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Return of Private Foundation

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

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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning MAY 1, 2014, and ending APRIL 30, 2015

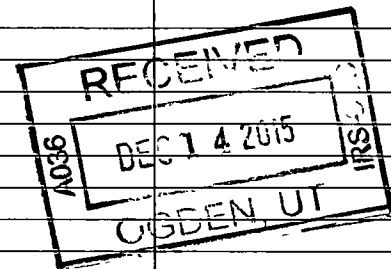
Name of foundation APACHE FOUNDATION		A Employer identification number 41-6031039
Number and street (or P O box number if mail is not delivered to street address) 2000 POST OAK BLVD.		B Telephone number (see instructions) 713-296-6000
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77056-4400		
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		C If exemption application is pending, check here ☐
☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,466,199		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)	1,075			
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	617	617	617	
4 Dividends and interest from securities				
5a Gross rents	13,274	13,274	13,274	
b Net rental income or (loss)	-117,554			
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 1	150,718			
12 Total. Add lines 1 through 11	165,684	13,891	13,891	
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages	151,179		151,179	
15 Pension plans, employee benefits	23,392		23,392	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	27,350		27,350	
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 2	37,757		37,757	
19 Depreciation (attach schedule) and depletion	176,817		176,817	
20 Occupancy	20,259		20,259	
21 Travel, conferences, and meetings				
22 Printing and publications	12,391		12,391	
23 Other expenses (attach schedule) STMT 3	546,323		546,323	
24 Total operating and administrative expenses. Add lines 13 through 23.	995,468		995,468	
25 Contributions, gifts, grants paid	355,871			355,871
26 Total expenses and disbursements. Add lines 24 and 25	1,351,339		995,468	355,871
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-1,185,655			
b Net investment income (if negative, enter -0-)		13,891		
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	1,960,887	961,894	961,894
	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	96,274	92,061	92,061
	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 STMT 4 equipment basis	4,231,613			
Less accumulated depreciation (attach schedule) ▶	919,934	3,308,250	3,311,679	
15 Other assets (describe ▶ STMT 5)	288,324	100,565	100,565	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	5,653,735	4,466,199	4,466,199	
Liabilities	17 Accounts payable and accrued expenses	3,533	1,652	
	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)	3,533	1,652	
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	5,650,201	4,464,546	
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	5,650,202	4,464,547		
31 Total liabilities and net assets/fund balances (see instructions)	5,653,735	4,466,199		

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	5,650,202
2 Enter amount from Part I, line 27a	2	-1,185,655
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	4,464,547
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	4,464,547

Form **990-PF** (2014)

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.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013			
2012			
2011			
2010			
2009			
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 2014 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 2014 estimated tax payments and 2013 overpayment credited to 2014 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 2015 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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MINNESOTA AND TEXAS		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(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? Website address ▶ NONE	13	X	
14	The books are in care of ▶ APACHE CORPORATION Telephone no ▶ 713-296-6000 Located at ▶ 2000 POST OAK BLVD., SUITE 100, HOUSTON, TX ZIP+4 ▶ 77056-4400			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ▶			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		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? 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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014) 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 2014? 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 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **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? ☐ 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 6		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 Ronald McDonald House--To create, find and support programs that directly improve the health and well-being of children.	83,965
2 Up with Trees (OK)--To beautify greater Tulsa by planting trees and to create urban forestry awareness through education.	44,006
3 Black Bear Conservation Coalition--To promote the restoration of the Louisiana black bear in its historic range, through education, research, and habitat management.	40,670
4 Treefolks (Austin, TX)--To grow the urban forest of Central Texas through tree planting, education and community partnerships.	28,628

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	1,187,519
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,187,519
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	1,187,519
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions) STMT 7	4	1,187,519
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 2014 from Part VI, line 5	2a	
b	Income tax for 2014 (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	355,871
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	355,871
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	355,871

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 355,871				
a Applied to 2013, 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 2014 distributable amount				
e Remaining amount distributed out of corpus . .	355,871			
5 Excess distributions carryover applied to 2014 (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	355,871			
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 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	355,871			
10 Analysis of line 9				
a Excess from 2010 . . .				
b Excess from 2011 . . .				
c Excess from 2012 . . .				
d Excess from 2013 . . . 723,005				
e Excess from 2014 . . . 355,871				

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 2014, 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

(e) Total

(a) 2014

(b) 2013

(c) 2012

(d) 2011

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year STATEMENT 8				355,871
Total			▶ 3a	355,871
b Approved for future payment				
Total			▶ 3b	NONE

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	617	
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	-117,554	
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)				-116,937	
13 Total. Add line 12, columns (b), (d), and (e)					-116,937

(See worksheet in line 13 instructions to verify calculations)

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

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PART I, LINE 11: OTHER INCOME

Statement 1

Golf Tournament Activity Fees	132,718
Brennan Surface Damage	18,000
Total Other Income	<u>150,718</u>

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Statement 2

PART I, LINE 18: TAXES

Taxes

Property Taxes	<u>37,757</u>
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Total Taxes	<u><u>37,757</u></u>
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PART I, LINE 23: OTHER EXPENSE

Statement 3

<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	16,023	0	16,023	0
Wyoming Leased Land	130,828	0	130,828	0
Wyoming Repairs Buildings	86,886	0	86,886	0
Wyoming Repairs Equipment	1,885	0	1,885	0
Wyoming Repairs Grounds	141,945	0	141,945	0
Maintenance and Repairs	9,879	0	9,879	0
Country/Athletic Club Dues	11,856	0	11,856	0
Lodging	856	0	856	0
Meals and Entertainment - 100%	14	0	14	0
Meals and Entertainment - 50%	23	0	23	0
Professional Dues and Fees	3,800	0	3,800	0
Transportation	68	0	68	0
Travel Meals	203	0	203	0
WY Farming/Seed/Fertilizer	64,239	0	64,239	0
Bank Fees	-6	0	-6	0
Business Expense	67,346	0	67,346	0
Office Supplies	9	0	9	0
Postage / Freight	61	0	61	0
Regulatory and Filing Fees	1,147	0	1,147	0
Shop Tools/Supplies	6,795	0	6,795	0
Subscriptions and Books	300	0	300	0
Telephone Services	2,092	0	2,092	0
Wyoming Supplies	76	0	76	0
Total Other Expenses	546,323	0	546,323	0

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PART II, LINE 14: BASIS AND ACCUMULATED DEPRECIATION

Statement 4

Description	Beginning Cost	Additions/Retirements	Ending Cost	Beginning Accum Depr	Depr Expense	Ending Accum. Depr	Net Basis
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	(21,499)	(4,674)	(26,172)	10,978
HONDA 4 WHEELER	6,608	-	6,608	(1,986)	(432)	(2,417)	4,191
ATV - 2013 HONDA MODEL - TRX420FED W/ TRAILER	15,132	-	15,132	(5,044)	(5,044)	(10,088)	5,044
ATV - 2013 HONDA MODEL - TRX420FED	6,247	-	6,247	(2,082)	(2,082)	(4,164)	2,082
4 Wheeler Weed Sprayer	750	-	750	(527)	(74)	(602)	148
40 Ton Bin & Overhead Bins - G	9,400	-	9,400	(6,411)	(858)	(7,269)	2,131
Aeration System for Fish Pond	6,151	-	6,151	(4,297)	(601)	(4,898)	1,253
Boom to Pull Irrigation Pumps	14,344	-	14,344	(10,627)	(1,652)	(12,279)	2,065
Cattle Guard & Sills (Skeet Ra	2,350	-	2,350	(1,594)	(211)	(1,804)	546
Corrals	22,797	-	22,797	(16,565)	(2,412)	(18,977)	3,820
Deer Cages for Planted Trees	1,960	-	1,960	(1,960)	-	(1,960)	0
Defibrillator	2,036	-	2,036	(1,689)	(162)	(1,851)	185
Dryer - Bauer House	1,144	-	1,144	(785)	(106)	(891)	253
Electronic Portable Fencing	1,012	-	1,012	(702)	(98)	(800)	212
ETB-500 Compost Tea Brewer	9,953	-	9,953	(6,953)	(973)	(7,926)	2,027
Fencing - Apache Village	9,487	-	9,487	(9,487)	-	(9,487)	0
Fencing - Bauer House	3,767	-	3,767	(2,786)	(420)	(3,207)	560
Fencing - Childress Pasture Tr	12,381	-	12,381	(9,050)	(1,332)	(10,382)	1,999
Fencing - Sahara & Maxstead Pa	13,581	-	13,581	(9,869)	(1,437)	(11,305)	2,275
Fencing - Trees	18,055	-	18,055	(12,783)	(1,808)	(14,591)	3,465
Fencing Materials	82,993	-	82,993	(56,606)	(7,575)	(64,181)	18,812
Fencing Stack Yard	2,476	-	2,476	(1,699)	(230)	(1,929)	547
Fencing-Coal Creek	8,658	-	8,658	(7,113)	(773)	(7,885)	773
HVAC system (Bauer Ranch)	6,272	-	6,272	(5,240)	(442)	(5,682)	590
Portable Corral Panels	6,597	-	6,597	(4,639)	(653)	(5,292)	1,305
Posts & Wire - Tree Program	7,727	-	7,727	(7,040)	-	(7,040)	687
Pump for Irrigation	1,471	-	1,471	(1,430)	-	(1,430)	41
Steel Fence Posts - Trees	21,600	-	21,600	(16,560)	(2,629)	(19,190)	2,410
Tea Water Heater	864	-	864	(586)	(77)	(664)	201
Tree Irrigator	1,160	-	1,160	(1,057)	-	(1,057)	103
Tree Wire Fencing / Cages	5,123	-	5,123	(4,197)	(463)	(4,660)	463
Utility Fabnc-Tree Fencing	2,952	-	2,952	(2,448)	(235)	(2,683)	268
Washer - Bauer House	1,257	-	1,257	(862)	(117)	(979)	278
Water Circle - Piney Pivots	3,831	-	3,831	(3,033)	(479)	(3,512)	319
Wells/Pumps (Apache Village)	5,835	-	5,835	(5,835)	-	(5,835)	0
Wire Fencing - Trees	12,768	-	12,768	(9,882)	(1,574)	(11,456)	1,312
Wire Fencing - Trees	18,181	-	18,181	(13,390)	(2,054)	(15,444)	2,738
Wire Fencing / Cages - Apache	3,575	-	3,575	(3,575)	-	(3,575)	0
Upper Shuman House	164,471	-	164,471	(26,357)	(6,326)	(32,683)	131,788
61009 Insulate Crawford Garage	3,062	-	3,062	(332)	(153)	(485)	2,577
61009 Schuman lean to replacement	39,975	-	39,975	(1,832)	(1,999)	(3,831)	36,144
61009 Replace upper Schuman Barn	47,621	-	47,621	(2,183)	(2,381)	(4,564)	43,058
61009 EMERGENCY Shingles blew off of Upp	2,088	-	2,088	(104)	(104)	(209)	1,879
Trees	4,940	-	4,940	(1,360)	(165)	(1,524)	3,415
Trees / Planting	5,664	-	5,664	(1,495)	(189)	(1,684)	3,979
Irrigation System	21,072	-	21,072	(5,559)	(702)	(6,261)	14,810
Irrigation System	1,345	-	1,345	(356)	(45)	(401)	945
Wildlife Pipeline	34,119	-	34,119	(9,097)	(1,137)	(10,234)	23,885
Trees & irrigation	7,150	-	7,150	(1,885)	(238)	(2,124)	5,026
Trees	1,062	-	1,062	(276)	(35)	(311)	751
Stock Well	5,478	-	5,478	(1,386)	(183)	(1,569)	3,909

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PART II. LINE 14: BASIS AND ACCUMULATED DEPRECIATION

Statement 4

Description	Beginning Cost	Additions/Retirements	Ending Cost	Beginning Accum. Depr.	Depr Expense	Ending Accum. Depr.	Net Basis
Trees	1,236	-	1,236	(291)	(41)	(333)	903
Irrigation (line extension)	376	-	376	(90)	(13)	(102)	273
Irrigation	40,804	-	40,804	(9,521)	(1,360)	(10,881)	29,923
Trees	1,634	-	1,634	(380)	(54)	(434)	1,200
Irrigation	11,090	-	11,090	(2,527)	(370)	(2,897)	8,193
K-Line	2,804	-	2,804	(638)	(93)	(731)	2,073
Irrigation	22,428	-	22,428	(5,110)	(748)	(5,858)	16,570
Irrigation System for Bird Far	81,303	-	81,303	(18,293)	(2,710)	(21,003)	60,300
Irrigation System for Brug Far	34,949	-	34,949	(7,863)	(1,165)	(9,028)	25,921
Pipeline in Childress	64,402	-	64,402	(14,313)	(2,147)	(16,459)	47,942
Irrigation	28,936	-	28,936	(6,351)	(965)	(7,316)	21,621
Trees	58,500	-	58,500	(12,838)	(1,950)	(14,788)	43,712
Trees	9,206	-	9,206	(1,893)	(307)	(2,200)	7,006
Ucross Irrigation Improvement	165,589	-	165,589	(33,019)	(5,857)	(38,876)	126,713
Trees (Donation from Steve Far	118,330	-	118,330	(23,372)	(4,383)	(27,754)	90,576
Irrigation	39,542	-	39,542	(7,079)	(1,465)	(8,543)	30,998
Irrigation	19,227	-	19,227	(3,264)	(712)	(3,976)	15,251
Irrigation	3,809	-	3,809	(646)	(141)	(787)	3,022
Trees	145,759	-	145,759	(24,743)	(5,398)	(30,141)	115,617
Trees	90,407	-	90,407	(13,909)	(3,477)	(17,386)	73,021
Driveway & Sidewalk for Upper	5,918	-	5,918	(1,545)	(395)	(1,940)	3,978
Lshd Imprv - water line proje	96,744	-	96,744	(19,226)	(2,481)	(21,707)	75,037
Leasehold Imprv - wire fencin	15,818	-	15,818	(3,111)	(406)	(3,517)	12,302
Leasehold Imprv - wildlife pi	27,771	-	27,771	(5,400)	(712)	(6,112)	21,659
Leasehold Imprv - steel / wir	16,056	-	16,056	(2,848)	(412)	(3,260)	12,796
Leasehold Imprv - ranch fenci	16,016	-	16,016	(2,739)	(411)	(3,150)	12,867
Leasehold Imprv - Finger Lake	501,433	-	501,433	(71,786)	(12,857)	(84,643)	416,791
Leasehold Imprv - 3 Dams Big	83,280	-	83,280	(16,112)	(2,974)	(19,087)	64,194
Leasehold Imprv - tree fencin	35,625	-	35,625	(6,377)	(1,319)	(7,697)	27,929
Leasehold Imprv - Lower Lakes	62,270	-	62,270	(10,578)	(2,395)	(12,973)	49,297
Leasehold Imprv - tree fencin	40,221	-	40,221	(6,188)	(1,547)	(7,734)	32,486
Lshd Imprv - new roof for Ran	13,064	-	13,064	(1,926)	(502)	(2,428)	10,636
50-GENERATOR11-065	82,664	-	82,664	(12,400)	(4,133)	(16,533)	66,131
50-FENCING11-099	12,566	-	12,566	(1,885)	(628)	(2,513)	10,053
LH IMP - Install Water Diversi11-072	32,505	-	32,505	(4,740)	(1,625)	(6,366)	26,139
LH IMP - Install Electric Fenc11-098	38,519	-	38,519	(5,617)	(1,926)	(7,543)	30,976
LH IMP - Modify Irrigation Sys11-100	32,199	-	32,199	(4,696)	(1,610)	(6,306)	25,894
LH IMP - Install Irrigation Sy11-104	46,238	-	46,238	(6,743)	(2,312)	(9,055)	37,183
LH IMP - Pulled, tested well11-101	13,498	-	13,498	(1,912)	(675)	(2,587)	10,911
LH IMP-Pumping System replacem11-228	11,925	-	11,925	(1,491)	(596)	(2,087)	9,838
LH IMP-Pasture Pipeline Ext11-102	11,855	-	11,855	(1,432)	(593)	(2,025)	9,830
LH IMP - Install Electric Fenc11-098	7,043	-	7,043	(822)	(352)	(1,174)	5,869
LH IMP - Pulled, tested well11-101	754	-	754	(88)	(38)	(126)	628
50-GENERATOR11-065	(5,226)	-	(5,226)	610	261	871	(4,355)
50-FENCING11-099	1,100	-	1,100	(128)	(55)	(183)	917
LH IMP-Pumping System replacem11-228	58,471	-	58,471	(6,334)	(2,924)	(9,258)	49,213
Pipe corrals around water tanks	8,400	-	8,400	(805)	(420)	(1,225)	7,175
CORRAL REPLACEMENT AND REPAIR	35,566	-	35,566	(3,408)	(1,778)	(5,187)	30,379
NEW FENCE FOR RANGE	40,000	-	40,000	(3,833)	(2,000)	(5,833)	34,167
PIPE GATE FOR HAY FIELD	9,765	-	9,765	(936)	(488)	(1,424)	8,341
61010 Install polypipe and water tank	12,013	-	12,013	(1,101)	(601)	(1,702)	10,311
61010 Install polypipe and 5 water tanks	21,018	-	21,018	(1,927)	(1,051)	(2,978)	18,040
61010 Install poly water & 2 water tanks	13,004	-	13,004	(1,192)	(650)	(1,842)	11,161
Leashold Improvement	11,013	-	11,013	(964)	(551)	(1,514)	9,499
Leashold Improvement	20,202	-	20,202	(1,768)	(1,010)	(2,778)	17,424
Leashold Improvement	20,618	-	20,618	(1,804)	(1,031)	(2,835)	17,783
Install Sideroll on Pipefield-LI	29,442	-	29,442	(2,331)	(1,472)	(3,803)	25,639
Ranch Assets	17,949	-	17,949	(1,421)	(897)	(2,318)	15,631
Install Pivot in Bauman Hay Field	73,461	-	73,461	(5,510)	(3,673)	(9,183)	64,279
CORRAL REPLACEMENT AND REPAIR	(15,375)	-	(15,375)	897	769	1,666	(13,710)
Leashold Improvement	1,810	-	1,810	(121)	(91)	(211)	1,599
Install Sideroll on Pipefield-LI	35,011	-	35,011	(2,334)	(1,751)	(4,085)	30,926
Install Pivot in Bauman Hay Field	28,316	-	28,316	(1,888)	(1,416)	(3,304)	25,013
61010 Stream Restoration & habitat impro	40,000	-	40,000	(2,000)	(2,000)	(4,000)	36,000
61010 Rangeland Fencing	18,724	-	18,724	(780)	(936)	(1,716)	17,007
61010 Engineering & Design for Dunlap Di	49,980	-	49,980	(2,499)	(2,499)	(4,998)	44,982
61009 Install new tile & carpet in Crawl 13-062	8,180	-	8,180	(443)	(409)	(852)	7,328
Fish Ladder-LI	12,564	-	12,564	(262)	(628)	(890)	11,674
61010 Wind breaks for livestock	15,986	-	15,986	(466)	(799)	(1,266)	14,721
61010 Replacement of Dunlap Diversion dam with fis	49,982	-	49,982	(1,041)	(2,499)	(3,540)	46,442
61010 Engineering & Design for Dunlap Di	(46,526)	23,212	(23,314)	582	(3,876)	(3,295)	(26,609)
61009 New Bldg for Storage and Operating		79,507	79,507		(6,626)	(6,626)	72,882
Fish Ladder-LI		37,434	37,434		(2,808)	(2,808)	34,626
61010 River Screen suction for 2 pivots		9,496	9,496		(673)	(673)	8,823

