

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

2008

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year **2008**, or tax year beginning _____, and ending _____

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation H.A. AND MARY K. CHAPMAN CHARITABLE TRUST	A Employer identification number 73-6177739
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 6100 S. YALE AVE., SUITE 1816	B Telephone number 918-496-7882
	City or town, state, and ZIP code TULSA, OK 74136	C If exemption application is pending, check here ... <input type="checkbox"/> D 1. Foreign organizations, check here ... <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ... <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 81,253,034. (Part I, column (d) must be on cash basis.)	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>

	Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	2,023,293.	2,023,293.		
	4 Dividends and interest from securities	554,028.	554,028.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,462,738.			
	b Gross sales price for all assets on line 6a 3,366,893.				
	7 Capital gain net income (from Part IV, line 2)		1,462,738.		
	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	-13,613.	0.		STATEMENT 2	
12 Total. Add lines 1 through 11	4,026,446.	4,040,059.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	328,277.	229,794.		98,483.
	14 Other employee salaries and wages	73,231.	51,262.		21,969.
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	10,844.	5,422.		5,422.
	b Accounting fees STMT 4	19,503.	17,553.		1,950.
	c Other professional fees STMT 5	76,915.	38,458.		38,458.
	17 Interest				
	18 Taxes STMT 6	199,533.	2,081.		1,388.
	19 Depreciation and depletion	4,674.	4,674.		
	20 Occupancy	25,649.	17,955.		7,695.
	21 Travel, conferences, and meetings	4,666.	933.		3,733.
	22 Printing and publications				
	23 Other expenses STMT 7	35,405.	24,613.		10,793.
	24 Total operating and administrative expenses. Add lines 13 through 23	778,697.	392,745.		189,891.
	25 Contributions, gifts, grants paid	4,376,075.			4,376,075.
26 Total expenses and disbursements. Add lines 24 and 25	5,154,772.	392,745.		4,565,966.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,128,326.				
b Net investment income (if negative, enter -0-)		3,647,314.			
c Adjusted net income (if negative, enter -0-)			N/A		

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	1,979.	8,081.	8,081.
	2 Savings and temporary cash investments	538,943.	419,764.	419,764.
	3 Accounts receivable			
	Less: allowance for doubtful accounts	29.		
	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	994,393.	993,701.	1,010,120.
	b Investments - corporate stock STMT 9	8,140,851.	7,871,415.	62,910,270.
	c Investments - corporate bonds STMT 10	7,643,333.	7,530,756.	6,477,443.
Liabilities	11 Investments - land, buildings, and equipment: basis			
	Less: accumulated depreciation			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	11,719,242.	12,597,855.	10,427,212.
	14 Land, buildings, and equipment: basis	13,225.		
	Less: accumulated depreciation	13,225.		
	15 Other assets (describe ACCRUED INTEREST)	0.	144.	144.
	16 Total assets (to be completed by all filers)	29,038,770.	29,421,716.	81,253,034.
	17 Accounts payable and accrued expenses	404,892.	416,164.	
	18 Grants payable			
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable		1,500,000.		
22 Other liabilities (describe)				
23 Total liabilities (add lines 17 through 22)	404,892.	1,916,164.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	31,499,270.	31,499,270.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	-2,865,392.	-3,993,718.		
30 Total net assets or fund balances	28,633,878.	27,505,552.		
31 Total liabilities and net assets/fund balances	29,038,770.	29,421,716.		

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	28,633,878.
2 Enter amount from Part I, line 27a	2	-1,128,326.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	27,505,552.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	27,505,552.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE STATEMENT A		P	VARIOUS	VARIOUS
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 3,366,893.		1,904,155.	1,462,738.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			1,462,738.	
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 1,462,738.
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 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))
2007	4,067,440.	94,855,407.	.042880
2006	3,817,574.	83,075,515.	.045953
2005	3,478,602.	76,738,399.	.045331
2004	3,553,971.	70,457,997.	.050441
2003	3,338,418.	61,943,950.	.053894
2 Total of line 1, column (d)			2 .238499
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 .047700
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 90,502,180.
5 Multiply line 4 by line 3			5 4,316,954.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 36,473.
7 Add lines 5 and 6			7 4,353,427.
8 Enter qualifying distributions from Part XII, line 4			8 4,565,966.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	36,473.
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	36,473.
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	36,473.
6 Credits/Payments:			
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	140,000.
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	140,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	103,527.
11	Enter the amount of line 10 to be: Credited to 2009 estimated tax <input checked="" type="checkbox"/> 40,000. Refunded <input type="checkbox"/>	11	63,527.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		N/A
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).....	11		X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>HTTP://WWW.CHAPMANTRUSTS.ORG/</u>	13	X	
14 The books are in care of ► <u>DONNE PITMAN</u> Telephone no. ► <u>918-496-7882</u> Located at ► <u>6100 SOUTH YALE, SUITE 1816, TULSA, OK</u> ZIP+4 ► <u>74136</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u> N/A			

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b		
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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did it have excess business holdings in 2008 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 2008.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2008?	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)? Yes No **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? Yes No **N/A**

