

EXHIBIT 7



2000 POST OAK BOULEVARD / SUITE 100 / HOUSTON, TEXAS 77056-4400

(713) 296 6000
WWW.APACHECORP.COM

January 8, 2010

Office of Chief Counsel
Division of Corporate Finance
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549

Re: Apache Corporation – Omission of Shareholder Proposal Submitted by Mr. John Chevedden

Dear Ladies and Gentlemen:

On behalf of Apache Corporation, a Delaware corporation (the "Company" or "Apache"), pursuant to Rule 14a-8(j) under the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), I am writing to inform you that Apache intends to omit from the proxy statement for its 2010 Annual Meeting of Stockholders (the "2010 Proxy Materials") a stockholder proposal (the "Proposal") received from John Chevedden (the "Proponent").

Pursuant to Rule 14a-8(j), we have:

- Filed this notice with the Securities and Exchange Commission (the "Commission") no later than eighty (80) calendar days before the Company intends to file its definitive 2010 Proxy Materials with the Commission; and
- Concurrently sent copies of this correspondence to the Proponent.

Rule 14a-8(k) provides that stockholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the "Staff"). Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to this Proposal, a copy of that correspondence should concurrently be furnished to the undersigned on behalf of the Company pursuant to Rule 14a-8(k).

Office of Chief Counsel
Division of Corporate Finance
January 8, 2010
Page 2

The Proposal

The Proposal, addressed to the former Chairman of the Board of the Company, requests that the Board of Directors “take the steps necessary so that each shareholder voting requirement in our charter and bylaws, that calls for a greater than simple majority vote, be changed to a majority of the votes cast for and against the proposal in compliance with applicable laws. This would include 80% of shares required to amend articles ninth (directors); twelfth (business combinations); fourteenth (fair price); and sixteenth (written consent) of our charter.” A copy of the Proposal and the Supporting Statement is attached as Exhibit A.

BASIS FOR EXCLUSION

We hereby inform the Staff that we intend to exclude the Proposal pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1) because the Proponent failed to provide the required proof of stock ownership in response to the Company’s proper request for that information.

ANALYSIS

The Proposal May Be Excluded Under Rule 14a-8(b) And Rule 14a-8(f)(1) Because The Proponent Failed To Establish The Requisite Eligibility To Submit The Proposal

A. Background

The Proposal was received by the Company on November 9, 2009. See Exhibit A. The Proposal was not accompanied by proof of ownership as required by Rule 14a-8(b). On November 27, 2009, the Proponent submitted, via electronic mail and facsimile, a letter from Ms. Meghan M. Page, Assistant Portfolio manager of RAM Trust Services (“RTS”), detailing his purported proof of ownership (the “RTS Letter”). See Exhibit B. The RTS Letter stated that RTS was confirming that Mr. Chevedden had held no less than 50 shares of Apache stock in an account at RTS since November 7, 2008. Neither the Proponent nor RTS are listed in the Company’s stock records as record holders of any Apache common stock as is required by Rule 14a-8(b).

Accordingly, the Company sought additional verification of the Proponent’s eligibility to submit the Proposal. On December 3, 2009, within 14 calendar days of the Company’s receipt of the RTS Letter, the Company sent a letter addressed to the Proponent (the “Deficiency Notice”). See Exhibit C. The Deficiency Notice informed the Proponent that he had failed to comply with the procedural requirements and explained how he could cure the procedural deficiency. In part, the Deficiency Notice stated:

Office of Chief Counsel
Division of Corporate Finance
January 8, 2010
Page 3

As you know, in order to be eligible to include a proposal in the proxy materials for Apache's 2010 annual meeting, Rule 14a-8 under the Securities Exchange Act of 1934 requires that a stockholder must have continuously held at least \$2,000 in market value or 1% of Apache's common stock (the class of securities that will be entitled to be voted on the proposal at the meeting) for at least one year as of the date that the proposal is submitted. The stockholder must continue to hold those securities through the date of the meeting and must so indicate to us. You state in your letter that "Rule 14a-8 requirements are intended to be met including continuous ownership of the required stock value," however, we have been unable to confirm your current ownership of Apache stock, or the length of time that you have held the shares.

Although you have provided us with a letter from RAM Trust Services, the letter does not identify the record holder of the shares or include the necessary verification. Apache has reviewed the list of record owners of the company's common stock, and neither you, nor RAM Trust Services are listed as an owner of Apache common stock. Pursuant to the SEC Rule 14a-8(b), since neither you nor RAM Trust Services is a record holder of Apache common stock, you must provide a written statement from the record holder of the shares you beneficially own verifying that you continually have held the required amount of Apache common stock for at least one year as of the date of your submission of the proposal. As required by Rule 14a-8(f), you must provide us with this statement within 14 days of your receipt of this letter. We have attached to this notice of defect a copy of Rule 14a-8 for your convenience.

The Proponent responded December 3, 2009 via electronic mail. See Exhibit D. His response is copied below:

Dear Ms. Peper,
The company December 3, 2009 letter acknowledges receipt of my rule 14a-8 proposal back on November 9, 2009 and today for the first time claims a defect in the submission. However the attached page from rule 14a-8 is believed to state that a company must notify the proponent of any defect within 14-days of the receipt of a rule 14a-8 proposal – which was already acknowledged by the company to be almost a month ago. Thus for nearly a month there was no company notice of any defect.
Sincerely,
John Chevedden

Office of Chief Counsel
Division of Corporate Finance
January 8, 2010
Page 4

cc:
Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission

While the Company is aware that it received Mr. Chevedden's initial letter on November 9, 2009, we did not receive his inadequate submission of proof of ownership until November 27, 2009.¹ In his November 27, 2009, e-mail accompanying the RTS Letter, Mr. Chevedden stated, "Please advise on Monday whether there are now any rule 14a-8 open items." See Exhibit B. The Company then responded to Mr. Chevedden by letter dated December 8, 2009, which stated that the Company did not receive Mr. Chevedden's proof of ownership until November 27, 2009; therefore, the Company's deficiency notice dated December 3, 2009, was timely. See Exhibit E. The Proponent responded by forwarding another letter, from Meghan M. Paige with RTS (the "Second RTS Letter"). See Exhibit F.

The Second RTS Letter stated the following: "As introducing broker for the account of John Chevedden, held with Northern Trust as custodian, RTS confirms that John Chevedden has continuously held no less than 50 shares for the following security since November 7, 2008: Apache Corp (APA)." See Exhibit F. For the reasons stated below, the RTS letter does not satisfy the requirements of Rule 14a-8(b)(2) and the Proposal is thus excludable pursuant to Rule 14a-8(f).

B. Discussion

It is the Company's view that the Proposal may be properly excluded from the Proxy Materials in accordance with Rules 14a-8 and 14a-8(f)(1) because the Proponent has failed to provide the Company, within the time period set forth in Rule 14a-8(f)(1), the requisite verification that the Proponent satisfies the eligibility requirements of Rule 14a-8(b).

¹ Although the Company did not request proof of ownership from Mr. Chevedden until it received the inadequate proof of ownership from Mr. Chevedden on November 27, 2009, we understand that the staff has generally allowed companies to exclude proposals on procedural grounds after the proponent failed to correct the deficiencies in the proponent's submission - even if the company did not notify the proponent of the deficiencies at all. See e.g., JP Morgan Chase & Co., SEC No-Action Letter (Mar. 7, 2008) ("Rules 14a-8(b) and 14a-8(f) require a proponent to provide documentary support of a claim of beneficial ownership upon request. We note that, to date, it does not appear that the proponent has provided a statement from the record holder evidencing documentary support of continuous beneficial ownership of \$ 2,000, or 1%, in market value of voting securities, for at least one year prior to submission of the proposal. We note, however, the proponent's representation that it did not receive the request from JPMorgan Chase to provide such documentary support. Accordingly, unless the proponent provides JPMorgan Chase with appropriate documentary support of ownership, within seven calendar days after receiving this letter, we will not recommend enforcement action to the Commission if JPMorgan Chase omits the proposal from its proxy materials in reliance on rules 14a-8(b) and 14a-8(f).").

Office of Chief Counsel
Division of Corporate Finance
January 8, 2010
Page 5

Rule 14a-8(b)(1) provides that in order to be eligible to submit the proposal, the Proponent must have continuously held at least \$2,000 in market value, or 1% of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date on which the Proposal is submitted.

Rule 14a-8(b)(2) provides that the Proponent, who is not a registered holder of the Company's securities, must prove his eligibility at the time of his submission in one of two ways: he may submit a written statement from the record holder of the securities or he may submit copies of Schedules 13D or 13G or a Form 3, 4 or 5.

In response to the RTS Letter, the Company's Deficiency Letter described the ownership requirements of Rule 14a-8, identified the deficiency in the RTS Letter, provided adequate detail about what the Proponent had to do to cure the deficiency, and explained that the Proponent's response must be postmarked or transmitted electronically no later than 14 days from the date of receipt of the Deficiency Letter.

The Second RTS Letter submitted in response to the Deficiency Notice indicates that RTS serves as the Proponent's introducing broker and that the Proponent's shares are held by another entity, Northern Trust, as custodian. Introducing brokers do not hold custody of securities, either directly or through an affiliate, and therefore are not "record" holders as specified in Rule 14a-8(b)(2). Thus, RTS is not a record holder of the Company's securities. In fact, the alleged custodian, Northern Trust, is also not a record holder of the Company's common stock.

