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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0052

2008

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 MAY 1, 2008, 2008, and ending APRIL 30, 2009

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

APACHE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

2000 POST OAK BLVD.

Room/suite

100

City or town, state, and ZIP code

HOUSTON, TX 77056-4400

A Employer identification number

41-6031039

B Telephone number (see page 10 of the instructions)

713-296-6000

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☒H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☐ \$ 9,408,922
J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	3,096,196	STMT 1		
2 Check ☐ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	32,270	32,270	32,270	
4 Dividends and interest from securities	15,871	15,871	15,871	
5a Gross rents	145,682	145,682	145,682	
b Net rental income or (loss) 29,130				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2) .				
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) (attach schedule)				
11 Other income (attach schedule) STMT 2	106,672			
12 Total. Add lines 1 through 11	3,396,691	193,823	193,823	
13 Compensation of officers, directors, trustees, etc . .				
14 Other employee salaries and wages	107,208		107,208	
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest STMT 3				
18 Taxes (attach schedule) (see page 14 of the instructions)	60,084		60,084	
19 Depreciation (attach schedule) and depletion . .	95,718		95,718	
20 Occupancy	137,831		137,831	
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 5	304,490		239,498	64,992
24 Total operating and administrative expenses. Add lines 13 through 23	705,331		640,339	64,992
25 Contributions, gifts, grants paid	1,702,391			1,702,391
26 Total expenses and disbursements. Add lines 24 and 25	2,407,722		640,339	1,767,383
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements . .	988,969			
b Net investment income (if negative, enter -0-)		193,823		
c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2008)

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,747,305	3,751,353	3,751,353
	2 Savings and temporary cash investments	100,000		
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	84,925	84,855	84,855
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 6	1,328,913	270,300	270,300
	14 Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) STMT 4	5,476,806 174,392	5,302,414	5,302,414
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	8,152,329	9,408,922	9,408,922	
Liabilities	17 Accounts payable and accrued expenses	148,776	416,427	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)	752	725	
	23 Total liabilities (add lines 17 through 22)	149,528	417,152	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	1	1	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	8,002,800	8,991,769	
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	8,002,801	8,991,770	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	8,152,329	9,408,922	

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	8,002,801
2 Enter amount from Part I, line 27a	2	988,969
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	8,991,770
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,991,770

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 N/A					
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					
b					
c					
d					
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					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2		
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.					

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.

N/A

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))
2007			0
2006			0
2005			0
2004			0
2003			0
2 Total of line 1, column (d)			2 0
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 0
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4			8

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling letter: _____ (attach copy of ruling letter if necessary - see instructions)	1	N/A
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	
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	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2009 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) MINNESOTA AND TEXAS		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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)(3)? If "Yes," attach schedule (see page 20 of the 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 ▶ NONE	13	X	
14	The books are in care of ▶ APACHE CORPORATION Telephone no. ▶ 713-296-6000 Located at ▶ 2000 POST OAK BLVD., SUITE 100, HOUSTON, TX ZIP + 4 ▶ 77056-4400			
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			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? ☐ 1b	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 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? ☐ Yes ☒ No If "Yes," list the years ▶ _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions.) ☐ 2b		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 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) ☐ 3b	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐ 4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? (see page 22 of the 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 page 22 of the instructions)? ☐ **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ N/A Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X

If 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? ☐ **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 (see page 22 of the 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
STATEMENT 7		0	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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 ☐

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 page 23 of the instructions). 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 ▶

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.

STMT 9

Expenses

1 SHERIDAN HERITAGE CENTER, INC FOR SHERIDAN INN RESTORATION: TO RESTORE AND PRESERVE THE SHERIDAN INN, A HISTORIC LANDMARK	300,000
2 HARRIS COUNTY FLOOD CONTROL DISTRICT: TO LEAVE THE WORLD A BETTER PLACE THROUGH SCIENTIFIC STUDY AND PRACTICAL APPLICATION OF ENVIRONMENTALLY SOUND PRINCIPALS OF LAND USE AS A METHOD OF CARBON SEQUESTRATION.	189,850
3 CITY OF SHAWNEE, OK: TO LEAVE THE WORLD A BETTER PLACE THROUGH SCIENTIFIC STUDY AND PRACTICAL APPLICATION OF ENVIRONMENTALLY SOUND PRINCIPALS OF LAND USE AS A METHOD OF CARBON SEQUESTRATION.	152,943
4 UP WITH TREES: TO BEAUTY GREATER TULSA BY PLANTING TREES AND TO CREATE URBAN FORESTRY AWARENESS THROUGH EDUCATION.	100,250

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3	

Total. Add lines 1 through 3 ▶

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	
b	Average of monthly cash balances	1b	2,916,499
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,916,499
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,916,499
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) STMT 8	4	2,916,499
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	
6	Minimum investment return. Enter 5% of line 5	6	

Part XI Distributable Amount (see page 25 of the 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	
2a	Tax on investment income for 2008 from Part VI, line 5	2a	
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see page 25 of the 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	1,767,383
b	Program-related investments - total from Part IX-B	1b	
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	1,767,383
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,767,383

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only				
b Total for prior years 20____, 20____, 20____				
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				
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 1,767,383				
a Applied to 2007, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2008 distributable amount				
e Remaining amount distributed out of corpus . .	1,767,383			
5 Excess distributions carryover applied to 2008 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	1,767,383			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,767,383			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2007 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	1,767,383			
10 Analysis of line 9.				
a Excess from 2004 263,050				
b Excess from 2005 396,532				
c Excess from 2006 133,113				
d Excess from 2007 309,339				
e Excess from 2008 1,767,383				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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 N/A

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	Prior 3 years			(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 page 27 of 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).)

