

2949114208821 1

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

OMB No 1545-0047

2019Department of the Treasury
Internal Revenue Service

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

Open to Public Inspection

For calendar year 2019 or tax year beginning MAY 1

, 2019, and ending APRIL 30

, 2020

Name of foundation

APACHE FOUNDATION

APAC

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

Room/suite

2000 POST OAK BLVD.

100

City or town, state or province, country, and ZIP or foreign postal code

HOUSTON, TX 77056-4400

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at
end of year (from Part II, col (c), line
16) ▶ \$ 3,267,091

J Accounting method ☐ Cash ☒ Accrual
☐ Other (specify) _____

(Part I, column (d), must be on cash basis)

A Employer identification number

41-6031039

B Telephone number (see instructions)

713-296-6000

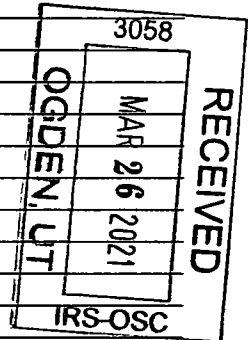
C If exemption application is
pending, check here

D 1. Foreign organizations, check here

2. Foreign organizations meeting the
85% test, check here and attach
computation

E If private foundation status was terminated
under section 507(b)(1)(A), check hereF If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here**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)	537,500			
2	Check ☐ if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments	4,611	4,611	4,611	
4	Dividends and interest from securities				
5a	Gross rents	38,388	38,388	38,388	
b	Net rental income or (loss) -105,464				
6a	Net gain or (loss) from sale of assets not on line 10	29,301			
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		0		
8	Net short-term capital gain.			0	
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	703			
12	Total. Add lines 1 through 11	610,503	42,999	42,999	
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages	74,097		74,097	
15	Pension plans, employee benefits	24,792		24,792	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 2	9,808		9,808	
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 3	40,137		40,137	
19	Depreciation (attach schedule) and depletion STMT 4	150,785		150,785	
20	Occupancy	12,535		12,535	
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 5	321,541		321,541	
24	Total operating and administrative expenses. Add lines 13 through 23.	633,695	0	633,695	0
25	Contributions, gifts, grants paid	387,758			387,758
26	Total expenses and disbursements. Add lines 24 and 25	1,021,453	0	633,695	387,758
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-410,950			
b	Net investment income (if negative, enter -0-)		42,999		
c	Adjusted net income (if negative, enter -0-)			#44	



APR 30 2021

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	551,328	309,894	309,894
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶		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	95,985	95,719	95,719
	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 ▶	4,510,637			
Less: accumulated depreciation ▶	STMT 4 1,649,159	3,043,014	2,861,478	2,861,478
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,690,327	3,267,091	3,267,091	
Liabilities	17 Accounts payable and accrued expenses	2,730		
	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)	118,563	109,007	
	23 Total liabilities (add lines 17 through 22)	121,293	109,007	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ ☐			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ ☒			
	26 Capital stock, trust principal, or current funds	1	1	
	27 Paid-in or capital surplus, or land, bldg, and equipment fund	3,569,033	3,158,083	
	28 Retained earnings, accumulated income, endowment, or other funds . .			
	29 Total net assets or fund balances (see instructions)	3,569,034	3,158,084	
	30 Total liabilities and net assets/fund balances (see instructions)	3,690,327	3,267,091	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	3,569,034
2 Enter amount from Part I, line 27a	2	-410,950
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	3,158,084
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 29	6	3,158,084

Form **990-PF** (2019)

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2018			0.0000
2017			0.0000
2016			0.0000
2015			0.0000
2014			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 2019 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 2019 estimated tax payments and 2018 overpayment credited to 2019	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 2020 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 2019 or the tax year beginning in 2019? 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	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 ▶ 15		
16 At any time during calendar year 2019, 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	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 2019?	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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? ☐ 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 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019)	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 2019?	4b	X

