

For calendar year 2019, or tax year beginning 01-01-2019, and ending 12-31-2019

Name of foundation Mary K Chapman Foundation		A Employer identification number 73-1499528	
% DONNE PITMAN			
Number and street (or P O box number if mail is not delivered to street address) 6100 S Yale Ave Suite Ste 1816	Room/suite	B Telephone number (see instructions) (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) ▶ \$ 187,561,653	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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	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 . . .	5,915,845	5,915,845		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	21,380,038			
	b Gross sales price for all assets on line 6a 37,965,794				
	7 Capital gain net income (from Part IV, line 2) . . .		21,380,950		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	221,799	214,621		
	12 Total. Add lines 1 through 11	27,517,682	27,511,416		
	13 Compensation of officers, directors, trustees, etc	780,085	156,017		624,068
	14 Other employee salaries and wages	258,695	64,674		194,021
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	23,462	11,732	0	11,732
	b Accounting fees (attach schedule)	24,625	7,388	0	17,237
	c Other professional fees (attach schedule)	87,763	67,753		20,010
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	565,118	3,559		3,559
	19 Depreciation (attach schedule) and depletion . . .	9,204	9,204		
	20 Occupancy	152,926	15,293		137,633
	21 Travel, conferences, and meetings	27,550			27,550
	22 Printing and publications				
	23 Other expenses (attach schedule)	104,708	37,634		65,118
	24 Total operating and administrative expenses. Add lines 13 through 23	2,034,136	373,254	0	1,100,928
	25 Contributions, gifts, grants paid	8,114,398			8,114,398
	26 Total expenses and disbursements. Add lines 24 and 25	10,148,534	373,254	0	9,215,326
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	17,369,148			
	b Net investment income (if negative, enter -0-)		27,138,162		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	3,000	982	982
	2 Savings and temporary cash investments	843,871	3,203,349	3,203,349
	3 Accounts receivable ▶ <u>1,307,474</u>			
	Less allowance for doubtful accounts ▶ _____	37,031	1,307,474	1,307,474
	4 Pledges receivable ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	5,682,473	4,861,164	5,150,284
	b Investments—corporate stock (attach schedule)	72,050,868	84,922,710	163,566,616
	c Investments—corporate bonds (attach schedule)	3,247,039	3,149,098	3,338,949
	11 Investments—land, buildings, and equipment basis ▶ _____			
Less accumulated depreciation (attach schedule) ▶ _____				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	3,777,939	6,939,153	7,476,357	
14 Land, buildings, and equipment basis ▶ <u>3,353,795</u>				
Less accumulated depreciation (attach schedule) ▶ <u>53,539</u>	3,293,142	3,300,256	3,293,142	
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)	89,159,863	107,908,686	187,561,653	
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 (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ ☐			
	and complete lines 24, 25, 29 and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ ☒			
	and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds	1,093,134	1,093,134	
	27 Paid-in or capital surplus, or land, bldg, and equipment fund			
28 Retained earnings, accumulated income, endowment, or other funds	88,066,729	106,815,552		
29 Total net assets or fund balances (see instructions)	89,159,863	107,908,686		
30 Total liabilities and net assets/fund balances (see instructions) .	89,159,863	107,908,686		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	89,159,863
2 Enter amount from Part I, line 27a	2	17,369,148
3 Other increases not included in line 2 (itemize) ▶ _____	3	1,379,675
4 Add lines 1, 2, and 3	4	107,908,686
5 Decreases not included in line 2 (itemize) ▶ _____	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29 .	6	107,908,686

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)
1 a SEE ATTACHED	P	2007-12-09	2019-11-21
b SEE ATTACHED	P		
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 106,169		72,643	33,526
b 37,859,625		16,512,201	21,347,424
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			33,526
b			21,347,424
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	21,380,950
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2018	8,731,565	178,916,536	0 048802
2017	8,827,579	176,680,430	0 049964
2016	8,680,707	179,395,014	0 048389
2015	9,232,522	172,657,266	0 053473
2014	8,715,309	190,500,790	0 045749
2 Total of line 1, column (d)			2 0 246377
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 0 049275
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5			4 182,965,391
5 Multiply line 4 by line 3			5 9,015,620
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 271,382
7 Add lines 5 and 6			7 9,287,002
8 Enter qualifying distributions from Part XII, line 4			8 9,215,326