RAYMOND PLANK, G. STEVEN FARRIS

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 page 28 of the 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:

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 STATEMENT 9				
Total ▶ 3a				1,702,391
b Approved for future payment				
Total ▶ 3b				NONE

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions on page 28 to verify calculations)

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 28 of the instructions.)
----------------------	--

[illegible]

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

[illegible]

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

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.

Sign Here

Signature of officer or trustee

3/9/2010

VICE PRESIDENT

Signature of officer or trustee

Date _____

Title

**Paid
reparer's
Use Only**Preparer's
signature

Date _____

Check if self-employed ☐

Preparer's identifying number
(See **Signature** on page 30 of the
instructions)

Firm's name (or yours if self-employed), address, and ZIP code

EN ▶

Phone no

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, and 990-PF.

OMB No 1545-0047

2008

Name of the organization

Employer identification number

APACHE FOUNDATION

41-6031039

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

General Rule

- ☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$ _____

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization

APACHE FOUNDATION

Employer identification number

41-6031039

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	NORTHERN TRUST CHICAGO 111 EAST WACKER DRIVE, SUITE 1400 CHICAGO, IL 60601	\$ 2,000,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	SCHWAB CHARITABLE FUND 101 MONTGOMERY STREET SAN FRANCISCO, CA 94104	\$ 810,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
3	RAYMOND PLANK 2000 POST OAK BLVD., SUITE 100 HOUSTON, TX 77056-4400	\$ 282,270	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

APACHE FOUNDATION

Employer identification number

41-6031039

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	N/A _____ _____ _____	\$ _____	_____
<u>2</u>	N/A _____ _____ _____	\$ _____	_____
<u>3</u>	1994 CHEVROLET PICKUP _____ _____ _____	\$ _____ 9,000	05/13/08
<u>3</u>	2002 CHEVROLET AVALANCHE _____ _____ _____	\$ _____ 13,270	10/08/08
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization

APACHE FOUNDATION

Employer identification number

41-6031039

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry.N/A For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Application for Extension of Time To File an
Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only. ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	APACHE FOUNDATION	41-6031039
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	2000 POST OAK BLVD., Suite 100	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	HOUSTON, TX 77056-4400	

Check type of return to be filed (file a separate application for each return):

☐ Form 990	☐ Form 990-T (corporation)	☐ Form 4720
☐ Form 990-BL	☐ Form 990-T (sec. 401(a) or 408(a) trust)	☐ Form 5227
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 6069
☒ Form 990-PF	☐ Form 1041-A	☐ Form 8870

- The books are in the care of ► APACHE CORPORATION

Telephone No. ► 713-296-6000FAX No. ► 713-296-6462

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until DECEMBER 15, 2009, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☐ calendar year or
 ► ☒ tax year beginning MAY 1, 2008, and ending APRIL 30, 2009.

2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	N/A
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	N/A
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	N/A

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**.
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization APACHE FOUNDATION	Employer identification number 41-6031039
	Number, street, and room or suite no. If a P.O. box, see instructions. 2000 POST OAK BLVD., Suite 100	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions HOUSTON, TX 77056-4400	

Check type of return to be filed (File a separate application for each return):

☐ Form 990	☒ Form 990-PF	☐ Form 1041-A	☐ Form 6069
☐ Form 990-BL	☐ Form 990-T (sec. 401(a) or 408(a) trust)	☐ Form 4720	☐ Form 8870
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

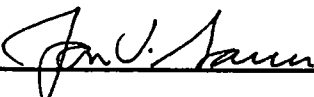
- The books are in the care of ☒ **APACHE CORPORATION**
Telephone No. ☒ **713-296-6000** FAX No. ☒ **713-296-6462**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **MARCH 15, 2010**.
- For calendar year ☐ , or other tax year beginning **MAY 1, 2008**, and ending **APRIL 30, 2009**.
- If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension **ADDITIONAL TIME IS NEEDED TO PREPARE A MORE COMPLETE AND ACCURATE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	N/A
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	N/A
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	N/A

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☒  Title ☒ **VICE PRESIDENT** Date ☒ **12/01/2009**

Form 8868 (Rev 4-2009)

APACHE FOUNDATION
F.E.I.N 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/08 TO 04/30/09

