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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
Treated as a Private Foundation

OMB No 1545-0052

2009

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

For calendar year **2009**, or tax year beginning **MAY 01**, 2009, and ending **APRIL 30**, 2010G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation APACHE FOUNDATION		A Employer identification number 41-6031039
	Number and street (or P O box number if mail is not delivered to street address) 2000 POST OAK BLVD.	Room/suite 100	B Telephone number (see page 10 of the instructions) 713-296-6000
	City or town, state, and ZIP code HOUSTON, TX 77056-4400		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 foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 8,731,902

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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	2,120,100	STMT 1		
	2 Check ☐ if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments	1,684	1,684	1,684	
	4 Dividends and interest from securities				
	5a Gross rents	84,376	84,376	84,376	
	b Net rental income or (loss)	-32,462			
	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)	120,621	0			
12 Total. Add lines 1 through 11	2,326,781	86,060	86,060		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	164,371		164,371	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	69,713	0	69,713	
	19 Depreciation (attach schedule) and depletion	154,852	0	154,852	
	20 Occupancy	160,903		160,903	
	21 Travel, conferences, and meetings	8,813		8,813	
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 5	384,075		318,614	65,461
	24 Total operating and administrative expenses. Add lines 13 through 23	942,727		877,266	65,461
	25 Contributions, gifts, grants paid	1,680,432			1,680,432
26 Total expenses and disbursements Add lines 24 and 25	2,623,159		877,266	1,745,893	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-296,378				
b Net investment income (if negative, enter -0-)		86,060			
c Adjusted net income (if negative, enter -0-)					

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

JSA

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	3,751,353	1,969,005	1,969,005
	2 Savings and temporary cash investments			
	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 16 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	84,855	85,117	85,117
	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)	270,300	270,300	270,300
	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶	6,736,724 329,244	6,407,480	6,407,480
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,408,922	8,731,902	8,731,902	
Liabilities	17 Accounts payable and accrued expenses	416,427	35,785	
	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 ▶)	725	725	
	23 Total liabilities (add lines 17 through 22)	417,152	36,510	
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	8,991,769	8,695,391	
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see page 17 of the instructions)	8,991,770	8,695,392		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	9,408,922	8,731,902		

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	8,991,770
2 Enter amount from Part I, line 27a	2	-296,378
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	8,695,392
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	8,695,392

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 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) 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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):					
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).					
If (loss), enter -0- in Part I, line 8,			3		

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

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

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

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))
2008			
2007			
2006			
2005			
2004			
2 Total of line 1, column (d)			
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			
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			
5 Multiply line 4 by line 3			
6 Enter 1% of net investment income (1% of Part I, line 27b)			
7 Add lines 5 and 6			
8 Enter qualifying distributions from Part XII, line 4			
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)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	N/A
Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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 2009 estimated tax payments and 2008 overpayment credited to 2009	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 2010 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?	1a	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)?	1b	X
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.		
c Did the foundation file Form 1120-POL for this year?	1c	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?	2	X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	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	7	X
8 a 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	8b	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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?	13	X	

Website address **▶** NONE

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 2009? ☐ 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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ 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 2009 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 2009.) ☐ 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 2009? ☐ 4b X		

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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 "Yes" to 6b, file Form 8870.

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

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.	Expenses
1 EXPEDITIONARY LEARNING SCHOOLS OUTWARD BOUND INC.: TO PROVIDE SCHOOL LEADERS AND TEACHERS WITH PROFESSIONAL DEVELOPMENT, CURRICULUM PLANNING RESOURCES AND NEW SCHOOL STRUCTURES TO BOOST STUDENT ENGAGEMENT, CHARACTER AND ACHIEVEMENT.	750,000
2 OKLAHOMA TREE BANK FOUNDATION: 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.	245,922
3 UP WITH TREES (OK): TO BEAUTIFY GREATER TULSA BY PLANTING TREES AND TO CREATE URBAN FORESTRY AWARENESS THROUGH EDUCATION.	143,259
4 TREEFOLKS (AUSTIN, TX): TO GROW THE URBAN FOREST OF CENTRAL TEXAS THROUGH TREE PLANTING, EDUCATION AND COMMUNITY PARTNERSHIPS.	69,827

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	2,599,619
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,599,619
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	2,599,619
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	2,599,619
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 2009 from Part VI, line 5	2a	
b	Income tax for 2009. (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	1,745,893
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	1,745,893
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	1,745,893

