

Form **990-PF****Return of Private Foundation**

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

Department of the Treasury
Internal Revenue Service

- Do not enter social security numbers on this form as it may be made public.
► Go to www.irs.gov/Form990PF for instructions and the latest information.

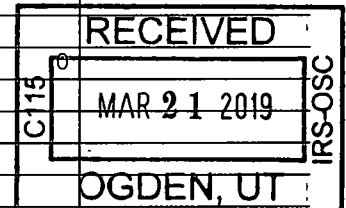
2017

Open to Public Inspection

For calendar year 2017 or tax year beginning MAY 1, 2017, and ending APRIL 30, 2018

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. ☐ 6 D 1 Foreign organizations, check here. ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation. ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐
☐ 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>04</td> </tr> <tr> <td>☐ Section 4947(a)(1) nonexempt charitable trust</td> <td></td> </tr> <tr> <td>☐ Other taxable private foundation</td> <td></td> </tr> </table>		☒ Section 501(c)(3) exempt private foundation	04	☐ Section 4947(a)(1) nonexempt charitable trust		☐ Other taxable private foundation		
☒ Section 501(c)(3) exempt private foundation	04							
☐ 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) ► \$ 4,335,519		J Accounting method: <table border="0"> <tr> <td>☐ Cash</td> <td>☒ Accrual</td> </tr> <tr> <td colspan="2">☐ Other (specify) _____</td> </tr> </table> (Part I, column (d) must be on cash basis)	☐ Cash	☒ Accrual	☐ Other (specify) _____			
☐ 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)	0			
2	Check ☒ if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments	11,790	11,790	11,790	
4	Dividends and interest from securities				
5a	Gross rents	25,800	25,800	25,800	
b	Net rental income or (loss)	-118,543			
6a	Net gain or (loss) from sale of assets not on line 10	-3,500			
b	Gross sales price for all assets on line 6a	0			
7	Capital gain net income (from Part IV, line 2)		0		
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	509			
12	Total. Add lines 1 through 11	34,599	37,590	37,590	
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages	78,886		78,886	
15	Pension plans, employee benefits	20,227		20,227	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	26,181		26,181	
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 2	40,289		40,289	
19	Depreciation (attach schedule) and depletion STMT 4	144,971		144,971	
20	Occupancy	19,649		19,649	
21	Travel, conferences, and meetings				
22	Printing and publications	1,620		1,620	
23	Other expenses (attach schedule) STMT 3	325,767		325,767	
24	Total operating and administrative expenses. Add lines 13 through 23.	657,590	0	657,590	0
25	Contributions, gifts, grants paid	212,748			212,748
26	Total expenses and disbursements. Add lines 24 and 25.	870,338	0	657,590	212,748
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-835,739			
b	Net investment income (if negative, enter -0-)		37,590		
c	Adjusted net income (if negative, enter -0-)			0	



Part II Balance Sheets

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

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	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	1,548,088	1,067,829	1,067,829			
	2	Savings and temporary cash investments						
	3	Accounts receivable ▶ 0						
		Less allowance for doubtful accounts ▶	1,260	0	0			
	4	Pledges receivable ▶						
		Less allowance for doubtful accounts ▶		0				
	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 ▶		0				
	8	Inventories for sale or use						
	9	Prepaid expenses and deferred charges	96,949	96,163	96,163			
	10a	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)		0					
12	Investments - mortgage loans							
13	Investments - other (attach schedule)							
14	Land, buildings, and equipment basis ▶ 4,518,943							
	Less accumulated depreciation ▶ STMT 4 1,347,416 (attach schedule)	3,240,275	3,171,527	3,171,527				
15	Other assets (describe ▶ STMT 5)	174,970	0	0				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	5,061,542	4,335,519	4,335,519				
Liabilities	17	Accounts payable and accrued expenses	117	0				
	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 ▶ STMT 6)	0	109,832				
	23	Total liabilities (add lines 17 through 22)	117	109,832				
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	5,061,424	4,225,686				
	29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances (see instructions)	5,061,425	4,225,687					
31	Total liabilities and net assets/fund balances (see instructions)	5,061,542	4,335,519					

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	5,061,425
2	Enter amount from Part I, line 27a.	2	-835,739
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,225,686
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	4,225,686

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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)
1 a 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			0		
b			0		
c			0		
d			0		
e			0		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a		0	0		
b		0	0		
c		0	0		
d		0	0		
e		0	0		
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	0	
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