PART I, LINE 1: CONTRIBUTIONS, GIFTS, GRANTS, ETC., RECEIVED

STATEMENT 1

<u>Donor</u>	<u>Description</u>	<u>Date</u>	<u>Amount</u>
Raymond Plank	Cash	07/16/08	10,000
Schwab Charitable Fund	Cash	08/11/08	60,000
Raymond Plank	Cash	09/23/08	250,000
Schwab Charitable Fund	Cash	10/03/08	250,000
Global Industres	Cash	10/14/08	500
Schwab Charitable Fund	Cash	10/15/08	500,000
Northern Trust Charitable Giving Program	Cash	10/30/08	500,000
Northern Trust Charitable Giving Program	Cash	12/08/08	1,500,000
Apache Corp (Merchandise proceeds benefiting AF Tree Grant Program)	Cash	12/12/08	910
Employee Charitable Contributions	Cash	12/16/08	891
Apache Corp (Merchandise proceeds benefiting AF Tree Grant Program)	Cash	12/23/08	155
Bahonch Family Charitable Fund	Cash	02/25/09	1,000
Apache Corp (Merchandise proceeds benefiting AF Tree Grant Program)	Cash	02/25/09	20
Roger Plank	Cash	04/01/09	450
Total Cash			<u>3,073,926</u>
Raymond Plank	94 Chevy PU	05/13/08	9,000
Raymong Plank	02 Chevy Avalanche	10/08/08	13,270
Total Contributions Received			<u>3,096,196</u>

APACHE FOUNDATION
F.E.I.N 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/08 TO 04/30/09

PART I, LINE 11: OTHER INCOME

Statement 2

Carbon Credits	18,935
Tournament Fees	<u>87,737</u>
Total Other Income	<u><u>106,672</u></u>

APACHE FOUNDATION
F.E.I.N. 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/08 TO 04/30/09

Statement 3

PART I, LINE 18: TAXES

Taxes

Property Taxes	34,985
Payroll Taxes	<u>25,099</u>
Total Taxes	<u>60,084</u>

APACHE FOUNDATION
F.E.I.N 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/08 TO 04/30/09

PART II, LINE 14: BASIS AND ACCUMULATED DEPRECIATION

Statement 4

Description	Beginning Cost	Additions/Retirements	Ending Cost	Beginning Accum. Depr.	Depr. Expense	Ending Accum. Depr.	Net Basis
Land	1,673,995	0	1,673,995	0	0	0	1,673,995
Land	83,835	0	83,835	0	0	0	83,835
Land (Lot 12 - Apache Village)	77,097	0	77,097	0	0	0	77,097
Land (Lot 30 - Apache Village)	35,376	0	35,376	0	0	0	35,376
Land (Lot 25 - Apache Village) - land portion	30,000	0	30,000	0	0	0	30,000
Land (Lot 25 - Apache Village) - pending remodeling	210,433	(210,433)	0	0	0	0	0
Land - Irrigation	40,804	0	40,804	1,360	1,360	2,720	38,084
Land - Irrigation	11,090	0	11,090	308	370	678	10,412
Land - Irrigation	22,428	0	22,428	623	748	1,371	21,057
Land - Irrigation	28,936	0	28,936	563	965	1,528	27,408
Land - Irrigation (line extension)	376	0	376	13	13	26	350
Land - Irrigation Improvement (Bird Farm & Trees)	38,383	127,206	165,589	0	3,449	3,449	162,140
Land - Irrigation System	18,097	2,974	21,071	1,156	892	2,048	19,023
Land - Irrigation System	1,345	0	1,345	86	45	131	1,214
Land - Irrigation System for Bird Farm Fields	81,303	0	81,303	2,032	2,710	4,742	76,561
Land - Irrigation System for Brug Farm	34,949	0	34,949	873	1,165	2,038	32,911
Land - K-Line	2,804	0	2,804	78	93	171	2,633
Land - Pipeline in Childress	64,402	0	64,402	1,432	2,147	3,579	60,823
Land - Pump for Irrigation	1,471	0	1,471	170	186	356	1,115
Land - Stock Well	5,478	0	5,478	290	183	473	5,005
Land - Trees	4,940	0	4,940	371	165	536	4,404
Land - Trees	1,062	0	1,062	65	35	100	962
Land - Trees	1,236	0	1,236	45	41	86	1,150
Land - Trees	1,634	0	1,634	54	54	108	1,526
Land - Trees	58,500	0	58,500	1,138	1,950	3,088	55,412
Land - Trees	9,206	0	9,206	51	307	358	8,848
Land - Trees & irrigation	7,150	0	7,150	456	238	694	6,456
Land - Trees / Planting	5,664	0	5,664	362	189	551	5,113
Land - Wildlife Pipeline	0	34,119	34,119	0	3,411	3,411	30,708
Land - Hydroseed (Tree House)	2,700	0	2,700	0	0	0	2,700
Land - Irrigation (Apache Village)	10,553	0	10,553	0	0	0	10,553
Land - Irrigation (Apache Village)	12,970	0	12,970	0	0	0	12,970
Land - Irrigation (Tree House)	6,975	0	6,975	0	0	0	6,975
Land - Irrigation for Memorial Grove	31,460	0	31,460	0	0	0	31,460
Land - Landscaping (Tree House)	1,240	0	1,240	0	0	0	1,240
Land - Landscaping at Legacy Cabin	16,101	0	16,101	358	537	895	15,206
Land - Road for Founders Cabin	3,210	0	3,210	285	214	499	2,711
Land - Trees (Apache Village)	10,510	0	10,510	0	0	0	10,510
Land - Trees (Apache Village)	7,761	0	7,761	0	0	0	7,761
Land - Trees (Apache Village)	6,202	0	6,202	0	0	0	6,202
Land - Trees (Apache Village)	3,066	0	3,066	0	0	0	3,066
Land - Trees (Apache Village)	4,701	0	4,701	0	0	0	4,701
Land - Trees (Apache Village)	3,100	0	3,100	0	0	0	3,100
Land - Trees (Apache Village)	19,850	0	19,850	0	0	0	19,850
Land - Trees (Apache Village)	11,893	0	11,893	0	0	0	11,893
Land - Trees (Apache Village)	3,642	(48)	3,594	0	0	0	3,594
Land - Trees (Apache Village)	1,907	0	1,907	0	0	0	1,907
Land - Trees (Look-Out Pt)	1,650	0	1,650	0	0	0	1,650
Land - Trees (Tree House)	794	0	794	0	0	0	794
Land - Wells/Pumps (Apache Village)	5,835	0	5,835	1,412	633	2,045	3,790
Land - Trees (Memorial Grove)	0	12,275	12,275	0	0	0	12,275
Land - Trees (Apache Village)	0	51,952	51,952	0	0	0	51,952
Land - Trees (Apache Village)	0	21,191	21,191	0	0	0	21,191
Land - Trees (Apache Village)	0	1,452	1,452	0	0	0	1,452
Land - Irrigation (Apache Village)	0	6,380	6,380	0	0	0	6,380
Land - Trees (Apache Village)	0	15,400	15,400	0	0	0	15,400
Land - Trees (Apache Village)	0	7,128	7,128	0	0	0	7,128
Land - Trees (Apache Village)	0	39,155	39,155	0	0	0	39,155
Land - Trees (Apache Village)	0	31,740	31,740	0	0	0	31,740
Land - Irrigation (Apache Village)	0	48,897	48,897	0	0	0	48,897
Leasehold Imprv - water line proj / rocks for streambed	96,744	0	96,744	4,342	2,481	6,823	89,921
Leasehold Imprv - wire fencing	15,818	0	15,818	676	406	1,082	14,736
Leasehold Imprv - wildlife pipeline / water well	64,864	(37,093)	27,771	2,633	(794)	1,839	25,932
Leasehold Imprv - steel / wire Fence	16,056	0	16,056	377	412	789	15,267
Leasehold Imprv - ranch fencing	16,016	0	16,016	274	411	685	15,331
Leasehold Imprv - HVAC System (Bauer Ranch)	0	6,272	6,272	0	654	654	5,618
Leasehold Imprv - Finger Lakes Reservoir	0	501,433	501,433	0	7,500	7,500	493,933
Leasehold Imprv - 3 Dams Big Red Drainage	0	83,280	83,280	0	1,240	1,240	82,040