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009.				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e				
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 1,745,893				
a Applied to 2008, 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 2009 distributable amount				
e Remaining amount distributed out of corpus . .	1,745,893			
5 Excess distributions carryover applied to 2009 . (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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,745,893			
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 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				
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 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,745,893			
10 Analysis of line 9.				
a Excess from 2005	396,532			
b Excess from 2006	133,113			
c Excess from 2007	309,339			
d Excess from 2008	1,767,383			
e Excess from 2009	1,745,893			

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 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	
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 28 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year STATEMENT 9				
Total.			3a	1,680,432
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 29 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

Date _____

VICE PRESIDENT
Title

**Paid
Preparer'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

OMB No 1545-0047

2009

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

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 an organization 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 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 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 (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions 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 990-EZ that received from any one contributor, during the year, 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. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does 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	G. STEVEN FARRIS 2000 POST OAK BLVD., SUITE 100 HOUSTON, TX 77056-4400	\$ 118,330	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
2	APACHE CORPORATION 2000 POST OAK BLVD., SUITE 100 HOUSTON, TX 77056-4400	\$ 2,000,000	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.)
			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>	TREES _____ _____ _____	\$ <u>118,330</u>	<u>01/31/10</u>
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

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.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.) ► \$ N/A

(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

APACHE FOUNDATION
F.E.I.N 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/09 TO 04/30/10

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

STATEMENT 1

<u>Donor</u>	<u>Description</u>	<u>Date</u>	<u>Amount</u>
Apache Corporation	Cash	11/25/09	1,000,000
R W Sharum	Cash	12/30/09	180
Apache Corporation	Cash	01/06/10	1,000,000
Total Cash			<u>2,000,180</u>
Steve Farris	Trees	01/31/10	118,330
Raymond Plank	Trees	03/01/10	<u>1,590</u>
Total Contributions Received			<u>2,120,100</u>

APACHE FOUNDATION
F.E.I.N 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/09 TO 04/30/10

PART I, LINE 11: OTHER INCOME

Statement 2

Other Tournament Revenue	8,191
Tournament Fees	<u>112,430</u>
 Total Other Income	 <u><u>120,621</u></u>

APACHE FOUNDATION
F.E.I.N. 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/09 TO 04/30/10

Statement 3

PART I, LINE 18: TAXES

Taxes

Property Taxes	37,464
Payroll Taxes	<u>32,249</u>
Total Taxes	<u><u>69,713</u></u>

APACHE FOUNDATION
F.E.I.N 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/09 TO 04/30/10

