

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.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 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 PL, 6100 S YALE AVE 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: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ 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 ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
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) \$ 185,317,391.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	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)
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		5,394,658.	5,394,658.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		502,456.			
b Gross sales price for all assets on line 6a 15,178,754.					
7 Capital gain net income (from Part IV, line 2)			502,456.		
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		-3,199.	4,016.		STATEMENT 2
12 Total. Add lines 1 through 11		5,893,915.	5,901,130.		
13 Compensation of officers, directors, trustees, etc.		691,991.	138,398.		553,593.
14 Other employee salaries and wages		256,599.	38,490.		218,109.
15 Pension plans, employee benefits					
16a Legal fees		203.	41.		162.
b Accounting fees		28,984.	7,246.		21,738.
c Other professional fees		77,039.	61,093.		15,946.
17 Interest					
18 Taxes		163,575.	10,127.		360.
19 Depreciation and depletion		23,574.	23,574.		
20 Occupancy		144,994.	21,749.		123,245.
21 Travel, conferences, and meetings		32,153.	0.		32,153.
22 Printing and publications					
23 Other expenses		113,689.	33,402.		77,214.
24 Total operating and administrative expenses. Add lines 13 through 23		1,532,801.	334,120.		1,042,520.
25 Contributions, gifts, grants paid		7,840,729.			7,840,729.
26 Total expenses and disbursements. Add lines 24 and 25		9,373,530.	334,120.		8,883,249.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-3,479,615.			
b Net investment income (if negative, enter -0-)			5,567,010.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	674,695.	3,000.	3,000.	
	2 Savings and temporary cash investments	134,006.	260,425.	260,425.	
	3 Accounts receivable ▶ 64,246.				
	Less: allowance for doubtful accounts ▶	79,979.	64,246.	64,246.	
	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	5,487,565.	6,675,547.	6,916,657.	
	b Investments - corporate stock STMT 9	76,842,407.	73,551,869.	168,127,431.	
	c Investments - corporate bonds STMT 10	3,169,949.	2,504,847.	2,757,483.	
	Liabilities	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 11		3,001,505.	2,844,988.	3,685,145.	
14 Land, buildings, and equipment basis ▶ 3,348,260.					
Less accumulated depreciation ▶ 69,756.		3,272,935.	3,278,504.	3,278,504.	
15 Other assets (describe ▶)		224,500.	224,500.	224,500.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		92,887,541.	89,407,926.	185,317,391.	
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					
22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐				
	and complete lines 24 through 26, and lines 30 and 31.				
	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	91,794,407.	88,314,792.		
30 Total net assets or fund balances	92,887,541.	89,407,926.			
31 Total liabilities and net assets/fund balances	92,887,541.	89,407,926.			

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	92,887,541.
2 Enter amount from Part I, line 27a	2	-3,479,615.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	89,407,926.
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	89,407,926.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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		
b PRESCOTT GRP AGGRESSIVE SMALL CAP II, LP			
c TCW AMERICAS DEVELOPMENT ASSOC., LP			
d TCW/CRESCENT MEZZANINE PARTNERS			
e CAPITAL GAINS DIVIDENDS			

(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 15,118,896.		14,714,449.	404,447.
b			-10,693.
c			44,237.
d			4,607.
e 59,858.			59,858.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			404,447.
b			-10,693.
c			44,237.
d			4,607.
e			59,858.

2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$	2	502,456.
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 doesn't 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))
2016	8,680,707.	179,395,014.	.048389
2015	9,232,522.	172,657,266.	.053473
2014	8,715,309.	190,500,790.	.045749
2013	8,135,170.	177,118,895.	.045931
2012	7,925,695.	164,397,929.	.048210

2 Total of line 1, column (d)	2	.241752
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.048350
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	176,680,430.
5 Multiply line 4 by line 3	5	8,542,499.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	55,670.
7 Add lines 5 and 6	7	8,598,169.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	8,883,249.

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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	55,670.
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	55,670.
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	55,670.
6	Credits/Payments:		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	106,322.
b	Exempt foreign organizations - tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	0.
7	Total credits and payments. Add lines 6a through 6d	7	106,322.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	50,652.
11	Enter the amount of line 10 to be: Credited to 2018 estimated tax ☒ Refunded ☐	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
(1)		
(2)		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address HTTP://WWW.CHAPMANTRUSTS.ORG	X	
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
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 Organizations relying on a current notice regarding disaster assistance, check here	1b	X
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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ 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.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
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 2017 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 2017.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b	X

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

5a During the year, did the foundation pay or incur any amount to:		Yes	No
(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 4945(d)(4)(A)? See instructions	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	5b	
Organizations relying on a current notice regarding disaster assistance, check here	☒		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

1 List all officers, directors, trustees, and 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	345,996.	0.	0.
DONNE PITMAN 6100 S. YALE AVE., SUITE 1816 TULSA, OK 74136	MANAGER & CO-TRUSTEE 25.00	345,995.	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

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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	179,124,515.
b	Average of monthly cash balances	1b	246,480.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	179,370,995.
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	179,370,995.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,690,565.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	176,680,430.
6	Minimum investment return. Enter 5% of line 5	6	8,834,022.