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PART II, LINE 14: BASIS AND ACCUMULATED DEPRECIATION

Statement 4

Description	Beginning Cost	Additions/ Retirements	Ending Cost	Beginning Accum. Depr.	Depr. Expense	Ending Accum. Depr.	Net Basis
Deer Cages for Planted Trees	1,960	0	1,960	379	226	605	1,355
DSL Data Network	6,086	0	6,086	566	789	1,355	4,731
Fencing - Apache Village	9,487	0	9,487	2,573	988	3,561	5,926
Fencing - Tree House	10,605	0	10,605	1,708	1,271	2,979	7,626
Wire Fencing / Cages - Apache Village	3,575	0	3,575	576	429	1,005	2,570
Furnishings for Legacy Cabin	13,473	0	13,473	1,559	1,703	3,262	10,211
Furnishings for Shady Lane Cabin	18,478	0	18,478	3,395	2,156	5,551	12,927
Furnishings/ Fixtures for Tree House	12,498	0	12,498	2,296	1,458	3,754	8,744
John Deere Skid Loader	29,762	0	29,762	7,493	3,182	10,675	19,087
MS 361 Chain Saw & Case	684	0	684	87	86	173	511
Posts & Wire - Tree Program	7,727	0	7,727	456	1,039	1,495	6,232
Stihl Trimmer	244	0	244	31	30	61	183
Tree Irrigator	1,160	0	1,160	69	156	225	935
94 Chevy Truck	9,000	0	9,000	107	1,241	1,348	7,652
2007 Honda ATV	5,424	0	5,424	65	747	812	4,612
08 GMC Truck	26,860	0	26,860	640	3,686	4,326	22,534
2008 Lamar Flatbed	4,835	0	4,835	58	666	724	4,111
Blinds & Shades for Hippy House	0	3,357	3,357	0	427	427	2,930
Outdoor table & chairs-Legacy Cabin	0	819	819	0	95	95	724
Utility Fabric-Tree Fencing	0	2,952	2,952	0	308	308	2,644
Defibrillator	0	2,036	2,036	0	212	212	1,824
Appliances for Hippy House	0	3,956	3,956	0	368	368	3,588
Fencing-Coal Creek	0	8,658	8,658	0	805	805	7,853
Tree Wire Fencing / Cages	0	5,123	5,123	0	418	418	4,705
02 Chevy Avalanche	0	13,270	13,270	0	1,084	1,084	12,186
Water Circle - Piney Pivots	0	3,831	3,831	0	182	182	3,649
Wire Fencing - Trees	0	12,768	12,768	0	152	152	12,616
Steel Fence Posts - Trees	0	21,600	21,600	0	0	0	21,600
Fencing - Sahara & Maxstead Pastures	0	13,581	13,581	0	0	0	13,581
Corrals	0	17,136	17,136	0	0	0	17,136
Log Cabin - Tree House	365,379	0	365,379	17,285	12,179	29,464	335,915
Log Cabin - Shady Lane Cabin - One Bedroom	199,604	0	199,604	9,203	6,902	16,105	183,499
Log Cabin - Founders/Legacy Cabin - Two Bedroom	296,894	0	296,894	8,247	9,896	18,143	278,751
Hippy House - under remodeling	18,514	257,285	275,799	0	8,427	8,427	267,372
Building In Progress (Brquette Facility/Gym Building)	0	397,294	397,294	0	0	0	397,294
Total	3,969,860	1,506,946	5,476,806	78,676	95,718	174,392	5,302,414