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		1,673,995	0	0	0	1,673,995
Land	83,835		83,835	0	0	0	83,835
Land (Lot 12 - Apache Village)	77,097		77,097	0	0	0	77,097
Land (Lot 30 - Apache Village)	35,376		35,376	0	0	0	35,376
Land (Lot 25 - Apache Village) - land portion	30,000		30,000	0	0	0	30,000
Land (Lot 25 - Apache Village) - pending remodeling	0		0	0	0	0	0
Land - Irrigation	40,804		40,804	2,720	1,360	4,080	36,724
Land - Irrigation	11,090		11,090	678	370	1,048	10,042
Land - Irrigation	22,428		22,428	1,371	748	2,119	20,309
Land - Irrigation	28,936		28,936	1,528	965	2,493	26,443
Land - Irrigation (line extension)	376		376	26	13	39	337
Land - Irrigation Improvement (Bird Farm & Trees)	165,589		165,589	3,449	5,914	9,363	156,226
Land - Irrigation System	21,071		21,071	2,048	702	2,750	18,321
Land - Irrigation System	1,345		1,345	131	45	176	1,169
Land - Irrigation System for Bird Farm Fields	81,303		81,303	4,742	2,710	7,452	73,851
Land - Irrigation System for Brug Farm	34,949		34,949	2,038	1,165	3,203	31,746
Land - K-Line	2,804		2,804	171	93	264	2,540
Land - Pipeline in Childress	64,402		64,402	3,579	2,147	5,726	58,676
Land - Pump for Irrigation	1,471		1,471	356	159	515	956
Land - Stock Well	5,478		5,478	473	183	656	4,822
Land - Trees	4,940		4,940	536	165	701	4,239
Land - Trees	1,062		1,062	100	35	135	927
Land - Trees	1,236		1,236	86	41	127	1,109
Land - Trees	1,634		1,634	108	54	162	1,472
Land - Trees	58,500		58,500	3,088	1,950	5,038	53,462
Land - Trees	9,206		9,206	358	307	665	8,541
Land - Trees & irrigation	7,150		7,150	694	238	932	6,218
Land - Trees / Planting	5,664		5,664	551	189	740	4,924
Land - Wildlife Pipeline	34,119		34,119	3,411	1,137	4,548	29,571
Land - Trees (Donation from Steve Farns)	0	118,330	118,330	0	5,841	5,841	112,489
Land - Pump for Irrigation	0	26,322	26,322	0	3,045	3,045	23,277
Land - Irrigation	0	39,542	39,542	0	1,220	1,220	38,322
Land - Boom to Pull Irrigation Pumps	0	14,344	14,344	0	1,334	1,334	13,010
Land - Irrigation	0	30,107	30,107	0	651	651	29,456
Land - Irrigation	0	3,809	3,809	0	82	82	3,727
Land - Trees	0	145,759	145,759	0	3,149	3,149	142,610
Land - 20 2" Honda Pumps	0	17,491	17,491	0	208	208	17,283
Land - Hydroseed (Tree House)	2,700		2,700	0	0	0	2,700
Land - Irrigation (Apache Village)	10,553		10,553	0	0	0	10,553
Land - Irrigation (Apache Village)	12,970		12,970	0	0	0	12,970
Land - Irrigation (Tree House)	6,975		6,975	0	0	0	6,975
Land - Irrigation for Memorial Grove	31,460		31,460	0	0	0	31,460
Land - Landscaping (Tree House)	1,240		1,240	0	0	0	1,240
Land - Landscaping at Legacy Cabin	16,101		16,101	895	537	1,432	14,669
Land - Road for Founders Cabin	3,210		3,210	499	214	713	2,497
Land - Trees (Apache Village)	10,510		10,510	0	0	0	10,510
Land - Trees (Apache Village)	7,761		7,761	0	0	0	7,761
Land - Trees (Apache Village)	6,202		6,202	0	0	0	6,202
Land - Trees (Apache Village)	3,066		3,066	0	0	0	3,066
Land - Trees (Apache Village)	4,701		4,701	0	0	0	4,701
Land - Trees (Apache Village)	3,100		3,100	0	0	0	3,100
Land - Trees (Apache Village)	19,850		19,850	0	0	0	19,850
Land - Trees (Apache Village)	11,893		11,893	0	0	0	11,893
Land - Trees (Apache Village)	3,594		3,594	0	0	0	3,594
Land - Trees (Apache Village)	1,907		1,907	0	0	0	1,907
Land - Trees (Look-Out Pt)	1,650		1,650	0	0	0	1,650
Land - Trees (Tree House)	794		794	0	0	0	794
Land - Wells/Pumps (Apache Village)	5,835		5,835	2,045	541	2,586	3,249
Land - Trees (Memorial Grove)	12,275		12,275	0	0	0	12,275
Land - Trees (Apache Village)	51,952		51,952	0	0	0	51,952
Land - Trees (Apache Village)	21,191		21,191	0	0	0	21,191
Land - Trees (Apache Village)	1,452		1,452	0	0	0	1,452
Land - Irrigation (Apache Village)	6,380		6,380	0	0	0	6,380
Land - Trees (Apache Village)	15,400		15,400	0	0	0	15,400
Land - Trees (Apache Village)	7,128		7,128	0	0	0	7,128
Land - Trees (Apache Village)	39,155		39,155	0	0	0	39,155
Land - Trees (Apache Village)	31,740	(31,740)	0	0	0	0	0
Land - Irrigation (Apache Village)	48,897	(48,897)	0	0	0	0	0
Land - Dnvway for Tree House	0	8,928	8,928	0	446	446	8,482
Land - Trees (Pt Lookout & Legacy Cabins)	0	1,590	1,590	0	0	0	1,590

APACHE FOUNDATION
F.E.I.N 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/09 TO 04/30/10