Staff Legal Bulletin 14 states that a written statement establishing eligibility under Rule 14a-8(b) must be from the "record" holder and that a written statement from a shareholder's investment advisor is insufficient evidence of ownership unless the investment advisor is also the record holder of the shares. Mr. Chevedden should be well aware of the rule's unambiguous requirement that the Proponent document proof of ownership by submitting the proof from a record holder because Mr. Chevedden attempted to submit a shareholder proposal to the Company two years ago; a proposal that he had to withdraw when the Company requested proof of ownership. Because RTS is not a record holder of the Proponent's shares, the Proponent has failed to establish, within the 14 days prescribed by Rule 14a-8(f)(1), his eligibility to submit the Proposal. The Staff has granted no action relief previously where the Proponent attempted to establish by providing documentary evidence of ownership by a person other than the "record" holder. See e.g. *JP Morgan Chase & Co.* (Feb. 15, 2008); *Verizon Communications, Inc.* (Jan. 25, 2008); *The McGraw Hill Companies, Inc.* (Mar. 12, 2007); *MeadWestvaco Corporation* (Mar. 12, 2007).

Despite the fact that the proof of ownership provided by the Proponent is inconsistent with the plain language of Rule 14a-8 and the staff's prior interpretations of the rule, the Company is aware that the Staff has, on one occasion, declined to allow the exclusion of

Office of Chief Counsel
Division of Corporate Finance
January 8, 2010
Page 6

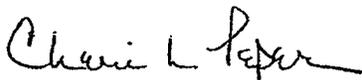
a shareholder proposal under similar circumstances. See *The Hain Celestial Group, Inc.* (Oct. 1, 2008). In that letter, as is the case here, the shareholder at issue had provided a letter from its introducing broker in order to substantiate its satisfaction of Rule 14a-8's minimum ownership requirements. Despite well supported arguments by the company requesting no-action relief, as well as a number of previously issued no-action letters that reached contrary conclusions, the Staff broke from its historical approach and ultimately ruled that the letter from the introducing broker satisfied the rule.

Notwithstanding the position reached in the *Hain Celestial* no-action letter, as described in the "Informal Procedures" letter that accompanied the Staff's response to Hain Celestial, the Staff's no-action responses reflect only informal views. Indeed, as the Staff has acknowledged in countless no-action letters, "a determination reached in such letters cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include a shareholder proposal in its proxy materials." In light of this, the Company intends to exclude the Proposal from its proxy materials in reliance on Rule 14a-8(b) and 14a-8(f). Contrary to the informal position expressed by the Staff in the *Hain Celestial* no-action response, the Proponent has not provided the Company with proof of ownership that complies with Rule 14a-8 or years of prior no-action letters preceding the issuance of the *Hain Celestial* letter. Because an introducing broker is not a record holder of the shares of a company, the Company intends to exclude this proposal unless a U.S. District Court rules that the Company is obligated to include it in its 2010 Proxy Materials.

CONCLUSION

Rule 14a-8 requires that a shareholder who intends to rely on the rule substantiate its satisfaction of the rule's minimum ownership requirements. The rule specifies that a beneficial owner can only do so by providing a letter from the record holder of its shares that indicates that the beneficial owner satisfies such requirements. Here, as acknowledged by the Staff, an introducing broker is not the record holder of shares held by such broker's beneficial owner clients. In the absence of a communication from the record holder of the shares, therefore, a beneficial owner cannot satisfy the requirements of Rule 14a-8(b). Based on these views, we are notifying the Staff and the Proponent that the Company intends to exclude the Proposal, unless a U.S. District Court rules that the Company is obligated to include the Proposal in its 2010 Proxy Materials.

Sincerely,



Cheri L. Peper
Corporate Secretary

PS

Exhibit A

Peper, Cheri

From: olmsted [olmsted7p@earthlink.net]
Sent: Sunday, November 08, 2009 11:38 AM
To: Peper, Cheri
Subject: Rule 14a-8 Proposal (APA)
Attachments: CCE00002.pdf

Dear Ms. Peper,
Please see the attached Rule 14a-8 Proposal.
Sincerely,
John Chevedden

JOHN CHEVEDDEN

2215 Nelson Avenue, No. 205
Redondo Beach, CA 90278

310-371-7872

Mr. Raymond Plank
Chairman
Apache Corporation (APA)
2000 Post Oak Blvd Ste 100
Houston TX 77056

Rule 14a-8 Proposal

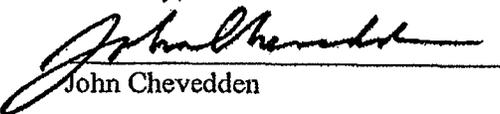
Dear Mr. Plank,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company. This proposal is submitted for the next annual shareholder meeting. Rule 14a-8 requirements are intended to be met including the continuous ownership of the required stock value until after the date of the respective shareholder meeting and presentation of the proposal at the annual meeting. This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

In the interest of company cost savings and improving the efficiency of the rule 14a-8 process please communicate via email to olmsted7p (at) earthlink.net.

Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of this proposal promptly by email to olmsted7p (at) earthlink.net.

Sincerely,


John Chevedden

November 8, 2009
Date

cc: Cheri L. Peper <cheri.peper@apachecorp.com>
Corporate Secretary
Fax: 713-296-6480
PH: 713 296-6000
F: 713-296-6805
FX: 713 296-6496

[APA: Rule 14a-8 Proposal, November 8, 2009]

3 [Number to be assigned by the company] – **Adopt Simple Majority Vote**
RESOLVED, Shareholders request that our board take the steps necessary so that each shareholder voting requirement in our charter and bylaws, that calls for a greater than simple majority vote, be changed to a majority of the votes cast for and against the proposal in compliance with applicable laws. This would include the 80% of shares required to amend articles ninth (directors); twelfth (business combination); fourteenth (fair price); and sixteenth (written consent) of our charter.

Currently a 1%-minority can frustrate the will of our 79%-shareholder majority. Also our supermajority vote requirements can be almost impossible to obtain when one considers abstentions and broker non-votes. Supermajority requirements are arguably most often used to block initiatives supported by most shareowners but opposed by management. For example, a Goodyear (GT) management proposal for annual election of each director failed to pass even though 90% of votes cast were yes-votes.

This proposal topic won from 74% to 88% support at the following companies in 2009: Weyerhaeuser (WY), Alcoa (AA), Waste Management (WM), Goldman Sachs (GS), FirstEnergy (FE), McGraw-Hill (MHP) and Macy's (M). The proponents of these proposals included Nick Rossi, William Steiner, James McRitchie and Ray T. Chevedden.

The merits of this Simple Majority Vote proposal should also be considered in the context of the need for improvements in our company's 2009 reported corporate governance status:

The Corporate Library www.thecorporatelibrary.com, an independent investment research firm, rated our company "D" with "High Governance Risk" and "Very High Concern" regarding our board members. Eight of our 11 directors had 12 to 28-years tenure – independence and succession planning concerns. Six of our directors were age 71 to 81 – adding to succession-planning concerns. Francis Merelli, John Kocur and Patricia Albjerg Graham were inside-related – another strike against independence. Plus Ms. Graham received our most against-votes with 25% and Eugene Fiedorek had 15% against-votes.

Our CEO Steven Farris was granted 2008 restricted stock units with a grant date value of \$34 million. These restricted stock units provided rewards whether our stock price was rising or falling. Plus there was company payment of executive personal income taxes.

We also had no shareholder right to call a special shareholder meeting, act by written consent, annual election of each director, cumulative voting, an independent board chairman or a lead director. We had a poison pill locked in until 2016. Shareholder proposals to address these topics have received majority votes at other companies and would be excellent topics for our next annual meeting.

The above concerns shows there is need for improvement. Please encourage our board to respond positively to this proposal: Adopt Simple Majority Vote – Yes on 3. [Number to be assigned by the company]

Notes:

John Chevedden, 2215 Nelson Ave., No. 205 Redondo Beach, Calif. 90278 sponsored this proposal.

The above format is requested for publication without re-editing, re-formatting or elimination of text, including beginning and concluding text, unless prior agreement is reached. It is respectfully requested that the final definitive proxy formatting of this proposal be professionally proofread before it is published to ensure that the integrity and readability of the original submitted format is replicated in the proxy materials. Please advise in advance if the company thinks there is any typographical question.

Please note that the title of the proposal is part of the proposal. In the interest of clarity and to avoid confusion the title of this and each other ballot item is requested to be consistent throughout all the proxy materials.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

Stock will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email [olmsted7p (at) earthlink.net].

Exhibit B

Peper, Cheri

From: olmsted [olmsted7p@earthlink.net]
Sent: Friday, November 27, 2009 8:13 PM
To: Peper, Cheri
Cc: shareholderproposals@sec.gov
Subject: Rule 14a-8 Broker Letter-(APA)
Attachments: CCE00010.pdf

Ms. Cheri L. Peper
Corporate Secretary
Apache Corporation (APA)
2000 Post Oak Blvd Ste 100
Houston TX 77056
PH: 713 296-6000

Dear Ms. Peper,
Please see the attached broker letter. Please advise on Monday whether there are now any rule 14a-8 open items.
Sincerely,
John Chevedden

cc:
Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission

RAM TRUST SERVICES

November 23, 2009

John R. Chevedden
2215 Nelson Ave No. 205
Redondo Beach, CA 90278
Fax: 310-371-7872

Post-it® Fax Note	7671	Date	11-27-09	# of pages ▶
To	Cheri Papar		From	John Chevedden
Co./Dept.			Co.	
Phone #			Phone #	310-371-7872
Fax #	713-296-6805		Fax #	

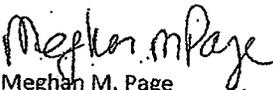
To Whom it May Concern,

I am responding to Mr. Chevedden's request to confirm his position in several securities held in his account at Ram Trust Services. Please accept this letter as confirmation that John R. Chevedden has continuously held no less than 50 shares of the following security since November 7, 2008:

- Apache Corp (APA)

I hope this information is helpful and please feel free to contact me via telephone or email if you have any questions (direct line: (207) 553-2923 or email: mpage@ramtrust.com). I am available Monday through Friday, 8:00 a.m. to 5:00 p.m. EST.