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PART I, LINE 23: OTHER EXPENSE

Statement 5

Other Expenses

	<u>A) Total</u>	<u>B) Net Investment Income</u>	<u>C) Adjusted Net Income</u>	<u>D) Disbursements for Charitable Purposes</u>
Bank Fees	456	0	456	0
Business Expense	2,244	0	2,244	0
Cable Expense	-1,519	0	-1,519	0
Consulting Services	29,480	0	29,480	0
Insurance	22,490	0	22,490	0
Office Supplies	178	0	178	0
Postage/Freight	7	0	7	0
Legal Fees	7,184	0	7,184	0
Regulatory & Filing Fees	595	0	595	0
Shop Tools/Supplies	2,027	0	2,027	0
Repairs & Maintenance	170,173	0	170,173	0
Miscellaneous	4,985	0	4,985	0
Tournament Expenses	64,992	0	0	64,992
Vehicle Licenses	1,198	0	1,198	0
Total Other Expenses	<u>304,490</u>	<u>0</u>	<u>239,498</u>	<u>64,992</u>

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Statement 6

PART II, LINE 13: INVESTMENTS - OTHER

	<u>Beginning Balance</u>	<u>Ending Balance</u>
<u>Other Investments</u>		
Bauer Cattle Loan CD	270,300	270,300
Investment in Long-Term Treasury Notes	<u>1,058,613</u>	<u>0</u>
Total Other Investments	<u><u>1,328,913</u></u>	<u><u>270,300</u></u>

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Statement 7

PART VIII, LINE 1: LIST OF OFFICERS AND DIRECTORS

APACHE FOUNDATION
ADDRESS FOR ALL OFFICERS AND DIRECTORS:
2000 Post Oak Boulevard
Suite 100
Houston, Texas 77056-4400

DIRECTORS:

Urban F O'Brien, Jon W. Sauer, Robert J Dye

OFFICERS:

G Steven Farris	President and Chief Executive Officer
Michael S Bahorich	Executive Vice President
John A. Crum	Executive Vice President
Rodney J Eichler	Executive Vice President
Roger B Plank	Executive Vice President and Chief Financial Officer
Floyd R Price	Executive Vice President
Jon A Jeppesen	Senior Vice President
P Anthony Lannie	Senior Vice President and General Counsel
W Kregg Olson	Senior Vice President
Sarah B Teslik	Senior Vice President
Thomas P. Chambers	Vice President
John J. Christmann	Vice President
Matthew W Dundrea	Vice President and Treasurer
Robert J Dye	Vice President
Margaret M Harris	Vice President
Rebecca A Hoyt	Vice President and Controller
Janine J McArdle	Vice President
Jon W. Sauer	Vice President
Cheri L. Peper	Corporate Secretary
Mark J Bright	Assistant Controller
Mark A Hackfeld	Assistant Controller
Dominic J. Ricotta	Assistant General Counsel and Assistant Secretary
Christopher M Alspach	Assistant Secretary
Jesse J Atkins	Assistant Secretary
Christopher W Barnes	Assistant Secretary
Richard D. Black	Assistant Secretary
S Brett Cupit	Assistant Secretary
Sergio Garza	Assistant Secretary
David M Holub	Assistant Secretary
Mickey Jo Lawrence	Assistant Secretary
R Kevin Layton	Assistant Secretary
Jack L Litmer	Assistant Secretary
M. Kathryn Marietta	Assistant Secretary
Mark D Rome	Assistant Secretary
Robert J. Sergesketter	Assistant Secretary
James E Sloan	Assistant Secretary
Stephen S. Williams	Assistant Secretary
Peter J Czerniakowski	Assistant Treasurer
Genie S Panaccione	Assistant Treasurer

As of April 30, 2009

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Statement 8

**CASH DEEMED HELD FOR CHARITABLE ACTIVITIES
PART X - LINE 4**

Apache Foundation considers it necessary to maintain \$2,916,499 in cash to be available for expenses associated with charitable activities. In addition, some temporary cash balances were necessary to fund the charity golf tournament. These amounts are in excess of the 1.5% of assets used in the minimum investment return calculation, and Apache Foundation considers them to be a reasonable cash balance to conduct its charitable activities.

