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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning MAY 1, 2013, and ending APRIL 30, 2014

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		B Telephone number (see instructions) 713-296-6000						
Room/suite 100								
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77056-4400								
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☒ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☒ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	C If exemption application is pending check here ☐
☐ Initial return	☒ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
H Check type of organization: <table border="0"> <tr> <td>☒ Section 501(c)(3) exempt private foundation</td> <td>☐ Section 4947(a)(1) nonexempt charitable trust</td> <td>☐ Other taxable private foundation</td> </tr> </table>		☒ Section 501(c)(3) exempt private foundation	☐ Section 4947(a)(1) nonexempt charitable trust	☐ Other taxable private foundation	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐			
☒ 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) ▶ \$ 5,653,735		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐						
J Accounting method: ☐ Cash ☒ Accrual Other (specify) _____								

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 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) if the foundation is not required to attach Sch B	1,500,000	STMT 1		
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	499	499	499	
4	Dividends and interest from securities				
5a	Gross rents	26,130	26,130	26,130	
b	Net rental income or (loss)	-104,222			
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	159,368			
12	Total. Add lines 1 through 11	1,685,997	26,629	26,629	
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages	121,225		121,225	
15	Pension plans, employee benefits	23,781		23,781	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	28,812		28,812	
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 3	32,562		32,562	
19	Depreciation (attach schedule) and depletion	173,410		173,410	
20	Occupancy	21,747		21,747	
21	Travel, conferences, and meetings	1,470		1,470	
22	Printing and publications	26,547		26,547	
23	Other expenses (attach schedule) STMT 4	499,932		499,932	
24	Total operating and administrative expenses. Add lines 13 through 23	929,486		929,486	
25	Contributions, gifts, grants paid	723,005			723,005
26	Total expenses and disbursements. Add lines 24 and 25	1,652,491		929,486	723,005
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	33,506			
b	Net investment income (if negative, enter -0-)		26,629		
c	Adjusted net income (if negative, enter -0-)				

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Operating and Administrative Expenses

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	2,084,388	1,960,887	1,960,887
	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 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	95,365	96,274	96,274
	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)			
	14	Land, buildings, and equipment basis STMT 5 ▶ 4,051,368 Less: accumulated depreciation (attach schedule) ▶ 743,118	3,219,046	3,308,250	3,308,250
15	Other assets (describe ▶ STMT 6)	218,572	288,324	288,324	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	5,617,371	5,653,735	5,653,735	
Liabilities	17	Accounts payable and accrued expenses	675	3,533	
	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 ▶)			
	23	Total liabilities (add lines 17 through 22)	675	3,533	
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	5,616,696		
	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	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		5,650,201	
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	5,616,696	5,650,202	
	31	Total liabilities and net assets/fund balances (see instructions)	5,617,371	5,653,735	

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	5,616,696
2	Enter amount from Part I, line 27a	2	33,506
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,650,202
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	5,650,202

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 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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012			
2011			
2010			
2009			
2008			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2013 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 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			8

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of 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 2013 estimated tax payments and 2012 overpayment credited to 2013	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 2014 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 Instructions for the definition)? <i>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</i>		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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ <u>MINNESOTA AND TEXAS</u>		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation.</i>	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	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			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ☐	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 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 2013? ☐ 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 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 2013 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 2013.) ☐ 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 2013? ☐ 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 instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b** N/AOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No N/A

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **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 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 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 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 Tree Bank Foundation--Our mission is 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.	102,575
2 Ronald McDonald House--To create, find and support programs that directly improve the health and well-being of children.	91,114
3 Up with Trees (OK)--To beautify greater Tulsa by planting trees and to create urban forestry awareness through education	81,000
4 Treefolks (Austin, TX)--To grow the urban forest of Central Texas through tree planting, education and community partnerships.	78,033

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes	
a	Average monthly fair market value of securities	1a
b	Average of monthly cash balances	1b 1,448,807
c	Fair market value of all other assets (see instructions)	1c
d	Total (add lines 1a, b, and c)	1d 1,448,807
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 1,448,807
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) STMT 8	4 1,448,807
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 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 2013 from Part VI, line 5	2a
b	Income tax for 2013 (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 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 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 723,005
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.	4 723,005
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 instructions).	5
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 723,005

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ _____ 723,005				
a Applied to 2012, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				
e Remaining amount distributed out of corpus	723,005			
5 Excess distributions carryover applied to 2013 (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	723,005			
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 instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	723,005			
10 Analysis of line 9				
a Excess from 2009	1,745,893			
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	723,005			

Part XIV Private Operating Foundations (see 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 2013, 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)