Sincerely,


Meghan M. Page
Assistant Portfolio Manager

* * * COMMUNICATION RESULT REPORT (DEC. 3. 2009 3:03PM) * * *

Exhibit C

FAX HEADER: APACHE CORP SECY

TRANSMITTED/STORED : DEC. 3. 2009 2:52PM
FILE MODE OPTION

ADDRESS

RESULT

PAGE

293 MEMORY TX

919103717872

OK

9/9

REASON FOR ERROR
E-1) HANG UP OR LINE FAIL
E-3) NO ANSWERE-2) BUSY
E-4) NO FACSIMILE CONNECTION

2000 POST OAK BOULEVARD / SUITE 100 / HOUSTON, TEXAS 77056-4400

(713) 296 6000
WWW.APACHECORP.COM

December 3, 2009

John Chevedden
2215 Nelson Ave., No. 205
Redondo Beach, CA 90278

Re: Rule 14a-8 Proposal

Dear Mr. Chevedden:

On November 9, 2009, we received your letter dated November 8, 2009, requesting that Apache include your proposed resolution in its proxy materials for Apache's 2010 annual meeting. On November 27, 2009, we received a letter from RAM Trust Services, which was intended to demonstrate that you satisfy the minimum ownership requirements of Rule 14a-8. Based on our review of the information provided by you, our records and regulatory materials, we have been unable to conclude that the proposal meets the requirements for inclusion in Apache's proxy materials, and unless you can demonstrate that you meet the requirements in the proper time frame, we will be entitled to exclude your proposal from the proxy materials for Apache's 2010 annual meeting.

As you know, in order to be eligible to include a proposal in the proxy materials for Apache's 2010 annual meeting, Rule 14a-8 under the Securities Exchange Act of 1934 requires that a stockholder must have continuously held at least \$2,000 in market value or 1% of Apache's common stock (the class of securities that will be entitled to be voted on the proposal at the meeting) for at least one year as of the date that the proposal is submitted. The stockholder must continue to hold those securities through the date of the meeting and must so indicate to us. You state in your letter that "Rule 14a-8 requirements are intended to be met including continuous ownership of the required stock value," however, we have been unable to confirm your current ownership of Apache stock, or the length of time that you have held the shares.

Although you have provided us with a letter from RAM Trust Services, the letter does not identify the record holder of the shares or include the necessary verification. Apache has reviewed the list of record owners of the company's common stock, and neither you, nor RAM Trust Services are listed as an owner of Apache common stock. Pursuant to the SEC Rule 14a-8(b), since neither you nor RAM Trust Services is a record holder of Apache common stock, you must provide a written statement from the record holder of the shares you beneficially own verifying that you continually have held the required amount of Apache common stock for at least one year as of the date of your submission of the proposal. As required by Rule 14a-8(f), you must provide us with this statement



2000 POST OAK BOULEVARD / SUITE 100 / HOUSTON, TEXAS 77056-4400

(713) 296 6000
WWW.APACHECORP.COM

December 3, 2009

John Chevedden
2215 Nelson Ave., No. 205
Redondo Beach, CA 90278

Re: Rule 14a-8 Proposal

Dear Mr. Chevedden:

On November 9, 2009, we received your letter dated November 8, 2009, requesting that Apache include your proposed resolution in its proxy materials for Apache's 2010 annual meeting. On November 27, 2009, we received a letter from RAM Trust Services, which was intended to demonstrate that you satisfy the minimum ownership requirements of Rule 14a-8. Based on our review of the information provided by you, our records and regulatory materials, we have been unable to conclude that the proposal meets the requirements for inclusion in Apache's proxy materials, and unless you can demonstrate that you meet the requirements in the proper time frame, we will be entitled to exclude your proposal from the proxy materials for Apache's 2010 annual meeting.

As you know, in order to be eligible to include a proposal in the proxy materials for Apache's 2010 annual meeting, Rule 14a-8 under the Securities Exchange Act of 1934 requires that a stockholder must have continuously held at least \$2,000 in market value or 1% of Apache's common stock (the class of securities that will be entitled to be voted on the proposal at the meeting) for at least one year as of the date that the proposal is submitted. The stockholder must continue to hold those securities through the date of the meeting and must so indicate to us. You state in your letter that "Rule 14a-8 requirements are intended to be met including continuous ownership of the required stock value," however, we have been unable to confirm your current ownership of Apache stock, or the length of time that you have held the shares.

Although you have provided us with a letter from RAM Trust Services, the letter does not identify the record holder of the shares or include the necessary verification. Apache has reviewed the list of record owners of the company's common stock, and neither you, nor RAM Trust Services are listed as an owner of Apache common stock. Pursuant to the SEC Rule 14a-8(b), since neither you nor RAM Trust Services is a record holder of Apache common stock, you must provide a written statement from the record holder of the shares you beneficially own verifying that you continually have held the required amount of Apache common stock for at least one year as of the date of your submission of the proposal. As required by Rule 14a-8(f), you must provide us with this statement

John Chevedden
December 3, 2009
Page 2

within 14 days of your receipt of this letter. We have attached to this notice of defect a copy of Rule 14a-8 for your convenience.

If you adequately correct the problem within the required time frame, Apache will then address the substance of your proposal. Even if you provide timely and adequate proof of ownership, Apache reserves the right to raise any substantive objections it has to your proposal at a later date.

Sincerely,

A handwritten signature in cursive script that reads "Cheri L. Peper".

Cheri L. Peper
Corporate Secretary *l.s.*

John Chevedden
December 3, 2009
Page 2

within 14 days of your receipt of this letter. We have attached to this notice of defect a copy of Rule 14a-8 for your convenience.

If you adequately correct the problem within the required time frame, Apache will then address the substance of your proposal. Even if you provide timely and adequate proof of ownership, Apache reserves the right to raise any substantive objections it has to your proposal at a later date.

Sincerely,

Cheri L. Peper
Corporate Secretary ^{4.5}

U.S. Postal Service
CERTIFIED MAIL RECEIPT
(Domestic Mail Only; No Insurance Coverage Provided)

7000 2870 0000 2221 9002

OFFICIAL USE

Postage	\$	Postmark Here
Certified Fee		
Return Receipt Fee (Endorsement Required)		
Restricted Delivery Fee (Endorsement Required)		
Total Postage & Fees	\$	

Sent To
John Chevedden
 Street, Apt. No., or PO Box No.
2215 Nelson Ave., No. 205
 City, State, ZIP+4
Redondo Beach, CA 90278

Securities Lawyer's Deskbook

published by The University of Cincinnati College of Law



College of Law

General Rules and Regulations promulgated under the Securities Exchange Act of 1934

Regulatory History

Search Page

Suggestions

Main Table of Contents

Home

Rule 14a-8 -- Proposals of Security Holders

This section addresses when a company must include a shareholder's proposal in its proxy statement and identify the proposal in its form of proxy when the company holds an annual or special meeting of shareholders. In summary, in order to have your shareholder proposal included on a company's proxy card, and included along with any supporting statement in its proxy statement, you must be eligible and follow certain procedures. Under a few specific circumstances, the company is permitted to exclude your proposal, but only after submitting its reasons to the Commission. We structured this section in a question-and-answer format so that it is easier to understand. The references to "you" are to a shareholder seeking to submit the proposal.

- a. **Question 1: What is a proposal?** A shareholder proposal is your recommendation or requirement that the company and/or its board of directors take action, which you intend to present at a meeting of the company's shareholders. Your proposal should state as clearly as possible the course of action that you believe the company should follow. If your proposal is placed on the company's proxy card, the company must also provide in the form of proxy means for shareholders to specify by boxes a choice between approval or disapproval, or abstention. Unless otherwise indicated, the word "proposal" as used in this section refers both to your proposal, and to your corresponding statement in support of your proposal (if any).
- b. **Question 2: Who is eligible to submit a proposal, and how do I demonstrate to the company that I am eligible?**
 1. In order to be eligible to submit a proposal, you must have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal. You must continue to hold those securities through the date of the meeting.
 2. If you are the registered holder of your securities, which means that your name appears in the

company's records as a shareholder, the company can verify your eligibility on its own, although you will still have to provide the company with a written statement that you intend to continue to hold the securities through the date of the meeting of shareholders. However, if like many shareholders you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:

- I. The first way is to submit to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held the securities for at least one year. You must also include your own written statement that you intend to continue to hold the securities through the date of the meeting of shareholders; or
 - II. The second way to prove ownership applies only if you have filed a Schedule 13D, Schedule 13G, Form 3, Form 4 and/or Form 5, or amendments to those documents or updated forms, reflecting your ownership of the shares as of or before the date on which the one-year eligibility period begins. If you have filed one of these documents with the SEC, you may demonstrate your eligibility by submitting to the company:
 - A. A copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level;
 - B. Your written statement that you continuously held the required number of shares for the one-year period as of the date of the statement; and
 - C. Your written statement that you intend to continue ownership of the shares through the date of the company's annual or special meeting.
- c. Question 3: How many proposals may I submit: Each shareholder may submit no more than one proposal to a company for a particular shareholders' meeting.
 - d. Question 4: How long can my proposal be? The proposal, including any accompanying supporting statement, may not exceed 500 words.
 - e. Question 5: What is the deadline for submitting a proposal?
 1. If you are submitting your proposal for the company's annual meeting, you can in most cases find the deadline in last year's proxy statement. However, if the company did not hold an annual meeting last year, or has changed the date of its meeting for this year more than 30 days from last year's meeting, you can usually find the deadline in one of the company's quarterly reports on Form 10-Q, or in shareholder reports of investment companies under Rule 270.30d-1 of this chapter of the Investment Company Act of 1940. In order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.
 2. The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting. However, if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and send its proxy

materials.