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PART XV - LINE 3: GRANTS AND CONTRIBUTIONS

		Statement 9
<u>Recipient</u>	<u>Purpose</u>	<u>Amount</u>
Clearmont Fire Department (WY) 2709 Front Street Clearmont, WY 82835	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	\$ 2,500 00
Ronald McDonald House One Kroc Drive Oak Brook, IL 60523	To create, find and support programs that directly improve the health and well-being of children	20,000 00
Sheridan Heritage Center, Inc for Sheridan Inn restoration 856 Broadway Street P O Box 6393 Sheridan, Wyoming 82801	To restore and preserve the Sheridan Inn, a historic landmark	300,000 00
Stop Oil Seeps California 1187 Coast Village Rd , Ste 455 Santa Barbara, CA 93108	To reduce the environmental impact of natural gas and oil seep pollution on our ocean, our beaches, and our air quality, through education and awareness	2,500 00
Apache Tree Program Alabaster Caverns State Park in Freedom, OK Hwy 50 & Hwy 50-A Freedom, Oklahoma 73842	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	641 75
Anderson Elementary (HISD) 5727 Ludington Dr Houston, Texas 77095	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	612 50
Baytown Nature Center 6213 Bayway Drive Baytown, TX 77520	To protect, sustain and improve the Baytown Nature Center because of its rich historical past and its unique wildlife habitat	225 00
Beavers Bend State Park (OK) Hwy 259A Broken Bow, Oklahoma 74728	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	1,161 50
Bennett Mills Park (Houston, TX) 1500 McKinney Houston, TX 77010	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration.	2,675 00
Bernice State Park, OK 54101 East Highway 85A Afton, OK 74331	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	705 00
Black Bear Conservation P O Box 80442 Baton Rouge, LA 70898	To promote the restoration of the Louisiana black bear in its historic range, through education, research, and habitat management	72,636 80
Boys & Girls Country (Hockley, TX) 18806 Roberts Road Hockley, TX 77447-9327	To change the lives of children from families in crisis by loving and nurturing them in a Christian environment, raising them to become self-sustaining and contributing adults	275 00
Bridge Creek School, OK 2209 E Sooner Rd Blanchard OK 73010	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	570 00
Buffalo Bayou Partnership in Houston, TX 1113 Vine Street, Suite 200 Houston, Texas 77002	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	29,532 50
Central High School (OK) Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners	575 00
Chattahoochee National Fish Hatchery (GA) 4730 Rock Creek Road Suches, GA 30572	To supplement declining native stocks of coastal and lake food fish through fish propagation	900 00
Cherokee State Park, OK 28610 Park 20 Park Hill, Oklahoma 74451	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	1,310 00
City of Ada, OK Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners	13,681 50

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<u>Recipient</u>	<u>Purpose</u>	<u>Statement 9</u> <u>Amount</u>
City of Angleton, TX 121 S Velasco Angleton, Texas 77515	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	13,000 00
City of Ardmore, OK Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners	30,874 50
City of Baltimore, MD Herring Run Watershed Association 3545 Belair Road Baltimore, MD 21213	To improve the environmental and aesthetic quality of the Herring Run Watershed by conducting stewardship and education programs, and by mobilizing volunteers for monitoring, restoration and advocacy	2,100 00
City of Bethany, OK Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners	4,985 00
City of Bryan Parks Dept (TX) 1309 East Martin Luther King Boulevard Bryan, Texas 77803	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	425 00
City of Choctaw, OK Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners	739 00
City of El Reno, OK Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners	20,265 00
City of Enid, OK Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners	15,167 50
City of Galveston Parks P O Box 779, 823 Rosenberg Galveston, Texas 77553	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	3,150 00
City of Guthrie, OK Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners	21,840 00
City of Houston, TX City of Houston Parks Dept 2999 South Wayside Houston, TX 77023	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	95,000 00
City of Kingfisher, OK Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners	21 657 50
City of Lawton, OK Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners	8,248 00
City of Moore, OK Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners	43,460 00
City of Muskogee, OK Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners	21,620 00
City of Mustang, OK Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners	2,142 00

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<u>Recipient</u>	<u>Purpose</u>	<u>Statement 9</u> <u>Amount</u>
City of Nicoma Park, OK Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners	3,034 00
City of Norman, OK Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners	36,480 25
City of OKC, OK Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners	27,748 75
City of Pauls Valley, OK Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners	360 00
City of Rosenberg, TX 3720 Airport Rd Rosenberg, TX 77471	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	3,147 50
City of Shawnee, OK Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners	152,943 00
City of Stillwater, OK Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners	951 00
City of Sugar Land, TX Keep Sugar Land Beautiful 119 Brooks Street Sugar Land, TX 77478	To educate and engage everyone to take responsibility for the environmental health of our community	4,345 00
City of Tecumseh, OK Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners	2,860 50
City of The Village, OK Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners.	1,380 00
City of Turley, OK Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners	2,091 00
City of Tuttle, OK Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners	9,475 00
City of Warr Acres, OK Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners	1,370 00
City of Woodward, OK Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners	2,850 00
City of Yukon, OK Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners	28,322 50
Cross Timbers School (Edmond, OK) 4800 North Kelly Avenue Edmond, OK 73025-3010	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	535 00

