

Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).**

OMB No 1545-0052

**2013**

**Open to Public Inspection**

**For calendar year 2013, or tax year beginning 12-01-2013 , and ending 11-30-2014**

Name of foundation EARL M AND MARGERY C CHAPMAN FOUNDATION C/O NANCY ARSENEAULT		<b>A Employer identification number</b> 99-0292614
Number and street (or P O box number if mail is not delivered to street address) 4645 E Coachlight Lane	Room/suite	<b>B Telephone number (see instructions)</b> (312) 454-0140
City or town, state or province, country, and ZIP or foreign postal code tuscon, AZ 85718		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> 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 checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,101,322	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities. . . . .	56,372	56,372		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	560			
	<b>b</b> Gross sales price for all assets on line 6a 155,000				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . .		560		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold . . . . .					
<b>c</b> Gross profit or (loss) (attach schedule) . . . . .					
<b>11</b> Other income (attach schedule) . . . . .					
<b>12 Total.</b> Add lines 1 through 11 . . . . .	56,932	56,932			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	0	0		0
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .				
	<b>b</b> Accounting fees (attach schedule) . . . . .				
	<b>c</b> Other professional fees (attach schedule) . . . . .				
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions)	2,992	492		0
	<b>19</b> Depreciation (attach schedule) and depletion . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . .	419	419		0
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	3,411	911		0
	<b>25</b> Contributions, gifts, grants paid . . . . .	98,500			98,500
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	101,911	911		98,500	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	-44,979				
<b>b Net investment income</b> (if negative, enter -0-)		56,021			
<b>c Adjusted net income</b> (if negative, enter -0-)					

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

<b>Part II Balance Sheets</b>		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	75,261	74,293	74,293			
	<b>2</b> Savings and temporary cash investments . . . . .						
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	<b>5</b> Grants receivable . . . . .						
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .						
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____						
	<b>8</b> Inventories for sale or use . . . . .						
	<b>9</b> Prepaid expenses and deferred charges . . . . .						
	<b>10a</b> Investments—U S and state government obligations (attach schedule)						
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	950,537 <input type="checkbox"/>	1,060,595	1,866,876			
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	308,580 <input type="checkbox"/>	152,469	158,109			
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
	<b>12</b> Investments—mortgage loans . . . . .						
	<b>13</b> Investments—other (attach schedule) . . . . .						
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
<b>15</b> Other assets (describe ▶ _____)	<input type="checkbox"/> 0	<input type="checkbox"/> 2,044	<input type="checkbox"/> 2,044				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,334,378	1,289,401	2,101,322				
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .						
	<b>18</b> Grants payable . . . . .						
	<b>19</b> Deferred revenue . . . . .						
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons						
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .						
	<b>22</b> Other liabilities (describe ▶ _____)						
<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	0	0					
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	<b>24</b> Unrestricted . . . . .						
	<b>25</b> Temporarily restricted . . . . .						
	<b>26</b> Permanently restricted . . . . .						
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>						
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	0	0				
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund	1,712,801	1,712,801				
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds	-378,423	-423,400				
<b>30 Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	1,334,378	1,289,401					
<b>31 Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	1,334,378	1,289,401					

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	1,334,378
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-44,979
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____ <input type="checkbox"/>	<b>3</b>	2
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	1,289,401
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	0
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	1,289,401

**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)
<b>1 a</b> BEAR STEARNS CO INC	P	2009-12-10	2014-01-10
<b>b</b> ENTERGY ARKANSAS	P	2004-02-19	2014-04-16
<b>c</b> JP MORGAN CHASE	P	2010-06-10	2014-09-15
<b>d</b> PROTECTIVE LIVE SECD TR	P	2010-01-07	2014-10-10
<b>e</b>			

(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)
<b>a</b> 30,000		30,000	0
<b>b</b> 25,000		24,440	560
<b>c</b> 50,000		50,000	0
<b>d</b> 50,000		50,000	0
<b>e</b>			