3. If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and send its proxy materials.
- f. Question 6: What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this section?
1. The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline. If the company intends to exclude the proposal, it will later have to make a submission under Rule 14a-8 and provide you with a copy under Question 10 below, Rule 14a-8(j).
 2. If you fail in your promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of your proposals from its proxy materials for any meeting held in the following two calendar years.
- g. Question 7: Who has the burden of persuading the Commission or its staff that my proposal can be excluded? Except as otherwise noted, the burden is on the company to demonstrate that it is entitled to exclude a proposal.
- h. Question 8: Must I appear personally at the shareholders' meeting to present the proposal?
1. Either you, or your representative who is qualified under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should make sure that you, or your representative, follow the proper state law procedures for attending the meeting and/or presenting your proposal.
 2. If the company holds its shareholder meeting in whole or in part via electronic media, and the company permits you or your representative to present your proposal via such media, then you may appear through electronic media rather than traveling to the meeting to appear in person.
 3. If you or your qualified representative fail to appear and present the proposal, without good cause, the company will be permitted to exclude all of your proposals from its proxy materials for any meetings held in the following two calendar years.
- i. Question 9: If I have complied with the procedural requirements, on what other bases may a company rely to exclude my proposal?
1. Improper under state law: If the proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the company's organization;

Not to paragraph (i)(1)

Depending on the subject matter, some proposals are not considered proper under state law if they would be binding on the company if approved by shareholders. In our experience, most proposals that are cast as recommendations or requests that the board of directors take specified action are proper under state law. Accordingly, we will assume that a proposal drafted as a recommendation or suggestion is proper unless the company demonstrates otherwise.

2. Violation of law: If the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject;
-

Note to paragraph (i)(2)

Note to paragraph (i)(2): We will not apply this basis for exclusion to permit exclusion of a proposal on grounds that it would violate foreign law if compliance with the foreign law could result in a violation of any state or federal law.

3. Violation of proxy rules: If the proposal or supporting statement is contrary to any of the Commission's proxy rules, including Rule 14a-9, which prohibits materially false or misleading statements in proxy soliciting materials;
 4. Personal grievance; special interest: If the proposal relates to the redress of a personal claim or grievance against the company or any other person, or if it is designed to result in a benefit to you, or to further a personal interest, which is not shared by the other shareholders at large;
 5. Relevance: If the proposal relates to operations which account for less than 5 percent of the company's total assets at the end of its most recent fiscal year, and for less than 5 percent of its net earning and gross sales for its most recent fiscal year, and is not otherwise significantly related to the company's business;
 6. Absence of power/authority: If the company would lack the power or authority to implement the proposal;
 7. Management functions: If the proposal deals with a matter relating to the company's ordinary business operations;
 8. Relates to election: If the proposal relates to a nomination or an election for membership on the company's board of directors or analogous governing body or a procedure for such nomination or election;
 9. Conflicts with company's proposal: If the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting.
-

Note to paragraph (i)(9)

Note to paragraph (i)(9): A company's submission to the Commission under this section should specify the points of conflict with the company's proposal.

10. Substantially implemented: If the company has already substantially implemented the proposal;
 11. Duplication: If the proposal substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company's proxy materials for the same meeting;
 12. Resubmissions: If the proposal deals with substantially the same subject matter as another proposal or proposals that has or have been previously included in the company's proxy materials within the preceding 5 calendar years, a company may exclude it from its proxy materials for any meeting held within 3 calendar years of the last time it was included if the proposal received:
 - i. Less than 3% of the vote if proposed once within the preceding 5 calendar years;
 - ii. Less than 6% of the vote on its last submission to shareholders if proposed twice previously within the preceding 5 calendar years; or
 - iii. Less than 10% of the vote on its last submission to shareholders if proposed three times or more previously within the preceding 5 calendar years; and
 13. Specific amount of dividends: If the proposal relates to specific amounts of cash or stock dividends.
- j. Question 10: What procedures must the company follow if it intends to exclude my proposal?
1. If the company intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission. The company must simultaneously provide you with a copy of its submission. The Commission staff may permit the company to make its submission later than 80 days before the company files its definitive proxy statement and form of proxy, if the company demonstrates good cause for missing the deadline.
 2. The company must file six paper copies of the following:
 - i. The proposal;
 - ii. An explanation of why the company believes that it may exclude the proposal, which should, if possible, refer to the most recent applicable authority, such as prior Division letters issued under the rule; and
 - iii. A supporting opinion of counsel when such reasons are based on matters of state or foreign law.
- k. Question 11: May I submit my own statement to the Commission responding to the company's arguments?

Yes, you may submit a response, but it is not required. You should try to submit any response to us, with a copy to the company, as soon as possible after the company makes its submission. This way, the Commission staff will have time to consider fully your submission before it issues its response. You should submit six paper copies of your response.

- i. Question 12: If the company includes my shareholder proposal in its proxy materials, what information about me must it include along with the proposal itself?
1. The company's proxy statement must include your name and address, as well as the number of the company's voting securities that you hold. However, instead of providing that information, the company may instead include a statement that it will provide the information to shareholders promptly upon receiving an oral or written request.
 2. The company is not responsible for the contents of your proposal or supporting statement.
- m. Question 13: What can I do if the company includes in its proxy statement reasons why it believes shareholders should not vote in favor of my proposal, and I disagree with some of its statements?
1. The company may elect to include in its proxy statement reasons why it believes shareholders should vote against your proposal. The company is allowed to make arguments reflecting its own point of view, just as you may express your own point of view in your proposal's supporting statement.
 2. However, if you believe that the company's opposition to your proposal contains materially false or misleading statements that may violate our anti-fraud rule, Rule 14a-9, you should promptly send to the Commission staff and the company a letter explaining the reasons for your view, along with a copy of the company's statements opposing your proposal. To the extent possible, your letter should include specific factual information demonstrating the inaccuracy of the company's claims. Time permitting, you may wish to try to work out your differences with the company by yourself before contacting the Commission staff.
 3. We require the company to send you a copy of its statements opposing your proposal before it sends its proxy materials, so that you may bring to our attention any materially false or misleading statements, under the following timeframes:
 - i. If our no-action response requires that you make revisions to your proposal or supporting statement as a condition to requiring the company to include it in its proxy materials, then the company must provide you with a copy of its opposition statements no later than 5 calendar days after the company receives a copy of your revised proposal; or
 - ii. In all other cases, the company must provide you with a copy of its opposition statements no later than 30 calendar days before its files definitive copies of its proxy statement and form of proxy under Rule 14a-6.

Regulatory History

48 FR 38222, Aug. 23, 1983, as amended at 50 FR 48181, Nov. 22, 1985; 51 FR 42062, Nov. 20, 1986; 52 FR 21936, June 10, 1987; 52 FR 48983, Dec. 29, 1987; 63 FR 29106, 29119, May 28, 1998, as corrected at 63 FR 50622, 50623, Sept. 22, 1998; 72 FR 4148, 4168, Jan. 29, 2007; 72 FR 70450, 70456, Dec. 11, 2007; 73 FR 934, 977, Jan. 4, 2008

Return to top

Previous • Contents • Next

Notice to Users: The Deskbook is made available with the understanding that the University of Cincinnati College of Law is not engaged in rendering legal, accounting or other professional services. If legal advice or other expert assistance is required, the services of a competent professional person should be sought. See Terms and Conditions of Use. ■■■

© Copyright 1998-2009, University of Cincinnati, All Rights Reserved
Contact: ronald.jones@uc.edu

Exhibit D

Peper, Cheri

From: olmsted [olmsted7p@earthlink.net]
Sent: Thursday, December 03, 2009 3:11 PM
To: Peper, Cheri
Cc: shareholderproposals@sec.gov
Subject: Rule 14a-8 broker Letter (APA)
Attachments: CCE00014.pdf

Ms. Cheri L. Peper
Corporate Secretary
Apache Corporation (APA)
2000 Post Oak Blvd Ste 100
Houston TX 77056
PH: 713 296-6000
FX: 713-296-6805

Dear Ms. Peper,

The company December 3, 2009 letter acknowledges receipt of my rule 14a-8 proposal back on November 9, 2009 and today for the first time claims a defect in the submission. However the attached page from rule 14a-8 is believed to state that a company must notify the proponent of any defect within 14-days of the receipt of a rule 14a-8 proposal – which was already acknowledged by the company to be almost a month ago. Thus for nearly a month there was no company notice of any defect.

Sincerely,
John Chevedden

cc:
Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission

- 
3. If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and send its proxy materials.

f. Question 6: What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this section?

1. The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline. If the company intends to exclude the proposal, it will later have to make a submission under Rule 14a-8 and provide you with a copy under Question 10 below, Rule 14a-8(j).