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? Yes No **6b** X

If you answered "Yes" to 6b, also 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? Yes No **7b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
J. JERRY DICKMAN 6100 S. YALE, STE 1816 TULSA, OK 74136	CO-TRUSTEE 15.00	164,317.	0.	0.
DONNE W. PITMAN 6100 S. YALE, STE 1816 TULSA, OK 74136	CO-TRUSTEE 15.00	163,960.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A - THE H.A. & MARY K. CHAPMAN CHARITABLE TRUST FOUNDATION IS A NON-OPERATING PRIVATE FOUNDATION WHICH MAKES GIFTS TO CHARITABLE ORGANIZATIONS. THE FOUNDATION DOES NOT OPERATE	
2 ANY FACILITY OR INSTITUTION UNDERTAKING A CHARITABLE, EDUCATIONAL, OR RELIGIOUS ENDEAVOR.	
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	91,399,773.
b	Average of monthly cash balances	1b	480,613.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	91,880,386.
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	91,880,386.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,378,206.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	90,502,180.
6	Minimum investment return. Enter 5% of line 5	6	4,525,109.

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

1	Minimum investment return from Part X, line 6	1	4,525,109.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	36,473.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	36,473.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,488,636.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,488,636.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,488,636.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,565,966.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,565,966.
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	36,473.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,529,493.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				4,488,636.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			4,547,231.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 4,565,966.				
a Applied to 2007, but not more than line 2a			4,547,231.	
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 2008 distributable amount				18,735.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (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 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				4,469,901.
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 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

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 2008, 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				(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
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 the 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 of the person to whom applications should be addressed:

SEE STATEMENT 12

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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				4,376,075.
Total			▶ 3a	4,376,075.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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

Table with 3 columns: Question, Yes, No. Contains questions 1a through 1d regarding transfers and transactions with noncharitable exempt organizations.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Contains one entry with '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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Contains one entry with 'N/A'.

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature block containing fields for Signature of officer or trustee, Date, Title, Preparer's signature, Date, Check if self-employed, Preparer's identifying number, Firm's name, address, and ZIP code, EIN, and Phone no.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
-------------	--	-----------	---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	512,484.	0.	512,484.
DIVIDEND/INTEREST INCOME	41,544.	0.	41,544.
TOTAL TO FM 990-PF, PART I, LN 4	554,028.	0.	554,028.

FORM 990-PF	OTHER INCOME	STATEMENT	2
-------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FLOW THROUGH FROM PRESCOTT AGGRESSIVE SMALL CAP II, LP	-13,613.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-13,613.	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	10,844.	5,422.		5,422.
TO FM 990-PF, PG 1, LN 16A	10,844.	5,422.		5,422.

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	19,503.	17,553.		1,950.
TO FORM 990-PF, PG 1, LN 16B	19,503.	17,553.		1,950.

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	6,652.	3,326.		3,326.
ADVISORY FEES	70,263.	35,132.		35,132.
TO FORM 990-PF, PG 1, LN 16C	76,915.	38,458.		38,458.

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	196,064.	0.		0.
REAL ESTATE TAXES	3,469.	2,081.		1,388.
TO FORM 990-PF, PG 1, LN 18	199,533.	2,081.		1,388.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES, MEMBERSHIPS, SUBSCRIPTIONS	2,530.	1,771.		759.
INSURANCE AND BONDS	6,689.	4,682.		2,007.
OFFICE SUPPLIES	4,791.	3,354.		1,437.
POSTAGE & COURIER SERVICE	982.	688.		295.
OFFICE EQUIPMENT RENTAL	764.	535.		229.
PLANT RENTAL	906.	634.		272.
COMPUTER EXPENSES	7,151.	5,005.		2,145.
EDUCATION AND TRAINING	1,187.	831.		356.
REPAIRS & MAINTENANCE	1,045.	732.		314.
TELEPHONE EXPENSE	1,966.	1,376.		590.
FOOD & ENTERTAINMENT	1,708.	1,025.		683.
MISCELLANEOUS EXPENSES	5,686.	3,980.		1,706.
TO FORM 990-PF, PG 1, LN 23	35,405.	24,613.		10,793.

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

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
	X		993,701.	1,010,120.
TOTAL U.S. GOVERNMENT OBLIGATIONS			993,701.	1,010,120.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			993,701.	1,010,120.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	7,871,415.	62,910,270.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,871,415.	62,910,270.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
-------------	-----------------	-----------	----

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	7,530,756.	6,477,443.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,530,756.	6,477,443.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
-------------	-------------------	-----------	----

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
	COST	12,597,855.	10,427,212.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,597,855.	10,427,212.

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

918-496-7882

FORM AND CONTENT OF APPLICATIONS

THE ORGANIZATION MAKES GRANTS ONLY TO CHARITABLE ORGANIZATIONS QUALFIED 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