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

Tax year

Prior 3 years

(a) 2013

(b) 2012

(c) 2011

(d) 2010

(e) Total

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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				723,005
Total			▶ 3a	723,005
b Approved for future payment				
Total			▶ 3b	NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	499	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .			16	-104,222	
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e)				-103,723	
13	Total. Add line 12, columns (b), (d), and (e)					-103,723

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[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		

**Sign
Here**

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

Signature of officer or trustee

11/4/14
Date

▶ VICE PRESIDENT
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2013

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

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990**Name of the organization**

APACHE FOUNDATION

Employer identification number

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 foundationCheck 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 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, total 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 total 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 its Form 990-PF, Part I, line 2, 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) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	APACHE CORPORATION 2000 POST OAK BLVD , SUITE 100 HOUSTON, TX 77056-4400	\$ 1,500,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization

APACHE FOUNDATION

Employer identification number

41-6031039

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----

Name of organization

Employer identification number

APACHE FOUNDATION

41-6031039

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entryFor 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

Use duplicate copies of Part III if additional space is needed

(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
	-----	-----	-----
	-----	-----	-----
	-----	-----	-----

APACHE FOUNDATION
F.E.I.N 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/13 TO 04/30/14

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	04/15/14	1,500,000
Total Cash			<u>1,500,000</u>
Total Contributions Received			<u><u>1,500,000</u></u>

APACHE FOUNDATION
F.E.I.N 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/13 TO 04/30/14

PART I, LINE 11: OTHER INCOME

Statement 2

Golf Tournament Activity Fees and Raffle sales	141,259
Brennan Surface Damage 2013	18,000
Easement consideration and ordinary damages	109
Total Other Income	<u>159,368</u>

APACHE FOUNDATION
F.E.I.N. 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/13 TO 04/30/14

Statement 3

PART I, LINE 18: TAXES

Taxes

Property Taxes	<u>32,562</u>
Total Taxes	<u><u>32,562</u></u>

APACHE FOUNDATION
F.E.I.N. 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/13 TO 04/30/14

PART I, LINE 23: OTHER EXPENSE

Statement 4

<u>Other Expenses</u>	<u>A) Total</u>	<u>B) Net Investment Income</u>	<u>C) Adjusted Net Income</u>	<u>D) Disbursements for Charitable Purposes</u>
Insurance	21,995	0	21,995	0
Wyoming Leased Land	130,352	0	130,352	0
Wyoming Repairs Buildings	12,771	0	12,771	0
Wyoming Repairs Equipment	2,189	0	2,189	0
Wyoming Repairs Grounds	136,045	0	136,045	0
Maintenance and Repairs	-5,838	0	-5,838	0
Automobile Expense	961	0	961	0
Country/Athletic Club Dues	14,211	0	14,211	0
Lodging	1,439	0	1,439	0
Meals and Entertainment - 50%	110	0	110	0
Transportation	1,354	0	1,354	0
WY Farming/Seed/Fertilizer	72,821	0	72,821	0
Bank Fees	868	0	868	0
Business Expense	101,700	0	101,700	0
Office Supplies	152	0	152	0
Postage / Freight	139	0	139	0
Regulatory and Filing Fees	1,934	0	1,934	0
Shop Tools/Supplies	4,801	0	4,801	0
Telephone Services	1,927	0	1,927	0
Total Other Expenses	499,932	0	499,932	0

APACHE FOUNDATION
F E I N 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/13 TO 04/30/14