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b>			0
<b>b</b>			560
<b>c</b>			0
<b>d</b>			0
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	560
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		<b>3</b>	

**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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	84,599	1,790,988	0.047236
2011	81,500	1,703,148	0.047853
2010	82,111	1,665,407	0.049304
2009	76,742	1,554,540	0.049366
2008	59,168	1,190,054	0.049719

<b>2</b> Total of line 1, column (d).	<b>2</b>	0.243478
<b>3</b> 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	<b>3</b>	0.048696
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	<b>4</b>	2,070,331
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	100,817
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	560
<b>7</b> Add lines 5 and 6.	<b>7</b>	101,377
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	98,500

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 page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes categories like Exempt operating foundations, Domestic foundations, Tax under section 511, Credits/Payments, and Total credits and payments. Values range from 0 to 1,120 and 2,475.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation, political purposes, Form 1120-POL filing, political expenditures, and substantial contributors. Columns for Yes/No.

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b> 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). . . . .	<b>11</b>	<b>No</b>
<b>12</b> 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) . . . . .	<b>12</b>	<b>No</b>
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	
<b>14</b> The books are in care of <b>SOLOMON A WEISGAL LTD</b> Telephone no <b>(312) 454-0140</b> Located at <b>120 S RIVERSIDE PLAZA SUITE 300 CHICAGO IL</b> ZIP +4 <b>60606</b>		
<b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>15</b>	<b>15</b>	
<b>16</b> At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country <b>N/A</b>	<b>16</b>	<b>Yes</b> <b>No</b>

**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
<b>1a</b> During the year did the foundation (either directly or indirectly)				
<b>(1)</b> Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(2)</b> 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				
<b>(3)</b> Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(4)</b> Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(5)</b> 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				
<b>(6)</b> Agree to pay money or property to a government official? ( <b>Exception.</b> 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>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? . . . . . <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. . . . . <input type="checkbox"/>	<b>1b</b>			
<b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? . . . . .	<b>1c</b>			<b>No</b>
<b>2</b> 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))				
<b>a</b> At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>20</b> ____, <b>20</b> ____, <b>20</b> ____, <b>20</b> ____				
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions). . . . .	<b>2b</b>			
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>20</b> ____, <b>20</b> ____, <b>20</b> ____, <b>20</b> ____				
<b>3a</b> 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>b</b> If "Yes," did it have excess business holdings in 2013 as a result of <b>(1)</b> any purchase by the foundation or disqualified persons after May 26, 1969, <b>(2)</b> 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 <b>(3)</b> the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> ) . . . . .	<b>3b</b>			
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>			<b>No</b>
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	<b>4b</b>			<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> 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)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p><b>c</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<b>5b</b>		
	<b>6b</b>		<b>No</b>
	<b>7b</b>		

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NANCY C ARSENEAULT 4645 E COACHLIGHT LANE TUCSON, AZ 85717	PRESIDENT/DIRECTOR 1 00	0	0	0
MARGERY CHAPMAN 42 BRITE AVE SCARSDALE, NY 10583	SECRETARU 0 00	0	0	0
SOLOMON A WEISGAL 120 S RIVERSIDE PLAZA CHICAGO, IL 60606	TREASURER 0 00	0	0	0
ALBERT CHAPMAN 1530 S Carpenter Road Titusville, FL 32796	ASSISTANT TREASURER 0 00	0	0	0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total</b> 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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b>	
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . .	▶

0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	2,042,752
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	59,107
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	2,101,859
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	2,101,859
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	31,528
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	2,070,331
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	103,517

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	103,517
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5. . . . .	<b>2a</b>	1,120
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	1,120
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	102,397
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	102,397
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	102,397

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	98,500
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	98,500
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	98,500

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				102,397
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .			3,790	
<b>b</b> Total for prior years 20___, 20___, 20___		0		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .				
<b>b</b> From 2009. . . . .				
<b>c</b> From 2010. . . . .				
<b>d</b> From 2011. . . . .				
<b>e</b> From 2012. . . . .				
<b>f Total</b> of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>98,500</u>				
<b>a</b> Applied to 2012, but not more than line 2a			3,790	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2013 distributable amount. . . . .				94,710
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				7,687
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9 Excess distributions carryover to 2014.</b> Subtract lines 7 and 8 from line 6a. . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .				
<b>b</b> Excess from 2010. . . . .				
<b>c</b> Excess from 2011. . . . .				
<b>d</b> Excess from 2012. . . . .				
<b>e</b> Excess from 2013. . . . .				