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 doesn't 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))
2016			0.0000
2015			0.0000
2014			0.0000
2013			0.0000
2012			0.0000
2 Total of line 1, column (d)			2 0.0000
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years			3 0.0000
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 0
5 Multiply line 4 by line 3.			5 0
6 Enter 1% of net investment income (1% of Part I, line 27b).			6
7 Add lines 5 and 6.			7 0
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	0
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	0
6 Credits/Payments		
a 2017 estimated tax payments and 2016 overpayment credited to 2017	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	0
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	0
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11 Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ Refunded ☐	11	0

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 the 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 2017 or the tax year beginning in 2017? See the 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)

	Yes	No
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		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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ NONE	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 ▶ 15 and enter the amount of tax-exempt interest received or accrued during the year		
16 At any time during calendar year 2017, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶		

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 2017? 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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ 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 2017 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 2017) 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 2017? 4b X		

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

	Yes	No
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	
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 Black Bear Conservation - To promote the restoration of the Louisiana black bear in its historic range, through education, research, and habitat management.	56,250
2 NOLA Tree Project - To replant and replace the tens of thousands of trees destroyed by Hurricane Katrina in New Orleans, LA.	32,395
3 Harris County Prct 3 - To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning & tree-planting as a method of carbon sequestration.	24,375
4 Tree Folks - To empower citizens of the region to build stronger communities through planting and caring for trees.	24,243

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 ▶	0

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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	1,111,719
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,111,719
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	1,111,719
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). STMT 8	4	1,111,719
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	0
6	Minimum investment return. Enter 5% of line 5	6	0

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	0
2a	Tax on investment income for 2017 from Part VI, line 5	2a	0
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	0
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	0
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	0

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	212,748
b	Program-related investments - total from Part IX-B	1b	0
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	212,748
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	212,748

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				0
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only,				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 212,748				
a Applied to 2016, 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 2017 distributable amount				
e Remaining amount distributed out of corpus . .	212,748			
5 Excess distributions carryover applied to 2017 (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:	212,748			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
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		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				0
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 2012 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	212,748			
10 Analysis of line 9				
a Excess from 2013 . . .	723,005			
b Excess from 2014 . . .	355,871			
c Excess from 2015 . . .	277,233			
d Excess from 2016 . . .	269,416			
e Excess from 2017 . . .	212,748			

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling N/A

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

	Tax year		Prior 3 years		
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets.					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization.					0
(4) Gross investment income					0

1 Information Regarding Foundation Managers:

NONE

NONE

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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 <i>Paid during the year</i> STATEMENT 9				235,148
Total ► 3a				235,148
b <i>Approved for future payment</i>				
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	11,790	
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	-118,543	
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)		0		-106,753	0
13	Total. Add line 12, columns (b), (d), and (e)					-106,753