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	542,763
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	
3	Add lines 1 and 2.	3	542,763
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	542,763
6	Credits/Payments		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	549,433
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	30,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	579,433
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	36,670
11	Enter the amount of line 10 to be Credited to 2020 estimated tax ☐ 36,670 Refunded ☐	11	

Part VII-A Statements Regarding Activities

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?		Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1a		No
c	Did the foundation file Form 1120-POL for this year?	1b		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____	1c		No
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		No
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	Yes	
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	Yes	
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	Yes	
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 2019 or the taxable year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► http://www.chapmantrusts.org	13	Yes	
14	The books are in care of ► <u>DONNE PITMAN</u> Telephone no ► <u>(918) 496-7882</u>			

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		
16	At any time during calendar year 2019, 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	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ►			

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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.	1b		No
	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 2019?	1c		No
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 2019, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2019?		☐ Yes ☒ No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		☐ Yes ☒ No	
b	If "Yes," did it have excess business holdings in 2019 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 2019).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2019?	4b		No

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

		Yes	No
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 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.		5b
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	☐ Yes ☐ No	
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? If "Yes" to 6b, file Form 8870		6b No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	
b	If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?		7b
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	☐ Yes ☒ No	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation. See instructions**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
J JERRY DICKMAN 6100 S YALE AVE SUITE 1816 TULSA, OK 74136	MANAGER & CO-TRUSTEE (To 8/19) 25 0	327,662	0	0
DONNE PITMAN 6100 S YALE AVE SUITE 1816 TULSA, OK 74136	MANAGER & CO-TRUSTEE 25 0	371,343	0	0
ANDIE DOYLE 6100 S YALE STE 1816 Tulsa, OK 74136	MANAGER & CO-TRUSTEE (Fr 8/19) 15 0	81,080	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

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 (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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 (see instructions)

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

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	184,514,949
b	Average of monthly cash balances.	1b	1,012,217
c	Fair market value of all other assets (see instructions).	1c	224,500
d	Total (add lines 1a, b, and c).	1d	185,751,666
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	185,751,666
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	2,786,275
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	182,965,391
6	Minimum investment return. Enter 5% of line 5.	6	9,148,270

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	9,148,270
2a	Tax on investment income for 2019 from Part VI, line 5.	2a	542,763
b	Income tax for 2019 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	542,763
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	8,605,507
4	Recoveries of amounts treated as qualifying distributions.	4	400,000
5	Add lines 3 and 4.	5	9,005,507
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	9,005,507

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	9,215,326
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	9,215,326
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	9,215,326

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				9,005,507
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only.			8,645,767	
b Total for prior years 2017, 2016, 2015				
3 Excess distributions carryover, if any, to 2019				
a From 2014.				
b From 2015.				
c From 2016.				
d From 2017.				
e From 2018.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ \$ <u>9,215,326</u>				
a Applied to 2018, but not more than line 2a			8,645,767	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2019 distributable amount.				569,559
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2019 (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.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions.				
e Undistributed income for 2018 Subtract line 4a from line 2a Taxable amount—see instructions.				
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020.				8,435,948
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).				
8 Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2015.				
b Excess from 2016.				
c Excess from 2017.				
d Excess from 2018.				
e Excess from 2019.	0			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling. ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
2a 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))

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

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. See instructions.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

DONNE W PITMAN or Andie Doyle
6100 S YALE AVE SUITE 1816
TULSA, OK 74136
(918) 496-7882

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

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)

c Any submission deadlines

NONE

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

NONE

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 <i>Paid during the year</i> See Line 3a Attachment See Stmt See Stmt, OK 99999			See Stmt	8,114,398
Total ► 3a				8,114,398
b <i>Approved for future payment</i> See Line 3b Attachment See Stmt See Stmt, OK 99999			See Stmt	6,287,500
Total ► 3b				6,287,500

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2019)

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) (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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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

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

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.