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . .

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

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

	Tax year	Prior 3 years			<b>(e) Total</b>
	<b>(a) 2013</b>	<b>(b) 2012</b>	<b>(c) 2011</b>	<b>(d) 2010</b>	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> 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 organization 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) )

NANCY C ARSENEAULT

**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

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**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

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

---

**c** Any submission deadlines

---

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

**Part XV Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>▶ 3a</b> 98,500
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>▶ 3b</b> 0





**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
ACLU OF HAWAII FOUNDATION ACLU OF HAWAII PO BOX 3410 HONOLULU, HI 96801			PUBLIC CHARITY	2,000
ALOHA MEDICAL MISSION 810 N VINEYARD BLVD HONOLULU, HI 96817			PUBLIC CHARITY	1,000
ALZHEIMERS ASSOCIATION 1028 E McDOWELL ROAD PHOENIX, AZ 85006			PUBLIC CHARITY	1,000
AMERICAN HEART ASSOCIATION 677 ALA MOANA BLVD HONOLULU, HI 96813			PUBLIC CHARITY	2,000
AMERICAN RED CROSS 4155 DIAMOND HEAD RD HONOLULU, HI 96816			PUBLIC CHARITY	2,000
ARTHRITIS FOUNDATION 1211 E OSBORN ROAD STE 201 PHOENIX, AZ 85014			PUBLIC CHARITY	2,000
BONNIE J ADDARIO LUNG CANCER FOUNDATION 601 FOURTH STREET STE 215 SAN FRANCISCO, CA 94107			PUBLIC CHARITY	2,000
COMMUNITY FOOD BANK (TUCSON) 3003 S COUNTRY CLUB ROAD TUCSON, AZ 85713			PUBLIC CHARITY	3,000
COMPASSION & CHOICES PO BOX 101810 DENVER, CO 80250			PUBLIC CHARITY	1,000
CONRAD MANSION MUSEUM PO BOX 1041 KALISPELL, MT 59903			PUBLIC CHARITY	500
FOOD DEPOT 1222-A SILER ROAD SANTA FE, NM 87507			PUBLIC CHARITY	3,000
NATURE CONSERVANCY 7600 N 15TH STREET STE 100 PHOENIX, AZ 85020			PUBLIC CHARITY	1,000
E GLOBAL FAMILY (only for Future Life Orphanage) 200 N VINEYARD BLVD BLDG B HONOLULU, HI 96817			PUBLIC CHARITY	3,000
NORTH SHORE UNIVERSITY HEALTH SYSTEM 1033 UNIVERSITY PLACE STE 450 EVANSTON, IL 60201			PUBLIC CHARITY	1,000
EPIC INC OHANA CONFERENCING 1130 N NIMITZ HIGHWAY STE C - 1 HONOLULU, HI 96817			PUBLIC CHARITY	5,000
<b>Total . . . . .</b>				<b>98,500</b>