(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

State of Wyoming Walk-In Access for Hunting

509

Total Other Income

509

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Statement 2

PART I, LINE 18: TAXES

Taxes

Property Taxes	<u>40,289</u>
Total Taxes	<u><u>40,289</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	1,897	0	1,897	0
Wyoming Leased Land	144,343	0	144,343	0
Wyoming Repairs Buildings	11,575	0	11,575	0
Wyoming Repairs Equipment	1,716	0	1,716	0
Wyoming Repairs Grounds	127,719	0	127,719	0
Wyoming Supplies	437	0	437	0
Automobile Expense	7,277	0	7,277	0
Meals and Entertainment - 100%	229	0	229	0
Meals and Entertainment - 50%	143	0	143	0
WY Farming/Seed/Fertilizer	23,035	0	23,035	0
Bank Fees	583	0	583	0
Mobile Phone Expense	1,303	0	1,303	0
Office Supplies	159	0	159	0
Postage / Freight	432	0	432	0
Regulatory and Filing Fees	25	0	25	0
Shop Tools/Supplies	1,847	0	1,847	0
Telephone Services	1,510	0	1,510	0
Business Expense	209	0	209	0
Lodging	311	0	311	0
Misc Travel Expense	27	0	27	0
Subscriptions and Books	305	0	305	0
Transportation	611	0	611	0
Travel Meals	73	0	73	0
Total Other Expenses	325,767	0	325,767	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	Retired Accum. Depr.	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)	-	(33,650)	-	33,650	-	-
HONDA 4 WHEELER	6,608	-	6,608	(3,108)	-	-	(3,108)	3,500
ATV - 2013 HONDA MODEL - TRX420FED W/ TRAILER	15,132	-	15,132	(15,132)	-	-	(15,132)	0
ATV - 2013 HONDA MODEL - TRX420FED	6,247	-	6,247	(6,246)	-	-	(6,246)	0
EQUIPMENT UPGRADE JOHN DEERE GATOR	7,100	2,585	9,685	(100)	(2,134)	-	(2,234)	7,452
2018 CHEVROLET SILVERADO-170209	-	26,060	26,060	-	(2,507)	-	(2,507)	23,553
2018 - CHEVROLET SILVERADO- 107209	-	208	208	-	-	-	-	208
Ck#1009 Cty Treasr-lic,sales tax 3GCUKREC5JG137497	-	2,280	2,280	-	-	-	-	2,280
4 Wheeler Weed Sprayer	750	-	750	(750)	-	-	(750)	-
40 Ton Bin & Overhead Bins - G	9,400	-	9,400	(9,400)	-	-	(9,400)	-
Aeration System for Fish Pond	6,151	-	6,151	(6,151)	-	-	(6,151)	-
Boom to Pull Irrigation Pumps	14,344	-	14,344	(14,344)	-	-	(14,344)	-
Cattle Guard & Sills (Skeet Ra	2,350	-	2,350	(2,350)	-	-	(2,350)	-
Corrals	22,797	-	22,797	(22,797)	-	-	(22,797)	-
Deer Cages for Planted Trees	1,960	-	1,960	(1,960)	-	-	(1,960)	-
Defibrillator	2,036	-	2,036	(2,036)	-	-	(2,036)	-
Dryer - Bauer House	1,144	-	1,144	(1,144)	-	-	(1,144)	-
Electronic Portable Fencing	1,012	-	1,012	(1,012)	-	-	(1,012)	-
ETB-500 Compost Tea Brewer	9,953	-	9,953	(9,953)	-	-	(9,953)	-
Fencing - Apache Village	9,487	-	9,487	(9,487)	-	-	(9,487)	-
Fencing - Bauer House	3,767	-	3,767	(3,767)	-	-	(3,767)	-
Fencing - Sahara & Maxstead Pa	13,581	-	13,581	(13,581)	-	-	(13,581)	-
Fencing - Trees	18,055	-	18,055	(18,055)	-	-	(18,055)	-
Fencing Materials	82,993	-	82,993	(82,993)	-	-	(82,993)	-
Fencing Stack Yard	2,476	-	2,476	(2,476)	-	-	(2,476)	-
Fencing-Coal Creek	8,658	-	8,658	(8,658)	-	-	(8,658)	-
HVAC system (Bauer Ranch)	6,272	-	6,272	(6,272)	-	-	(6,272)	-
Portable Corral Panels	6,597	-	6,597	(6,597)	-	-	(6,597)	-
Posts & Wire - Tree Program	7,727	-	7,727	(7,727)	-	-	(7,727)	-
Pump for Irrigation	1,471	-	1,471	(1,471)	-	-	(1,471)	-
Steel Fence Posts - Trees	21,600	-	21,600	(21,600)	-	-	(21,600)	-
Tea Water Heater	864	-	864	(864)	-	-	(864)	-
Tree Irrigator	1,160	-	1,160	(1,160)	-	-	(1,160)	-
Tree Wire Fencing / Cages	5,123	-	5,123	(5,123)	-	-	(5,123)	-
Utility Fabnc-Tree Fencing	2,952	-	2,952	(2,952)	-	-	(2,952)	-
Washer - Bauer House	1,257	-	1,257	(1,257)	-	-	(1,257)	-
Water Circle - Piney Pivots	3,831	-	3,831	(3,831)	-	-	(3,831)	-
Wells/Pumps (Apache Village)	5,835	-	5,835	(5,835)	-	-	(5,835)	-
Wire Fencing - Trees	12,768	-	12,768	(12,768)	-	-	(12,768)	-
Wire Fencing - Trees	18,181	-	18,181	(18,181)	-	-	(18,181)	-
Wire Fencing / Cages - Apache	3,575	-	3,575	(3,575)	-	-	(3,575)	-
Upper Shuman House	164,471	-	164,471	(45,334)	(6,326)	-	(51,660)	112,811
61009 Insulate Crawford Garage	3,062	-	3,062	(791)	(153)	-	(944)	2,118
61009 Schuman lean to replacement	39,975	-	39,975	(7,828)	(1,999)	-	(9,827)	30,148
61009 Replace upper Schuman Barn	47,621	-	47,621	(9,326)	(2,381)	-	(11,707)	35,914
61009 EMERGENCY Shingles blew off of Upp	2,088	-	2,088	(418)	(104)	-	(522)	1,566
61009 New Bldg for Storage and Operating	79,507	-	79,507	(11,926)	(3,975)	-	(15,901)	63,606
Trees	4,940	-	4,940	(1,854)	(165)	-	(2,019)	2,921
Trees / Planting	5,664	-	5,664	(2,062)	(189)	-	(2,251)	3,413
Irrigation System	21,072	-	21,072	(7,666)	(702)	-	(8,368)	12,703
Irrigation System	1,345	-	1,345	(490)	(45)	-	(535)	810