H.A. and MARY K. CHAPMAN FOUNDATION
12/31/2008
73-6177739

	<u>Sold</u>	<u>Purch.</u>	<u>Proceeds</u>	<u>Basis</u>	<u>Capital Gain/(Loss)</u>
Citadel Broadcasting C	2/7/2008	Various	1,770.33	1,659.68	110.65
Exxon Mobile Corp	2/19/2008	Various	424,095.88	23,370.26	400,725.62
Exxon Mobile Corp	2/28/2008	Various	443,923.66	23,370.26	420,553.40
Ford Motor Co	6/20/2008	Various	149,430.00	143,818.50	5,611.50
CitiGroup Inc Com	9/23/2008	Various	71,666.69	220,947.84	(149,281.15)
Prescott Group Mid Cap, LP K-1	Various	Various		18,841.00	(18,841.00)
Prescott Grp Aggressive Small Cap II, LP K-1	Various	Various	131,154.00	146,954.00	(15,800.00)
Peabody Energy Corp	1/19/2008	Various	18,309	-	18,308.92
Apple Computer	1/19/2008	Various	15,070	-	15,069.53
Suncor Energy	1/19/2008	Various	17,129	69,144	(52,014.67)
Noble Corp	1/19/2008	Various	14,870	-	14,869.54
3M Company	1/19/2008	Various	1,970	-	1,969.93
3 M Company	1/19/2008	Various	6,970	-	6,969.78
Anheuser-Busch Co	1/19/2008	Various	5,745	-	5,744.82
Alcoa Inc.	1/19/2008	Various	13,410	-	13,409.58
Johnson & Johnson	1/19/2008	Various	4,370	-	4,369.86
International Paper	1/19/2008	Various	6,120	-	6,119.81
Cisco Systems	1/19/2008	Various	15,880	40,470	(24,590.49)
Cisco Systems	1/19/2008	Various	7,320	-	7,319.69
Microsoft Corp	1/19/2008	Various	10,215	-	10,214.68
Suncor Energy	1/24/2008	Various	71,489	-	71,488.95
Cisco Systems	1/24/2008	Various	59,991	-	59,990.55
Johnson & Johnson	1/24/2008	Various	103,988	99,242	4,746.50
Apple Computers	1/24/2008	Various	69,989	67,965	2,024.32
Noble Corp	1/24/2008	Various	69,989	74,410	(4,420.88)
Cisco Systems	1/24/2008	Various	9,998	11,300	(1,301.53)
Microsoft Corp	1/24/2008	Various	101,992	97,760	4,231.72
Microsoft Corp	1/24/2008	Various	47,996	43,102	4,893.68
Peabody Energy Corp	1/30/2008	Various	72,550	64,392	8,158.34
International Paper	1/31/2008	Various	158,239	171,457	(13,218.25)
Alcoa Inc	2/1/2008	Various	3,271	3,164	106.35
Alcoa Inc	2/1/2008	Various	101,393	98,093	3,300.01
Avaya	1/18/2008	Various	1,072	3,010	(1,937.83)
Patriot Coal Corp	4/24/2008	Various	8,670	5,432	3,238.15

H.A. and MARY K. CHAPMAN FOUNDATION

12/31/2008

73-6177739

Bank of America	5/20/2008	Various	14,250	1,458	12,791.78
American Intl	7/17/2008	Various	4,390	368	4,021.95
General Electric	7/17/2008	Various	7,825	246	7,578.59
Anheuser-Busch Co	11/18/2008	Various	147,000	101,860	45,140.26
BOK	Various	Various	10,052	19,668	(9,616.35)
Commodity Futures	Various	Various	943,334.34	352,652.97	590,681.37
TOTAL GAIN/(LOSS)			3,366,893	1,904,155	1,462,738

H.A. & Mary K. Chapman Charitable Trust

Contributions Statement, Form 990PF, Part I, Line 25

Payee Organization	Request Project Title	Amount
Arts and Culture		
Arts & Humanities Council of Tulsa, Inc. 2210 South Main Tulsa, OK 74114	2006 Core Arts Programs	\$15,000
Gilcrease Museum Management Trust 1400 North Gilcrease Museum Road Tulsa, OK 74127-2100	2008-2012 General Operating Funds	\$250,000
Gilcrease Museum Management Trust 1400 North Gilcrease Museum Road Tulsa, OK 74127-2100	2008-2012 General Operating Funds	\$250,000
OK MOZART, Inc. P.O. Box 2344 Bartlesville, OK 74005	2009-11 Festival Season	\$15,000
Oklahoma Arts Institute 2600 Van Buren, Suite 2606 Norman, OK 73072	2008-2010 Oklahoma Summer Arts Institute	\$20,000
The Philbrook Museum of Art, Inc. P.O. Box 52510 Tulsa, OK 74152-0510	2008 Wine Experience	\$4,200
The Philbrook Museum of Art, Inc. P.O. Box 52510 Tulsa, OK 74152-0510	2008 Operating Support	\$1,200
Tulsa Air and Space Museum, Inc. 3624 North 74th East Avenue Tulsa, OK 74115	Space Maneuvering Unit Exhibit	\$25,000

H.A. & Mary K. Chapman Charitable Trust

Schedule of Annual Grant Payments in 2008 for Form 990

Payee Organization	Request Project Title	Amount
Tulsa Ballet Theatre, Inc. 4512 South Peoria Tulsa, OK 74105-4563	Integrated Capital Campaign	\$100,000
Tulsa Historical Society 2445 South Peoria Avenue Tulsa, OK 74114-1326	Tulsa Hall of Fame 2008	\$3,000
Tulsa Symphony Orchestra 111 East 1st St. Tulsa, OK 74103-2801	Operating Funds for Fiscal Year 2008-2009	\$10,000
<u>Civic and Community</u>		
Crime Commission, Inc. 2121 S. Columbia, Suite LL8 Tulsa, OK 74114 Tulsa, OK 74114	Operating Funds for Safe Escape Program for 2008-2009 School Year	\$10,000
First Tee of Tulsa, Inc. 5223 E. 41st. St. North Tulsa, OK 74115	Operating Funds for 2008, 2009 and 2010	\$15,000
Girl Scouts of Eastern Oklahoma 2432 East 51st Street Tulsa, OK 74105-6002	2008 Juliette Low Leadership Society Luncheon	\$5,000
Leadership Tulsa, Inc. 1717 South Boulder Avenue, Suite 104 Tulsa, OK 74119	Youth Leadership Tulsa 2005/2006--2007/2008 Operations	\$5,000