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
TAILS OF THE CITY 2539 SEVENTH AVENUE LOS ANGELES, CA 90018			PUBLIC CHARITY	1,000
HAWAII FOOD BANK 2611-A KILIHOU ST HONOLULU, HI 96817			PUBLIC CHARITY	3,000
HAWAII OPERA THEATER 848 BERETANIA STE 301 HONOLULU, HI 96813			PUBLIC CHARITY	5,000
HOCKADAY ART MUSEUM 302 SECOND STREET EAST KALISPELL, MT 59901			PUBLIC CHARITY	500
HONOLULU MUSEUM OF ART 900 BERETANIA AVE HONOLULU, HI 96814			PUBLIC CHARITY	5,000
HUMANE SOCIETY OF SOUTHERN ARIZONA 3450 N KELVIN BLVD TUCSON, AZ 85716			PUBLIC CHARITY	2,000
INSTITUTE FOR HUMAN SERVICES 546 KAAHI ST HONOLULU, HI 96817			PUBLIC CHARITY	2,000
JEWISH CHILD AND FAMILY SERVICE 216 W JACKSON BLVD Suite 800 CHICAGO, IL 60606			PUBLIC CHARITY	1,000
JEWISH HOME AND HOSPITAL LIFECARE SYSTEM 120 WEST 106TH ST NEW YORK, NY 10125			PUBLIC CHARITY	3,000
JUVENILE DIABETES RESEARCH FOUNDATION INT'L 26 BROADWAY 14TH FLOOR NEW YORK, NY 10004			PUBLIC CHARITY	1,000
MEDIATION CENTER OF THE PACIFIC 245 N KUKUI STREET STE 206 HONOLULU, HI 96817			PUBLIC CHARITY	3,000
OUTDOOR CIRCLE 1314 S KING ST 306 HONOLULU, HI 96814			PUBLIC CHARITY	1,000
PLANNED PARENTHOOD OF HI 1350 S KING ST STE 309 HONOLULU, HI 96814			PUBLIC CHARITY	1,000
QUILT FOR A CAUSE 5083 N PINNACLE COVE DRIVE TUCSON, AZ 85749			PUBLIC CHARITY	1,000
ARIZONA PUBLIC MEDIA PO BOX 210067 TUCSON, AZ 85721			PUBLIC CHARITY	3,000
<b>Total . . . . .</b>			<b>3a</b>	98,500

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
SOUTHERN ARIZONA GREYHOUND ADOPTION 1517 N WILMOT ROAD BOX 175 TUCSON,AZ 85712			PUBLIC CHARITY	1,000
BIG BROTHER BIG SISTER OF CENTRAL FLORIDA 807 S ORLANDO AVENUE STE R WINTER PARK,FL 32789			PUBLIC CHARITY	5,000
SURFRIDER FOUNDATION PO BOX 6010 SAN CLEMENTE,CA 92674			PUBLIC CHARITY	2,000
TRANSITIONS FOUNDATION of GUATEMALA INC A-146 POBOX 669004 MIAMI SPRINGS,FL 33266			1000PUBLIC CHARITY	15,000
ACE OF HEARTS PO BOX 2357 BEVERLY HILLS,CA 90213			PUBLIC CHARITY	1,000
UNITED STATES HOLOCAUST MEMORIAL MUSEUM PO BOX 7022 ALBERT LEA,MN 56007			PUBLIC CHARITY	3,000
UNIVERISTY OF CHICAGO SCHOOL OF SSA 969 EAST SIXTIETH ST CHICAGO,IL 60637			PUBLIC CHARITY	500
UNIVERSITY OF MICHIGAN-LS&A FUND 500 SOUTH STATE ST SUITE 5000 ANN ARBOR,MI 48109			PUBLIC CHARITY	500
WESTCHESTER COMMUNITY COLLEGE FOUNDATION HARTFORD HALL 75 GRASSLANDS RD VALHALLA,NY 10595			PUBLIC CHARITY	1,000
WILLOWS COMMUNITY SCHOOL 8509 HIGUERA STREET CULVER CITY,CA 90232			PUBLIC CHARITY	2,000
YMCA OF HONOLULU 1441 PALI HIGHWAY HONOLULU,HI 96813			PUBLIC CHARITY	3,000
QUEENS CANCER CENTER 1301 PUNCHBOWL STREET HONOLULU,HI 96813			PUBLIC CHARITY	1,000
SANTA FE CHAMBER MUSIC FESTIVAL PO BOX 2227 SANTA FE,NM 87504			PUBLIC CHARITY	1,500
<b>Total . . . . .</b>				<b>98,500</b>