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
Leasehold Imprv - water line proj / rocks for streambed	96,744		96,744	6,823	2,481	9,304	87,440
Leasehold Imprv - wire fencing	15,818		15,818	1,082	406	1,488	14,330
Leasehold Imprv - wildlife pipeline / water well	27,771		27,771	1,839	712	2,551	25,220
Leasehold Imprv - steel / wire Fence	16,056		16,056	789	412	1,201	14,855
Leasehold Imprv - ranch fencing	16,016		16,016	685	411	1,096	14,920
Leasehold Imprv - HVAC System (Bauer Ranch)	6,272		6,272	654	803	1,457	4,815
Leasehold Imprv - Finger Lakes Reservoir	501,433		501,433	7,500	12,857	20,357	481,076
Leasehold Imprv - 3 Dams Big Red Drainage	83,280		83,280	1,240	2,975	4,215	79,065
Leasehold Imprv - tree fencing	0	86,495	86,495	0	2,670	2,670	83,825
Leasehold Imprv - Lower Lakes Bentonite	0	62,270	62,270	0	998	998	61,272
Deer Cages for Planted Trees	1,960		1,960	605	193	798	1,162
DSL Data Network	6,086		6,086	1,355	676	2,031	4,055
Fencing - Apache Village	9,487		9,487	3,561	847	4,408	5,080
Fencing - Tree House	10,605		10,605	2,979	1,090	4,069	6,536
Wire Fencing / Cages - Apache Village	3,575		3,575	1,005	367	1,372	2,203
Furnishings for Legacy Cabin	13,473		13,473	3,262	1,459	4,721	8,752
Furnishings for Shady Lane Cabin	18,478		18,478	5,551	1,847	7,398	11,080
Furnishings/ Fixtures for Tree House	12,498		12,498	3,754	1,250	5,004	7,494
John Deere Skid Loader	29,762		29,762	10,675	2,727	13,402	16,360
MS 361 Chain Saw & Case	684		684	173	73	246	438
Posts & Wire - Tree Program	7,727		7,727	1,495	890	2,385	5,342
Stihl Tnmmer	244		244	61	26	87	157
Tree Irrigator	1,160		1,160	225	133	358	802
94 Chevy Truck	9,000		9,000	1,348	1,093	2,441	6,559
2007 Honda ATV	5,424		5,424	812	659	1,471	3,953
08 GMC Truck	26,860		26,860	4,326	3,220	7,546	19,314
2008 Lamar Flatbed	4,835		4,835	724	587	1,311	3,524
Blinds & Shades for Hippy House	3,357		3,357	427	419	846	2,511
Outdoor table & chairs-Legacy Cabin	819		819	95	104	199	620
Utility Fabnc-Tree Fencing	2,952		2,952	308	378	686	2,266
Defibnllator	2,036		2,036	212	261	473	1,563
Appliances for Hippy House	3,956		3,956	368	513	881	3,075
Fencing-Coal Creek	8,658		8,658	805	1,122	1,927	6,731
Tree Wire Fencing / Cages	5,123		5,123	418	673	1,091	4,032
02 Chevy Avalanche	13,270		13,270	1,084	1,741	2,825	10,445
Water Circle - Piney Pivots	3,831		3,831	182	521	703	3,128
Wire Fencing - Trees	12,768		12,768	152	1,759	1,911	10,857
Steel Fence Posts - Trees	21,600		21,600	0	2,989	2,989	18,611
Fencing - Sahara & Maxstead Pastures	13,581		13,581	0	801	801	12,780
Corrals	17,136	5,661	22,797	0	1,344	1,344	21,453
Fence Post Driver	0	5,613	5,613	0	649	649	4,964
Furnace/AC - Hippy House	0	5,548	5,548	0	579	579	4,969
Fencing - Bauer House	0	3,767	3,767	0	350	350	3,417
Wire Fencing - Trees	0	18,181	18,181	0	1,485	1,485	16,696
Firewood Processor	0	31,797	31,797	0	2,236	2,236	29,561
Fencing - Childress Pasture Tree Plot	0	12,381	12,381	0	871	871	11,510
Fencing - Trees	0	18,055	18,055	0	215	215	17,840
Polans Ranger Vehicle	0	10,300	10,300	0	123	123	10,177
Log Cabin - Tree House	365,379		365,379	29,464	12,179	41,643	323,735
Log Cabin - Shady Lane Cabin - One Bedroom	199,604		199,604	16,105	6,902	23,007	176,597
Log Cabin - Founders/Legacy Cabin - Two Bedroom	296,894		296,894	18,143	9,896	28,039	268,855
Hippy House - under remodeling	275,799		275,799	8,427	9,193	17,620	258,179
Garn Building/Bnquette Facility	397,294	196,738	594,032	0	14,668	14,668	579,364
Upper Shuman House	0	159,255	159,255	0	1,021	1,021	158,234
East Coal Creek House	0	163,914	163,914	0	1,051	1,051	162,863
West Coal Creek House	0	154,358	154,358	0	989	989	153,369
Total	5,476,806	1,259,918	6,736,724	174,392	154,852	329,244	6,407,480