2. If you fail in your promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of your proposals from its proxy materials for any meeting held in the following two calendar years.

g. Question 7: Who has the burden of persuading the Commission or its staff that my proposal can be excluded? Except as otherwise noted, the burden is on the company to demonstrate that it is entitled to exclude a proposal.

h. Question 8: Must I appear personally at the shareholders' meeting to present the proposal?

1. Either you, or your representative who is qualified under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should make sure that you, or your representative, follow the proper state law procedures for attending the meeting and/or presenting your proposal.

Exhibit E

Peper, Cheri

From: Peper, Cheri
Sent: Tuesday, December 08, 2009 5:02 PM
To: 'olmsted7p@earthlink.net'
Subject: Rule 14a-8 Proposal
Attachments: 20091208090736754.pdf

Mr. Chevedden -
Please see the attached letter.
Sincerely,
Cheri L. Peper

From: olmsted [mailto:olmsted7p@earthlink.net]
Sent: Thursday, December 03, 2009 3:11 PM
To: Peper, Cheri
Cc: shareholderproposals@sec.gov
Subject: Rule 14a-8 broker Letter (APA)

Ms. Cheri L. Peper
Corporate Secretary
Apache Corporation (APA)
2000 Post Oak Blvd Ste 100
Houston TX 77056
PH: 713 296-6000
FX: 713-296-6805

Dear Ms. Peper,
The company December 3, 2009 letter acknowledges receipt of my rule 14a-8 proposal back on November 9, 2009 and today for the first time claims a defect in the submission. However the attached page from rule 14a-8 is believed to state that a company must notify the proponent of any defect within 14-days of the receipt of a rule 14a-8 proposal - which was already acknowledged by the company to be almost a month ago. Thus for nearly a month there was no company notice of any defect.
Sincerely,
John Chevedden

cc:
Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission

Tracking:

Peper, Cheri

From: Microsoft Exchange
To: olmsted7p@earthlink.net
Sent: Tuesday, December 08, 2009 5:03 PM
Subject: Relayed: Rule 14a-8 Proposal

Delivery to these recipients or distribution lists is complete, but delivery notification was not sent by the destination:

olmsted7p@earthlink.net<<mailto:olmsted7p@earthlink.net>>

Subject:Rule 14a-8 Proposal

Sent by Microsoft Exchange Server 2007



2000 POST OAK BOULEVARD / SUITE 100 / HOUSTON, TEXAS 77056-4400

(713) 296 6000
WWW.APACHECORP.COM

December 8, 2009

John Chevedden
2215 Nelson Ave., No. 205
Redondo Beach, California 90278

Re: Rule 14a-8 Proposal

Dear Mr. Chevedden:

We are in receipt of your email dated December 3, 2009, in response to our letter to you requesting proof of ownership of Apache Corporation stock. In your email, you state that "the attached page from rule 14a-8 is believed to state that a company must notify the proponent of any defect within 14-days of the receipt of a rule 14a-8 proposal – which was already acknowledged by the company to be almost a month ago." We did receive your initial shareholder proposal on November 9, 2009. However, we did not receive your submission of proof of ownership until November 27, 2009. In relevant part, Rule 14a-8(b)(2) states (emphasis added):

2. If you are the registered holder of your securities, which means that your name appears in the company's records as a shareholder, the company can verify your eligibility on its own, although you will still have to provide the company with a written statement that you intend to continue to hold the securities through the date of the meeting of shareholders. **However, if like many shareholders you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:**

- i. The first way is to submit to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held the securities for at least one year. You must also include your own written statement that you intend to continue to hold the securities through the date of the meeting of shareholders; or . . .

John Chevedden
December 8, 2009
Page 2

The Company did not receive your completed submission until November 27, 2009, the date you provided us with the letter from RAM Trust Services, which was intended to demonstrate that you satisfy the minimum ownership requirements of Rule 14a-8. It was then that the Company notified you of the defect in your submission by letter dated December 3, 2009, which was sent to you within 14 days of our receipt of your completed submission. As we stated in the defect letter, neither you, nor RAM Trust Services, are listed as a record holder of Apache stock. Therefore, you have 14 calendar days from the date of that letter to provide us with a written statement from the record holder of the shares you beneficially own verifying that you continually have held the required amount of Apache common stock for at least one year as of the date of your submission of the proposal. Failure to meet this deadline may result in your proposal being excluded from Apache's 2010 proxy statement.

If you adequately correct the problem within the required time frame, Apache will then address the substance of your proposal. Even if you provide timely and adequate proof of ownership, Apache reserves the right to raise any substantive objections it has to your proposal at a later date.

Sincerely,



Cheri L. Peper
Corporate Secretary *LS*

Exhibit F

Peper, Cheri

From: olmsted [olmsted7p@earthlink.net]
Sent: Thursday, December 10, 2009 12:56 PM
To: Peper, Cheri
Subject: Rule 14a-8 Proposal (APA)
Attachments: CCE00007.pdf

Dear Ms. Peper,

Thank you for the rule 14a-8 proposal acknowledgement. Please see the attached broker letter.

Please advise tomorrow whether there are now any rule 14a-8 open items.

Sincerely,

John Chevedden

RAM TRUST SERVICES

December 10, 2009

John Chevedden
2215 Nelson Ave No. 205
Redondo Beach, CA 90278

Post-it® Fax Note 7671		Date 12-10-09	# of pages ▶
To Cheri Popov	From John Chevedden		
Co./Dept.	Co.		
Phone #	Phone # 310-371-7872		
Fax # 713-296-6805	Fax #		

To Whom It May Concern,

As introducing broker for the account of John Chevedden, held with Northern Trust as custodian, Ram Trust Services confirms that John Chevedden has continuously held no less than 50 shares for the following security since November 7, 2008:

- Apache Corp (APA)

I hope this information is helpful and please feel free to contact me via telephone or email if you have any questions (direct line: (207) 553-2923 or email: mpage@ramtrust.com). I am available Monday through Friday, 8:00 a.m. to 5:00 p.m. EST.

Sincerely,

Meghan M. Page
Meghan M. Page

Assistant Portfolio Manager

EXHIBIT 8

JOHN CHEVEDDEN

2215 Nelson Avenue, No. 205
Redondo Beach, CA 90278

310-371-7872

January 11, 2010

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

1 John Chevedden's Rule 14a-8 Proposal
Apache Corporation (APA)
Simple Majority Vote Topic

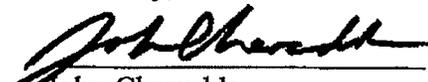
Ladies and Gentlemen:

This responds to the January 8, 2010 no action request.

The attached December 10, 2009 broker letter appears to be consistent with the attached precedent of *The Hain Celestial Group, Inc.* (October 1, 2008)

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2010 proxy.

Sincerely,


John Chevedden

cc:

Cheri L. Peper <cheri.peper@apachecorp.com>

RAM TRUST SERVICES

December 10, 2009

John Chevedden
2215 Nelson Ave No. 205
Redondo Beach, CA 90278

Post-it® Fax Note 7671		Date 12-10-09	# of pages ▶
To <i>Cari Peper</i>	From <i>John Chevedden</i>		
Co./Dept.	Co.		
Phone #	Phone # 310-371-7877		
Fax # 713-296-6805	Fax #		

To Whom It May Concern,

As introducing broker for the account of John Chevedden, held with Northern Trust as custodian, Ram Trust Services confirms that John Chevedden has continuously held no less than 50 shares for the following security since November 7, 2008:

- Apache Corp (APA)

I hope this information is helpful and please feel free to contact me via telephone or email if you have any questions (direct line: (207) 553-2923 or email: mpage@ramtrust.com). I am available Monday through Friday, 8:00 a.m. to 5:00 p.m. EST.

Sincerely,

Meghan M. Page
Meghan M. Page

Assistant Portfolio Manager

EXHIBIT 9

Chanler A. Langham

From: Carolyn Haynes [chaynes@ramtrust.com]
Sent: Friday, January 22, 2010 2:45 PM
To: Peper, Cheri
Subject: J.R. Chevedden [Scanned]

Attachments: RTS Apache Chevedden.pdf; NT Confirmation Ltr for APA.pdf



RTS Apache Chevedden.pdf (152 .
NT Confirmation Ltr for APA.pd...

Dear Ms. Peper,

Attached please find copies of original correspondence you will be receiving on Monday in regard to Mr. John R. Chevedden's proposal.

Sincerely,
Carolyn

Carolyn L.S. Haynes
Executive Assistant
Ram Trust Services
45 Exchange Street, Suite 400
Portland, ME 04101
chaynes@ramtrust.com
(207) 553-2991 Direct
(207) 775-4289 Facsimile

NOTICE: This email message is for the sole use of the intended recipient(s) and may contain information that is confidential. Any unauthorized review, use, disclosure or distribution is prohibited. If you are not the intended recipient, please contact the sender by reply email and destroy all copies of the original message.

THIS EMAIL MESSAGE MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL, OR EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. ALL RECIPIENTS ARE NOTIFIED THAT IF THIS MESSAGE COMES TO YOUR ATTENTION BY MISTAKE, ANY DISSEMINATION, USE, OR COPYING OF THE INFORMATION IS PROHIBITED. IF YOU RECEIVE THIS MESSAGE IN ERROR, PLEASE NOTIFY THE SENDER AT ONCE. THANK YOU.

RAM TRUST SERVICES

January 22, 2010

Cheri L. Peper
Corporate Secretary
Apache Corporation
2000 Post Oak Boulevard, Suite 100
Houston, Texas 77056-4400

RE: Proposal Submitted to Apache Corporation by John R. Chevedden

Dear Ms. Peper,

We wish to confirm as follows:

John R. Chevedden owns no fewer than 50 shares of Apache Corporation (APA) and has held them continuously since November 7, 2008.