H.A. & Mary K. Chapman Charitable Trust

Schedule of Annual Grant Payments in 2008 for Form 990

Payee Organization	Request Project Title	Amount
Park Friends, Inc. Tulsa City Hall 175 E. 2nd. Street Tulsa, Oklahoma 74103 Tulsa, OK 74127-9008	Joe Station Bark Park	\$10,000
Sand Springs Park Friends, Inc. P.O. Box 338 Sand Springs, OK 74063-0338	Case Community Center in Sand Springs	\$50,000
Sapulpa Park Friends Foundation P.O. Box 1855 Sapulpa, OK 74067	Sapulpa Family Aquatics Facility	\$25,000
Thackerville Community Volunteer Fire Department PO Box 440 Thackerville, OK 73448	Purchase of Brush Truck and Equipment	\$52,500
Tulsa Community Foundation 7030 South Yale Ave. Suite 600 Tulsa, OK 74136	2008 Funders Roundtable Dues	\$675
Tulsa Sports Commission 2 West Second St. Suite 150 Tulsa, OK 74103	2008 Summit League Basketball Championship Sponsorship	\$2,500
Tulsa Sports Commission 2 West Second St. Suite 150 Tulsa, OK 74103	2008 Bill Connors Sports Award Dinner	\$1,500

H.A. & Mary K. Chapman Charitable Trust

Schedule of Annual Grant Payments in 2008 for Form 990

Payee Organization	Request Project Title	Amount
Tulsa Zoo Friends, Inc. 6421 East 36th Street North Tulsa, OK 74115-2121	2008 Waltz on the Wild Side	\$1,500
Education		
Greenwood Community Development Corporation 131 North Greenwood Avenue Tulsa, OK 74120-1444	2007-2008 Summer Reading Enrichment Program	\$20,000
Happy Hands Education Center Inc. 5717 East 32nd Street Tulsa, OK 74135	Capital and Program Endowment Campaign	\$50,000
Henry Zarrow International School Educational Foundation Inc. 2714 S. 90th E. Ave. Tulsa, OK 74129	Global Learning Center	\$15,000
Holland Hall School 5666 East 81st Street Tulsa, OK 74137-2099	2008-2009 Financial Aid	\$50,000
John 3:16 Mission 205 E. Pine Street Suite 103 Tulsa, OK 74106	2008 Summer Literacy Program	\$15,000
Junior Achievement of Eastern Oklahoma, Inc. 3947 S. 103rd E. Ave. Tulsa, OK 74146	2008 Business Excellence Dinner	\$3,000

H.A. & Mary K. Chapman Charitable Trust

Schedule of Annual Grant Payments in 2008 for Form 990

Payee Organization	Request Project Title	Amount
Metro Christian Academy 6363 South Trenton Avenue Tulsa, OK 74136	"Our Time" 2008 Integrated Capital Campaign	\$100,000
Oklahoma City Community Foundation 2932 NW 122nd St. Suite D Oklahoma City, OK 73120	Managing Grants for Results Seminar	\$500
Oklahoma Foundation for Excellence 120 North Robinson, Suite 1420-W Oklahoma City, OK 73102-7434	Sponsorship of 2008-2010 Academic Awards Program	\$5,000
Oklahoma State University 1111 West 17th Street Tulsa, OK 74107-1898	Equipment Purchases for the Chapman Institute for Forensic Sciences	\$80,000
Oklahoma State University 1111 West 17th Street Tulsa, OK 74107-1898	Equipment Purchases for the Chapman Institute for Forensic Sciences	\$420,000
Oklahoma Wesleyan University 2201 Silver Lake Road Bartlesville, OK 74006-6299	Capital Campaign	\$75,000
Riverfield Country Day School 2433 West 61st Street Tulsa, OK 74132	2008 Annual Fundraiser	\$2,500
Town & Country School, Inc. 5150 East 101st Street Tulsa, OK 74137	Operating Funds for 2008/2009 School Year	\$20,000

H.A. & Mary K. Chapman Charitable Trust

Schedule of Annual Grant Payments in 2008 for Form 990

Payee Organization	Request Project Title	Amount
Town Hall of Tulsa Corp. P.O. Box 52266 Tulsa, OK 74152	Sponsorship of 2008/2009 - 2010/2011 Lecture Series	\$15,000
Tulsa Bulldogs AAU Basketball 5919 East 104 Street Tulsa, OK 74137	2008 Operating Funds	\$5,000
Tulsa Community Foundation 7030 South Yale Ave. Suite 600 Tulsa, OK 74136	2008 PASS Program	\$1,000
University of Colorado 369 UCB Stadium Gate 10 174 Boulder, CO 80309	Upgrade laptop and desktop computers for athletic department	\$25,000
University of Oklahoma 660 Parrington Oval Norman, OK 73109	Sam Noble Oklahoma Museum of Natural History Fossil Fuel Fund	\$5,000
University of Tulsa 800 S. Tucker Drive Tulsa, OK 74104-3189	NCAA 2008 Tennis Championships	\$10,000
University of Tulsa 800 S. Tucker Drive Tulsa, OK 74104-3189	Men's Basketball Locker Room Renovations	\$25,000