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
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	☐ Yes ☒ No	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STATEMENT 7		0	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000. ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 Tree Folks - To empower citizens of the region to build stronger communities through planting and caring for trees.	45,319
2 Harris County Precinct 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.	42,187
3 Harris County Precinct 4 - To improve the community's appearance through providing leadership and standards of excellence and by bringing the community into balance with ecological and environmental principals.	34,707
4 NOLA Tree Project - To replant and replace the tens of thousands of trees destroyed by Hurricane Katrina in New Orleans, LA.	27,758

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

Form **990-PF** (2019)

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	475,765
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	475,765
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	475,765
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions). STMT 8	4	475,765
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 2019 from Part VI, line 5	2a	0
b	Income tax for 2019 (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	387,758
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	387,758
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	387,758

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				0
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2019				
a From 2014				
b From 2015				
c From 2016				
d From 2017				
e From 2018				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ \$ 387,758				
a Applied to 2018, 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 2019 distributable amount.				
e Remaining amount distributed out of corpus. . .	387,758			
5 Excess distributions carryover applied to 2019 (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	387,758			
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 2018. Subtract line 4a from line 2a. Taxable amount - see instructions			0	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020.				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 2014 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	387,758			
10 Analysis of line 9				
a Excess from 2015 . . .	277,233			
b Excess from 2016 . . .	269,416			
c Excess from 2017 . . .	212,748			
d Excess from 2018 . . .	391,464			
e Excess from 2019 . . .	387,758			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, 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)

2a 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) 2019	(b) 2018	(c) 2017	(d) 2016	
					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

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.**a** The name, address, and telephone number or email address of the person to whom applications should be addressed**b** The form in which applications should be submitted and information and materials they should include**c** Any submission deadlines**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV **Supplementary Information** *(continued)***3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year STATEMENT 9				387,758
Total			▶ 3a	387,758
b Approved for future payment				
Total			▶ 3b	NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	4,611	
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	-105,464	
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		-100,853	0
13 Total. Add line 12, columns (b), (d), and (e)			13		-100,853

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|-------|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

12/10/2020
Date

VICE PRESIDENT
Title

May the IRS discuss this return with the preparer shown below?

See instructions ☐ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date	
------	--

Check ☐ if self-employed	PTIN
---	------

Firm's name

Firm's EIN ▶

Firm's address ►

Phone no

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

OMB No 1545-0047

2019▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

Name of the organization

Employer identification number

APACHE FOUNDATION

41-6031039

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

APACHE FOUNDATION

Employer identification number

41-6031039

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	APACHE CORPORATION 2000 POST OAK BLVD., SUITE 100 HOUSTON, TX 77056-4400	\$ 537,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
	N/A	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
	N/A	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
	N/A	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
	N/A	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
	N/A	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
	N/A	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Employer Identification number

41-6031039

Part II

[illegible]

Name of organization

APACHE FOUNDATION

Employer identification number

41-6031039

Part III **Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____
 Use duplicate copies of Part III if additional space is needed.

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

APACHE FOUNDATION
F.E.I.N 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/19 TO 04/30/20

PART I, LINE 11: OTHER INCOME

Statement 1

<u>Other Income</u>	
State of Wyoming Walk-In Access for Hunting	509
The Ranch at Ucross - Sand	<u>194</u>
Total Other Income	<u><u>703</u></u>

APACHE FOUNDATION
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RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/19 TO 04/30/20

PART I, LINE 16B: ACCOUNTING FEES

Statement 2

Accounting Fees

Consulting Services

9,808

Total Accounting Fees

9,808

APACHE FOUNDATION
F.E.I.N. 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/19 TO 04/30/20

Statement 3

PART I, LINE 18: TAXES

Taxes

Property Taxes	<u>40,137</u>
Total Taxes	<u><u>40,137</u></u>

APACHE FOUNDATION
F.E.I.N 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/19 TO 04/30/20