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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	Retired Accum Depr	Ending Accum Depr	Net Basis
Wildlife Pipeline	34,119	-	34,119	(12,509)	(1,137)	-	(13,646)	20,473
Trees & Irrigation	7,150	-	7,150	(2,600)	(238)	-	(2,839)	4,311
Trees	1,062	-	1,062	(382)	(35)	-	(417)	645
Stock Well	5,478	-	5,478	(1,934)	(183)	-	(2,117)	3,362
Trees	1,236	-	1,236	(415)	(41)	-	(456)	780
Irrigation (line extension)	376	-	376	(127)	(13)	-	(140)	236
Irrigation	40,804	-	40,804	(13,601)	(1,360)	-	(14,961)	25,843
Trees	1,634	-	1,634	(543)	(54)	-	(597)	1,037
Irrigation	11,090	-	11,090	(3,636)	(370)	-	(4,006)	7,084
K-Line	2,804	-	2,804	(918)	(93)	-	(1,011)	1,793
Irrigation	22,428	-	22,428	(7,353)	(748)	-	(8,100)	14,327
Irrigation System for Bird Far	81,303	-	81,303	(26,423)	(2,710)	-	(29,133)	52,170
Irrigation System for Brug Far	34,949	-	34,949	(11,358)	(1,165)	-	(12,523)	22,426
Pipeline in Childress	64,402	-	64,402	(20,753)	(2,147)	-	(22,900)	41,502
Irrigation	28,936	-	28,936	(9,245)	(965)	-	(10,209)	18,727
Trees	58,500	-	58,500	(18,688)	(1,950)	-	(20,638)	37,862
Trees	9,206	-	9,206	(2,814)	(307)	-	(3,120)	6,086
Ucross Irrigation Improvement	160,778	-	160,778	(49,286)	(5,742)	-	(55,028)	105,750
Trees (Donation from Steve Far)	118,330	-	118,330	(36,519)	(4,383)	-	(40,902)	77,428
Irrigation	39,542	-	39,542	(11,472)	(1,465)	-	(12,937)	26,605
Irrigation	19,227	-	19,227	(5,400)	(712)	-	(6,112)	13,115
Irrigation	3,809	-	3,809	(1,070)	(141)	-	(1,211)	2,599
Trees	145,759	-	145,759	(40,938)	(5,398)	-	(46,337)	99,422
Trees	90,407	-	90,407	(24,340)	(3,477)	-	(27,817)	62,589
Driveway & Sidewalk for Upper	5,918	-	5,918	(2,729)	(395)	-	(3,123)	2,795
Lshd Imprv - water line proje	96,744	-	96,744	(26,668)	(2,481)	-	(29,149)	67,595
Leasehold Imprv - wire fencin	15,818	-	15,818	(4,328)	(406)	-	(4,733)	11,085
Leasehold Imprv - wildlife pi	27,771	-	27,771	(7,536)	(712)	-	(8,248)	19,523
Leasehold Imprv - steel / wir	16,056	-	16,056	(4,083)	(412)	-	(4,495)	11,561
Leasehold Imprv - ranch fenc	16,016	-	16,016	(3,971)	(411)	-	(4,382)	11,635
Leasehold Imprv - Finger Lake	501,433	-	501,433	(110,357)	(12,857)	-	(123,215)	378,219
Leasehold Imprv - 3 Dams Big	83,280	-	83,280	(25,035)	(2,974)	-	(28,009)	55,271
Leasehold Imprv - tree fencin	35,625	-	35,625	(10,336)	(1,319)	-	(11,655)	23,970
Leasehold Imprv - Lower Lakes	62,270	-	62,270	(17,763)	(2,395)	-	(20,158)	42,112
Leasehold Imprv - tree fencin	40,221	-	40,221	(10,828)	(1,547)	-	(12,375)	27,845
Lshd Imprv - new roof for Ran	13,064	-	13,064	(3,433)	(502)	-	(3,936)	9,128
50-GENERATOR11-065	82,664	-	82,664	(24,799)	(4,133)	-	(28,932)	53,732
50-FENCING11-099	12,566	-	12,566	(3,770)	(628)	-	(4,398)	8,168
LH IMP - Install Water Divers11-072	32,505	-	32,505	(9,616)	(1,625)	-	(11,241)	21,264
LH IMP - Install Electric Fenc11-098	38,519	-	38,519	(11,395)	(1,926)	-	(13,321)	25,198
LH IMP - Modify Irrigation Sys11-100	32,199	-	32,199	(9,526)	(1,610)	-	(11,136)	21,064
LH IMP - Install Irrigation Sy11-104	46,238	-	46,238	(13,679)	(2,312)	-	(15,991)	30,247
LH IMP - Pulled, tested well11-101	13,498	-	13,498	(3,937)	(675)	-	(4,612)	8,886
LH IMP-Pumping System replacem11-228	11,925	-	11,925	(3,279)	(596)	-	(3,876)	8,049
LH IMP-Pasture Pipeline Ext11-102	11,855	-	11,855	(3,211)	(593)	-	(3,803)	8,052
LH IMP - Install Electric Fenc11-098	7,043	-	7,043	(1,878)	(352)	-	(2,230)	4,813
LH IMP - Pulled, tested well11-101	754	-	754	(201)	(38)	-	(239)	515
50-GENERATOR11-065	(5,226)	-	(5,226)	1,394	261	-	1,655	(3,571)
50-FENCING11-099	1,100	-	1,100	(293)	(55)	-	(348)	752
LH IMP-Pumping System replacem11-228	58,471	-	58,471	(15,105)	(2,924)	-	(18,029)	40,443
Pipe corrals around water tanks	8,400	-	8,400	(2,065)	(420)	-	(2,485)	5,915
CORRAL REPLACEMENT AND REPAIR	35,566	-	35,566	(8,743)	(1,778)	-	(10,522)	25,044
NEW FENCE FOR RANGE	40,000	-	40,000	(9,833)	(2,000)	-	(11,833)	28,167
PIPE GATE FOR HAY FIELD	9,765	-	9,765	(2,401)	(488)	-	(2,889)	6,876
61010 Install poly pipe and water tank	12,013	-	12,013	(2,903)	(601)	-	(3,504)	8,509
61010 Install poly pipe and 5 water tanks	21,018	-	21,018	(5,079)	(1,051)	-	(6,130)	14,888
61010 Install poly water & 2 water tanks	13,004	-	13,004	(3,143)	(650)	-	(3,793)	9,211
Leashold Improvement	11,013	-	11,013	(2,616)	(551)	-	(3,166)	7,847
Leashold Improvement	20,202	-	20,202	(4,798)	(1,010)	-	(5,808)	14,394
Leashold Improvement	20,618	-	20,618	(4,897)	(1,031)	-	(5,928)	14,690
Install Sideroll on Pipefield-LI	29,442	-	29,442	(6,747)	(1,472)	-	(8,219)	21,223
Ranch Assets	17,949	-	17,949	(4,113)	(897)	-	(5,011)	12,938
Install Pivot in Bauman Hay Field	73,461	-	73,461	(16,529)	(3,673)	-	(20,202)	53,260
CORRAL REPLACEMENT AND REPAIR	(15,375)	-	(15,375)	3,203	769	-	3,972	(11,403)
Leashold Improvement	1,810	-	1,810	(392)	(91)	-	(483)	1,327
Install Sideroll on Pipefield-LI	35,011	-	35,011	(7,586)	(1,751)	-	(9,336)	25,675
Install Pivot in Bauman Hay Field	28,316	-	28,316	(6,135)	(1,416)	-	(7,551)	20,765
61010 Stream Restoration & habitat impro	40,000	-	40,000	(8,000)	(2,000)	-	(10,000)	30,000
61010 Rangeland Fencing	18,724	-	18,724	(3,589)	(936)	-	(4,525)	14,199
61010 Engineering & Design for Dunlap Di	49,980	-	49,980	(9,996)	(2,499)	-	(12,495)	37,485
61009 Install new tile & carpet in Crawf 13-062	8,180	-	8,180	(1,670)	(409)	-	(2,079)	6,101
Fish Ladder-LI	12,564	-	12,564	(2,146)	(628)	-	(2,775)	9,790
61010 Wind breaks for livestock	15,986	-	15,986	(2,864)	(799)	-	(3,664)	12,323
61010 Replacement of Dunlap Diversion dam with fis	49,982	-	49,982	(8,539)	(2,499)	-	(11,038)	38,945