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	8,834,022.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	55,670.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	55,670.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,778,352.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	8,778,352.
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	8,778,352.

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	8,883,249.
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	8,883,249.
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	55,670.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,827,579.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				8,778,352.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			8,707,766.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4. ▶ \$ 8,883,249.				
a Applied to 2016, but not more than line 2a			8,707,766.	
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 2017 distributable amount				175,483.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				8,602,869.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

C/O ¹DONNE W. PITMAN

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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 2017, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☒ 4942(1)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email 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:

MARY K. CHAPMAN FOUNDATION

Form 990-PF (2017)

C/O DONNE W. PITMAN

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Part XV **Supplementary Information** *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT B				7,840,729.
Total			3a	7,840,729.
b Approved for future payment				
SEE STATEMENT C				
Total			3b	0.

Form 990-PF (2017)

Enter gross amounts unless otherwise indicated

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

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|-------|-----|----|
| 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. | | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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 7/31/18

► Transfer
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 ☐
self-employed

PTIN

J. PATRICK MILLIGAN J. PATRICK MILLIG

~~07/02/18~~

P00435069

Firm's name ► HOGANTAYLOR LLP

Firm's EIN ▶ 73-1413977

Firm's address ► 2222 SOUTH UTICA PL, SUITE 200
TULSA, OK 74114

Phone no. 918-745-2333

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2017 for Form 990

Payee Organization	Request Project Title	Amount
Arts and Culture		
Colorado Springs Philharmonic P.O. Box 1266 Colorado Springs, CO 80901-1266	2016-2018 Philharmonic Pops series	\$30,000
Tulsa Air and Space Museum, Inc. 3624 North 74th East Avenue Tulsa, OK 74115	TASM Expansion Campaign	\$125,000
Tulsa Ballet Theatre, Inc 1212 East 45th Place South Tulsa, OK 74105-4563	Defining the Future Integrated Campaign (MKCF)	\$100,000
United States Olympic Museum P.O. Box 681 Colorado Springs, CO 80901	United States Olympic Museum Capital Building Campaign	\$750,000
Civic and Community		
Center for Nonprofit Excellence 723 N Weber St., Suite 200 Colorado Springs, CO 80903	Sponsorship and Operating Support for the 2015/2016 - 2017/2018 fiscal years	\$20,000
Frontier Media Group, Inc. 12117 South 12th Court Jenks, OK 74037	2017 Operating Funds	\$10,000
Tulsa Community Foundation 7030 South Yale Ave. Suite 600 Tulsa, OK 74136	The Gathering Place - Chapman Adventure Playground (MKCF)	\$500,000
Education Fab Lab Tulsa Inc 710 S. Lewis Ave. Tulsa, OK 74104	2016-2018 Operating Funds	\$25,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2017 for Form 990

Payee Organization	Request Project Title	Amount
Girl Scouts of Eastern Oklahoma 4810 S. 129th East Avenue Tulsa, OK 74134	Leadership Center Capital Campaign	\$250,000
Happy Hands Education Center Inc. 8801 South Garnett Broken Arrow, OK 74012-6002	Operating Funds for Fiscal Years ending June 30, 2017 and 2018	\$30,000
Holland Hall School 5666 East 81st Street Tulsa, OK 74137-2099	The Student Commons Building Fund	\$750,000
Jenks Public Schools Foundation, Inc. P O Box 595 Jenks, OK 74037	Elementary STEM Learning Labs	\$50,000
John Brown University 2000 West University Street Siloam Springs, AR 72761	The Mayfield Hall Renovation Project	\$100,000
KIPP Colorado Schools 1390 Lawrence Street Suite 200 Denver, CO 80204	KIPP Through College: 2018 Summer Enrichment & College Visits	\$25,000
Little Light House, Inc. 5120 East 36th Street Tulsa, OK 74135	2015/2016 - 2017/2018 Operating Funds	\$50,000
Oklahoma State University Foundation 700 N. Greenwood Ave Tulsa, OK 74106-0700	Primary Care Medicine Scholarship Program	\$30,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2017 for Form 990