PART I, LINE 19 AND 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	(30,750)	233,929	-	-	-	-	233,929
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
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	9,685	-	9,685	(4,295)	(1,890)	-	(6,185)	3,500
2018 CHEVROLET SILVERADO-170209	26,060	-	26,060	(10,027)	(7,520)	-	(17,547)	8,513
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 & Sils (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 Privots	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	(57,986)	(6,326)	-	(64,312)	100,159
61009 Insulate Crawford Garage	3,062	-	3,062	(1,097)	(153)	-	(1,250)	1,812
61009 Schuman lean to replacement	39,975	-	39,975	(11,826)	(1,999)	-	(13,825)	26,150
61009 Replace upper Schuman Barn	47,621	-	47,621	(14,088)	(2,381)	-	(16,469)	31,152
61009 EMERGENCY Shingles blew off of Upp	2,088	-	2,088	(626)	(104)	-	(731)	1,357
61009 New Bldg for Storage and Operating	79,507	-	79,507	(19,877)	(3,975)	-	(23,852)	55,655
Trees	4,940	-	4,940	(2,183)	(165)	-	(2,348)	2,592
Trees / Planting	5,664	-	5,664	(2,439)	(189)	-	(2,628)	3,035
Irrigation System	21,072	-	21,072	(9,071)	(702)	-	(9,773)	11,298
Irrigation System	1,345	-	1,345	(580)	(45)	-	(625)	721

APACHE FOUNDATION
F.E.I.N 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/19 TO 04/30/20