**TY 2013 Investments Corporate  
Bonds Schedule**

**Name:** EARL M AND MARGERY C CHAPMAN FOUNDATION  
C/O NANCY ARSENEAULT

**EIN:** 99-0292614

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BANK OF AMERICA NA	0	0
BEAR STEARNS COR	0	0
DOW CHEMICAL CO/THE	25,000	25,011
EARTHLINK INC	51,948	50,938
ENTERGY ARKANSAS	0	0
NRG ENERGY INC	50,188	55,375
BANK AMERICA NA 6/15/16	25,333	26,785

## TY 2013 Investments Corporate Stock Schedule

**Name:** EARL M AND MARGERY C CHAPMAN FOUNDATION  
C/O NANCY ARSENEAULT

**EIN:** 99-0292614

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMBEV SA SHS ADR	26,327	22,925
APPLE INC	58,972	280,669
CA INC	29,090	31,150
CANADIAN PACIFIC RAILWAY	29,956	77,264
CLOROX CO DEL COM	53,262	79,297
CONOCOPHILLIPS	27,921	33,035
DEERE CO	16,633	21,655
EATON CORP PLC	30,764	40,698
GENERAL ELECTRIC	31,575	39,735
GENERAL MILLS	25,642	36,095
GILEAD SCIENCES INC COM	27,250	100,320
HONEYWELL INTL INC DEL	27,838	54,370
INTL BUSINESS MACHINES	14,090	64,868
LOCKHEED MARTIN CORP	29,114	114,936
LYONDELLBASELL INDUSTRIE	33,235	39,430
MACYS INC	26,670	45,437
MCDONALDS CORP COM	22,323	29,043
MERCK AND CO INC SHS	26,705	42,280
MICHAEL KORS HLDGS LTD	29,220	38,355
MONDELEZ INTERNATIONAL	25,384	31,360
NORFOLK SOUTHERN CORP	31,596	44,656
OCCIDENTAL PETE CORP CAL	18,897	23,931
QUALCOMM INC	17,190	36,450
TOTAL S.A. SP ADR	25,030	27,815
UNITED TECHS CORP COM	15,352	24,447
VALEANT PHARMACEUTICALS	26,788	58,180
VERIZON COMMUNICATNS COM	9,927	15,177
VERTEX PHARMCTLS INC	27,604	41,258
WELLS FARGO & CO NEW DEL	36,094	65,376
EATON VANCE FLOATING	30,543	30,069

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
ISHARES TR RUSSELL 2000	32,362	58,345
VANGUARD MSCI EUROPEAN	28,200	33,174
BANK OF AMERICA CORP	22,275	29,150
BANK OF AMERICA CORP PFD 6.625%	19,550	26,500
GOLDMAN SACHS SER J 5.5%	25,880	24,170
800SHS KRAFT FOODS GROUP INC	44,872	48,136
800SHS DU PONT E I DE NEMOURS	56,464	57,120

## TY 2013 Other Assets Schedule

**Name:** EARL M AND MARGERY C CHAPMAN FOUNDATION  
 C/O NANCY ARSENEAULT

**EIN:** 99-0292614

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
NON-TAXABLE COST BASIS ADJUSTMENT	0	2,044	2,044

## TY 2013 Other Expenses Schedule

**Name:** EARL M AND MARGERY C CHAPMAN FOUNDATION  
 C/O NANCY ARSENEAULT

**EIN:** 99-0292614

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	304	304		0
ANNUAL REPORT FEE	4	4		0
BANK CHARGES	111	111		0

**TY 2013 Other Increases Schedule**

**Name:** EARL M AND MARGERY C CHAPMAN FOUNDATION

C/O NANCY ARSENEAULT

**EIN:** 99-0292614

Description	Amount
NON-TAXABLE ADJUSTMENT	2

## TY 2013 Taxes Schedule

**Name:** EARL M AND MARGERY C CHAPMAN FOUNDATION  
 C/O NANCY ARSENEAULT

**EIN:** 99-0292614

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	492	492		0
FEDERAL EXCISE TAXES	2,500	0		0