Payee Organization	Request Project Title	Amount
ORU Golden Eagle Club, Inc. 7777 S. Lewis Tulsa, OK 74171	2015/2016-2017/2018 Golden Eagle Scholarship Fund	\$60,000
Reading Partners 907 S. Detroit Ave Suite 600 Tulsa, OK 74120	Fiscal Year 2017 Operating Funds	\$15,000
Saints Peter & Paul Catholic School 1428 N 67th E Ave Tulsa, OK 74115	Chromebooks for STEM and Literacy	\$15,000
Special Olympics Oklahoma, Inc. 6835 S Canton Avenue Tulsa, OK 74136	2018 Unified Champion Schools Program	\$5,000
Teach for America Oklahoma 1202 W Easton St, First Floor Tulsa, OK 74127	Fiscal Year 2017 Operating Funds	\$50,000
Teach for America Colorado 1391 Speer Blvd, Ste. 710 Denver, CO 80204	2016/2017 Operating Funds	\$50,000
Tulsa Library Trust 400 Civic Center Tulsa, OK 74103-3830	Tulsa Central Library Campaign	\$500,000
University of Colorado 1420 Austin Bluffs Parkway Main Hall 402 Colorado Springs, CO 80918	Visual and Performing Arts Complex	\$150,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2017 for Form 990

Payee Organization	Request Project Title	Amount
University of Tulsa 800 S Tucker Drive Tulsa, OK 74104-3189	Renovation of the Allen Chapman Student Union	\$375,000
University of Tulsa 800 S Tucker Drive Tulsa, OK 74104-3189	TU Football Locker Room Renovation	\$300,000
USAF Academy 3116 Academy Drive Suite 200 USAF Academy, CO 80840	USAF STEM Outreach Center and Planetarium	\$100,000
<u>Healthcare</u> The Children's Center, Inc 6800 Northwest 39th Expressway Bethany, OK 73008	Capital Expansion Campaign	\$300,000
Eastern Oklahoma Donated Dental Services, Inc. 7060 S. Yale Ave, Suite 707 Tulsa, OK 74136	2018 General Operating Funds	\$20,000
Oklahoma Blood Institute 1001 N Lincoln Blvd Oklahoma City, OK 73104	Ardmore Building Replacement	\$50,000
Oklahoma Project Woman, Inc. 2727 East 21st Street, Ste 602 Tulsa, OK 74114	2018 Breast Healthcare for the Uninsured in Tulsa County	\$15,000
St. John Medical Center, Inc 1923 S Urica Avenue Tulsa, OK 74104	2017 Operating Funds	\$8,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2017 for Form 990

Payee Organization	Request Project Title	Amount
Tulsa County Medical Society Foundation 5315 S Lewis Ave Tulsa, OK 74105	2018 Project TCMS	\$20,000
Medical Research		
Baylor College of Medicine One Baylor Plaza, No. T100 Houston, TX 77030-3498	Neurodegenerative Consortium (MKCF)	\$200,000
The University of Texas M D Anderson Cancer Center Unit 705, PO Box 301439 Houston, TX 77030-4095	Neurodegeneration Consortium (NDC) - MKCF	\$200,000
The University of Texas M.D. Anderson Cancer Center Unit 705, PO Box 301439 Houston, TX 77030-4095	Bioinformatics Initiative	\$250,000
The University of Texas M.D. Anderson Cancer Center Unit 705, PO Box 301439 Houston, TX 77030-4095	Genetic Mutations and Immune Responses in Head and Neck Cancers	\$177,729
Salk Institute for Biological Studies 10010 N Torrey Pines Road La Jolla, CA 92037	Mass Spectrometry Center	\$625,000
Salk Institute for Biological Studies 10010 N Torrey Pines Road La Jolla, CA 92037	2018-2019 Chapman Scholars Graduate Student Program	\$125,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2017 for Form 990

Payee Organization	Request Project Title	Amount
<u>Nature & Wildlife</u>		
Oklahoma Centennial Botanical Garden, Inc. P.O. Box 707 Tulsa, OK 74101	Reaching for Generations Capital Campaign	\$125,000
<u>Social Services</u>		
Big Brothers Big Sisters of Colorado Inc 111 S. Tejon Street Suite 302 Colorado Springs, CO 80903	2016 and 2017 Mentor 2.0 initiative	\$20,000
Catholic Charities of the Diocese of Tulsa 2450 North Harvard Ave Tulsa, OK 74115	2018 General Operating Support	\$25,000
Community Food Bank of Eastern Oklahoma 1304 N Kenosha Ave. Tulsa, OK 74106	Fiscal Year 2018 and 2019 Food Bank Operations	\$25,000
Dayspring Villa Women and Children's Shelter, Inc P O. Box 1588 Sand Springs, OK 74063	Air Handler Replacement	\$10,000
Hope Harbor, Inc 15025 E 380 Road PO Box 1047 Claremore, OK 74018	Beyond 70 (years)- The Campaign for Hope Harbor	\$15,000
Neighbor For Neighbor, Inc. 505 East 36st Street North Tulsa, OK 74106-1812	Operating Funds for the Fiscal Years 2015/2016-2017/2018	\$40,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2017 for Form 990