PART I, LINE 19 AND 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	(14,784)	(1,137)	-	(15,921)	18,198
Trees & Irrigation	7,150	-	7,150	(3,077)	(238)	-	(3,315)	3,835
Trees	1,062	-	1,062	(453)	(35)	-	(488)	574
Stock Well	5,478	-	5,478	(2,299)	(183)	-	(2,482)	2,996
Trees	1,236	-	1,236	(497)	(41)	-	(539)	697
Irrigation (line extension)	376	-	376	(152)	(13)	-	(165)	211
Irrigation	40,804	-	40,804	(16,322)	(1,360)	-	(17,682)	23,122
Trees	1,634	-	1,634	(652)	(54)	-	(706)	928
Irrigation	11,090	-	11,090	(4,376)	(370)	-	(4,745)	6,345
K-Line	2,804	-	2,804	(1,105)	(93)	-	(1,198)	1,606
Irrigation	22,428	-	22,428	(8,848)	(748)	-	(9,595)	12,832
Irrigation System for Bird Far	81,303	-	81,303	(31,843)	(2,710)	-	(34,553)	46,749
Irrigation System for Brug Far	34,949	-	34,949	(13,688)	(1,165)	-	(14,853)	20,096
Pipeline in Childress	64,402	-	64,402	(25,046)	(2,147)	-	(27,193)	37,209
Irrigation	28,936	-	28,936	(11,174)	(965)	-	(12,138)	16,798
Trees	58,500	-	58,500	(22,588)	(1,950)	-	(24,538)	33,962
Trees	9,206	-	9,206	(3,427)	(307)	-	(3,734)	5,472
Ucross Irrigation Improvement	160,778	-	160,778	(60,770)	(5,742)	-	(66,512)	94,266
Trees (Donation from Steve Far)	118,330	-	118,330	(45,285)	(4,383)	-	(49,667)	68,663
Irrigation	39,542	-	39,542	(14,401)	(1,465)	-	(15,866)	23,676
Irrigation	19,227	-	19,227	(6,824)	(712)	-	(7,536)	11,691
Irrigation	3,809	-	3,809	(1,352)	(141)	-	(1,493)	2,317
Trees	145,759	-	145,759	(51,735)	(5,398)	-	(57,134)	88,625
Trees	90,407	-	90,407	(31,295)	(3,477)	-	(34,772)	55,635
Driveway & Sidewalk for Upper	5,918	-	5,918	(3,518)	(395)	-	(3,912)	2,006
Lshd Imprv - water line proje	96,744	-	96,744	(31,629)	(2,481)	-	(34,110)	62,634
Leasehold Imprv - wire fencin	15,818	-	15,818	(5,139)	(406)	-	(5,545)	10,274
Leasehold Imprv - wildlife pl	27,771	-	27,771	(8,960)	(712)	-	(9,672)	18,099
Leasehold Imprv - steel / wir	16,056	-	16,056	(4,907)	(412)	-	(5,318)	10,737
Leasehold Imprv - ranch fenci	16,016	-	16,016	(4,792)	(411)	-	(5,203)	10,813
Leasehold Imprv - Finger Lake	501,433	-	501,433	(136,072)	(12,857)	-	(148,929)	352,504
Leasehold Imprv - 3 Dams Big	83,280	-	83,280	(30,984)	(2,974)	-	(33,958)	49,322
Leasehold Imprv - tree fencin	35,625	-	35,625	(12,974)	(1,319)	-	(14,294)	21,331
Leasehold Imprv - Lower Lakes	62,270	-	62,270	(22,553)	(2,395)	-	(24,948)	37,322
Leasehold Imprv - tree fencin	40,221	-	40,221	(13,922)	(1,547)	-	(15,469)	24,751
Lshd Imprv - new roof for Ran	13,064	-	13,064	(4,438)	(502)	-	(4,941)	8,123
50-GENERATOR11-065	82,664	-	82,664	(33,066)	(4,133)	-	(37,199)	45,465
50-FENCING11-099	12,566	-	12,566	(5,026)	(628)	-	(5,655)	6,911
LH IMP - Install Water Diversi11-072	32,505	-	32,505	(12,867)	(1,625)	-	(14,492)	18,013
LH IMP - Install Electric Fenc11-098	38,519	-	38,519	(15,247)	(1,926)	-	(17,173)	21,346
LH IMP - Modify Irrigation Sys11-100	32,199	-	32,199	(12,746)	(1,610)	-	(14,355)	17,844
LH IMP - Install Irrigation Sy11-104	46,238	-	46,238	(18,303)	(2,312)	-	(20,614)	25,624
LH IMP - Pulled, tested well11-101	13,498	-	13,498	(5,287)	(675)	-	(5,962)	7,536
LH IMP-Pumping System replacem11-228	11,925	-	11,925	(4,472)	(596)	-	(5,068)	6,857
LH IMP-Pasture Pipeline Ext11-102	11,855	-	11,855	(4,396)	(593)	-	(4,989)	6,866
LH IMP - Install Electric Fenc11-098	7,043	-	7,043	(2,583)	(352)	-	(2,935)	4,109
LH IMP - Pulled, tested well11-101	754	-	754	(276)	(38)	-	(314)	440
50-GENERATOR11-065	(5,226)	-	(5,226)	1,916	261	-	2,178	(3,049)
50-FENCING11-099	1,100	-	1,100	(403)	(55)	-	(458)	642
LH IMP-Pumping System replacem11-228	58,471	-	58,471	(20,952)	(2,924)	-	(23,876)	34,595
Pipe corrals around water tanks	8,400	-	8,400	(2,905)	(420)	-	(3,325)	5,075
CORRAL REPLACEMENT AND REPAIR	35,566	-	35,566	(12,300)	(1,778)	-	(14,078)	21,488
NEW FENCE FOR RANGE	40,000	-	40,000	(13,833)	(2,000)	-	(15,833)	24,167
PIPE GATE FOR HAY FIELD	9,765	-	9,765	(3,377)	(488)	-	(3,865)	5,900
61010 Install poly pipe and water tank	12,013	-	12,013	(4,104)	(601)	-	(4,705)	7,308
61010 Install poly pipe and 5 water tanks	21,018	-	21,018	(7,181)	(1,051)	-	(8,232)	12,786
61010 Install poly water & 2 water tanks	13,004	-	13,004	(4,443)	(650)	-	(5,093)	7,910
Leashold Improvement	11,013	-	11,013	(3,717)	(551)	-	(4,267)	6,745
Leashold Improvement	20,202	-	20,202	(6,818)	(1,010)	-	(7,828)	12,374
Leashold Improvement	20,618	-	20,618	(6,959)	(1,031)	-	(7,989)	12,629
Install Sideroll on Pipefield-LI	29,442	-	29,442	(9,691)	(1,472)	-	(11,163)	18,279
Ranch Assets	17,949	-	17,949	(5,908)	(897)	-	(6,806)	11,143
Install Pivot in Bauman Hay Field	73,481	-	73,481	(23,875)	(3,673)	-	(27,548)	45,913
CORRAL REPLACEMENT AND REPAIR	(15,375)	-	(15,375)	4,741	769	-	5,509	(9,866)
Leashold Improvement	1,810	-	1,810	(573)	(91)	-	(664)	1,146
Install Sideroll on Pipefield-LI	35,011	-	35,011	(11,087)	(1,751)	-	(12,837)	22,173
Install Pivot in Bauman Hay Field	28,316	-	28,316	(8,967)	(1,416)	-	(10,383)	17,934
61010 Stream Restoration & habitat impro	40,000	-	40,000	(12,000)	(2,000)	-	(14,000)	26,000
61010 Rangeland Fencing	18,724	-	18,724	(5,461)	(936)	-	(6,397)	12,326
61010 Enqueerling & Design for Dunlap Di	49,980	-	49,980	(14,994)	(2,499)	-	(17,493)	32,487
61009 Install new tile & carpet in Crawf 13-082	8,180	-	8,180	(2,488)	(409)	-	(2,897)	5,283
Fish Ladder-LI	12,584	-	12,584	(3,403)	(628)	-	(4,031)	8,533
61010 Wind breaks for livestock	15,986	-	15,986	(4,463)	(799)	-	(5,262)	10,724
61010 Replacement of Dunlap Diversion dam with fis	49,982	-	49,982	(13,537)	(2,499)	-	(16,036)	33,946