H.A. & Mary K. Chapman Charitable Trust

Schedule of Annual Grant Payments in 2008 for Form 990

Payee Organization	Request Project Title	Amount
Healthcare		
Alzheimer's Disease and Related Disorders, Oklahoma & Arkansas Chapter, Inc. 6465 South Yale, Suite 312 Tulsa, OK 74136	2008 Memory Gala	\$3,000
Dean McGee Eye Institute 608 Stanton L. Young Blvd Oklahoma City, OK 73104	Construction of Addition and Adjoining Building In Oklahoma Health Center	\$150,000
Dean McGee Eye Institute 608 Stanton L. Young Blvd Oklahoma City, OK 73104	Construction of Addition and Adjoining Building In Oklahoma Health Center	\$150,000
Global Organization for Organ Donation P.O. Box 52757 Tulsa, OK 74152	2008 General Operating Support	\$3,000
Hospice of Green Country, Inc. 2121 South Columbia, Suite 200 Tulsa, OK 74114	2007-2009 Operating Support for Courtesy Care, Live Alone and Pet Peace of Mind Programs	\$15,000
Morton Comprehensive Health Services, Inc. 1334 N. Lansing Ave. Tulsa, OK 74106	Digital Mammography Unit	\$100,000
Oklahoma Caring Foundation, Inc. 1215 S. Boulder Tulsa, OK 74102-3283	2007-2009 Caring Van Program	\$10,000

H.A. & Mary K. Chapman Charitable Trust

Schedule of Annual Grant Payments in 2008 for Form 990

Payee Organization	Request Project Title	Amount
Visiting Nurse Association of Tulsa 7875 East 51st Street Tulsa, OK 74145	Visiting Nurse Program for FY 2007/2008-2009/2010	\$10,000
<u>Medical Research</u>		
National Jewish Medical and Research Center 1400 Jackson Street Denver, CO 80206	Post-Doctoral Chapman Fellow in the Center for Genetics and Therapeutics	\$60,000
Salk Institute for Biological Studies Post Office Box 85800 San Diego, CA 92186-5800	Chapman Epigenomics Center	\$500,000
Salk Institute for Biological Studies Post Office Box 85800 San Diego, CA 92186-5800	Chapman Epigenomics Center	\$250,000
Salk Institute for Biological Studies Post Office Box 85800 San Diego, CA 92186-5800	2008/2009 Chapman Scholars Graduate Student Program	\$125,000
Susan G. Komen Breast Cancer Foundation, Inc. 5110 S. Yale Ave. Suite 415 Tulsa, OK 74135	2008 Race for the Cure	\$1,000
<u>Nature & Wildlife</u>		
George Miksch Sutton Avian Research Center P.O. Box 2007 Bartlesville, OK 74005-2007	2008 Wild Brew	\$12,000

H.A. & Mary K. Chapman Charitable Trust

Schedule of Annual Grant Payments in 2008 for Form 990

Payee Organization	Request Project Title	Amount
The Nature Conservancy-Oklahoma Chapter 2727 E. 21st Street, Suite 102 Tulsa, OK 74114	Nickel Preserve Stewardship and Land Acquisition	\$50,000
The Nature Conservancy-Oklahoma Chapter 2727 E. 21st Street, Suite 102 Tulsa, OK 74114	Nickel Preserve Stewardship and Land Acquisition	\$50,000
Tulsa Garden Center 2435 S. Peoria Tulsa, OK 74114	2008 Evening of Wine and Roses	\$1,000
Up With Trees, Inc. P.O. Box 470833 Tulsa, OK 74147-0833	Office Building Purchase and Renovation	\$25,000
<u>Other</u>		
The Philanthropy Roundtable 1150 17th Street N.W., Suite 503 Washington, D.C. 20036	2007/2008-2009/2010 Annual Associate Renewal	\$1,000
<u>Social Services</u>		
12 & 12, Inc. 6333 East Skelly Drive Tulsa, OK 74135	2008 Barrister Bowl	\$1,500
American Red Cross, Tulsa Area Chapter 10151 East 11th Street Tulsa, OK 74128	2009-2011 Fiscal Years Direct Disaster Relief	\$25,000

H.A. & Mary K. Chapman Charitable Trust

Schedule of Annual Grant Payments in 2008 for Form 990

Payee Organization	Request Project Title	Amount
Boy Scouts of America-Cherokee Area Council 520 S.E. Quapaw Avenue Bartlesville, OK 74003-4330	Warehouse Capital Campaign	\$25,000
Boy Scouts of America - Indian Nations Council 4295 S. Garnett Road Tulsa, OK 74146	Hale Scout Reservation Tent Replacement Project	\$35,000
Camp Fire USA Green Country Council, Inc. 706 South Boston Avenue Tulsa, OK 74119-1610	Community Building Clubs for 2008 and 2009	\$20,000
Catholic Charities of the Diocese of Tulsa 739 North Denver Avenue Tulsa, OK 74106	2008 Unsolicited Grant	\$35,000
Center for Nonprofits, Inc. 923 N. Robinson Avenue, Suite 400 Oklahoma City, OK 73102	Sponsorship of 2008 Oklahoma Nonprofit Excellence Awards	\$50,000
Center for Nonprofits, Inc. 923 N. Robinson Avenue, Suite 400 Oklahoma City, OK 73102	Sponsorship of 2009 Oklahoma Nonprofit Excellence Awards	\$50,000
Child Abuse Network, Inc. 2829 South Sheridan Avenue Tulsa, OK 74129	Technological Training and Education Program for 2008 and 2009	\$20,000
Community Food Bank of Eastern Oklahoma 1304 N. Kenosha Ave. Tulsa, OK 74106-5901	2008 Unsolicited Request	\$35,000