Sign Here	*****	2020-08-15	*****	May the IRS discuss this return with the preparer shown below? (see instr.) ☒ Yes ☐ No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	Shawn M Loader		2020-08-18		P01251358
	Firm's name ▶ BKD LLP				Firm's EIN ▶
	Firm's address ▶ 110 N Elgin Ave Suite 400 Tulsa, OK 741201490				Phone no (918) 584-2900

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2019 Depreciation Schedule

Name: Mary K Chapman Foundation

EIN: 73-1499528

TY 2019 Investments Corporate Bonds Schedule

Name: Mary K Chapman Foundation

EIN: 73-1499528

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BOK BOND FUND	3,149,098	3,338,949

TY 2019 Investments Corporate Stock Schedule**Name:** Mary K Chapman Foundation**EIN:** 73-1499528**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITY INVESTMENTS	84,922,710	163,566,616

TY 2019 Investments Government Obligations Schedule**Name:** Mary K Chapman Foundation**EIN:** 73-1499528**US Government Securities - End
of Year Book Value:**

4,861,164

**US Government Securities - End
of Year Fair Market Value:**

5,150,284

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2019 Investments - Other Schedule**Name:** Mary K Chapman Foundation**EIN:** 73-1499528**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BOK SHORT-TERM CASH FUND	AT COST	1,103,777	1,103,777
CHAPMAN FOUNDATION MANAGEMENT	AT COST	74,630	74,630
OTHER MARKETABLE SECURITIES	AT COST	5,760,746	6,297,950

TY 2019 Other Assets Schedule**Name:** Mary K Chapman Foundation**EIN:** 73-1499528**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ART	224,500	224,500	224,500
ORGANIZATIONAL COSTS	465	465	465
ACCUM AMORT ORGANIZATION COSTS	-465	-465	-465

TY 2019 Other Expenses Schedule**Name:** Mary K Chapman Foundation**EIN:** 73-1499528**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES & MEMBERSHIPS	16,116	8,058		8,058
INSURANCE & BONDS	13,765	4,129		9,636
OFFICE SUPPLIES	5,360	1,608		3,752
POSTAGE & COURIER SERVICES	704	141		563
PLANT RENTAL	1,834	917		917
COMPUTER EXPENSES	22,671	5,668		17,003
TELEPHONE & CABLE EXPENSES	14,606	5,842		8,764
FOOD & ENTERTAINMENT	3,912	978		978
OTHER EXPENSES	25,740	10,293		15,447

TY 2019 Other Income Schedule**Name:** Mary K Chapman Foundation**EIN:** 73-1499528**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OXY	8,090		
OTHER INCOME	213,709	214,621	

TY 2019 Other Increases Schedule**Name:** Mary K Chapman Foundation**EIN:** 73-1499528

Description	Amount
STEP UP IN BASIS STOCK DONATION	979,675
RECOVERY OF PRIOR YEAR GRANTS	400,000

TY 2019 Other Professional Fees Schedule**Name:** Mary K Chapman Foundation**EIN:** 73-1499528

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	28,084	14,042		14,042
ADVISORY FEES	59,679	53,711		5,968

TY 2019 Taxes Schedule**Name:** Mary K Chapman Foundation**EIN:** 73-1499528

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REAL ESTATE TAXES	7,118	3,559		3,559
FEDERAL TAX PAYMENTS	558,000	0		0