PART II, LINE 14: BASIS AND ACCUMULATED DEPRECIATION

Statement 5

Description	Beginning Cost	Additions/Retirements	Ending Cost	Beginning Accum Depr	Depr Expense	Ending Accum Depr	Net Basis
Land	264,679	-	264,679	-	-	-	264,679
Land - Lot 12 - Apache Village	77,097	-	77,097	-	-	-	77,097
Land - Lot 30 - Apache Village	35,376	-	35,376	-	-	-	35,376
Land - Trees (Apache Village)	10,510	-	10,510	-	-	-	10,510
Land - Trees (Apache Village)	7,761	-	7,761	-	-	-	7,761
Land - Irrigation (Apache Vill	10,553	-	10,553	-	-	-	10,553
Land - Trees (Apache Village)	6,202	-	6,202	-	-	-	6,202
Land - Trees (Apache Village)	3,066	-	3,066	-	-	-	3,066
Land - Irrigation (Apache Vill	12,970	-	12,970	-	-	-	12,970
Land - Trees (Apache Village)	4,701	-	4,701	-	-	-	4,701
Land - Trees (Apache Village)	3,100	-	3,100	-	-	-	3,100
Land - Trees (Apache Village)	19,850	-	19,850	-	-	-	19,850
Land - Trees (Apache Village)	11,893	-	11,893	-	-	-	11,893
Land - Trees (Apache Village)	3,594	-	3,594	-	-	-	3,594
Land - Trees (Apache Village)	1,907	-	1,907	-	-	-	1,907
Land - Trees (Apache Village)	51,952	-	51,952	-	-	-	51,952
Land - Trees (Apache Village)	21,191	-	21,191	-	-	-	21,191
Land - Trees (Apache Village)	1,452	-	1,452	-	-	-	1,452
Land - Irrigation (Apache Vill	6,380	-	6,380	-	-	-	6,380
Land - Trees (Apache Village)	15,400	-	15,400	-	-	-	15,400
Land - Trees (Apache Village)	7,128	-	7,128	-	-	-	7,128
Land - Trees (Apache Village)	39,155	-	39,155	-	-	-	39,155
WY-12 CHVY 1/2 TON 4X4	37,150	-	37,150	(17,760)	(11,217)	(21,499)	15,651
HONDA 4 WHEELER	6,608	-	6,608	(1,640)	(1,036)	(1,986)	4,622
ATV - 2013 HONDA MODEL - TRX420FED W/ TRAILER	15,132	-	15,132	(3,363)	(5,044)	(5,044)	10,088
ATV - 2013 HONDA MODEL - TRX420FED	6,247	-	6,247	(1,388)	(2,082)	(2,082)	4,164
4 Wheeler Weed Sprayer	750	-	750	(503)	(91)	(527)	223
40 Ton Bin & Overhead Bins - G	9,400	-	9,400	(6,097)	(1,195)	(6,411)	2,989
Aeration System for Fish Pond	6,151	-	6,151	(4,096)	(748)	(4,297)	1,854
Boom to Pull Irrigation Pumps	14,344	-	14,344	(10,077)	(1,689)	(10,627)	3,717
Cattle Guard & Sills (Skeet Ra	2,350	-	2,350	(1,514)	(303)	(1,594)	756
Corrals	22,797	-	22,797	(15,761)	(2,680)	(16,565)	6,232
Deer Cages for Planted Trees	1,960	-	1,960	(1,960)	(209)	(1,960)	0
Defibrillator	2,036	-	2,036	(1,596)	(278)	(1,689)	347
Dryer - Bauer House	1,144	-	1,144	(747)	(144)	(785)	359
Electronic Portable Fencing	1,012	-	1,012	(670)	(124)	(702)	310
ETB-500 Compost Tea Brewer	9,953	-	9,953	(6,628)	(1,211)	(6,953)	3,000
Fencing - Apache Village	9,487	-	9,487	(9,487)	-	(9,487)	0
Fencing - Bauer House	3,767	-	3,767	(2,646)	(439)	(2,786)	980
Fencing - Childress Pasture Tr	12,381	-	12,381	(8,606)	(1,451)	(9,050)	3,331
Fencing - Sahara & Maxstead Pa	13,581	-	13,581	(9,390)	(1,597)	(9,869)	3,712
Fencing - Trees	18,055	-	18,055	(12,180)	(2,169)	(12,783)	5,272
Fencing Materials	82,993	-	82,993	(53,828)	(10,555)	(56,606)	26,387
Fencing Stack Yard	2,476	-	2,476	(1,617)	(311)	(1,699)	778
Fencing-Coal Creek	8,658	-	8,658	(6,726)	(1,159)	(7,113)	1,545
HVAC system (Bauer Ranch)	6,272	-	6,272	(4,946)	(884)	(5,240)	1,032
Portable Corral Panels	6,597	-	6,597	(4,421)	(798)	(4,639)	1,958
Posts & Wire - Tree Program	7,727	-	7,727	(6,647)	(1,177)	(7,040)	687
Pump for Irrigation	1,471	-	1,471	(1,348)	(246)	(1,430)	41
Steel Fence Posts - Trees	21,600	-	21,600	(15,684)	(2,629)	(16,560)	5,040
Tea Water Heater	864	-	864	(557)	(111)	(586)	278
Tree Irrigator	1,160	-	1,160	(998)	(177)	(1,057)	103
Tree Wire Fencing / Cages	5,123	-	5,123	(3,966)	(694)	(4,197)	926
Utility Fabric-Tree Fencing	2,952	-	2,952	(2,314)	(403)	(2,448)	503
Washer - Bauer House	1,257	-	1,257	(821)	(158)	(862)	395
Water Circle - Piney Pivots	3,831	-	3,831	(2,873)	(479)	(3,033)	798
Wells/Pumps (Apache Village)	5,835	-	5,835	(5,835)	(195)	(5,835)	0
Wire Fencing - Trees	12,768	-	12,768	(9,357)	(1,574)	(9,882)	2,886
Wire Fencing - Trees	18,181	-	18,181	(12,705)	(2,145)	(13,390)	4,792
Wire Fencing / Cages - Apache	3,575	-	3,575	(3,471)	(522)	(3,575)	0
Upper Shuman House	164,471	-	164,471	(24,248)	(6,326)	(26,357)	138,114
61009 Insulate Crawford Garage	3,062	-	3,062	(281)	(153)	(332)	2,730
61009 Schuman lean to replacement	39,975	-	39,975	(1,166)	(1,832)	(1,832)	38,143
61009 Replace upper Schuman Barn	47,621	-	47,621	(1,389)	(2,183)	(2,183)	45,439
61009 EMERGENCY Shingles blew off of Upp	2,088	-	2,088	(70)	(104)	(104)	1,984
Trees	4,940	-	4,940	(1,305)	(165)	(1,360)	3,580
Trees / Planting	5,664	-	5,664	(1,432)	(189)	(1,495)	4,168
Irrigation System	21,072	-	21,072	(5,325)	(702)	(5,559)	15,513
Irrigation System	1,345	-	1,345	(341)	(45)	(356)	990
Wildlife Pipeline	34,119	-	34,119	(8,718)	(1,137)	(9,097)	25,022
Trees & irrigation	7,150	-	7,150	(1,806)	(238)	(1,885)	5,265
Trees	1,062	-	1,062	(264)	(35)	(276)	786
Stock Well	5,478	-	5,478	(1,325)	(183)	(1,386)	4,092

APACHE FOUNDATION
F E I N 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/13 TO 04/30/14

PART II, LINE 14: BASIS AND ACCUMULATED DEPRECIATION

Statement 5

Description	Beginning Cost	Additions/ Retirements	Ending Cost	Beginning Accum Depr	Depr. Expense	Ending Accum Depr	Net Basis
Trees	1,236	-	1,236	(278)	(41)	(291)	945
Irrigation (line extension)	376	-	376	(86)	(13)	(90)	286
Irrigation	40,804	-	40,804	(9,067)	(1,360)	(9,521)	31,283
Trees	1,634	-	1,634	(361)	(54)	(380)	1,254
Irrigation	11,090	-	11,090	(2,404)	(370)	(2,527)	8,563
K-Line	2,804	-	2,804	(606)	(93)	(638)	2,167
Irrigation	22,428	-	22,428	(4,861)	(748)	(5,110)	17,318
Irrigation System for Bird Far	81,303	-	81,303	(17,389)	(2,710)	(18,293)	63,010
Irrigation System for Brug Far	34,949	-	34,949	(7,475)	(1,165)	(7,863)	27,086
Pipeline in Childress	64,402	-	64,402	(13,597)	(2,147)	(14,313)	50,089
Irrigation	28,936	-	28,936	(6,030)	(965)	(6,351)	22,585
Trees	58,500	-	58,500	(12,188)	(1,950)	(12,838)	45,662
Trees	9,206	-	9,206	(1,791)	(307)	(1,893)	7,313
Ucross Irrigation Improvement	165,589	-	165,589	(31,048)	(5,914)	(33,019)	132,570
Trees (Donation from Steve Far	118,330	-	118,330	(21,911)	(4,383)	(23,372)	94,958
Irrigation	39,542	-	39,542	(6,591)	(1,465)	(7,079)	32,463
Irrigation	19,227	-	19,227	(3,026)	(712)	(3,264)	15,963
Irrigation	3,809	-	3,809	(599)	(141)	(646)	3,163
Trees	145,759	-	145,759	(22,943)	(5,398)	(24,743)	121,016
Trees	90,407	-	90,407	(12,750)	(3,477)	(13,909)	76,498
Driveway & Sidewalk for Upper	5,918	-	5,918	(1,414)	(395)	(1,545)	4,373
Lshd Imprv - water line proje	96,744	-	96,744	(18,399)	(2,481)	(19,226)	77,518
Leasehold Imprv - wire fencin	15,818	-	15,818	(2,976)	(406)	(3,111)	12,707
Leasehold Imprv - wildlife pi	27,771	-	27,771	(5,162)	(712)	(5,400)	22,371
Leasehold Imprv - steel / wir	16,056	-	16,056	(2,711)	(412)	(2,848)	13,207
Leasehold Imprv - ranch fenci	16,016	-	16,016	(2,602)	(411)	(2,739)	13,277
Leasehold Imprv - Finger Lake	501,433	-	501,433	(67,500)	(12,857)	(71,786)	429,648
Leasehold Imprv - 3 Dams Big	83,280	-	83,280	(15,121)	(2,974)	(16,112)	67,168
Leasehold Imprv - tree fencin	35,625	-	35,625	(5,937)	(1,319)	(6,377)	29,248
Leasehold Imprv - Lower Lakes	62,270	-	62,270	(9,780)	(2,395)	(10,578)	51,692
Leasehold Imprv - tree fencin	40,221	-	40,221	(5,672)	(1,547)	(6,188)	34,033
Lshd Imprv - new roof for Ran	13,064	-	13,064	(1,758)	(502)	(1,926)	11,138
50-GENERATOR11-065	82,664	-	82,664	(11,022)	(4,133)	(12,400)	70,264
50-FENCING11-099	12,566	-	12,566	(1,675)	(628)	(1,885)	10,681
LH IMP - Install Water Divers11-072	32,505	-	32,505	(4,199)	(1,825)	(4,740)	27,765
LH IMP - Install Electric Fenc11-098	38,519	-	38,519	(4,975)	(1,926)	(5,617)	32,901
LH IMP - Modify Irrigation Sys11-100	32,199	-	32,199	(4,159)	(1,610)	(4,696)	27,504
LH IMP - Install Irrigation Sy11-104	46,238	-	46,238	(5,972)	(2,312)	(6,743)	39,495
LH IMP - Pulled, tested well11-101	13,498	-	13,498	(1,687)	(675)	(1,912)	11,586
LH IMP-Pumping System replacem11-228	11,925	-	11,925	(1,292)	(596)	(1,491)	10,434
LH IMP-Pasture Pipeline Ext11-102	11,855	-	11,855	(1,235)	(593)	(1,432)	10,423
LH IMP - Install Electric Fenc11-098	7,043	-	7,043	(704)	(352)	(822)	6,222
LH IMP - Pulled, tested well11-101	754	-	754	(75)	(38)	(88)	666
50-GENERATOR11-065	(5,226)	-	(5,226)	523	261	610	(4,617)
50-FENCING11-099	1,100	-	1,100	(110)	(55)	(128)	972
LH IMP-Pumping System replacem11-228	58,471	-	58,471	(5,360)	(2,924)	(6,334)	52,137
Pipe corrals around water tanks	8,400	-	8,400	(665)	(420)	(805)	7,595
CORRAL REPLACEMENT AND REPAIR	35,566	-	35,566	(2,816)	(1,778)	(3,408)	32,158
NEW FENCE FOR RANGE	40,000	-	40,000	(3,167)	(2,000)	(3,833)	36,167
PIPE GATE FOR HAY FIELD	9,765	-	9,765	(773)	(488)	(936)	8,829
61010 Install polypipe and water tank	12,013	-	12,013	(901)	(601)	(1,101)	10,912
61010 Install polypipe and 5 water tanks	21,018	-	21,018	(1,576)	(1,051)	(1,927)	19,091
61010 Install poly water & 2 water tanks	13,004	-	13,004	(975)	(650)	(1,192)	11,812
Leashold Improvement	11,013	-	11,013	(780)	(551)	(964)	10,049
Leashold Improvement	20,202	-	20,202	(1,431)	(1,010)	(1,768)	18,434
Leashold Improvement	20,618	-	20,618	(1,460)	(1,031)	(1,804)	18,814
Install Sideroll on Pipefield-LI	29,442	-	29,442	(1,840)	(1,472)	(2,331)	27,111
Ranch Assets	17,949	-	17,949	(1,122)	(897)	(1,421)	16,528
Install Pivot in Bauman Hay Field	73,461	-	73,461	(4,285)	(3,673)	(5,510)	67,952
CORRAL REPLACEMENT AND REPAIR	(15,375)	-	(15,375)	641	769	897	(14,478)
Leashold Improvement	1,810	-	1,810	(91)	(91)	(121)	1,689
Install Sideroll on Pipefield-LI	35,011	-	35,011	(1,751)	(1,973)	(2,334)	32,677
Install Pivot in Bauman Hay Field	28,316	-	28,316	(1,416)	(1,374)	(1,888)	26,428
61010 Stream Restoration & habitat impro	40,000	-	40,000	(1,333)	(2,000)	(2,000)	38,000
61010 Rangeland Fencing	18,724	-	18,724	(468)	(780)	(780)	17,943
61010 Engineering & Design for Dunlap Di	49,980	-	49,980	(1,666)	(2,499)	(2,499)	47,481
61009 Install new tile & carpet in Crawf 13-062	8,180	-	8,180	(307)	(409)	(443)	7,737
Fish Ladder-LI	12,564	-	12,564	(52)	(262)	(262)	12,302
61010 Wind breaks for livestock	15,986	-	15,986	(200)	(466)	(466)	15,520
61010 Replacement of Dunlap Diversion dam with fis	49,982	-	49,982	(208)	(1,041)	(1,041)	48,941
61010 Engineering & Design for Dunlap Di	-	(46,526)	(46,526)	-	582	582	(45,944)
Total	4,097,893	(46,526)	4,051,368	(686,512)	(173,410)	(743,118)	3,308,250

APACHE FOUNDATION
F.E.I.N. 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/13 TO 04/30/14

Statement 6

PART II, LINE 13: INVESTMENTS - OTHER

	<u>Beginning Balance</u>	<u>Ending Balance</u>
<u>Other Investments</u>		
Deferred Charges and other	<u>218,572</u>	<u>288,324</u>
Total Other Investments	<u><u>218,572</u></u>	<u><u>288,324</u></u>

APACHE FOUNDATION
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FOR PERIOD 05/01/13 TO 04/30/14

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

APACHE FOUNDATION
OFFICERS AND DIRECTORS

DIRECTORS:

Alfonso Leon
Urban F. O'Brien
Jon W. Sauer

OFFICERS:

G. Steven Farris	Chief Executive Officer and President
John J. Christmann	Executive Vice President and Chief Operating Officer
Michael S. Bahonch	Executive Vice President and Chief Technology Officer
Rodney J. Eichler	Executive Advisor to the Chairman
Margery M. Hams	Executive Vice President
P. Anthony Lannie	Executive Vice President and General Counsel
Alfonso Leon	Executive Vice President and Chief Financial Officer
W. Gregg Olson	Executive Vice President
Thomas E. Voytovich	Executive Vice President
Matthew W. Dundrea	Senior Vice President and Treasurer
Janine J. McArdle	Senior Vice President
Sarah B. Teslik	Senior Vice President
Jon A. Graham	Vice President
Rodney A. Gryder	Vice President
Rebecca A. Hoyt	Vice President, Chief Accounting Officer and Controller
Aaron S. G. Merrick	Vice President
Urban F. O'Brien	Vice President
Douglas E. O'Neil	Vice President
Jon W. Sauer	Vice President
Chen L. Peper	Corporate Secretary
Mark A. Hackfeld	Assistant Controller
Dominic J. Ricotta	Associate General Counsel and Assistant Secretary
Jesse J. Atkins	Assistant General Counsel and Assistant Secretary
David J. Bernal	Assistant General Counsel and Assistant Secretary
S. Brett Cupit	Assistant General Counsel and Assistant Secretary
David M. Holub	Assistant General Counsel and Assistant Secretary
R. Kevin Layton	Assistant General Counsel and Assistant Secretary
Jack L. Litner	Assistant General Counsel and Assistant Secretary
Rajesh Sharma	Assistant General Counsel and Assistant Secretary
Andrew M. Taylor	Assistant General Counsel and Assistant Secretary
Patrick F. Whitman	Assistant General Counsel and Assistant Secretary
Stephen S. Williams	Assistant General Counsel and Assistant Secretary
Christopher M. Alspach	Assistant Secretary
Christopher W. Barnes	Assistant Secretary
Stephen J. Cox	Assistant Secretary
Brian D. Dibb	Assistant Secretary
Nora J. Dobin	Assistant Secretary

Stephen P. Fohn	Assistant Secretary
Andrew S. Friedberg	Assistant Secretary
J. Austin Frost	Assistant Secretary
Sergio Garza	Assistant Secretary
Brian A. Hintze	Assistant Secretary
Gregory C. Jantz	Assistant Secretary
Cynthia Y. Lam	Assistant Secretary
Mickey Jo Lawrence	Assistant Secretary
Matthew A. Martinez	Assistant Secretary
Gaia T. Mosher	Assistant Secretary
Jacqueline L. Moy	Assistant Secretary
Michael G. Myers	Assistant Secretary
Joshua B. Nix	Assistant Secretary
Jay S. Schultz	Assistant Secretary
Peter J. Czerniakowski	Assistant Treasurer
Genie S. Panaccione	Assistant Treasurer

As of August 20, 2014

**APACHE FOUNDATION
F.E.I.N. 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/13 TO 04/30/14**

Statement 8

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

Apache Foundation considers it necessary to maintain \$1,448,807 in cash to be available for expenses associated with charitable activities. 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 990PF
FOR PERIOD 05/01/13 TO 04/30/14

PART XV - LINE 3 GRANTS AND CONTRIBUTIONS

STATEMENT 9

<u>Recipient</u>	<u>Purpose</u>	<u>Amount</u>
Air Alliance Houston 3914 Leeland Street Houston, TX 77003	To reduce air pollution in the Houston region and protect public health and environmental integrity through research, education, and advocacy. We are Houston's leading environmental health and air quality nonprofit.	2,300
Arbor Day Foundation (Lincoln, NE) 211 North 12th Street Lincoln, NE 68508	Founded in 1972, the centennial of the first Arbor Day observance in the 19th century, the Foundation has grown to become the largest nonprofit membership organization dedicated to planting trees, with over one million members, supporters, and valued partners. The impact we make on our world is accomplished through our conservation and education programs.	68,000
Bayou Land Conservancy 10330 Lake Rd Bldg J Houston, TX 77070	Bayou Land Conservancy is a community-sponsored land preservation organization working with willing landowners to permanently protect land in the greater Houston region.	1,175
Boy Scouts of America-St. Martin Parish (LA) 2266 S. College Rd Lafayette, LA 70508	The Boy Scouts of America is one of the nation's largest and most prominent youth development organizations. The BSA provides programs for young people that builds character, trains them in responsibilities of participating citizenship, and develops personal fitness.	645
Brownsville Healthy Communities 80 Fort Brown St. SPH Bldg S1 408 Brownsville, TX 78520	To develop and foster programs that promote social change through education, leadership and community action.	435
Bryan Lions Club Brazon Center, 3232 Briarcrest Drive Bryan, TX 77802	To empower volunteers to serve their communities, meet humanitarian needs, encourage peace and promote international understanding through Lions clubs.	425
Buffalo Bayou Park 1113 Vine Street, Suite 215 Houston, TX 77002	Buffalo Bayou Partnership is the non-profit organization revitalizing and transforming Buffalo Bayou, Houston's most significant natural resource.	12,209
City of Bastrop, TX 1311 Chestnut Street, P.O. Box 427 Bastrop, TX 78602	Bastrop is a charming, vibrant, and inclusive community where people are welcomed, valued, and appreciated. With an eye toward the future and becoming a world class city, Bastrop cherishes and protects its rich history and natural resources, and maintains a small town neighborly attitude.	7,200
City of Baytown (TX) 2401 Market 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.	720
City of Edinburg (TX) 415 W. University Drive Edinburg, TX 78541	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.	1,676
City of Houston, TX P.O. Box 1562 Houston, TX 77251	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.	38,550
City of Kenner (LA) 1801 Williams Blvd 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.	1,563
City of McAllen (TX) 1300 Houston Avenue McAllen, TX 78501	Dedicated to constantly providing high quality services and quality of life to all who live, work, and visit the city of McAllen.	2,600
City of Meridian (MS) 601 23rd Avenue Meridian, MS 39302	The Meridian Tree Commission was established for the care, preservation, pruning, planting, replanting, removal, and disposition of trees and shrubs in parks, along streets and other public areas.	2,412
City of Rosenberg (TX) 2110 4th Street Rosenberg, TX 77471	To provide quality park facilities for the use and enjoyment of residents of Rosenberg.	800
Discover Green - Young Environmental Leaders 1000 Purple Martin Dr Pflugerville, TX 78660	Dedicated to raising community awareness of environmental and global issues by improving the quality of life in our community and working together to improve our environment, empowering students to take action through environmentally-focused projects, and taking action to protect our environment for current and future generations.	7,938
Enid Tree Board 401 West Owen K. Garriott Road Enid, OK 73702	Created to develop a written plan for the care, preservation, planting, removal or disposition of trees and shrubs on public property, the board assists in disseminating news and information to the public regarding the selection, planting, establishment and maintenance of trees, and advises the Mayor and Board of Commissioners on desirable legislation.	7,125

	concerning the tree program	
Friends of Abita Springs (LA) 22049 Main Street Abita Springs, LA 70420	Dedicated to developing, funding, and implementing beautification projects in the park, playground and around the town of Abita Springs	1,350
Galveston Bay Foundation 17330 Highway 3 Webster, TX 77598	To preserve, protect and enhance the natural resources of the Galveston Bay estuarine system and its tributaries for present users and for posterity	3,050
Galveston Island Conservancy P O Box 2123 Galveston, TX 77553	To restore a shady tree canopy to Galveston's streets, neighborhoods and public spaces and to plant 25,000 trees over five years on private and public property	11,400
Garden Oaks Montessori (Houston, TX) 901 Sue Barnett Houston, TX 77018	Garden Oaks Montessori Magnet public school provides a world-class education that exceeds the state standards by empowering the whole child to be a learner for life prepared for college and careers	425
Girls Scout - Camp Agnes Arnold 3110 Southwest Freeway Houston, TX 77098	Girl Scouting builds girls of courage, confidence, and character, who make the world a better place	425
Harris County Pct 3 1001 Preston, 9th Floor Houston, TX 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	38,000
Hermann Park Conservancy 6201-A Hermann Park Drive Houston, TX 77030	Founded in 1992 as Friends of Hermann Park, Hermann Park Conservancy is a nonprofit citizens' organization dedicated to the stewardship and improvement of Hermann Park - today and for generations to come	4,150
Hike for Katrina (New Orleans, LA) 1509 Filmore Ave New Orleans, LA 70122	To replant and replace the tens of thousands of trees destroyed by Hurricane Katrina in New Orleans, LA	24,039
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	8,820
Houston Audubon 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	19,925
Houston Heights Association 107 West 12th Street Houston, TX 77008	To foster a sense of community among the diverse segments of the neighborhood in an atmosphere of friendliness, cooperation, and fun	2,250
Keep Katy Beautiful 910 Avenue C Katy, TX 77493	To promote a clean, litter free community, educate citizens about good solid waste practices, recycling, landscaping, tree planting and maintenance, and partnering with many student and civic organizations to encourage the mission and goals of this grassroots effort	613
Keep Laredo Beautiful 619 Reynolds St Laredo, TX 78040	To engage our community, through partnerships between government, civic groups, businesses, and volunteer, and to create a cleaner, and more beautiful Laredo	3,695
Keep Moore Beautiful 5227 Hwy 15-501 Carthage, NC 28327	Strives to enhance the quality of life and community pride of Moore County citizens through improving public attitude and behavior in handling solid waste, natural resource conservation and beautification	38,000
Keep SugarLand Beautiful 119 Brooks St SugarLand TX 77478	Dedicated to educate and engage everyone to take responsibility for the environmental health of our community	1,175
Parkway Partners (New Orleans, LA) 1137 Baronne St New Orleans, LA 70113	Parkway Partners is a non-profit organization that empowers citizens to preserve, maintain and beautify greenspace in New Orleans	4,065
Parkway Utility District 12851 Tidwell Road Houston, TX 77044	Parkway Utility District, through the dedication of its Directors and Consultants, is committed to providing the highest quality of water and sewer service at the most economical costs to its customers and taxpayers	2,725
ProVision 4590 Wilmington Street Houston, TX 77051	To inspire hope and purpose in young people through access to academic, economic and social enrichment opportunities	750
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	91,114
St Bernard Parish 409 Aycocock Street Arabi, Louisiana 70032	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	4,455

St Bernard Parish Government 8205 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	210
St Mary's Water Conservation 500 Main Street Rm 310 Franklin, LA 70538	To help maintain a better environment for future generations, to encourage the wise use of our top soil and water through programs and education	790
Terrebonne Parish 8026 Main Street, Suite 601 Houma, LA 70360	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	630
Terrebonne Parish Consolidated Government 8026 Main Street, 7th floor Houma, LA 70360	The purpose and goal is primarily the planting and preservation of trees on Parish owned public properties	1,875
Texas Master Naturalist 309 Sidney Baker South Kerrville, TX 78028	To develop a corps of well-informed volunteers to provide education, outreach, and service dedicated to the beneficial management of natural resources and natural areas within their communities for the State of Texas	950
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	78,033
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	14,260
Trees for Tots 2000 Post Oak Blvd Suite 100 Houston, TX 77056	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	1,415
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	81,000
University of Wyoming 1000 E University Ave Laramie, WY 82071	Aspires to be one of the nation's finest public land-grant research universities We serve as a statewide resource for accessible and affordable higher education of the highest quality, rigorous scholarship, technology transfer, economic and community development, and responsible stewardship of our cultural, historical, and natural resources	10,000
Texas Parks & Wildlife Foundation 1901 N Akard Street Dallas, TX 75201	To provide private support to Texas Parks and Wildlife Department 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	15,070
Tree Bank Foundation (OK) 16301 N Rockwell Ave # A Edmond, OK 73013	Our mission is 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	102,575
		<u>723,005</u>

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☐
- 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

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

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.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	APACHE FOUNDATION	41-6031039
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	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	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until DECEMBER 15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

► ☐ calendar year 20 ____ or► ☒ tax year beginning MAY 1, 20 13, and ending APRIL 30, 20 14.

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

3a If this application is for Forms 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 Forms 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.	3b	\$	N/A
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	N/A

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