H.A. & Mary K. Chapman Charitable Trust

Schedule of Annual Grant Payments in 2008 for Form 990

Payee Organization	Request Project Title	Amount
Crisis Pregnancy Outreach, Inc. PO Box 1113 Jenks, OK 74037	2008 Operating Funds for Transitional Home	\$10,000
Crosstown Learning Center 2501 East Archer Tulsa, OK 74110	2008 Operating Funds	\$15,000
Crosstown Learning Center 2501 East Archer Tulsa, OK 74110	2008 Old Bags Luncheon	\$2,000
Domestic Violence Intervention Services, Inc. 4300 South Harvard, Suite 100 Tulsa, OK 74135-2608	Year 2006/2007/2008 Operating Funds	\$10,000
Eastern Oklahoma Donated Dental Services, Inc. 3741 S. Peoria Ave. Tulsa, OK 74105-3264	2008-2010 Operating Funds	\$10,000
Emergency Infant Services, Inc. 222 S. Houston Ave. Tulsa, OK 74127	Formula Fund for Fiscal Year 2008/2009	\$10,000
Emergency Infant Services, Inc. 222 S. Houston Ave. Tulsa, OK 74127	2008 Unsolicited Grant	\$15,000
Boston Avenue Helping Hands Inc. 709 South Boston Avenue Tulsa, OK 74119-1629	Operating Funds for 2007-2009	\$5,000

H.A. & Mary K. Chapman Charitable Trust

Schedule of Annual Grant Payments in 2008 for Form 990

Payee Organization	Request Project Title	Amount
Boston Avenue Helping Hands Inc. 709 South Boston Avenue Tulsa, OK 74119-1629	2008 Unsolicited Grant	\$15,000
Iron Gate at Trinity, Inc. 501 S. Cincinnati Ave. Tulsa, OK 74103	2008 Operating Funds	\$5,000
Iron Gate at Trinity, Inc. 501 S. Cincinnati Ave. Tulsa, OK 74103	2008 Unsolicited Grant	\$15,000
John 3:16 Mission 205 E. Pine Street Suite 103 Tulsa, OK 74106	2008 Unsolicited Grant	\$15,000
McCall's Chapel School, Inc. 13546 CR 3600 Ada, OK 74820	Therapeutic Exercise Program	\$10,000
Meals on Wheels of Metro Tulsa, Inc. 12620 East 31st Street Tulsa, OK 74146-2307	2008 Unsolicited Grant	\$15,000
Mental Health Association in Tulsa, Inc. 1870 South Boulder Tulsa, OK 74119-5234	Unchained Memory Programming Campaign	\$10,000
Mental Health Association in Tulsa, Inc. 1870 South Boulder Tulsa, OK 74119-5234	2009 Carnivale Event	\$3,000

H.A. & Mary K. Chapman Charitable Trust

Schedule of Annual Grant Payments in 2008 for Form 990

Payee Organization	Request Project Title	Amount
Mental Health Association in Tulsa, Inc. 1870 South Boulder Tulsa, OK 74119-5234	Building Tulsa, Building Lives	\$100,000
Neighbor For Neighbor, Inc. 505 East 36st North 505 East 36st Street North Tulsa, OK 74106-1812	2008 Unsolicited Grant	\$15,000
Neighbors Along The Line 5000 W. Charles Page Boulevard Tulsa, OK 74127	2008 Community Activities Program	\$10,000
Neighbors Along The Line 5000 W. Charles Page Boulevard Tulsa, OK 74127	2008 Unsolicited Grant	\$15,000
OASIS, Inc. 3817 South Lewis Ave. Tulsa, OK 74105	Year 2006-2008 Operating Funds	\$10,000
Oklahoma Alliance For Animals 2642 E. 21st Street Tulsa, OK 74114	2008 Fur Ball	\$1,000
Oklahoma Baptist Homes for Children 12700 E. 76th St. North Owasso, OK 74055	Capital Improvements to Owasso Campus Cottages	\$15,000
The Parent Child Center of Tulsa 1421 South Boston Tulsa, OK 74119	2006-2008 Continuous Quality Improvement Initiative	\$15,000

H.A. & Mary K. Chapman Charitable Trust

Schedule of Annual Grant Payments in 2008 for Form 990

Payee Organization	Request Project Title	Amount
The Parent Child Center of Tulsa 1421 South Boston Tulsa, OK 74119	2008 Toyland Ball	\$1,500
The Parent Child Center of Tulsa 1421 South Boston Tulsa, OK 74119	2009 Toyland Ball	\$1,500
Resonance Listening and Growth for Women, Inc. 1608 S. Elwood Ave. Tulsa, OK 74119	Phone System and IT Upgrades	\$10,000
Retired Senior Volunteer Program of Tulsa, Inc. 5756 East 31st Street Tulsa, OK 74135	2008-2010 Operating Funds for RSVP Service Centers	\$3,500
Ronald McDonald House Charities of Tulsa, Inc. 6102 South Hudson Avenue Tulsa, OK 74136-2020	2008 McDazzle Fundraiser	\$5,000
The Salvation Army-Oklahoma Division P.O. Box 521127 Tulsa, OK 74152-1127	2008 Unsolicited Grant	\$35,000
Special Olympics Oklahoma, Inc. 6835 South Canton Avenue Tulsa, OK 74136	Office Technology Upgrades	\$5,000
Therapeutics Inc. 9433 E. 51st Street Suite J Tulsa, OK 74145	Operating Funds For 2-Year Training and Placement of One Service Dog	\$7,000

