO FORM 990-PF, PART II, LINE 10B	82,265,971.	176,949,504.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BOK BOND FUND	7,719,803.	8,236,026.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,719,803.	8,236,026.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHAPMAN FOUNDATIONS MANAGEMENT, LLC	COST	97,741.	97,741.
SEE ATTACHMENT	COST	7,504,812.	8,789,524.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,602,553.	8,887,265.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ART	224,500.	224,500.	224,500.
OFFICE LEASEHOLD COST	27,557.	27,557.	27,557.
FURNITURE & FIXTURES	68,621.	67,539.	67,539.
OFFICE LEASEHOLD ACCUMULATED DEPRECIATION	-8,471.	-9,723.	-9,723.
FURNITURE & FIXTURES ACCUMULATED DEPRECIATION	-61,139.	-63,226.	-63,226.
ORGANIZATIONAL COSTS	465.	465.	465.
ORGANIZATIONAL COSTS ACCUMULATED AMORTIZATION	-465.	-465.	-465.
TO FORM 990-PF, PART II, LINE 15	251,068.	246,647.	246,647.

FORM 990-PF OTHER LIABILITIES STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
COVERED CALL LIABILITY	10,277.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	10,277.	0.

THE MARY K. CHAPMAN FOUNDATION

SUPPLEMENTAL SCHEDULES OF MARKETABLE SECURITIES

December 31, 2013 and 2012

	2013				2012			
	Shares or Face Amount	Cost Basis	Quoted Fair Value		Shares or Face Amount	Cost Basis	Quoted Fair Value	
			Per Share	Total			Per Share	Total
Equities:								
AAON Inc.	687,139	$ 4,108,174	$ 31.95	$ 21,954,091	459,093	$ 4,121,649	$ 20 87	$ 9,581,271
Alcatel Lucent	428	75,407	4.40	1,883	429	75,482	1.39	596
American Express	900	20,812	90.73	81,657	900	20,812	57.48	51,732
BP Amoco	370,000	19,092,000	48.61	17,985,700	370,000	19,092,000	41 64	15,406,800
Cisco Systems	28,800	436,880	22.43	645,984	28,800	436,880	19.65	565,891
EMC Corp.	9,800	217,370	25.15	246,470	9,800	217,370	19.65	247,940
Exxon Mobil	1,154,000	45,686,762	101 20	116,784,800	1,203,400	47,642,505	86.55	104,154,271
F & M Bancorporation	25,500	1,326,000	55.00	1,402,500	25,500	1,326,000	58 00	1,479,000
Federal Home Loan Mortgage	2,400	159,408	2.90	6,960	2,400	159,408	0.26	631
Federal National Mortgage Assoc.	5,200	335,958	3.01	15,652	5,200	335,958	0.25	1,326
Home Depot Inc.	6,650	293,787	82.34	547,561	6,650	293,787	61 85	411,303
Intel Corp	18,400	521,402	25 95	477,572	18,400	521,402	20.62	379,408
Johnson & Johnson	46,800	2,413,816	91.59	4,286,412	46,800	2,413,816	70.10	3,280,680
Microsoft Corp	139,900	3,714,677	37.41	5,233,659	139,900	3,714,677	26.71	3,736,729
Nortel Networks	160	75,692	0.01	1	160	75,692	-	1
Pepsico Inc.	17,700	912,435	82 94	1,468,038	17,700	912,435	68.43	1,211,211
Pfizer Inc.	4,200	158,706	30 63	128,646	4,200	158,706	25.08	105,332
Procter & Gamble	69,791	2,716,466	81.41	5,681,685	69,791	2,716,466	67 89	4,738,111
Steadfast Corporation	23,290	219	0.01	233	23,290	219	0.01	233
Total equities		82,265,971		176,949,504		84,235,264		145,352,466

THE MARY K. CHAPMAN FOUNDATION

SUPPLEMENTAL SCHEDULES OF MARKETABLE SECURITIES (continued)

December 31, 2013 and 2012

	2013				2012			
	Shares or Face Amount	Cost Basis	Quoted Fair Value		Shares or Face Amount	Cost Basis	Quoted Fair Value	
			Per Share	Total			Per Share	Total
Other:								
Capital Advisors Growth	-	314,445	-	635,377	-	297,558	-	492,157
TacticalShares Dynamic Allocation Fund	-	2,723,286	-	3,003,142	-	2,710,783	-	2,802,594
Schwab Buy-Write	-	1,888,438	-	2,506,464	-	1,873,757	-	2,004,747
Prescott Group Aggressive Small Cap, L.P	-	836,204	-	1,102,956	-	746,497	-	804,004
Bonanza Royalties, LLC	-	51,341	-	43,530	-	52,343	-	43,530
TCW	-	1,691,098	-	1,498,055	-	1,513,598	-	1,727,386
Total other		7,504,812		8,789,524		7,194,536		7,874,418
Total marketable securities		$ 89,770,783		$ 185,739,028		$ 91,429,800		$ 153,226,884

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

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

918-496-7882

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE