

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

For calendar year 2014 or tax year beginning , and ending

Name of foundation MARY K. CHAPMAN FOUNDATION C/O DONNE W. PITMAN		A Employer identification number 73-1499528
Number and street (or P.O. box number if mail is not delivered to street address) ONE WARREN PLACE, 6100 S. YALE AVE.	Room/suite 1816	B Telephone number 918-496-7882
City or town, state or province, country, and ZIP or foreign postal code TULSA, OK 74136		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		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) \$ 188,148,773. (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				
	4 Dividends and interest from securities	5,390,710.	5,390,710.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)	981,349.			
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a 21,012,466.				
	7 Capital gain net income (from Part IV, line 2)		981,349.		
	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	11,006.	7,909.		STATEMENT 2	
12 Total. Add lines 1 through 11	6,383,065.	6,379,968.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	558,246.	390,773.		167,473.
	14 Other employee salaries and wages	214,149.	149,905.		64,244.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	26,633.	23,970.		2,663.
	c Other professional fees STMT 4	84,641.	44,760.		39,881.
	17 Interest	116,528.	116,528.		0.
	18 Taxes STMT 5	175,858.	7,408.		3,010.
	19 Depreciation and depletion	22,432.	22,432.		
	20 Occupancy	127,849.	89,495.		38,354.
	21 Travel, conferences, and meetings	21,674.	4,335.		17,339.
	22 Printing and publications				
	23 Other expenses STMT 6	136,795.	106,238.		28,909.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,484,805.	955,844.		361,873.
	25 Contributions, gifts, grants paid	8,353,436.			8,353,436.
26 Total expenses and disbursements. Add lines 24 and 25	9,838,241.	955,844.		8,715,309.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-3,455,176.				
b Net investment income (if negative, enter -0-)		5,424,124.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		4,461.	6,754.	6,754.	
	2	Savings and temporary cash investments		275,051.	911,805.	911,805.	
	3	Accounts receivable	106,274.				
		Less: allowance for doubtful accounts		119,379.	106,274.	106,274.	
	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		2,737,193.	4,376,132.	4,827,066.
	b	Investments - corporate stock	STMT 9		82,265,971.	81,497,561.	165,884,580.
	c	Investments - corporate bonds	STMT 10		4,982,610.	3,691,611.	4,240,791.
	11	Investments - land, buildings, and equipment: basis					
	Less: accumulated depreciation						
12	Investments - mortgage loans						
13	Investments - other	STMT 11		7,602,553.	7,112,357.	8,673,124.	
14	Land, buildings, and equipment: basis	3,255,000.					
	Less: accumulated depreciation			3,255,000.	3,255,000.	3,255,000.	
15	Other assets (describe)	STATEMENT 12)		246,647.	243,379.	243,379.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			101,488,865.	101,200,873.	188,148,773.	
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			2,500,000.	6,000,000.	
	22	Other liabilities (describe)					
23	Total liabilities (add lines 17 through 22)			2,500,000.	6,000,000.		
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			1,093,134.	1,093,134.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds			97,895,731.	94,107,739.		
30	Total net assets or fund balances			98,988,865.	95,200,873.		
31	Total liabilities and net assets/fund balances			101,488,865.	101,200,873.		

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	98,988,865.
2	Enter amount from Part I, line 27a	2	-3,455,176.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	95,533,689.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 7	5	332,816.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	95,200,873.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b PRESCOTT GRP AGGRESSIVE SMALL CAP II, LP	P		
c TCW AMERICAS DEVELOPMENT ASSOC., LP	P		
d TCW/CRESCENT MEZZANINE PARTNERS			
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 21,012,466.		20,072,216.	940,250.
b			1,183.
c			27,673.
d			12,243.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			940,250.
b			1,183.
c			27,673.
d			12,243.
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	981,349.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	8,135,170.	177,118,895.	.045931
2012	7,925,695.	164,397,929.	.048210
2011	6,989,040.	159,953,450.	.043694
2010	7,389,464.	141,572,455.	.052196
2009	8,804,874.	149,574,750.	.058866

2 Total of line 1, column (d)	2	.248897
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	.049779
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	190,500,790.
5 Multiply line 4 by line 3	5	9,482,939.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	54,241.
7 Add lines 5 and 6	7	9,537,180.
8 Enter qualifying distributions from Part XII, line 4	8	8,715,309.