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PART II, LINE 14: BASIS AND ACCUMULATED DEPRECIATION

Statement 4

Description	Beginning Cost	Additions/ Retirements	Ending Cost	Beginning Accum. Depr.	Depr Expense	Ending Accum. Depr.	Net Basis
61010 Drill New Headquarters Deep Well		21,284	21,284		(1,774)	(1,774)	19,511
61010 High deer fence to protect shelter		13,777	13,777		(976)	(976)	12,801
61010 Boundary fence replacement between		20,069	20,069		(1,087)	(1,087)	18,982
61010 Engineenng & Design for Dunlap Di		(15,564)	(15,564)		778	778	(14,786)
61010 Boundary fence replacement between		(8,969)	(8,969)		411	411	(8,558)
Total	4,051,367	180,246	4,231,613	(743,118)	(176,817)	(919,934)	3,311,679

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Statement 5

PART II. LINE 15: OTHER ASSETS

	<u>Beginning Balance</u>	<u>Ending Balance</u>
<u>Other Investments</u>		
Deferred Charges and other	<u>288,324</u>	<u>100,565</u>
Total Other Investments	<u><u>288,324</u></u>	<u><u>100,565</u></u>

APACHE FOUNDATION
F.E.I.N. 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/14 TO 04/30/15

Statement 6

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:

Thomas E. Voytovich
Urban F. O'Brien
Jon W. Sauer

OFFICERS:

John J. Christmann	Chief Executive Officer and President
Margery M. Harris	Executive Vice President
P. Anthony Lannie	Executive Vice President and General Counsel
W. Gregg Olson	Executive Vice President
Stephen J. Riney	Executive Vice President and Chief Financial Officer
Thomas E. Voytovich	Executive Vice President
Rebecca A. Hoyt	Senior Vice President, Chief Accounting Officer and Controller
Jon W. Sauer	Senior Vice President
Timothy J. Sullivan	Senior Vice President
Sarah B. Teslik	Senior Vice President
Mark J. Bright	Vice President
Gary T. Clark	Vice President
Timothy R. Custer	Vice President
David R. Gilbranson	Vice President
Jon A. Graham	Vice President
Castlen M. Kennedy	Vice President
James W. Kimble	Vice President and Treasurer
Mark D. Maddox	Vice President
Urban F. O'Brien	Vice President
Douglas E. O'Neil	Vice President
Dominic J. Ricotta	Vice President, Associate General Counsel and Assistant Secretary
Thomas E. Yetich	Vice President
Chen L. Peper	Corporate Secretary
Mark A. Hackfeld	Assistant Controller
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. Litmer	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
Elaine D. Balagia	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
Gregory C. Jantz	Assistant Secretary
Cynthia Y. Lam	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 September 11, 2015

**APACHE FOUNDATION
F.E.I.N. 41-6031039
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FORM 990-PF
FOR PERIOD 05/01/14 TO 04/30/15**

Statement 7

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

Apache Foundation considers it necessary to maintain \$1,187,519 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
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PART XV - LINE 3 GRANTS AND CONTRIBUTIONS

STATEMENT 8

<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	425
Alief Super Neighborhood PO Box 1098 Alief, Texas 77411-1098	To facilitate the collaborative action of our diverse community by promoting economic growth, work directly to enrich our neighborhoods and institutional services, and advocate for services and capital improvements as a liaison with government entities and private sectors	1,250
Atascocita Community Improvement Association 562 Kingwood Dr , Ste 13 Kingwood, Texas 77339	To provide for maintenance and preservation of the properties subject to the covenants, conditions and restrictions applicable to Atascocita, a subdivision of Harris County and to promote the health, safety and welfare of the residents	450
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	1,650
Black Bear Conservation Coalition (LA) 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	40,670
Bryan Lions Club Brazos 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	1,650
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	28,601
Canute (OK) 9th Street and Route 66 Canute, Oklahoma 73626	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	595
Capital of Austin Texas 1100 Congress Ave Austin, TX 78701	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	600
City of Baton Rouge P O Box 1471 Baton Rouge, LA 70821	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	224
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 Cuero P O Box 660 Cuero, TX 77954	To proudly support the prosperity of our members and promote the rich heritage of our community through enhanced education, strong leadership, valuable services and tourism	1,180
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	2,250
City of Fort Worth 1000 Throckmorton St Fort Worth, TX 76102	Working together to build a strong community Building a strong community means building strong neighborhoods, developing a sound economy, providing a safe community and fostering a healthy environment To be the most livable and best managed city in the country	1,370
City of Galveston 823 Rosenberg, Suite 201 Galveston, TX 77550	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	3,250
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	20,250
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 Rockport 622 E Market St Rockport, TX 78382	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	450
City of Rosenberg (TX)	To provide quality park facilities for the use and enjoyment of residents	650