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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	Retired Accum. Depr.	Ending Accum. Depr.	Net Basis
61010 Engineerng & Design for Dunlap Di	(23,314)	-	(23,314)	3,789	1,166	-	4,954	(18,360)
Fish Ladder-LI	37,434	-	37,434	(5,303)	(1,872)	-	(7,175)	30,259
61010 River Screen suction for 2 pivots	9,498	-	9,498	(1,306)	(475)	-	(1,780)	7,715
61010 Drill New Headquarters Deep Well	21,284	-	21,284	(3,193)	(1,084)	-	(4,257)	17,028
61010 High deer fence to protect shelter	13,777	-	13,777	(1,894)	(689)	-	(2,583)	11,194
61010 Boundary fence replacement between	20,069	-	20,069	(2,425)	(1,003)	-	(3,428)	16,640
61010 Engineerng & Design for Dunlap Di	(15,564)	-	(15,564)	1,816	778	-	2,594	(12,970)
61010 River Screen suction for 2 pivots	2,500	-	2,500	(250)	(125)	-	(375)	2,125
61010 Boundary fence replacement between	(8,969)	-	(8,969)	1,009	448	-	1,457	(7,511)
61010-LEASEHOLD IMPROV-WYOMING	193,799	-	193,799	(19,380)	(9,690)	-	(29,070)	164,729
61010-LEASEHOLD IMPROV-WYOMING	9,274	-	9,274	(618)	(464)	-	(1,082)	8,192
61010 Clear Creek Construction at Pivot-Clearmont	33,374	-	33,374	(1,947)	(1,869)	-	(3,615)	29,758
61010 - LEASEHOLD IMPROVEMENTS - CLAREMONT	15,903	18,570	34,473	(66)	(1,801)	-	(1,867)	32,606
61010 - LEASEHOLD IMPROVEMENTS - CLAREMONT	-	30,019	30,019	-	(1,501)	-	(1,501)	28,518
Total	4,476,370	42,573	4,518,943	(1,236,096)	(144,971)	33,650	(1,347,416)	3,171,527