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.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	108,482.
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	108,482.
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	108,482.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	149,000.
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	149,000.
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	40,518.
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> 40,518. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

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

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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)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ HTTP://WWW.CHAPMANTRUSTS.ORG	X		
14	The books are in care of ▶ DONNE PITMAN Telephone no. ▶ 918-496-7882 Located at ▶ 6100 S. YALE AVE., SUITE 1816, TULSA, OK ZIP+4 ▶ 74136			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		15	N/A
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶		16	Yes No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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 instructions)? Organizations relying on a current notice regarding disaster assistance check here		N/A
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 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ▶		X
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		N/A
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 2014 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 2014.)		N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2014?		X

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

5a During the year did the foundation pay or incur any amount to:

(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)? Yes No N/A 5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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 6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No X

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No 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 AVE., SUITE 1816 TULSA, OK 74136	MANAGER & CO-TRUSTEE 25.00	275,928.	0.	0.
DONNE PITMAN 6100 S. YALE AVE., SUITE 1816 TULSA, OK 74136	MANAGER & CO-TRUSTEE 25.00	282,318.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	192,574,298.
b	Average of monthly cash balances	1b	827,519.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	193,401,817.
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	193,401,817.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,901,027.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	190,500,790.
6	Minimum investment return. Enter 5% of line 5	6	9,525,040.

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	9,525,040.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	108,482.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	108,482.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9,416,558.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	9,416,558.
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	9,416,558.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	8,715,309.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	8,715,309.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,715,309.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				9,416,558.
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			8,633,772.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 8,715,309.				
a Applied to 2013, but not more than line 2a			8,633,772.	
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 2014 distributable amount				81,537.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (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:	0.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				9,335,021.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

MARY K. CHAPMAN FOUNDATION

Form 990-PF (2014)

C/O DONNE W. PITMAN

73-1499528

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 13

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

c Any submission deadlines:

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

MARY K. CHAPMAN FOUNDATION

Form 990-PF (2014)

C/O DONNE W. PITMAN

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT B				8,353,436.
Total				3a 8,353,436.
b Approved for future payment				
NONE				
Total				3b 0.

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2014 for Form 990

Payee Organization	Request Project Title	Amount
Arts and Culture		
Arts & Humanities Council of Tulsa, Inc. 101 E. Archer St. Tulsa, OK 74103	Brady District Visual Arts Center Capital Campaign	\$200,000
Colorado Springs Fine Arts Center 30 West Dale St. Colorado Springs, CO 80903	2015 Georgia O'Keeffe Traveling Exhibit	\$50,000
Colorado Springs Philharmonic P.O. Box 1266 Colorado Springs, CO 80901-1266	2012/2013- 2014/2015 Philharmonic Pops Series	\$30,000
Phillbrook Museum of Art, Inc. P.O. Box 52510 Tulsa, OK 74152-0510	2013-2015 Exhibition Series	\$125,000
Civic and Community		
Center for Nonprofit Excellence 723 N. Weber St, Suite 200 Colorado Springs, CO 80903	Sponsorship and operating support for FY 2014/2015	\$20,000
Tulsa Community Foundation 7030 South Yale Ave. Suite 600 Tulsa, OK 74136	The Gathering Place - Chapman Adventure Playground (MKCF)	\$1,000,000
Tulsa Community Foundation 7030 South Yale Ave. Suite 600 Tulsa, OK 74136	The Gathering Place - Chapman Adventure Playground (MKCF)	\$500,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2014 for Form 990

Payee Organization	Request Project Title	Amount
Education		
Atlas Preparatory School 1602 South Murray Blvd. Colorado Springs, CO 80916	High School Expansion - Final Phase	\$500,000
Folds of Honor Foundation 5800 North Patriot Drive Owasso, OK 74055	2015 - 2016 OK and CO Scholarship Program	\$50,000
Jenks Public Schools Foundation, Inc. P. O. Box 595 Jenks, OK 74037	20:1 Campaign	\$20,000
KIPP Colorado Schools 375 S. Tejon St. Denver, CO 80223	2014/2015 Operating Funds	\$75,000
KIPP Tulsa Academy College Preparatory Inc. 1661 E. Virgin Street Tulsa, OK 74106	2014/2015 Operating Funds	\$50,000
Leadership Oklahoma 5500 North Western Suite 142 Oklahoma City, OK 73118	Youth Leadership Oklahoma Classes XII-XIV	\$5,000
Little Light House, Inc. 5120 East 36th Street Tulsa, OK 74135	Phase II Capital Building Campaign for Campus Expansion	\$450,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2014 for Form 990