APACHE FOUNDATION
F.E.I.N. 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/09 TO 04/30/10

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	1,499	0	1,499	0
Business Expense	637	0	637	0
Consulting Services	30,120	0	30,120	0
Insurance	23,451	0	23,451	0
Office Supplies	1,258	0	1,258	0
Postage/Freight	295	0	295	0
Regulatory & Filing Fees	25	0	25	0
Shop Tools/Supplies	7,084	0	7,084	0
Subscriptions	108	0	108	0
Repairs & Maintenance	257,741	0	257,741	0
Miscellaneous	-5,055	0	-5,055	0
Tournament Expenses	65,461	0	0	65,461
Vehicle Licenses	1,451	0	1,451	0
Total Other Expenses	<u>384,075</u>	<u>0</u>	<u>318,614</u>	<u>65,461</u>

APACHE FOUNDATION
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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	<u>270,300</u>	<u>270,300</u>
Total Other Investments	<u><u>270,300</u></u>	<u><u>270,300</u></u>

APACHE FOUNDATION
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FORM 990-PF
FOR PERIOD 05/01/09 TO 04/30/10

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 Gregg 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
Margery M Harris	Vice President
Rebecca A. Hoyt	Vice President and Controller
Janine J McArdle	Vice President
Aaron S G Merrick	Vice President
Urban F O'Brien	Vice President
Douglas E. O'Neil	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
Robert J Sergesketter	Assistant Secretary
Stephen S. Williams	Assistant Secretary
Peter J Czerniakowski	Assistant Treasurer
Genie S Panaccione	Assistant Treasurer

As of April 30, 2010

**APACHE FOUNDATION
F.E.I.N. 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/09 TO 04/30/10**

Statement 8

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

Apache Foundation considers it necessary to maintain \$2,599,619 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.

APACHE FOUNDATION
F.E.I.N. 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/09 TO 04/30/10

PART XV - LINE 3: GRANTS AND CONTRIBUTIONS

		Statement 9
<u>Recipient</u>	<u>Purpose</u>	<u>Amount</u>
Acorns of Hope (LA) 740 S Main St Church Point, LA 70525	To plant trees and educate the community on coastal erosion and the importance of replacing trees destroyed in the devastations of Hurricanes Katrina, Rita, and the many other recent storms that have ravaged the coastline	\$ 6,825 00
Ambleside School (Fredericksburg, TX) P O Box 2976 Fredericksburg, TX 78624	to build and to serve a worldwide community of schools and training centers that provide what Charlotte Mason called a "living education," guiding and empowering students, parents and teachers to author lives which are full and free, rich in relationship to God, self, others, ideas, and all of creation	1,160 32
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	14,032 50
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
Bruce Vento Nature Sanctuary (St Paul, MN) 25 W 4th St 400 CHA Saint Paul, MN 55102	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	3,000 00
Buffalo Bayou Partnership 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	8,579 50
Cameron University (Lawton, OK) 2800 W Gore Blvd Lawton, OK 73505-6377	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	1,435 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	17,902 50
City of Baytown - Parks Dept 1210 Park Street Baytown, TX 77520	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	940 00
City of Baytown, TX 1210 Park Street Baytown, TX 77520	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	577 76
City of Channing, TX P O Box 34 Channing, TX 79018	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	677 60
City of Chickasha, OK Tree Bank Foundation 16301 N Rockwell Ave Building 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	4,480 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	17,500 00
City of Fairfax, OK Tree Bank Foundation 16301 N Rockwell Ave Building 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	1,630 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	6,175 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	11,400 00
City of Katy, TX 5718 2nd Street Katy, TX 77493	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

APACHE FOUNDATION
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FORM 990-PF
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PART XV - LINE 3: GRANTS AND CONTRIBUTIONS