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<u>Statement 9</u>	<u>Recipient</u>	<u>Purpose</u>	<u>Amount</u>
	First Step for Women (OK City, OK) 12511 S Sooner Rd Pl Oklahoma City, OK 73165	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration.	2,675 00
	Foss State Park (OK) Hwy 44 N & Hwy 73 W Foss, Oklahoma 73647	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	457 25
	Francis Tuttle Vo-Tech (Oklahoma City, OK) 12777 N Rockwell Ave Oklahoma City, OK 73142	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	871 75
	Ft Bend County 12919 Dairy Ashford Road Sugar Land, TX 77478-3286	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	88,342 25
	Gilmer ISD (Gilmer, TX) 500 S Trinity Street Gilmer, TX 75644	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	1,252 00
	Girl Scouts (Houston Metro Area) 3110 Southwest Freeway Houston, TX 77098	To help cultivate values, social conscience, and self esteem in young girls, while also teaching them critical life skills that will enable them to succeed as adults	1,175 00
	Great Salt Plains in Jet, OK Hwy 38 Jet, OK 73749	To provide quality habitat for migratory waterfowl	751 25
	Harris County Flood Control District (TX) 9900 Northwest Freeway Houston, TX 77092	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	189,850 00
	Herman Park in Houston, TX Hermann Park Conservancy 6201-A Golf Course Houston, TX 77030	To provide stewardship and improvement of Hermann Park – today and for generations to come	425 00
	Herring Run Watershed Association (Baltimore, MD) 3545 Belair Road Baltimore, MD 21213-1230	To improve the environmental and aesthetic quality of the Herring Run Watershed by conducting stewardship and education programs, and by mobilizing volunteers for monitoring, restoration and advocacy	5,502 50
	Hobart, OK Beautification Commission Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners	500 00
	Honey Creek State Park, OK 901 State Park Road Grove, OK 74344	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	1,051 50
	Houston Arboretum 4501 Woodway Drive Houston TX 77024	To provide education about the natural environment to people of all ages and to protect and enhance the Arboretum as a haven and as a sanctuary for native plants and animals	3,475 00
	Houston Audubon Society 440 Wilchester Blvd Houston, TX 77079	To promote the conservation and appreciation of birds and wildlife habitat, which it accomplishes through acquiring and maintaining critical habitat as bird sanctuaries, education programs for children and adults, advocacy efforts, and land conservation projects	1,145 00
	Houston Audubon Society-High Island 440 Wilchester Blvd Houston, TX 77079	To promote the conservation and appreciation of birds and wildlife habitat, which it accomplishes through acquiring and maintaining critical habitat as bird sanctuaries, education programs for children and adults, advocacy efforts, and land conservation projects	500 00
	Houston Habitat for Humanity 3750 North McCarty Street Houston, Texas 77029	To change lives and empower families by building homes in partnership with God and people from all walks of life	275 00
	Iberia Pansh, Louisiana 300 Iberia Street, Suite 400 New Iberia, LA 70560-4543	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	2,062 50
	Immaculate Conception Catholic Church (OK) 1314 Lynn Avenue Pawhuska, OK 74056	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	20,253 00

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<u>Recipient</u>	<u>Purpose</u>	<u>Amount</u>
Keep Brazos Beautiful (Bryan, TX) 1737 Briarcrest Suite 12 Bryan, TX 77802	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	6,171 78
Lake Eufaula Park, OK Hwy 69 & Hwy 150. Checotah, OK 74426	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	1,595 00
Lake Murray State Park (OK) P O Box 27 Overbrook, OK 73453	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	1,583 25
Lake Thunderbird State Park, OK 13101 Alameda Dr Norman, OK 73026	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	1,430 50
Legacy Land Trust in Houston, TX 10330 Lake Road Houston, TX 77070-1886	To protect the remaining open space lands surrounding Houston bayous	1,175 00
Lower Colorado River Authority (Austin, TX) 3700 Lake Austin Boulevard Austin, TX 78703-3504	To serve as a steward of the lower Colorado River by protecting the water and lands of the lower Colorado basin and informing the public about how the river affects their lives	7,880 11
Missouri City Parks (TX) 1523 Texas Parkway Missouri City, TX 77489	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	3,250 00
Nat Fish & Wildlife Ser -Yahoola Hatchery 4730 Rock Creek Road Suches, GA 30572	To supplement declining native stocks of coastal and lake food fish through fish propagation	10,090 50
Natural Falls State Park, OK Rt 4, Box 32 West Siloam Springs Colcord, OK 74338	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	2,641 50
Nature Discovery Center (Bellaire, TX) 7112 Newcastle Street Bellaire, TX 77401-5225	To ignite life-long curiosity, understanding, and respect for nature through education	1,175 00
Needville Harvest Park (Needville, TX) 3001 Violet Street Needville, TX 77461	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	337 50
Needville ISD (Needville, TX) 16417 Highway 36 Needville, TX 77461	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	500 00
NFWS Bear's Bluff Fish Hatchery in Wadmalaw Island, SC P O Box 69 7030 Bears Bluff Rd Wadmalaw Island, SC 29487	To supplement declining native stocks of coastal and lake food fish through fish propagation	750 00
Norfolk National Fish Hatchery (AR) 1414 Highway 177 South Mountain Home AR 72653	To supplement declining native stocks of coastal and lake food fish through fish propagation	1,500 00
North Lake College (Irving, TX) 5001 North Macarthur Boulevard Irving, TX 75038	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	390 00
Oakwood East HOA 2044 Ridgeview Rd Midwest City, OK 73130	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	419 00
Oklahoma City Zoo 2101 Northeast 50th Street Oklahoma City, OK 73111-7199	To preserve the Earth's natural resources through conservation, education, awareness and scientific research	995 00
Oklahoma Forestry 2800 N Lincoln Blvd Oklahoma City, OK 73105	To conserve, enhance and protect the forest resources of Oklahoma for present and future generations	6,612 50
Pasadena Parks Dept (TX) 3111 San Augustine Pasadena, TX 77503	To maintaining a safe environment for all while providing programming, facilities and relationships which enrich and enlighten the lives of all families thus building a strong, healthy foundation for our future	6,100 00