Payee Organization	Request Project Title	Amount
Oklahoma Center for Nonprofits, Inc. 1145 S. Utica Suite 1100 Tulsa, OK 74104	Sponsorship of 2015 ONE Awards	\$60,000
Oklahoma State University Foundation 700 N. Greenwood Ave Tulsa, OK 74106-0700	2010-2014 OSU-Tulsa Scholarship Program	\$30,000
Oklahoma State University Foundation 700 N. Greenwood Ave Tulsa, OK 74106-0700	Primary Care Medicine Scholarship Program	\$30,000
Pikes Peak Library District Foundation 1175 Chapel Hills Drive Colorado Springs, CO 80920	Tri-Building Project	\$50,000
Reading Partners 601 South Boulder Ave. #1000 Tulsa, OK 74119	2014/2015 One-on-One Tutoring Program	\$25,000
St. Pius X School 1717 South 75th East Avenue Tulsa, OK 74112	Capital Building Campaign	\$50,000
Teach for America Colorado 1391 Speer Boulevard Suite 710 Denver, CO 80204	2014/2015 Operating Funds	\$100,000
Tulsa Library Trust 400 Civic Center Tulsa, OK 74103-3830	Tulsa Central Library Campaign	\$500,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2014 for Form 990

Payee Organization	Request Project Title	Amount
Tulsa Library Trust 400 Civic Center Tulsa, OK 74103-3830	Tulsa Central Library Campaign	\$500,000
University of Tulsa 800 S. Tucker Drive Tulsa, OK 74104-3189	Renovation of the Allen Chapman Activity Center - MKCF	\$375,000
University of Tulsa 800 S. Tucker Drive Tulsa, OK 74104-3189	Renovation of the Allen Chapman Activity Center - MKCF	\$375,000
Healthcare		
The Children's Center, Inc. 6800 Northwest 39th Expressway Bethany, OK 73008	Capital Expansion Campaign	\$300,000
Total Source for Hearing-loss and Access 8740 East 11th Street, Suite A Tulsa, OK 74112	2012-2014 General Operating Funds	\$10,000
Tulsa County Medical Society Foundation 5315 S. Lewis Ave. Tulsa, OK 74105	2015 Project TCMS	\$30,000
Medical Research		
Cold Spring Harbor Laboratory One Bungtown Road Cold Spring Harbor, NY 11724	Purchase of Laser Microscope	\$176,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2014 for Form 990

Payee Organization	Request Project Title	Amount
Oklahoma Medical Research Foundation 825 Northeast 13th Street Oklahoma City, OK 73104	Expansion of Cancer Research Program - Dr. David Jones	\$200,000
Salk Institute for Biological Studies 10010 N. Torrey Pines Rd. La Jolla, CA 92037	Gene Sequencer	\$800,000
Salk Institute for Biological Studies 10010 N. Torrey Pines Rd. La Jolla, CA 92037	2014 and 2015 Chapman Scholars Graduate Student Program	\$125,000
Nature & Wildlife		
George Milsch Sutton Avian Research Center P.O. Box 2007 Bartlesville, OK 74005-2007	purchase of land for Attwater Prairie-Chicken breeding project	\$25,000
River Parks Foundation 2424 E. 21st St., Ste. 300 Tulsa, OK 74114	2014/2015 Operating Funds	\$5,000
Oklahoma Centennial Botanical Garden, Inc. P.O. Box 707 Tulsa, OK 74101	Reaching for Generations Capital Campaign	\$125,000
Social Services		
Big Brothers Big Sisters of Oklahoma Inc. 5840 S. Memorial Drive, Suite 105 Tulsa, OK 74145	Operating Funds for 10/1/2013-9/30/2015	\$20,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2014 for Form 990

Payee Organization	Request Project Title	Amount
Big Brothers Big Sisters of Colorado Inc. 111 S. Tejon Street Suite 302 Colorado Springs, CO 80903	2014 and 2015 Operating Funds	\$20,000
Community Food Bank of Eastern Oklahoma 1304 N. Kenosha Ave. Tulsa, OK 74106-5901	Southern Branch Capital Campaign	\$50,000
Domestic Violence Intervention Services, Inc. 4300 South Harvard, Suite 100 Tulsa, OK 74135-2608	Rebuilding Lives Capital Campaign	\$500,000
Domestic Violence Intervention Services, Inc. 4300 South Harvard, Suite 100 Tulsa, OK 74135-2608	Rebuilding Lives Capital Campaign	\$500,000
Emergency Infant Services, Inc. 222 S. Houston Ave. Tulsa, OK 74127	2014/2015-2016/2017 Operating Funds	\$20,000
Goodwill Industries of Tulsa, Inc. 2800 Southwest Blvd. Tulsa, OK 74017	Purchase of Van for Workforce Development Programs	\$32,436
Kendall-Whither, Inc. P.O. Box 4165 Tulsa, OK 74159	FY 2013/2014 - 2015/2016 general operating funds	\$15,000
The Parent Child Center of Tulsa 1421 South Boston Tulsa, OK 74119	Repurpose and Remodel of PCCCT's Downtown Office Space	\$50,000