<u>Recipient</u>	<u>Purpose</u>	<u>Statement 9</u>
<u>Amount</u>		
City of Kendleton, TX P O Box 809 430 FM 2919 Kendleton, TX 77451	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	3,800 00
City of Kenner, LA 1801 Williams Blvd, Building C, ste 302 Kenner, LA 70062	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	2,167 50
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	505 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	665 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	3,500 00
Expeditionary Learning Schools Outward Bound Inc National office 247 West 35th Street, 8th Floor New York, NY 10001	Partner with schools, districts and charter boards to open new schools and transform existing schools To provide school leaders and teachers with professional development, curriculum planning resources and new school structures to boost student engagement, character and achievement	750,000 00
Ft Worth Parks 2525 Joe B Rushing Rd Fort Worth, TX 76119	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	2,850 00
Ft Bend County - Refund for double payment 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	(29,387 50)
Ft Bend Toll Road Fort Bend Parkway Beautification Project c/o Trees for Houston P O Box 13096 Houston, TX 77219-3096	To aid, assist, and act on behalf of the County in the performance of its essential government purposes, including toll road projects	3,850 00
Gettysburg Foundation (Gettysburg, PA) Rupp House 451 Baltimore Street Gettysburg, PA 17325	To enhance the preservation and understanding of the heritage and lasting significance of Gettysburg	16,200 35
Gulf Coast SWCD 1400 Gertsner Memorial Drive, Suite B Lake Charles, LA 70601	To take available technical, financial and educational resources, whatever their source, and or focus coordinate them so that they may meet the needs of the local land manager with conservation of the soil, water, and related natural resources	380 50
Harris County Flood Contrl District 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	38,100 00
HCTRA (Harris County Toll Road Authority) 7701 Wilshire Place Drive Houston, TX 77040	To improve mobility in the Greater Houston Metropolitan area through excellence in the operation of urban toll highway systems, while upholding a commitment to leadership, public service, and quality of life	66,837 50
Herman 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
Holy Trinity Chrsian School (Edmond, OK) 308 N W 164th Street Edmond, Oklahoma 73013-2006	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	995 00
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	4,225 00
Houston Audubon - 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	3,850 00

APACHE FOUNDATION
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FOR PERIOD 05/01/09 TO 04/30/10

PART XV - LINE 3. GRANTS AND CONTRIBUTIONS

Statement 9

<u>Recipient</u>	<u>Purpose</u>	<u>Amount</u>
Keep Brazos Beautiful 1737 Bnarcresst 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	3,600 00
LCRA TX 3700 Lake Austin Blvd Austin, Texas 78703	To provide reliable, low-cost utility and public services in partnership with our customers and communities and to use our leadership and environmental authority to ensure the protection and constructive use of the area's natural resources	12,991 00
Memorial Park (Houston, TX) PO Box 131024 Houston, TX 77219	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	15,250 00
Mission West Elementary (Houston, Tx) 7325 Clodine-Reddick Road Houston, TX 77083-3625	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	200 00
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	1,925 00
Monarch School (Houston, TX) 2815 Rosefield Drive Houston, TX 77080-2605	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	837 50
Nature Conservancy (Silsbee, TX) 3888 Highway 327 Silsbee, TX 77656	To protect ecologically important lands and waters for nature and people	1,322 64
Nature Conservancy LA P O Box 4125 Baton Rouge, LA 70821	To protect ecologically important lands and waters for nature and people	14,025 00
New Orleans, City Park 1 Palm Drive New Orleans, LA 70124	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	2,125 00
New Orleans, Hike for Katrina P O Box 19516 New Orleans, LA 70179	To replant the many trees lost due to Hurricane Katrina and the levee failures in Greater New Orleans	4,250 00
Noble Now (Noble, OK) Tree Bank Foundation 16301 N Rockwell Ave Building 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	2,150 00
OK Tree Bank Foundation 16301 N Rockwell 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	245,921 75
OKC Zoo 2101 NE 50th St OKC, OK 73111	Dedicated to the preservation of the Earth's natural resources through conservation, education, awareness and scientific research	220 00
Oklahoma Christian University 2501 East Memorial Road Edmond, OK 73013	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	1,474 00
Oklahoma Turnpike Authority 3500 North Martin Luther King Avenue Oklahoma City, OK 73111-4295	To construct, maintain, repair and operate turnpike projects	505 00
Pinebrook Wetlands (Houston, TX) Houston Audubon Society 440 Wilchester Blvd Houston, TX 77079	To restore and preserve natural wildlife habitat in Pine Brook	1,250 00
Quail Springs Condo Association (OKC, OK) Tree Bank Foundation 16301 N Rockwell Ave Building 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	742 50
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	55,000 00