Mr. Chevedden is a client of Ram Trust Services ("RTS"). RTS acts as his custodian for these shares. Northern Trust Company, a direct participant in the Depository Trust Company, in turn acts as a master custodian for RTS. Northern Trust is a member of the Depository Trust Company whose nominee name is Cede & Co.

Mr. Chevedden individually meets the requirements set forth in rule 14a-8(b)(1). To repeat, these shares are held by Northern Trust as master custodian for RTS. All of the shares have been held continuously since at least November 7, 2008, and Mr. Chevedden intends to continue to hold such shares through the date of the Apache Corporation 2010 annual meeting.

I enclose a copy of Northern Trust's letter dated January 22, 2010 as proof of ownership in our account for the requisite time period. Please accept this telefax copy as the original was sent directly to you from Northern Trust.

Please contact me if I can be of further assistance, or if you should require additional documentation related to Mr. Chevedden's proposal.

Sincerely,



Meghan M. Page
Assistant Portfolio Manager

Enclosure.

JAN-22-2010 09:47

NORTHERN TRUST

312 444 5066 P.01/01

The Northern Trust Company
50 South La Salle Street
Chicago, Illinois 60603
(312) 630-6000



Northern Trust

January 22, 2010

Cheri L. Peper
Corporate Secretary
Apache Corporation
2000 Post Oak Boulevard, Suite 100
Houston, Texas 77056-4400

Re: Apache Corporation (Shareholder Resolution)
Account # 17-23197 Ram Trust Services.

Dear Ms. Peper:

The Northern Trust Company is the custodian for Ram Trust Services. As of November 7, 2009, Ram Trust Services held 183 shares of Apache Corporation CUSIP# 037411105.

The above account has continuously held at least 50 shares of Apache common stock for the period of November 7, 2008 through January 21, 2010.

Northern Trust is a member of the Depository Trust Company whose nominee name is Cede & Co.

Sincerely,



Rhonda Epler-Staggs
Northern Trust company
Correspondent Trust Services
(312) 444-4114

cc: John R. Chevedden

EXHIBIT 10



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-3010

January 12, 2007

Jeffrey B. King
Senior Counsel
Apache Corporation
2000 Post Oak Boulevard
Suite 100
Houston, TX 77056-4400

Re: Apache Corporation

Dear Mr. King:

This is in regard to your letter dated December 27, 2006 concerning the shareholder proposal submitted by Lucy M. Kessler for inclusion in Apache's proxy materials for its upcoming annual meeting of security holders. Your letter indicates that the proponent has withdrawn the proposal, and that Apache therefore withdraws its December 18, 2006 request for a no-action letter from the Division. Because the matter is now moot, we will have no further comment.

Sincerely,

A handwritten signature in black ink, appearing to read "Ted Yu".

Ted Yu
Special Counsel

cc: John Chevedden
2215 Nelson Ave., No. 205
Redondo Beach, CA 90278



2000 POST OAK BOULEVARD / SUITE 100 / HOUSTON, TEXAS 77056-4400

WWW.APACHECORP.COM
(713) 296-6000

December 27, 2006

Via Courier

Securities and Exchange Commission
Division of Corporation Finance
100 F. Street, N.E.
Washington, D.C. 20549

Re: No Action Request of Apache Corporation

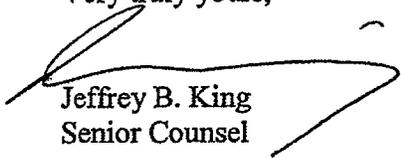
Ladies and Gentlemen:

By means of a letter dated December 18, 2006, Apache Corporation (the "Company") requested that the Staff of the Division of Corporation Finance of the Securities and Exchange Commission concur that the Company be permitted to omit from its proxy materials a shareholder proposal submitted by Ms. Lucy M. Kessler acting through her proxy Mr. John Chevedden (the "Proponent").

By an e-mail received by the Company on December 27, 2006, the Proponent has withdrawn the proposal (a copy of the withdrawal is attached). In reliance upon that withdrawal, the Company hereby withdraws its no action request to the Staff.

If the staff has any questions or comments regarding the foregoing, please contact me at (713) 296-6530. Thank you for your assistance

Very truly yours,


Jeffrey B. King
Senior Counsel

Enclosures

Peper, Cheri

From: J [olmsted7p@earthlink.net]
Sent: Wednesday, December 27, 2006 12:23 AM
To: CFLETTERS@SEC.GOV
Cc: Peper, Cheri
Subject: Apache Corporation (APA) Rule 14a-8 Proposal withdrawn

JOHN CHEVEDDEN
2215 Nelson Avenue, No. 205
Redondo Beach, CA 90278 310-371-7872

December 26, 2006

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Apache Corporation (APA)
Rule 14a-8 Proposal: Elect Each Director Annually
Lucy Kessler

Ladies and Gentlemen:

This proposal is now withdrawn, reference company December 18, 2006 no action request.

Sincerely,
John Chevedden

cc:
Lucy Kessler
Cheri L. Peper
Corporate Secretary

Peper, Cheri

From: J [olmsted7p@earthlink.net]
Sent: Wednesday, December 27, 2006 12:23 AM
To: CFLETTERS@SEC.GOV
Cc: Peper, Cheri
Subject: Apache Corporation (APA) Rule 14a-8 Proposal withdrawn

JOHN CHEVEDDEN
2215 Nelson Avenue, No. 205
Redondo Beach, CA 90278 310-371-7872

December 26, 2006

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Apache Corporation (APA)
Rule 14a-8 Proposal: Elect Each Director Annually
Lucy Kessler

Ladies and Gentlemen:

This proposal is now withdrawn, reference company December 18, 2006 no action request.

Sincerely,
John Chevedden

cc:
Lucy Kessler
Cheri L. Peper
Corporate Secretary



2000 POST OAK BOULEVARD / SUITE 100 / HOUSTON, TEXAS 77056-4400

WWW.APACHECORP.COM
(713) 286-6000

December 18, 2006

Via Courier

Securities and Exchange Commission
Division of Corporation Finance
100 F. Street, N.E.
Washington, D.C. 20549

Re: Stockholder Proposal to Apache Corporation

Ladies and Gentlemen:

On behalf of Apache Corporation, a Delaware corporation (the "Company"), I am submitting this letter pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the "Act"), regarding the Company's intention to omit a proposal (the "Proposal") submitted by a certain stockholder of the Company for inclusion in the proxy statement and form of proxy to be circulated by the Company in connection with its annual meeting of stockholders proposed to be held on May 2, 2007. The definitive copies of the 2007 proxy statement and form of proxy are currently scheduled to be filed pursuant to Rule 14a-6 on or about March 29, 2007. The Proposal is sponsored by Ms. Lucy M. Kessler acting through her proxy Mr. John Chevedden (the "Proponent").

We hereby request that the staff of the Division of Corporation Finance (the "Staff") confirm that it will not recommend any enforcement action to the Securities and Exchange Commission (the "Commission") if, in reliance on the Company's interpretation of Rule 14a-8 set forth below, the Company excludes the Proposal from its proxy materials.

Pursuant to Rule 14a-8(j)(2), I am enclosing six copies of the following documents:

- 1) This letter, which represents the Company's statement of reasons why omission of the Proposal from the Company's 2007 proxy statement and form of proxy is appropriate and, to the extent such reasons are based on matters of law, represents a supporting legal opinion of counsel; and
- 2) The Proposal, attached hereto as Exhibit A, which the Proponent submitted.

Securities and Exchange Commission
December 18, 2006
Page 2

Please acknowledge receipt of this letter by stamping the extra enclosed copy and returning it to me in the enclosed, self-addressed, stamped envelope.

Discussion

Rule 14a-8(b); Proponent's Failure to Demonstrate Eligibility for the Submission of the Proposal

The Company intends to omit the Proposal on the grounds that the Proponent and her proxy have failed to deliver evidence of stock ownership by Ms. Kessler as required by paragraph 14a-8(b).

On November 28, 2006, the Company received the Proposal from the Proponent. In the letter submitting the Proposal, the Proponent indicated (a) that she was submitting the Proposal, (b) that she intended to have "... continuous ownership of the required stock value, until after the date of the applicable shareholder meeting," and (c) that Chevedden was her proxy to act on her behalf. We have found no evidence in the Company's stock records that Ms. Kessler is or was a holder of record of any of the Company's common stock, and so we sent a letter to Ms. Kessler and Mr. Chevedden dated November 28, 2006 that asked either individual to supply "a written statement from the record holder of the securities (usually a broker or bank) verifying that at the time the proposal was submitted [Ms. Kessler] continuously held the requisite securities [at least \$ 2,000 in market value, or 1% of Apache's common stock] for at least one year." A copy of the Company's inquiry, which was sent by overnight courier to Ms. Kessler and Mr. Chevedden and by e-mail to Mr. Chevedden, is attached hereto as Exhibit B. On November 30, 2006, the Company received an e-mail from Mr. Chevedden acknowledging receipt of the Company's e-mailed inquiry, a copy of which is attached hereto as Exhibit C. As of the date of this letter, no further communications have been received from the Proponent. The Company has confirmed with its registrar and transfer agent that Ms. Kessler was not on November 28, 2006, and is not now, a shareholder of record of the Company's common stock, and a copy of such confirmation is attached hereto as Exhibit D.