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PART I, LINE 19 AND 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 Engineering & Design for Dunlap Di	(23,314)	-	(23,314)	6,120	1,168	-	7,286	(16,029)
Fish Ladder-LI	37,434	-	37,434	(9,047)	(1,872)	-	(10,918)	26,516
61010 River Screen suction for 2 pivots	9,496	-	9,496	(2,255)	(475)	-	(2,730)	6,766
61010 Drill New Headquarters Deep Well	21,284	-	21,284	(5,321)	(1,064)	-	(6,385)	14,899
61010 High deer fence to protect shelter	13,777	-	13,777	(3,272)	(689)	-	(3,961)	9,816
61010 Boundary fence replacement between	20,069	-	20,069	(4,432)	(1,003)	-	(5,435)	14,633
61010 Engineering & Design for Dunlap Di	(15,564)	-	(15,564)	3,372	778	-	4,150	(11,413)
61010 River Screen suction for 2 pivots	2,500	-	2,500	(500)	(125)	-	(625)	1,875
61010 Boundary fence replacement between	(8,969)	-	(8,969)	1,906	448	-	2,354	(6,614)
61010-LEASEHOLD IMPROV-WYOMING	193,799	-	193,799	(38,760)	(9,690)	-	(48,450)	145,349
61010-LEASEHOLD IMPROV-WYOMING	9,274	-	9,274	(1,546)	(464)	-	(2,009)	7,265
61010 Clear Creek Construction at Pivot-Clearmont	33,374	-	33,374	(5,284)	(1,669)	-	(6,953)	26,421
61010 - LEASEHOLD IMPROVEMENTS - CLAREMONT	34,473	-	34,473	(3,591)	(1,724)	-	(5,315)	29,158
61010 - LEASEHOLD IMPROVEMENTS - CLAREMONT	30,019	-	30,019	(3,002)	(1,501)	-	(4,503)	25,516
61010 Dunlap Ditch pipe flume repl/rep	22,444	-	22,444	(1,122)	(1,122)	-	(2,244)	20,199
Total	4,541,387	(30,750)	4,510,637	(1,498,373)	(150,785)	-	(1,649,159)	2,861,478