APACHE FOUNDATION
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RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/09 TO 04/30/10

PART XV - LINE 3: GRANTS AND CONTRIBUTIONS

Statement 9

<u>Recipient</u>	<u>Purpose</u>	<u>Amount</u>
Rotary Rebuilds Slidell (LA) P O Box 4158 Slidell, Louisiana 70459	To provide humanitarian service, encourages high ethical standards in all vocations, and helps build goodwill and peace in the world	1,750 00
School of Math & Science (OKC, OK) 1141 North Lincoln Boulevard Oklahoma City, OK 73104	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
Shawnee Chamber of Commerce (Shawnee, KS) 15100 W 67th Street, Suite 202 Shawnee, KS 66217-9344	To preserve the best possible business climate and quality of life for Shawnee	8,550 00
Southeastern LA State University SLU 10469 Hammond, LA 70402	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	2,337 50
St Bernard Parish 8201 West Judge Perez Drive Chalmette, LA 70043	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	26,000 00
Sunbeam Services (OKC, OK) 616 N W 21st Street Oklahoma City, OK 73103	Dedicated to providing the highest quality of care for the poor and working poor in our community	2,150 00
Tecumseh Chamber of Commerce (Tecumseh, MI) 132 West Chicago Boulevard Tecumseh, MI 49286	To promote and enhance professional and business interests and to increase the general welfare and prosperity of the Tecumseh area	2,945 00
Terrebonne Parish Tree Board (Houma, LA) 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	1,075 00
Terrebonne Parish, LA 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	500 00
Texas Parks & Wildlife 4200 Smith School Road Austin, TX 78744	To manage and conserve the natural and cultural resources of Texas and to provide hunting, fishing and outdoor recreation opportunities for the use and enjoyment of present and future generations	42,735 26
Thomas Trails Homeowners Association (Edmond, OK) Tree Bank Foundation 16301 N Rockwell Ave Building 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	7,020 50
TPWD Sea Center (Lake Jackson, TX) 300 Medical Drive Lake Jackson, Texas 77566	To educate the public about the natural resources of the Texas coast as well as help assure that fisheries resources continue to be enjoyed by future generations	3,537 50
TreeFolks (Austin, TX) P O Box 704 Austin, Texas 78767	To grow the urban forest of Central Texas through tree planting, education and community partnerships	69,826 65
Trees for Houston 4550 Post Oak Place Drive, Suite 310 Houston, TX 77027	To plant, promote and protect trees all over the greater Houston area	3,850 00
TXDOT 7600 Washington Avenue Houston, TX 77007	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	28,232 83
U of L at Lafayette, LA 104 University Circle Lafayette LA 70504	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	1,100 00
Up With Trees (OK) 1102 South Boston Avenue Tulsa, Oklahoma 74119	To beautify greater Tulsa by planting trees and to create urban forestry awareness through education	143,258 72
Upper Lafayette Development (LA) P O Box 53107 Lafayette LA 70505	To enhance and direct the positive, planned growth of Upper Lafayette, focusing on quality of life, while participating in the overall development of the Greater Lafayette Metropolitan Area	1,100 00
Upper Lafayette Economic Development (LA) P O Box 53107 Lafayette LA 70505	To enhance and direct the positive, planned growth of Upper Lafayette, focusing on quality of life, while participating in the overall development of the Greater Lafayette Metropolitan Area	3,300 00

APACHE FOUNDATION
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FOR PERIOD 05/01/09 TO 04/30/10

PART XV - LINE 3: GRANTS AND CONTRIBUTIONS

Statement 9

<u>Recipient</u>	<u>Purpose</u>	<u>Amount</u>
Wilkinson Elementary (Conroe, TX) 2575 Ed Kharbat Dr Conroe, TX 77301-2368	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	354 74
Youth & Family Services(El Reno, OK) 7565 E US Highway 66 El Reno, OK 73036-9120	To combat juvenile delinquency, engage in the care and housing of children (orphanage, etc), and crime prevention	505 00
		<u>\$ 1,680,431 62</u>

- 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, 2011
- For calendar year _____, or other tax year beginning MAY 1, 2009, and ending APRIL 30, 2010
- 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 ☒ [Signature] Title ☒ VICE PRESIDENT Date ☒ 12/1/2010

**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, 2010, 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, 2009, and ending APRIL 30, 2010.

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)