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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>174,970</u>	<u>0</u>
Total Other Investments	<u><u>174,970</u></u>	<u><u>0</u></u>

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Statement 6

PART II, LINE 22: OTHER LIABILITIES

	<u>Beginning Balance</u>	<u>Ending Balance</u>
<u>Other Current Liabilities</u>		
Intercompany Payable		
Apache Corporation	0	86,579
Clear Creek Hunting Preserve	0	33
Apache Shady Lane	0	23,220
Total Other Current Liabilities	0	109,832

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Statement 7

PART VIII, LINE 1: LIST OF OFFICERS AND DIRECTORS

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

APACHE FOUNDATION
OFFICERS AND DIRECTORS

DIRECTORS:

Grady L. Ables
Timothy J. Sullivan
Jon W. Sauer

OFFICERS:

John J. Christmann IV	Chief Executive Officer and President
P. Anthony Lannie	Executive Vice President and General Counsel
Stephen J. Riney	Executive Vice President and Chief Financial Officer
Timothy J. Sullivan	Executive Vice President
Grady L. Ables	Senior Vice President
Timothy R. Custer	Senior Vice President
Brian W. Freed	Senior Vice President
Rebecca A. Hoyt	Senior Vice President, Chief Accounting Officer and Controller
W. Mark Meyer	Senior Vice President
David A. Pursell	Senior Vice President
Dominic J. Ricotta	Senior Vice President
Jon W. Sauer	Senior Vice President
Navneet Behl	Vice President
Robert W. Boume	Vice President
Mark J. Bright	Vice President
Gary T. Clark	Vice President
W. Brad Eubanks	Vice President
Paul J. Griffith	Vice President
Jon A. Graham	Vice President
Castlen M. Kennedy	Vice President
Mark D. Maddox	Vice President
Ken Neupert	Vice President
Ben C. Rodgers	Vice President and Treasurer
Anthony L. White	Vice President
Thomas E. Yelich	Vice President
Rajesh Sharma	Corporate Secretary and Assistant General Counsel
Mark A. Hackfeld	Assistant Controller
David J. Bernal	Assistant General Counsel and Assistant Secretary
S. Brett Cupit	Assistant General Counsel and Assistant Secretary
R. Kevin Layton	Assistant General Counsel and Assistant Secretary
Jack L. Litner	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
Nora J. Dobin	Assistant Secretary
Stephen P. Fohn	Assistant Secretary
Andrew S. Friedberg	Assistant Secretary
J. Austin Frost	Assistant Secretary
Kyle Funderburk	Assistant Secretary
Sergio Garza	Assistant Secretary
Gregory C. Jantz	Assistant Secretary
Cynthia Y. Lam	Assistant Secretary
Michael G. Myers	Assistant Secretary
Jay S. Schultz	Assistant Secretary
Peter J. Czerniakowski	Assistant Treasurer