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PART I, LINE 23: OTHER EXPENSE

Statement 5

<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>
Automobile Expense	10,799	-	10,799	-
Bank Fees	891	-	891	-
Insurance	1,269	-	1,269	-
Meals and Entertainment - 100%	215	-	215	-
Mobile Phone Expense	137	-	137	-
Office Supplies	172	-	172	-
Postage / Freight	746	-	746	-
Professional Dues and Fees	10	-	10	-
Regulatory and Filing Fees	25	-	25	-
Shop Tools/Supplies	1,810	-	1,810	-
Subscriptions and Books	390	-	390	-
Telephone Services	1,497	-	1,497	-
Temporary Labor - Non-Payroll Contract Services	20,252	-	20,252	-
WY Farming/Seed/Fertilizer	22,773	-	22,773	-
Wyoming Leased Land	143,851	-	143,851	-
Wyoming Repairs Buildings	10,620	-	10,620	-
Wyoming Repairs Equipment	2,648	-	2,648	-
Wyoming Repairs Grounds	103,436	-	103,436	-
Total Other Expenses	<u>321,541</u>	<u>-</u>	<u>321,541</u>	<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	94,398	91,479
Clear Creek Hunting Preserve	(4,546)	876
Apache Shady Lane	28,711	16,652
	<u> </u>	<u> </u>
Total Other Current Liabilities	<u><u>118,563</u></u>	<u><u>109,007</u></u>

APACHE FOUNDATION
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Statement 7

PART VIII, LINE 1: LIST OF OFFICERS AND DIRECTORS

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

Directors:

Timothy R Custer
Faron J Thibodeaux
Jon W Sauer

Officers:

John J Chnstmann IV	Chief Executive Officer and President
D Clay Bretches	Executive Vice President
P Anthony Lannie	Executive Vice President and General Counsel
David A Pursell	Executive Vice President
Stephen J Riney	Executive Vice President and Chief Financial Officer
Timothy R Custer	Senior Vice President
George W (Max) Easley	Senior Vice President
Rebecca A Hoyt	Senior Vice President, Chief Accounting Officer and
Mark D Maddox	Senior Vice President
Ben C Rodgers	Senior Vice President and Treasurer
Faron J Thibodeaux	Senior Vice President
Mark J Bright	Vice President
Dah-Ruey David Chi	Vice President
Gary T Clark	Vice President
W Brad Eubanks	Vice President
Robert Goodwin	Vice President
Jeremy Hill	Vice President
Jessica Jackson	Vice President
Brandy Jones	Vice President
Castlen M Kennedy	Vice President
Greg McDaniel	Vice President
Michael Munro	Vice President
Ken Neupert	Vice President
Travis Osborne	Vice President
Breezi Province	Vice President
Rana Roy	Vice President
Jon W Sauer	Vice President
Carla Tharp	Vice President
Jim Virginillo	Vice President
Enc Vosburgh	Vice President
Anthony L White	Vice President
Thomas E Yelich	Vice President
Jamie Sutton	Vice President
Rajesh Sharma	Corporate Secretary and Assistant General Counsel
Stacie Burns	Assistant Controller
Mark A Hackfeld	Assistant Controller
Robert P Rayphole	Assistant Financial Controller
David J Bernal	Assistant General Counsel and Assistant Secretary
S Brett Cupit	Assistant General Counsel and Assistant Secretary
Jack L Litmer	Assistant General Counsel and Assistant Secretary
Patrick F Whitman	Assistant General Counsel and Assistant Secretary
Stephen S Williams	Assistant General Counsel and Assistant Secretary
Nora J Dobin	Assistant Secretary
Stephen P Fohn	Assistant Secretary
Andrew S Friedberg	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
Joshua B Nix	Assistant Secretary
Jay S Schultz	Assistant Secretary
Peter J Czerniakowski	Assistant Treasurer