In its letter to Ms. Kessler (copied to Mr. Chevedden), the Company (1) made it clear that the Company had to receive proper documentation regarding stock ownership by the Proponent and (2) specified the applicable 14-day period allowed by Rule 14a-8(f) for compliance with the Company's request. Since no such documentation has been received by the Company within the period required by Rule 14a-8(f), we are of the opinion that the Proposal can be omitted from the Company's 2007 proxy statement and form of proxy pursuant to Rule 14a-8(f), without further action by the Company or opportunity to comply by Ms. Kessler or Mr. Chevedden on her behalf.

Background

Mr. Chevedden, as proxy or in his own capacity as a shareholder, has submitted numerous proposals to companies and has established a pattern of behavior where he has often been unable to prove that he or the person for whom he is acting actually owned the requisite shares. For example, the Staff found exclusion of Mr. Chevedden's supported proposals under Rules 14a-8(b) and 14a-8(f) appropriate in *Anheuser-Busch Companies, Inc.* (January 25, 2006), *Wal-Mart Stores, Inc.* (January 18, 2006), *McKesson Corporation* (March 19, 2005), and *AMR*

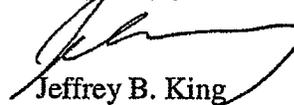
Securities and Exchange Commission
December 18, 2006
Page 3

Corporation (March 15, 2004). Apache believes the same result is appropriate with respect to the Proposal.

Conclusion

For the reasons given above, we respectfully request that the Staff not recommend any enforcement action from the Commission when the Company omits the Proposal from its 2007 proxy materials pursuant to Rule 14a-8(f). If the Staff disagrees with the Company's conclusion to omit the proposal, we request the opportunity to confer with the Staff prior to the final determination of the Staff's position. Notification and a copy of this letter are simultaneously being forwarded to the Proponents.

Very truly yours,)



Jeffrey B. King
Senior Counsel

Enclosures

Exhibit A

Lucy M. Kessler
7802 Woodville Road
Mt. Airy, MD 21771

Mr. Raymond Plank
Chairman
Apache Corporation
2000 Post Oak Blvd Ste 100
Houston TX 77056
Phone: 713 296-6000
Fax: 713 296-6496

Rule 14a-8 Proposal

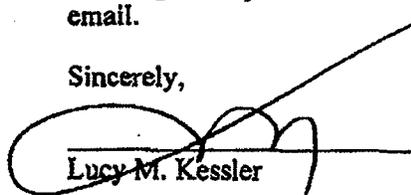
Dear Mr. Plank,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company. This proposal is submitted for the next annual shareholder meeting. Rule 14a-8 requirements are intended to be met including the continuous ownership of the required stock value until after the date of the respective shareholder meeting. This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This is the proxy for John Chevedden and/or his designee to act on my behalf in shareholder matters, including this Rule 14a-8 proposal for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting. Please direct all future communication to John Chevedden at:

2215 Nelson Ave., No. 205
Redondo Beach, CA 90278
T: 310-371-7872
oimsted7p (at) earthlink.net
(In the interest of saving company expenses please communicate via email.)

Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of this proposal by email.

Sincerely,


Lucy M. Kessler

10/31/06

cc: Cheri L. Peper
Corporate Secretary
Fax: 713-296-6480
FX: 713-296-6480



[Rule 14a-8 Proposal, November 9, 2006]

3 – Elect Each Director Annually

RESOLVED: Shareholders request that our Directors take the steps necessary, in the most expeditious manner possible, to adopt annual election of each director. This includes using all means in our Board's power such as corresponding special company solicitations and one-on-one management contacts with major shareholders to obtain the vote required for formal adoption of this proposal topic.

This also includes complete transition from the current staggered system to 100% annual election of each director in one election cycle if feasible. Also to transition solely through direct action of our board if feasible.

Lucy M. Kessler, 7802 Woodville Road, Mt. Airy, MD 21771 sponsors this proposal.

The Council of Institutional Investors www.cii.org formally recommends adoption of this proposal topic. This topic also won a 67% yes-vote average at 43 major companies in 2006.

Arthur Levitt, Chairman of the Securities and Exchange Commission, 1993-2001 said: "In my view it's best for the investor if the entire board is elected once a year. Without annual election of each director shareholders have far less control over who represents them."

It is important to take a step forward and support this proposal since our 2006 governance standards were not impeccable. For instance in 2006 it was reported (and certain concerns are noted):

- The Corporate Library, <http://www.thecorporatelibrary.com/> an independent investment research firm, rated our Board of Directors "High Concern."
- Five directors had potentially compromising non-director links to our company – Independence concern.
- Plus two directors were insiders.
- Thus the majority of our 13-member board was not completely independent.
- Five of our directors had 18 to 52 years tenure each – Independence concern.

- We were allowed to vote on individual directors only once in 3-years – Accountability concern.
- Furthermore only one yes-vote from our 320 million shares could elect and entrench a director for 3-years under our obsolete plurality voting system.
- We would have to marshal an awesome 80% shareholder vote to make certain key governance improvements – Entrenchment concern.
- Cumulative voting was not allowed.
- Our directors were protected by a poison pill.
- There was no shareholder right to act by written consent.
- There was no shareholder right to call a special meeting.

The above status shows there is room for improvement and reinforces the reason to take one step forward now and vote yes for annual election of each director.

**Elect Each Director Annually
Yes on 3**

Notes:

The above format is requested for publication without re-editing or re-formatting.

The company is requested to assign a proposal number (represented by "3" above) based on the chronological order in which proposals are submitted. The requested designation of "3" or higher number allows for ratification of auditors to be item 2.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including:

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(i)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

See also: Sun Microsystems, Inc. (July 21, 2005).

Please note that the title of the proposal is part of the argument in favor of the proposal. In the interest of clarity and to avoid confusion the title of this and each other ballot item is requested to be consistent throughout all the proxy materials.

Please advise if there is any typographical question.

Stock will be held until after the annual meeting and the proposal will be presented at the annual meeting.

Please acknowledge this proposal by email within 14-days and advise the most convenient fax number and email address for the Corporate Secretary's office.

Exhibit B



2000 POST OAK BOULEVARD / SUITE 100 / HOUSTON, TEXAS 77056-4400

(713) 296 6000
WWW.APACHECORP.COM

November 28, 2006

Via Courier

Mr. John Chevedden
2215 Nelson Ave.
No. 205
Redondo Beach, CA 90278

Ms. Lucy M. Kessler
7802 Woodville Road
Mt. Airy, MD 21771

Re: Director Election Resolution

Dear Mr. Chevedden and Ms. Kessler:

On November 28, 2006, we received (via fax) the letter of Ms. Lucy M. Kessler signed as of October 31, 2006 requesting that Apache include her proposed resolution in its proxy solicitation for Apache's 2007 annual meeting and appointing you as her proxy for such matter. Based on our review of the information provided by Ms. Kessler and of the relevant records and regulatory materials, we have been unable to conclude that the proposal meets the requirements for inclusion in the proxy, and unless you can demonstrate that Ms. Kessler meets these requirements in the proper time frame, we may seek to exclude her proposal from the 2007 proxy statement.

As you know, in order to be eligible to submit a proposal for consideration at Apache's 2007 annual meeting, Rule 14a-8 under Regulation 14A of the United States Securities and Exchange Commission ("SEC") requires that a stockholder must have continuously held at least \$ 2,000 in market value, or 1% of Apache's common stock (the class of securities that will be entitled to be voted on the proposal at the meeting), for at least one year by the date the proposal is submitted. The stockholder must continue to hold those securities through the date of the meeting and must so indicate to us. Ms. Kessler states in her letter that "Rule 14a-8 requirements are intended to be met including the continuous ownership of the required stock value," however, no information is provided regarding her current share ownership, or the length of time she has held the shares. Apache has reviewed the list of record owners of the company's common stock, and Ms. Kessler is not listed as a holder of record of Apache common stock. Pursuant to the SEC's Rule 14a-8(b), since Ms. Kessler is not a record owner of Apache common stock, she must either:

- (1) Submit to Apache a written statement from the record holder of the securities (usually a broker or bank) verifying that at the time the proposal was submitted she continuously held the requisite securities for at least one year and a written statement from her that she intends to continue to hold the appropriate number of securities through the date of Apache's annual meeting; or

John Chevedden
November 28, 2006
Page 2

(2) If Ms. Kessler has filed a Schedule 13D (17 C.F.R. § 240.13d-101), Schedule 13G (17 C.F.R. § 240.13d-102), Form 3 (17 C.F.R. § 249.103), Form 4 (17 C.F.R. § 249.104) and/or Form 5 (17 C.F.R. § 249.105), or amendments to those documents or updated forms, reflecting ownership of the shares as of or before the date on which the one-year eligibility period begins, she may demonstrate eligibility by submitting to the company: (A) a copy of the schedule and/or form, and any subsequent amendments reporting a change in her ownership level; (B) her written statement that she continuously held the required number of shares for the one-year period as of the date of the statement; and (C) her written statement that she intends to continue ownership of the shares through the date of Apache's annual meeting.

Please note that to be considered a timely response under the SEC's Rule 14a-8(f), all of the documentation requested in this letter must be sent to my attention at the above address within 14 calendar days of the date you receive this request. If you have any questions regarding the matters discussed in this letter, please feel free to call or write me or Jeffrey B. King at the number and address shown above.