The Mary K. Chapman Foundation

73-1499528

Form 990-PF Part XV, Line 3b
Annual Grant Approvals for Future Payment

Payee Organization	Address	Project Title	Amount
Arts			
Tulsa Gilcrease Museum	1400 N Gilcrease Museum Rd Tulsa, OK 74127	Campaign for Gilcrease	\$ 750,000
Civic & Community			
Colorado College	14 E, W Cache La Poudre St Colorado Springs, CO 80903	Capital Campaign	\$ 1,000,000
Pikes Peak Community Foundation (Summit House)	102 S Tejon Street, Suite #530 Colorado Springs, CO 80903	Pikes Peak Summit House	\$ 250,000
Tulsa Botanic Garden	3900 Tulsa Botanic Dr Tulsa, OK 74127	Operating Funds	\$ 150,000
U S Olympic & Paralympic Foundation	1 Olympic Plaza Colorado Springs, CO 80909	Colorado Springs Olympic Training Center Athlete Program Support	\$ 200,000
YMCA of Greater Tulsa	420 S Main St STE 200 Tulsa, OK 74103	Garden Ranch YMCA Capital Development Program	\$ 800,000
Education			
Atlas Prep School	1602 South Murray Blvd Colorado Springs, CO 80916	Capital Campaign	\$ 125,000
City Year Tulsa	15 E 5th St, Suite 1621 Tulsa, OK 74103	Operating Funds	\$ 20,000
Colorado Nonprofit Association of Pikes Peak Region	723 North Weber Street Suite 200 Colorado Springs, CO 80903	Operating Funds	\$ 40,000
Fab Lab of Tulsa	710 S Lewis Ave Tulsa, OK 74104	Capital Campaign	\$ 250,000
Holland Hall	5666 E 81st St Tulsa, OK 74137	Financial Aid Fund	\$ 75,000

The Mary K. Chapman Foundation

73-1499528

Form 990-PF Part XV, Line 3b

Annual Grant Approvals for Future Payment

Payee Organization	Address	Project Title	Amount
Jenks Public Schools Foundation	PO Box 595 Jenks, OK 74037	Stem Learning Lab Initiative	\$ 50,000
Oklahoma School of Science & Mathematics Foundation	1141 N Lincoln Blvd Oklahoma City, OK 73104	Operating Funds	\$ 70,000
Pikes Peak Community College Foundation	5675 S Academy Blvd Colorado Springs, CO 80906	Operating Funds	\$ 400,000
Tulsa Community College Foundation	6111 E Skelly Drive, #609 Tulsa, OK 74135	Campaign for Completion	\$ 150,000
Medical			
Children's Hospital Colorado Foundation	111 S Tejon Street, Suite 309 Colorado Springs, CO 80903	Colorado Springs Hospital Campaign	\$ 400,000
Eastern OK Donated Dental Services	9810 E 42nd St Tulsa, OK 74146	Operating Funds	\$ 20,000
Oklahoma Project Woman	7146 S Braden Ave Suite 300 Tulsa, OK 74136	Tulsa Mammogram Services	\$ 15,000
Salk Institute for Biological Studies	10010 N Torrey Pines Rd La Jolla, CA 92037	Operating Funds	\$ 125,000
Social Services			
A New Leaf	P O Box 35903 Tulsa, OK 74153	Capital Campaign	\$ 500,000
Cheyenne Village	6275 Lehman Drive Colorado Springs, CO 80918	Residential Expansion Campaign	\$ 200,000
Community Food Bank of Eastern OK	1304 N Kenosha Ave Tulsa, OK 74106	Capital Campaign	\$ 500,000
Court Care	PO Box 68	Operating Funds	\$ 30,000

The Mary K. Chapman Foundation

73-1499528

Form 990-PF Part XV, Line 3b

Annual Grant Approvals for Future Payment

Payee Organization	Address	Project Title	Amount
	Colorado Springs, CO 80901		
Life Senior Services	5330 E 31st St , Suite 800 Tulsa, OK 74135	Adult Day Health Services	\$ 17,500
Neighbor for Neighbor	505 East 36th Street North Tulsa, OK 74106	Operating Funds	\$ 80,000
Retired Senior Volunteer Program of Tulsa	5756 E 31st St Tulsa, OK 74135	Operating Funds	\$ 45,000
Nature & Wildlife			
George Milksch Sutton Avian Research Center	393636 Gap Rd Bartlesville, OK 74003	Operating Funds	\$ 25,000
Yearly Total			<u>\$ 6,287,500</u>