As of June 1, 2020

**APACHE FOUNDATION
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FOR PERIOD 05/01/19 TO 04/30/20**

Statement 8

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

Apache Foundation considers it necessary to maintain \$475,765 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 9

<u>Recipient</u>	<u>Purpose</u>	<u>Amount</u>
Abita Springs Friends of the Park 22049 Main Street Abita Springs, LA 70420	With the intent of identifying, funding and implementing green space improvements in Town of Abita Springs and providing healthful activities and cultural programs that collectively enrich the lives of the community	2,914
Andrews County Parks Department 301 NE Mustang Dr Andrews, TX 79714	To provide the community recreational parks and activities, and to establish and maintain the infrastructure to support and promote the economic prosperity of the community	1,990
Astros Golf Foundation 501 Crawford St Houston, TX 77002	To enrich the lives of Houstonians and empowering the community through the game of golf	1,424
BREC 1225 Sharp Rd Baton Rouge, LA 70815	To contribute to a healthier, more vibrant community by providing exceptional open spaces and recreational experiences for all of East Baton Rouge Parish	4,371
Bryan Noon Lions Club Brazos Center, 3232 Bnarcresst Drive Bryan, TX 77802	To empower volunteers to serve their communities, meet humanitarian needs, encourage peace and promote international understanding through Lions clubs	1,055
Buffalo Bayou Partnership 1019 Commerce St. Houston, TX 77002	To maintain and operate Buffalo Bayou Park and also to activate the waterway through pedestrian, boating and biking amenities, volunteer activities, permanent and temporary art installations, and wide-ranging tours and programs	4,218
Camp Diasozo 124 Ulmus Road Fredericksburg, TX 78624	To enrich the lives of children with morphea and scleroderma and their families	1,998
City of Alamogordo 1376 E Ninth Street Alamogordo, NM 88310	To provide the best possible services to our customers, the citizens of Alamogordo To provide these services with commitment to excellence, compassion, fairness, honesty and integrity	1,447
City of Baytown Parks and Recreation Department 2407 Market Street Baytown, TX 77520	To provide the community recreational parks and activities, and to establish and maintain the infrastructure to support and promote the economic prosperity of the community	21,092
City of Edinburg 415 W University Drive Edinburg, TX 78539	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	7,994
City of Houston-Urban Forestry 12025 Sowden Road Houston, TX 77055	To promote and enhance the city of Houston's urban forest It demonstrates to the world to value the trees and the benefits they bring to the environment	26,366
City of Katy/Keep Katy Beautiful 901 Avenue C Katy, TX 77493	To educate and engage community to take responsibility for improving the City of Katy's overall environmental health through beautification, litter prevention and waste reduction	527
City of Las Cruces 700 N Main Las Cruces, NM 88001	To provide customer-focused municipal services to residents, businesses, and guests so they can experience a "quality of place" to live, work and play	8,684
City of New Braunfels Parks and Recreation Department 110 Golf Course Road New Braunfels, TX 78130	To provide the community recreational parks and activities, and to establish and maintain the infrastructure to support and promote the economic prosperity of the community	13,323
City of Pasadena 100 North Garfield Ave Pasadena, CA 91101	Dedicated to delivering exemplary municipal services responsive to our entire community and consistent with our history, culture and unique character	1,055
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	7,994
Coalition to Restore Coastal Louisiana 1110 S River Road Baton Rouge, LA 70802	To drive bold, science-based action to rebuild coastal Louisiana through outreach, restoration and advocacy	5,100
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	15,000
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	1,318
Galveston Island Tree Conservancy 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	4,218