H.A. & Mary K. Chapman Charitable Trust

Schedule of Annual Grant Payments in 2008 for Form 990

Payee Organization	Request Project Title	Amount
Tulsa Area United Way P.O. Box 1859 Tulsa, OK 74101-1859	2008 Annual Campaign	\$120,000
Tulsa Boys' Home, Inc. P.O. Box 1101 Tulsa, OK 74101-1101	2008 Operating Funds for Medical Supplies and Food	\$35,000
Tulsa Boys' Home, Inc. P.O. Box 1101 Tulsa, OK 74101-1101	Ice Storm Expenses	\$15,000
Tulsa CASA, Inc. 700 South Boston, Suite 230 Tulsa, OK 74119	2009-2010 Operating Funds	\$15,000
Tulsa Community Foundation 7030 South Yale Ave. Suite 600 Tulsa, OK 74136	2008-2009 Nonprofit Capacity Building Program	\$20,000
Tulsa Day Center for the Homeless, Inc. 415 West Archer Tulsa, OK 74103	2008/2009 Operating Funds for Children's Medical Needs	\$10,000
Tulsa Day Center for the Homeless, Inc. 415 West Archer Tulsa, OK 74103	2008 Unsolicited Operating Funds	\$25,000
Tulsa Habitat for Humanity 6235 E. 13th St. Tulsa, OK 74112	2008 Habitat House Sponsorship	\$5,000

H.A. & Mary K. Chapman Charitable Trust

Schedule of Annual Grant Payments in 2008 for Form 990

Payee Organization	Request Project Title	Amount
Tulsa Project Woman, Inc. P.O. Box 470764 Tulsa, OK 74147	2008 Pink Ribbon Fundraiser	\$10,000
Washington County Elder Care, Inc. 1223 Swan Drive Bartlesville, OK 74006-5037	2009 Adult Day Break Program	\$25,000
Young Men's Christian Association of Greater Tulsa 2405 East Skelly Drive Tulsa, OK 74105	YMCA Day Camp 2008 Financial Aid	\$15,000
Young Women's Christian Association of Tulsa 1910 S. Lewis Ave., Suite 200 Tulsa, OK 74104-5708	East Center Renovations	\$20,000
Young Women's Christian Association of Tulsa 1910 S. Lewis Ave., Suite 200 Tulsa, OK 74104-5708	2008 Holiday Gala	\$5,000
Youth Services of Tulsa, Inc. 311 South Madison Tulsa, OK 74120	2007/2008-2009/2010 Tulsa Youth Court Program	\$15,000
Grand Totals (119 items)		<u>\$4,376,075</u>

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

2008

Open to Public Inspection for 501(c)(3) Organizations Only

Department of the Treasury Internal Revenue Service

For calendar year 2008 or other tax year beginning , and ending

Header section containing organization name (H.A. AND MARY K. CHAPMAN CHARITABLE TRUST), address (6100 S. YALE AVE., SUITE 1816, TULSA, OK 74136), and other identifying information.

H Describe the organization's primary unrelated business activity. SEE STATEMENT 13

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? No

J The books are in care of DONNE PITMAN Telephone number 918-496-7882

Table for Part I: Unrelated Trade or Business Income. Columns include (A) Income, (B) Expenses, and (C) Net. Total income is -13,613.

Part II: Deductions Not Taken Elsewhere (see instructions for limitations on deductions.)

Table for Part II: Deductions. Lists various deduction categories (14-34) and their amounts, leading to a total deduction of 0.

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation.
Controlled group members (sections 1561 and 1563) check here See instructions and:

a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):
 (1) \$ _____ (2) \$ _____ (3) \$ _____

b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ _____
 (2) Additional 3% tax (not more than \$100,000) \$ _____

c Income tax on the amount on line 34 **35c**

36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from:
 Tax rate schedule or Schedule D (Form 1041) **36** 0.

37 Proxy tax. See instructions **37**

38 Alternative minimum tax **38**

39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies **39** 0.

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) **40a**

b Other credits (see instructions) **40b**

c General business credit. Attach Form 3800 **40c**

d Credit for prior year minimum tax (attach Form 8801 or 8827) **40d**

e Total credits. Add lines 40a through 40d **40e**

41 Subtract line 40e from line 39 **41** 0.

42 Other taxes. Check if from: Form 4255 Form 8611 Form 8697 Form 8866 Other (attach schedule) **42**

43 Total tax. Add lines 41 and 42 **43** 0.

44a Payments: A 2007 overpayment credited to 2008 **44a**

b 2008 estimated tax payments **44b**

c Tax deposited with Form 8868 **44c**

d Foreign organizations: Tax paid or withheld at source (see instructions) **44d**

e Backup withholding (see instructions) **44e**

f Other credits and payments: Form 2439 Form 4136 Other _____ Total **44f**

45 Total payments. Add lines 44a through 44f **45**

46 Estimated tax penalty (see instructions). Check if Form 2220 is attached **46**

47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed **47** 0.