Payee Organization	Request Project Title	Amount
Oklahoma Methodist Manor 4134 E. 31st St. Tulsa, OK 74135	Generation to Generation - Phase I	\$150,000
The Parent Child Center of Tulsa 1421 South Boston Avenue Tulsa, OK 74119	Security Upgrades	\$35,000
Resonance Center for Women, Inc. 1608 S Elwood Ave Tulsa, OK 74119	2017 Prison-to-Community Program Support	\$10,000
The Salvation Army-Oklahoma Division 924 South Hudson Avenue Tulsa, OK 74112	2017 Operating Funds	\$5,000
Show, Inc. 425 West Wells Blvd Sapulpa, OK 74066	2018 General Operating Funds	\$10,000
Springs Rescue Mission 5 West Las Vegas Street Colorado Springs, CO 80903	campus expansion and renovation campaign	\$125,000
Tulsa Day Center for the Homeless, Inc 415 West Archer Tulsa, OK 74103	2015-2017 Operating Funds	\$40,000
The Center for Individuals with Physical Challenges 815 S. Utica Tulsa, OK 74104	Hardesty Family Adaptive Sports Complex	\$250,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2017 for Form 990

Payee Organization	Request Project Title	Amount
Young Men's Christian Association of Greater Tulsa 420 S Main St Tulsa, OK 74103	Tandy Family YMCA - Healthy Living Center	\$500,000
Grand Totals (55 items)		\$7,840,729

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	5,118,630.	59,858.	5,058,772.	5,058,772.	
INTEREST INCOME	335,886.	0.	335,886.	335,886.	
TO PART I, LINE 4	5,454,516.	59,858.	5,394,658.	5,394,658.	

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	-4,530.	0.		
FLOW-THROUGH FROM K-1 BONANZA ROYALTIES, LLC - ROYALTY INCOME	1,034.	1,034.		
FLOW-THROUGH FROM K-1 BONANZA ROYALTIES, LLC - ROYALTY INCOME	1,302.	1,302.		
FLOW-THROUGH FROM K-1 TCW/CRESCENT MEZZANINE - ORDINARY BUSINESS INCOME	3.	3.		
FLOW-THROUGH FROM K-1 TCW AMERICAS DEVELOPMENT - ORDINARY BUSINESS INCOME	-2,685.	0.		
CLASS ACTION ON INDYMAC/FOR TCW STRATEGIC MBS	1,677.	1,677.		
TOTAL TO FORM 990-PF, PART I, LINE 11	-3,199.	4,016.		

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	203.	41.		162.
TO FM 990-PF, PG 1, LN 16A	203.	41.		162.

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	28,984.	7,246.		21,738.
TO FORM 990-PF, PG 1, LN 16B	28,984.	7,246.		21,738.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	19,932.	3,986.		15,946.
ADVISOR FEES	57,107.	57,107.		0.
TO FORM 990-PF, PG 1, LN 16C	77,039.	61,093.		15,946.

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	153,088.	0.		0.
FOREIGN TAXES PAID	1,495.	1,495.		0.
REAL ESTATE TAXES	8,992.	8,632.		360.
TO FORM 990-PF, PG 1, LN 18	163,575.	10,127.		360.

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	22,929.	4,586.		18,343.
INSURANCE AND BONDS	14,595.	2,919.		11,676.
OFFICE SUPPLIES	3,935.	590.		3,345.
POSTAGE & COURIER SERVICE	653.	131.		522.
PLANT RENTAL	1,737.	347.		1,390.
COMPUTER EXPENSES	27,978.	4,197.		23,781.
REPAIR & MAINTENANCE	3,835.	767.		3,068.
TELEPHONE AND CABLE EXPENSE	13,681.	2,736.		10,945.
FOOD & ENTERTAINMENT	3,710.	186.		1,669.
OTHER EXPENSE	2,606.	130.		2,475.
OTHER DEDUCTIONS FROM K-1	16,813.	16,813.		0.
PENALTIES	1,217.	0.		0.
TO FORM 990-PF, PG 1, LN 23	113,689.	33,402.		77,214.