The Mary K. Chapman Foundation

Schedule of Annual Grant Payments in 2014 for Form 990

Payee Organization	Request Project Title	Amount
Pikes Peak United Way 518 N. Nevada Ave. Colorado Springs, CO 80903-1106	2014/2015 Community Fund	\$75,000
Retired Senior Volunteer Program of Tulsa, Inc. 5756 East 31st Street Tulsa, OK 74135	2014-2016 Operating Funds	\$15,000
Silver Key Senior Services 2250 Bott Avenue Colorado Springs, CO 80904	2014 General Operating Funds	\$25,000
Special Care, Inc. 12201 North Western Ave. Oklahoma City, OK 73114	Operating Funds for the fiscal year ending June 30, 2015	\$30,000
Special Kids Special Families 424 West Pikes Peak Ave. Colorado Springs, CO 80905	2014 Operations for Zach's Place Center	\$5,000
Special Olympics Oklahoma, Inc. 6835 South Canton Avenue Tulsa, OK 74136	IT Systems Project	\$10,000
Tulsa Habitat for Humanity 6235 E. 13th St. Tulsa, OK 74112	2014 Partial Home Sponsorship	\$20,000
Grand Totals (51 items)		\$8,353,436

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

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

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

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

b If "Yes," complete the following schedule.

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

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

Signature of officer or trustee: _____ Date: _____ Title: _____

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	J. PATRICK MILLIGAN		5/8/15		P00435069
	Firm's name ▶ HOGANTAYLOR LLP	Firm's EIN ▶ 73-1413977			
Firm's address ▶ 2222 S. UTICA PL., SUITE 200 TULSA, OK 74114-7002				Phone no. (918) 745-2333	

423622 11-24-14

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME	5,032,007.	0.	5,032,007.	5,032,007.	
INTEREST INCOME	358,703.	0.	358,703.	358,703.	
TO PART I, LINE 4	5,390,710.	0.	5,390,710.	5,390,710.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FLOW-THROUGH FROM K-1 PRESCOTT GRP AGGRESSIVE SMALL CAP II, LP	3,097.	0.	
FLOW-THROUGH FROM K-1 BONANZA ROYALTIES, LLC - ROYALTY INCOME	3,550.	3,550.	
FLOW-THROUGH FROM K-1 BONANZA ROYALTIES, LLC - ORDINARY BUSINESS INCOME	745.	745.	
FLOW-THROUGH FROM K-1 BONANZA ROYALTIES, LLC - ROYALTY INCOME	4,466.	4,466.	
FLOW-THROUGH FROM K-1 BONANZA ROYALTIES, LLC - ORDINARY BUSINESS INCOME	937.	937.	
MISCELLANEOUS INCOME	-1,789.	-1,789.	
TOTAL TO FORM 990-PF, PART I, LINE 11	11,006.	7,909.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	26,633.	23,970.		2,663.
TO FORM 990-PF, PG 1, LN 16B	26,633.	23,970.		2,663.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	24,678.	12,339.		12,339.
ADVISOR FEES	55,084.	27,542.		27,542.
BROKER FEES	151.	151.		0.
MANAGEMENT FEE	4,728.	4,728.		0.
TO FORM 990-PF, PG 1, LN 16C	84,641.	44,760.		39,881.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED TAX PAYMENTS & WITHHOLDINGS	165,440.	0.		0.
FOREIGN TAXES PAID	2,893.	2,893.		0.
REAL ESTATE TAXES	7,525.	4,515.		3,010.
TO FORM 990-PF, PG 1, LN 18	175,858.	7,408.		3,010.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES, MEMBERSHIPS, SUBSCRIPTIONS	6,298.	4,408.		1,890.
INSURANCE AND BONDS	14,995.	10,497.		4,498.
OFFICE SUPPLIES	7,677.	5,374.		2,303.
POSTAGE & COURIER SERVICE	1,045.	732.		313.
PLANT RENTAL	1,771.	1,240.		531.
COMPUTER EXPENSES	41,457.	29,020.		12,437.
EDUCATION & TRAINING	1,542.	1,079.		463.
REPAIR & MAINTENANCE	4,465.	3,126.		1,339.
TELEPHONE AND CABLE EXPENSE	13,277.	9,294.		3,983.
FOOD & ENTERTAINMENT	3,296.	989.		659.
MISCELLANEOUS	1,644.	1,151.		493.
OTHER DEDUCTIONS FROM K-1	659.	659.		0.
COST DEPLETION FROM K-1	38,669.	38,669.		0.
TO FORM 990-PF, PG 1, LN 23	136,795.	106,238.		28,909.