2110 4th Street Rosenberg, TX 77471	of Rosenberg	
Community Family Centers 7524 Avenue E Houston, TX 77012	To equip families with tools they need to become self-sufficient members of the community	230
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	1,859
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	1,355
Habitat for Humanity (Houston) 3750 N McCarty Houston, TX 77029	Habitat for Humanity is a nonprofit Christian organization founded on the conviction that everyone should have a decent, safe, affordable place to live	150
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	2,450
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	16,192
Joey's Fly Fishing Foundation 109 South Main, Suite B Sheridan, WY 82801	To develop a supportive relationship between children and qualified mentors that will lead to lasting relationships and positive learning. Joey's strives to introduce children to the special and unique sport of fly fishing while fostering a lifelong passion and appreciation for the beauty of the outdoors	250
Keep Brazos Beautiful 213 B South Main Bryan, TX 77803	To educate and engage Brazos County citizens to keep our community clean, green, and beautiful	6,256
Keep Hammond Beautiful 310 E Charles St Hammond, LA 70401	To make a difference by providing leadership and standards of excellence and by bringing the community into balance with ecological and environmental principals	2,408
Keep Houston Beautiful 3000 Richmond Avenue, Suite 350 Houston, TX 77098	Through education and community partnerships, foster resident and neighborhood awareness of the important roles citizens can play in preserving the natural beauty and visual amenities of our city	2,400
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	450
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	5,650
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	850
Legacy Christian Academy 8200 Hwy 105 Beaumont, TX 77713	Provides a college preparatory culture of educational excellence wherein young men and women are trained spiritually, academically, physically, and artistically to reach their God-given destinies	425
New Braunfels Parks 110 Golf Course Road New Braunfels, TX 78130	To afford diverse opportunities and access for all residents and visitors through innovative programs and facilities, open space preservation, and economic enhancement	1,343
Oklahoma School of Science and Mathematics 1141 North Lincoln Boulevard Oklahoma City, OK 73104	To foster the educational development of Oklahoma high school students who are talented in science and mathematics and show promise of exceptional development through participation in a residential educational setting emphasizing instruction in science and mathematics, to develop, evaluate and foster science and mathematics instructional programs, to serve all schools and students of Oklahoma through research, teacher training and outreach activities	650
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	850
Quiviera Coalition 1413 Second Street, Suite 1 Santa Fe, New Mexico 87505	To build resilience by fostering ecological, economic and social health on western landscapes through education, innovation, collaboration and progressive public and private land stewardship	1,500
ReCover Arcadiana	Focuses on beautification and blight remediation projects in and around	2,300

P O Box 51580 Lafayette, LA 70505 `	Lafayette The ReCover movement hopes to inspire members of the Arcadiana community to take pride in its physical spaces, recognizing areas for potential improvement, and empowering individuals to action It is our goals to instill a feeling of ownership within this community that we call home	
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	83,965
St Mary's Parish 5th Floor Courthouse Franklin, LA 70538	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	1,550
Tanglewilde Owner's Association PO Box 631352 Houston, TX 77263	A Civic club for the homeowners and residents of Tanglewilde - a deed restricted subdivision five miles west of the Galleria in West Houston	450
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	2,218
Texas Master Naturalist 309 Sidney Baker South Kernville, 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	450
Texas Parks and Recreation P O Box 5188 Jonestown, TX 78645	To provide education, advocacy and resources to all who enhance the quality of life through parks, open spaces and recreation	375
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	18,338
Town Folk 1114 Cameron Street Lafayette, LA 70501	Dedicated to improving quality of life for residents and businesses through the development and implementation of beautification projects, new community services and historic preservation efforts	(570)
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	13,365
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	28,628
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	2,375
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	3,470
Tulsa SPCA 2910 Mohawk Blvd Tulsa, OK 74110	To promote quality of life for domestic animals, who provide companionship to people in the greater Tulsa area, through rescue, rehabilitation, education, advocacy and community service	850
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	44,006
		355,871