APACHE FOUNDATION
F.E.I.N. 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/08 TO 04/30/09

PART XV - LINE 3: GRANTS AND CONTRIBUTIONS

<u>Recipient</u>	<u>Purpose</u>	<u>Statement 9</u> <u>Amount</u>
Pointe Homewowners Assoc , OK 6500 N Grand Blvd Oklahoma City, OK 73116	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	539 50
Red Rock Canyon State Park (OK) Red Rock Canyon State Park Hinton, Oklahoma 73047	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	4,292 75
Sequoyah State Park, OK 6237 E 100th St N Wagoner, Oklahoma 74467	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	1,600 50
South Pointe Church, OK 13300 Straka Farm Rd Oklahoma City, OK 73173	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	2,931 00
St Genevieve Catholic School & Youngsville Christian School 1500 E Willow St Lafayette, LA 70501	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	297 00
St Thomas University (Houston, TX) 3800 Montrose Boulevard Houston, TX 77092	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	11,000 00
Studio Mid Del Public Art Center in OKC, OK 5900 N Short St Oklahoma City, OK 73110	To promote goodwill between artists and the community	454 95
Summit View Cemetery in Guthrie, OK 1808 North Pine Street Guthrie, OK 73044	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	520 00
Terrebonne Parish Tree Board (Tree Give-Away event) P O Box 2768 Houma, LA 70361	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration.	1,850 00
Town of Bromife, OK Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners	487 50
Town of Cashion, OK Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners	11,475 00
Town of Stonewall, OK Tree Bank Foundation 16301 North Rockwell BLDG A Edmond, Oklahoma 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners.	17,500 00
Travis County Texas 411 W 13th Street, 11th Floor Austin, TX 78701	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	30,000 00
Tree Bank Foundation (OK) 16301 N Rockwell, Bldg A Edmond, OK 73013	To educate the public and build a stronger sense of community through the promotion, development and management of urban forestry projects with public and private partners	29,274 00
TreeFolks in Austin P.O Box 704 Austin, Texas 78767	To grow the urban forest of Central Texas through tree planting, education and community partnerships	64,434 72
TreesAcadiana P O Box 51467 Lafayette, LA 70505-1467	To maintain the community's living environment through public tree plantings, providing education on the importance of planting and conserving trees and urban forests and, supporting the preservation of historic trees and green spaces	2,327 00
Tupelo National Fish Hatchery (MS) 111 Elizabeth Street Tupelo, MS 38802	To supplement declining native stocks of coastal and lake food fish through fish propagation	1,100 00
Twin Bldges State Park, OK 14801 S Hwy 137 Fairland, OK 74343	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration.	705 00

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Statement 9

<u>Recipient</u>	<u>Purpose</u>	<u>Amount</u>
Up With Trees (Tulsa, OK) 1102 South Boston Avenue Tulsa, Oklahoma 74119	To beautify greater Tulsa by planting trees and to create urban forestry awareness through education	100,250 00
US Fish & Wildlife Service (GA) USFWS Fisheries and Habitat Conservation 1849 C Street, N W Washington, D C 20240	To work with others to conserve, protect and enhance fish, wildlife, and plants and their habitats for the continuing benefit of the American people	1,234 65
US Fish & Wildlife Service (SC) USFWS Fisheries and Habitat Conservation 1849 C Street, N W Washington, D C 20240	To work with others to conserve, protect and enhance fish, wildlife, and plants and their habitats for the continuing benefit of the American people	1,410 00
US Fish & Wildlife Services (LA) USFWS Fisheries and Habitat Conservation 1849 C Street, N W Washington, D C 20240	To work with others to conserve, protect and enhance fish, wildlife, and plants and their habitats for the continuing benefit of the American people	3,581 91
USFWS Conservancy Partner (GA) USFWS Fisheries and Habitat Conservation 1849 C Street, N W Washington, D C 20240	To work with others to conserve, protect and enhance fish, wildlife, and plants and their habitats for the continuing benefit of the American people	2,354 41
Veritas Academy in Bellaire, TX 7000 Ferris Street Bellaire, TX 77401-3921	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	350 00
Vermilionville, LA Bayou Vermilion District 340 Fisher Road Lafayette, LA 70508	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	181 44
Warm Springs National Fish Hatchery (GA) 5308 Spring Street Warm Springs, GA 31830	To supplement declining native stocks of coastal and lake food fish through fish propagation	900 00
West U Elementary, Houston TX 3756 University Boulevard Houston, TX 77005-2898	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	672 50
Wolf Creek National Fish Hatchery (KY) 50 Kendall Road Jamestown, KY 42629-6502	To supplement declining native stocks of coastal and lake food fish through fish propagation	2,438 00
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