Habitat for Humanity Pasadena 1520 Shaver Street Pasadena, TX 77502, USA	To bring people together to build homes, communities and hope	527
Harris County Precinct 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	42,187
Harris County Precinct 4 1001 Preston St #950 Houston, TX 77002	To improve the community's appearance through providing leadership and standards of excellence and by bringing the community into balance with ecological and environmental principals	34,707
Headwaters at Incarnate Word 4503 Broadway St San Antonio, TX 78209	To preserve, restore, and celebrate the rich natural, cultural, historical, spiritual, and educational values of the headwaters of the San Antonio River	2,426
Healthy Communities of Brownsville, Inc P O Box 1621 Brownsville, TX 78523	To develop and foster environmental, educational, and healthy living programs through community partnerships and grassroots efforts	1,332
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	1,582
Ibena Soil & Water Conservation District 2617 Northside Road, Suite 600 New Ibena LA 70563	To protect and enhance water quality through land conservation, stormwater management, technical support to citizens and organizations, and conservation education and outreach activities	729
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	5,276
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	1,457
Keep Levelland Beautiful/Levelland Chamber of Commerce 1101 Avenue H Levelland, TX 79336	Dedicated to create, support and promote economic opportunities for members, investors and community	1,332
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	5,329
Keep Sugar Land Beautiful 119 Brooks St Sugar Land TX 77478	Dedicated to educate and engage everyone to take responsibility for the environmental health of our community	2,636
Keep Surfside Beach Beautiful 810 1st Ave N Surfside Beach, SC 29575	To work towards the improvement of the aesthetics of the town, its overall appearance, its cleanliness, and preservation and enhancement of public and private property values	1,055
Lafayette Central Park, Inc 2901 Johnston St #304 Lafayette, LA 70503	To build and operate a world-class community park	7,285
Lafayette Soil & Water Conservation District (SWCD) 5825 Florida Blvd Baton Rouge, LA 70806	To provide conservation planning services to landowners within their individual districts	2,550
Lower Colorado River Authority 3700 Lake Austin Blvd Austin, TX 78703	To enhance the quality of life of the Texans we serve through water stewardship, energy and community service	2,665
National Skeet Shooting 5931 Rott Road San Antonio, Texas 78253	Dedicated to the development of the sport at all levels of participation and vows to create an atmosphere of healthy competition and meaningful fellowship within its membership	2,665
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	27,758
Northwest Assistance Ministries 15555 Kuykendahl Road Houston, TX 77090	Strives to meet basic human needs through Neighbors Helping Neighbors and provides assistance in areas such as food, shelter, health, education and domestic violence awareness and intervention	527
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	1,332
Seabrook Open Space and Trails (City of Seabrook) 1700 1st St Seabrook, TX 77586	The primary purpose of The Open Space and Trails is to beautify and preserve the city's natural resources. This includes creating a master plan for parks, trails and other recreational facilities throughout the city	1,056
St Mary Soil and Water Conservation District 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	2,186
Terrebonne Parish Tree Board 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	2,924

Texas Master Naturalist Hill Country Chapter P O Box 293972 Kerrville, TX 78029	To educate the community on the appreciation and knowledge of nature through outreach, education and conservation/restoration projects	2,132
Texas Master Naturalists, Coastal Praine Chapter, Inc 1402 Band Road, Suite 100 Rosenberg, TX 77471	To educate the community on the appreciation and knowledge of nature through outreach, education and conservation/restoration projects	1,055
Texas Parks and Wildlife Department 2914 Swiss Avenue Dallas, TX 75204	To manage and conserve the natural and cultural resources of Texas for present and future generations	22,863
Tree Folks 10803 Platt Ln Austin, TX 78725	To empower citizens of the region to build stronger communities through planting and caring for trees	45,319
Trees for Houston P O Box 270477 Houston, TX 77277	To plant, protect, and promote trees throughout the greater Houston area	16,873
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	3,432
University of Houston 4800 Calhoun Road Houston, TX 77004	To offer nationally competitive and internationally recognized opportunities for learning, discovery and engagement to a diverse population of students in a real-world setting	4,218
Wildlife Conservation and Education Society of South Texas 105 E Reparo Cir Bayview, TX 78566	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	1,332
Woodlands Conservancy 1500 Woodland Hwy Belle Chasse, LA 70037	To preserve and restore an ecosystem dedicated to creating daily public opportunities for recreation, ecolounsm and education in a natural and historic setting	6,922

387,758