As of September 4, 2018

**APACHE FOUNDATION
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Statement 8

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

Apache Foundation considers it necessary to maintain \$1,111,719 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

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PART XV - LINE 3: GRANTS AND CONTRIBUTIONS

STATEMENT 9

<u>Recipient</u>	<u>Purpose</u>	<u>Amount</u>
Balmorhea Economic Development Corporation P O Box 323 Balmorhea, TX 79718	To establish and maintain the infrastructure to support and promote the economic prosperity of the community	2,457
Baytown Parks & Recreation 2407 Market St Baytown, TX 77520	To provide the community recreational parks and activities and foster the maintenance of parks and amenities and preservation of wildlife	5,150
Big Thicket National Preserve Rosier Park Rd Sour Lake, TX 77659	To protect the incredible and complex biological diversity of life found where multiple habitats converge in southeast Texas	1,127
Black Bear Conservation P O Box 80442 Baton Rouge, LA 70898	To promote the restoration of the Louisiana black bear in its historic range, through education, research, and habitat management	56,250
Blanco River Reforestation P O Box 1395 Del Valle, TX 78617-1395	Dedicated to accelerate the recovery of the flood-damaged riverside forest along the Blanco River	757
City of Balmorhea 310 S San Antonio St Balmorhea, Texas 79718	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, resource planning, and energy and water efficiency programs	865
City of Cibolo 200 South Main Street Cibolo, TX 78108	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, resource planning, and energy and water efficiency programs	1,213
City of Galena Park 2000 Clinton Drive Galena Park, TX	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, resource planning, and energy and water efficiency programs	4,950
City of Houston 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	1,987
City of Jenks 211 North Elm St , P O Box 2007 Jenks, OK 74037	To foster a prospering community and make the world a better place through application of environmentally sound principles of land use and promotion of energy and water efficiency programs	1,275
City of New Braunfels 550 Landa St New Braunfels, TX 78130	To foster a prospering community and make the world a better place through application of environmentally sound principles of land use and promotion of energy and water efficiency programs	3,000
City of San Marcos 630 E Hopkins San Marcos, TX 78666	To foster a prospering community and make the world a better place through application of environmentally sound principles of land use and promotion of energy and water efficiency programs	750
City of Seabrook 1700 1st Street Seabrook, TX 77586	To foster a prospering community and make the world a better place through application of environmentally sound principles of land use and promotion of energy and water efficiency programs	1,275
Coastal Bend College 3800 Charco Road Beeville, TX, 78102	To deliver superb educational and life enriching opportunities to its students and the communities it serves and contribute to the building blocks of the future	1,287
Davis Mountain State Park P O Box 1707 Fort Davis, TX 79734	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	905
Deep Cypress Garden 13101 Kathy Ln Cypress, TX 77429	To preserve and maintain the community's greenspaces, educate the masses on the importance of horticulture, while bringing the community together	475
Elk City Chamber of Commerce 1016 Airport Industrial Rd Elk City, OK 73644	To work together to foster an environment of growth and prosperity through application of environmentally sound principles of land use and promotion of energy and water efficiency programs	12,215
Enid Tree Board (OK)	To develop a written plan for the care, preservation, planting, removal	(7,125)