48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid **48** 0.

49 Enter the amount of line 48 you want: Credited to 2009 estimated tax Refunded **49**

Part V Statements Regarding Certain Activities and Other Information (See instructions on page 18)

1 At any time during the 2008 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here Yes No

2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see page 5 of the instructions for other forms the organization may have to file. Yes No

3 Enter the amount of tax-exempt interest received or accrued during the tax year \$

Schedule A - Cost of Goods Sold. Enter method of inventory valuation

N/A

1 Inventory at beginning of year	1		6 Inventory at end of year	6	
2 Purchases	2		7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2	7	
3 Cost of labor	3		8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
4a Additional section 263A costs	4a				
b Other costs (attach schedule)	4b				
5 Total. Add lines 1 through 4b	5				

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

Signature of officer _____ Date _____ Title _____

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

Paid Preparer's Use Only

Preparer's signature *Alan R Schmitt* Date *5/5/09* Check if self-employed Preparer's SSN or PTIN *P00168987*

Firm's name (or yours if self-employed), address, and ZIP code *HOGANTAYLOR LLP*
2200 S. UTICA PL., SUITE 400
TULSA, OK 74114-7000 EIN *73-1413977* Phone no. *(918) 745-2333*

FORM 990-T	DESCRIPTION OF ORGANIZATION'S PRIMARY UNRELATED BUSINESS ACTIVITY	STATEMENT	13
------------	---	-----------	----

UNRELATED BUSINESS TAXABLE INCOME FROM INVESTMENTS IN LIMITED PARTNERSHIP
TO FORM 990-T, PAGE 1

FORM 990-T	INCOME (LOSS) FROM PARTNERSHIPS	STATEMENT	14
------------	---------------------------------	-----------	----

DESCRIPTION	AMOUNT
PRESCOTT GROUP AGRESSIVE SMALL CAPITAL II, LP	-13,613.
TOTAL TO FORM 990-T, PAGE 1, LINE 5	-13,613.

RETURN OF ORGANIZATION EXEMPT FROM INCOME TAX

Section 501(c) of the Internal Revenue Code



FORM **512E**

2008

PART 1: For the year January 1 - December 31 2008, or other taxable year beginning _____, 2008 ending _____.

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

Address (number and street)
6100 S. YALE AVE., SUITE 1816

City, State and Zip
TULSA, OK 74136

Federal Identification Number
7 3 6 1 7 7 7 3 9

Date Qualified for Tax Exempt Status:
07/26/1976

OFFICE USE ONLY

Enter the name and address used on your return for prior year (if same, write "same"). If none filed, give reason.
Same

PART 2: STATEMENT OF UNRELATED BUSINESS TAXABLE INCOME (Please read instructions on the back of this form)

	Total Federal	Allocable Oklahoma
A. Total unrelated trade or business income - applicable Federal Form(s) 990	-13,613	-13,613
B. Total unrelated trade or business deductions - applicable Fed. Form(s) 990		
C. Unrelated business taxable income - Enter here and on line 1 below	-13,613	-13,613

INCOME SUBJECT TO TAX

1. Unrelated business taxable income - from statement above (allocable to Oklahoma)	1	-13,613	00
2. Other net income - enclose schedule	2		00
3. Oklahoma taxable income (total of lines 1 and 2)	3	-13,613	00

TAX COMPUTATION

4. Tax at 6% of Line 3 (If Trust - See Rate Schedule on back)	4	0	00
5. Amount paid on 2008 estimate	5		00
6. Oklahoma withholding (enclose Form 1099, Form 500A, Form 500B or other withholding statement)	6		00
7. Add lines 5 and 6 and enter amount	7		00
8. Overpayment (if line 7 is larger than line 4 enter amount overpaid)	8		00
9. Amount of line 8 to be credited to 2009 estimated tax	9		00

Line 10 provides you with the opportunity to make a financial gift from your refund to a variety of Oklahoma organizations. Please place the line number of the organization, from the instructions to this form, in the box below. If you give for more than one organization, please put a "99" in the box and attach a schedule showing how you would like your donation split.

10. Donations from your refund	10		00
11. Add lines 9 and 10 and enter amount	11		00
12. Amount to be refunded to you (line 8 minus line 11)	12	0	00
13. Tax due (if line 4 is larger than line 7 enter tax due)	13	0	00
14. For delinquent payment, add penalty of 5% plus interest at 1 1/4% per month	14		00
15. Underpayment of estimated tax interest (enclose Form OW-8-P)	15		00
16. Total tax, penalty and interest due - Add lines 13, 14 & 15; pay in full with return	16	0	00

PART 3: SIGNATURE AND VERIFICATION

Under penalty of perjury, I declare that the information contained in this document, attachments and schedules are true and correct to the best of my knowledge and belief.

Signature of Officer or Trustee

Print Name

Title

Date

Phone Number with Area Code

Signature of Individual or Firm Preparing this Return
Alan R. Selwitz

Print Name
73-1413977

HoganTaylor LLP

Address
2200 S. Utica Pl., Ste. 400, Tulsa, OK 74114

Date
5/5/09

Phone Number with Area Code
918-745-2333