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
BOK BOND FUND - SEE ATTACHMENT	X		6,675,547.	6,916,657.
TOTAL U.S. GOVERNMENT OBLIGATIONS			6,675,547.	6,916,657.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			6,675,547.	6,916,657.

FORM 990-PF	CORPORATE STOCK		STATEMENT 9	
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
EQUITY INVESTMENTS - SEE ATTACHMENT			73,551,869.	168,127,431.
TOTAL TO FORM 990-PF, PART II, LINE 10B			73,551,869.	168,127,431.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BOK BOND FUND - SEE ATTACHMENT	2,504,847.	2,757,483.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,504,847.	2,757,483.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHAPMAN FOUNDATIONS MANAGEMENT, LLC	COST	96,384.	96,384.
OTHER MARKETABLE SECURITIES - SEE ATTACHMENT	COST	2,568,008.	3,408,165.
BOK SHORT-TERM CASH FUND	COST	180,596.	180,596.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,844,988.	3,685,145.

FORM 990-PF	OTHER ASSETS	STATEMENT 12
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ART	224,500.	224,500.	224,500.
ORGANIZATIONAL COSTS	465.	465.	465.
ORGANIZATIONAL COSTS ACCUMULATED AMORTIZATION	-465.	-465.	-465.
TO FORM 990-PF, PART II, LINE 15	224,500.	224,500.	224,500.

MARY K. CHAPMAN FOUNDATION C/O DONNE W.

73-1499528

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

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](http://www.chapmantrusts.org).

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

THE MARY K. CHAPMAN FOUNDATION

SUPPLEMENTAL SCHEDULE OF MARKETABLE SECURITIES

December 31, 2017 and 2016

	2017				2016			
	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	1,012,000	\$ 4,037,879	\$ 36.70	\$ 37,140,400	1,019,000	\$ 4,065,810	\$ 33.05	\$ 33,677,950
BP Amoco	300,000	15,480,000	42.03	12,609,000	346,000	17,853,600	37.38	12,933,480
Capital One Financial Corp	2,000	97,449	99.58	199,160	3,100	151,041	87.24	270,444
Cisco Systems	28,800	436,896	38.30	1,103,040	28,800	436,896	30.22	870,336
Exxon Mobil	1,043,000	41,292,370	83.64	87,236,520	1,056,000	41,807,040	90.26	95,314,560
Federal Home Loan Mortgage	5,200	335,452	2.65	13,780	2,400	159,408	3.74	8,976
Federal National Mortgage Assoc.	2,400	159,408	2.52	6,048	5,200	335,452	3.90	20,280
General Electric Company	-	-	-	-	4,400	147,774	31.60	139,040
Home Depot Inc.	6,650	293,797	189.53	1,260,375	6,650	293,797	134.08	891,632
Intel Corp.	26,000	670,888	46.16	1,200,160	26,000	670,888	36.27	943,020
Johnson & Johnson	44,000	2,269,520	139.72	6,147,680	44,000	2,269,520	115.21	5,069,240
JPMorgan Chase & Co	-	-	-	-	3,300	149,103	86.29	284,757
Microsoft Corp.	127,000	3,368,037	85.54	10,863,580	127,900	3,391,905	62.14	7,947,706
Nortel Networks	160	75,691	-	-	160	75,691	-	-
Pepsico Inc	20,000	1,061,529	119.92	2,398,400	20,000	1,061,529	104.63	2,092,600
Procter & Gamble	68,000	2,646,560	91.88	6,247,840	68,000	2,646,560	84.08	5,717,440
Prosperity Bank	20,000	1,175,800	70.07	1,401,400	20,000	1,175,800	71.78	1,435,600
U S Bancorp	5,600	150,593	53.58	300,048	5,600	150,593	51.37	287,672
Total equities		73,551,869		168,127,431		76,842,407		167,904,733
Other.								
Capital Advisors Growth	-	491,384	-	873,194	-	429,933	-	759,447
Prescott Group Aggressive Small Cap, L.P.	-	921,216	-	1,187,034	-	919,529	-	1,160,990
Bonanza Royalties, LLC	-	8,114	-	41,838	-	4,078	-	37,802
TCW Worldwide Opportunities Fund	-	1,147,294	-	1,306,099	-	1,106,303	-	1,082,279
Total other		2,568,008		3,408,165		2,459,843		3,040,518
Total marketable securities		\$ 76,119,877		\$ 171,535,596		\$ 79,302,250		\$ 170,945,251