401 West Owen K. Garriott Road Enid, Oklahoma 73702	or disposition of trees and shrubs on public property and assist in disseminating news and information to the public	
Fort Davis Chamber of Commerce P O Box 378 Fort Davis, Texas 79734	To represent the Community of Fort Davis and Jeff Davis County in the development of goals and programs which will bring about economic stability, historic preservation and improved quality of life	821
Friends of Abita Springs 22049 Main Street Abita Springs, LA 70420	To identify, fund and implement green space improvements in Town of Abita Springs and providing healthful activities and cultural programs that collectively enrich the lives of the community	1,395
Friends of the Wildlife Corridor 3325 Green Jay Road Alamo, TX 78516	To protect our habitat by supporting, preserving, promoting, and enhancing the Santa Ana and Lower Rio Grande Valley National Wildlife Refuges and their use for recreational, educational, and scientific research purposes	12,000
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	1,675
Galveston Island Conservatory P O Box 2123 Galveston TX 77553	To restore a shady tree canopy to Galveston's streets, neighborhoods and public spaces and plant 25,000 trees over five years on private and public property	2,475
Harris County Prct 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	24,375
Hermann Park 1700 Hermann Drive Houston, TX 77004	To enhance and maintain the environment through maintenance of the gardens, conservation and stewardship, tree care, and other improvement projects	475
Hidalgo Pump House 902 S 2nd St, Hidalgo, TX 78557	To serve as the only remaining example of a steam powered irrigation pump and to make modern agriculture possible the county by powering irrigation pumps to take water from the Rio Grande	937
Hill Country Master Naturalist 125 N Lehmann Dr 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 of communities	1,435
I-20 Wildlife Preserve And Jenna Welch Nature Study Center 2201 S Midland Dr Midland, TX 79703	To ensure conservation, restoration, education, research and outdoor enjoyment of Midland's urban plays for present and future generations	816
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	4,075
Keep Historic Fort Stockton Beautiful P O Box 1000 Fort Stockton, Texas 79735	To promote, educate, and engage the City of Fort Stockton citizens to keep the community clean, green, and beautiful	1,639
Keep Katy Beautiful 901 Avenue C, P O Box 617 Katy, Texas 77493	To promote a clean, litter free community and educate citizens about recycling, landscaping, tree planting and maintenance, as well as waste reduction	875
Keep Odessa Beautiful 119 W Fourth St Ste 203 Odessa, TX 79760	To empower the citizens of the Odessa community to recycle, prevent litter, and beautify the community	1,919
Keep Sugarland Beautiful 119 Brooks St Sugar Land TX 77478	Dedicated to educate and engage everyone to take responsibility for the environmental health of our community	1,275
Midland United Girls Softball 2900 W Kentucky Midland, TX 79701	Dedicated to providing a clean, safe environment for girls to play softball and serve as a place for girls to develop a positive outlook, and learn about competition, teamwork, and sportsmanship	403
Missouri City 1522 Texas Pkwy Missouri City, TX 77489	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	595
NOLA Tree Project 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.	32,395
Northwest Assistance Ministries	Strives to meet basic human needs through Neighbors Helping Neighbors	475

15555 Kuykendahl Road Houston, TX 77090	and provides assistance in areas such as food, shelter, health, education and domestic violence awareness and intervention	
Park Utility District 12843 Tidwell Road Houston, TX 77044	To provide the highest quality of water and sewer service at the most economical costs to its customers and taxpayers	875
Pecos Housing Authority 2320 Teague Ln Pecos, TX 79772	To help provide decent and safe rental housing for eligible low-income families, the elderly, and persons with disabilities	1,017
Rec & Parks of Baton Rouge 6201 Flonda Blvd, Baton Rouge, LA 70806	To develop, maintain and operate public park and recreational facilities and improve the health, safety, environment and quality of life for all citizens of the community	1,208
Reeves Co Water Improvement Dist 1 104 N Austin St Balmorhea, TX 79718	To encourage water conservation practices and oversee water use by working to provide equitable distribution of water supplies	1,518
St Mary's Soil & Water 600 Main St Franklin, Louisiana 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	3,050
Terrebonne Parash 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	2,762
Texas A&M Galveston 200 Seawolf Pkwy Galveston, TX 77554	To provide higher education for undergraduate and graduate instruction in marine and maritime studies in science, engineering and business and for research and public service related to marine resources	475
Texas Parks & Wildlife 2914 Swiss Avenue Dallas, TX 75204	To manage and conserve the natural and cultural resources of Texas for present and future generations	15,968
The H O R S E Center 2300 East County Road 140 Midland, Texas 79706	To deepen the strength of emotional, physical, and conceptual connections and to utilize diverse modalities to elevate people to a better self	1,163
Town of Pecos City 110 E 6th St Pecos, TX 79772	To foster a prospering community and make the world a better place through application of environmentally sound principles of land use and promotion of energy and water efficiency programs	848
Tree Folks 10803 Platt Ln Austin, TX 78725	To empower citizens of the region to build stronger communities through planting and caring for trees	24,243
Trees Acadiana P O Box 51467 Lafayette, LA 70505-1467	Dedicated to planting and conserving trees, urban and community forests and maintain the community's living environment	1,633
Trees for Tots/Memorial Park 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	1,521

235,148