Very truly yours,



Cheri L. Peper
Corporate Secretary

cc: Jeffrey B. King

Exhibit C

From: Peper, Cheri
Sent: Thursday, November 30, 2006 7:46 AM
To: Lannie, Anthony; Teslik, Sarah; Dye, Bob; King, Jeff
Subject: FW: (APA) Apache Shareholder Proposal
Response received from John Chevedden

-----Original Message-----

From: J [mailto:olmsted7p@earthlink.net]
Sent: Wednesday, November 29, 2006 7:24 PM
To: Peper, Cheri
Subject: (APA) Apache Shareholder Proposal

Dear Ms. Cheri,
Thank you for acknowledging the rule 14a-8 proposal by email.
Sincerely,
John Chevedden

Exhibit D



Shareowner Services
161 North Concord Exchange
South St. Paul, MN 55075
651 450-4053 / 651 450-4078 Fax
800 689-8788
Barbara.M.Novak@Wellsfargo.com

Barbara M. Novak
Vice President

December 18, 2006

Ms. Cheri Peper
Corporate Secretary
Apache Corporation
2000 Post Oak Boulevard
Houston, TX 77056

Dear Ms. Peper:

As transfer agent and recordkeeping agent for Apache Corporation ("Apache"), we have checked the account records we maintain for Apache, and do not find the following to be shareholders of record as of December 15, 2006:

Lucy M. Kessler
7802 Woodville Road
Mt. Airy, MD 21771

John Chevedden
2215 Nelson Ave, No. 205
Redondo Beach, CA 90278

Sincerely,


Barbara M. Novak



WELLS
FARGO

Shareowner Services
161 North Concord Exchange
South St. Paul, MN 55075
651 450-4053 / 651 450-4078 Fax
800 689-8788
Barbara.M.Novak@Wellsfargo.com

Barbara M. Novak
Vice President

December 18, 2006

Ms. Cheri Peper
Corporate Secretary
Apache Corporation
2000 Post Oak Boulevard
Houston, TX 77056

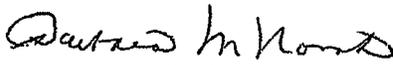
Dear Ms. Peper:

As transfer agent and recordkeeping agent for Apache Corporation ("Apache"), we have checked the account records we maintain for Apache, and do not find the following to be shareholders of record as of December 15, 2006:

Lucy M. Kessler
7802 Woodville Road
Mt. Airy, MD 21771

John Chevedden
2215 Nelson Ave, No. 205
Redondo Beach, CA 90278

Sincerely,



Barbara M. Novak

Peper, Cheri

From: Peper, Cheri
Sent: Monday, December 18, 2006 9:20 AM
To: 'Barbara.M.Novak@wellsfargo.com'
Subject: RE: Apache - Need WF Letter

Thanks Barb – exactly what's needed.

-----Original Message-----

From: Barbara.M.Novak@wellsfargo.com [mailto:Barbara.M.Novak@wellsfargo.com]
Sent: Monday, December 18, 2006 9:17 AM
To: Peper, Cheri
Cc: Christina.M.Connell@wellsfargo.com; King, Jeff
Subject: RE: Apache - Need WF Letter

See attached. Let me know if this isn't sufficient.

See you tomorrow at 9:30!

From: Peper, Cheri [mailto:Cheri.Peper@usa.apachecorp.com]
Sent: Monday, December 18, 2006 8:54 AM
To: Novak, Barb
Cc: Connell, Christina M.; King, Jeff
Subject: Apache - Need WF Letter
Importance: High

Barb / Tina –

Need your help today with the following:

This request relates to a shareholder proposal received by Apache from Lucy M. Kessler – and she has appointed John Chevedden and/or his designee as her proxy. Kindly re-check that neither of these persons is showing up on Apache's shareholder records (yes, we both already checked on 30 November, but we need to do again). Name/address information for Kessler and Chevedden is listed at the end of this message.

If you do not find them to be holders of record, we need today from Wells Fargo as transfer agent, on Wells Fargo stationary, a letter (either scanned and sent by e-mail or faxed to 713-296-6805) that separately confirms that each of these individuals is not a shareholder of record of Apache common stock.

If you now find either to be a holder of record, please provide today information on how many shares the person holds and how long the records show that the shares have been held.

Many thanks,
Cheri

Lucy M. Kessler
7802 Woodville Road
Mt. Airy, MD 21771

John Chevedden

12/18/2006

2215 Nelson Ave, No. 205
Redondo Beach, CA 90278

Peper, Cheri

From: J [olmsted7p@earthlink.net]
Sent: Wednesday, November 29, 2006 7:24 PM
To: Peper, Cheri
Subject: (APA) Apache Shareholder Proposal

Dear Ms. Cheri,
Thank you for acknowledging the rule 14a-8 proposal by email.
Sincerely,
John Chevedden

11/30/2006

Jenkins, Melinda

From: TrackingUpdates@fedex.com
Sent: Friday, December 01, 2006 11:41 AM
To: Jenkins, Melinda
Subject: FedEx Shipment 791176665119 Delivered

This tracking update has been requested by:

Company Name: APACHE CORPORATION

Name: Melinda Jenkins-Petre

E-mail: melinda.jenkins@apachecorp.com

Our records indicate that the following shipment has been delivered:

Tracking number:	791176665119
Door Tag number:	DT101222744501
Reference:	DUS 140
Ship (P/U) date:	Nov 29, 2006
Delivery date:	Dec 1, 2006 09:37 AM
Sign for by:	J.CHEVEDDEN
Delivered to:	Residence
Service type:	FedEx Priority Overnight
Packaging type:	FedEx Envelope
Number of pieces:	1
Weight:	0.5 LB

Shipper Information
Melinda Jenkins-Petre
APACHE CORPORATION
2000 POST OAK BLVD
SUITE 100
HOUSTON
TX
US
77056

Recipient Information
Mr. John Chevedden
2215 Nelson Ave.
No. 205
Redondo Beach
CA
US
90278

Special handling/Services:
Deliver Weekday
Residential Delivery
Adult Signature Required

Please do not respond to this message. This email was sent from an unattended mailbox. This report was generated at approximately 11:41 AM CST on 12/01/2006.

To learn more about FedEx Express, please visit our website at fedex.com.

All weights are estimated.

To track the latest status of your shipment, click on the tracking number above, or visit us at fedex.com.

This tracking update has been sent to you by FedEx on the behalf of the Requestor noted above. FedEx does not validate the authenticity of the requestor and does not validate, guarantee or warrant the authenticity of the

12/1/2006

request, the requestor's message, or the accuracy of this tracking update. For tracking results and fedex.com's terms of use, go to fedex.com.

Thank you for your business.

Track Shipments
Detailed Results



Tracking number	791176665119	Reference	DUS 140
Ship date	Nov 28, 2006	Destination	Redondo Beach, CA
Estimated delivery	Dec 1, 2006 10:30 AM	Service type	Priority Envelope
		Weight	0.6 lbs
Status	Delivery exception		

Date/Time	Activity	Location	Details
Nov 30, 2006 9:16 AM	Delivery exception	HAWTHORNE, CA	Adult recipient unavailable (21+ years with photo identification)
8:12 AM	On FedEx vehicle for delivery	HAWTHORNE, CA	
Nov 29, 2006 9:24 AM	Delivery exception	HAWTHORNE, CA	Adult recipient unavailable (21+ years with photo identification)
8:04 AM	On FedEx vehicle for delivery	HAWTHORNE, CA	
6:29 AM	At local FedEx facility	HAWTHORNE, CA	
4:34 AM	Arrived at FedEx location	LOS ANGELES, CA	
12:32 AM	Departed FedEx location	FORT WORTH, TX	
Nov 28, 2006 11:43 PM	Arrived at FedEx location	FORT WORTH, TX	
8:57 PM	Left origin	HOUSTON, TX	
8:16 PM	Picked up	HOUSTON, TX	
5:21 PM	Package data transmitted to FedEx		

[E-mail results](#) [Track more shipments](#)

Subscribe to tracking updates (optional)

Your Name: Your E-mail Address:

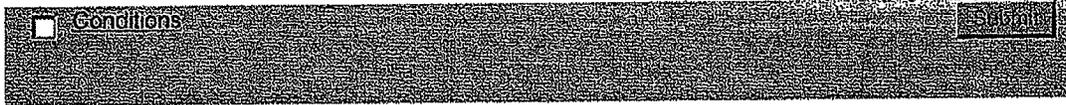
E-mail address	Language	Exception updates	Delivery updates
<input type="text"/>	English	<input type="checkbox"/>	<input type="checkbox"/>
<input type="text"/>	English	<input type="checkbox"/>	<input type="checkbox"/>
<input type="text"/>	English	<input type="checkbox"/>	<input type="checkbox"/>
<input type="text"/>	English	<input type="checkbox"/>	<input type="checkbox"/>

Select format: HTML Text Wireless

Add personal message:

Not available for Wireless or non-English characters.

By selecting this check box and the Submit button, I agree to these Terms and



From: Origin ID: (713)296-6509
 Melinda Jenkins-Petre
 APACHE CORPORATION
 2000 POST OAK BLVD
 SUITE 100
 HOUSTON, TX 77056



GLS 980306/11/23

Ship Date: 28NOV06
 ActWgt: 1 LB
 System#: 4035049/INET2500
 Account#: S *****

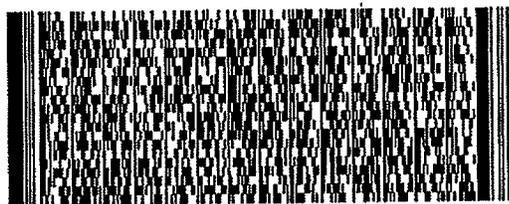
REF: DUS 140



Delivery Address Bar Code

SHIP TO: (310)371-7872 **BILL SENDER**
Mr. John Chevedden

2215 Nelson Ave.
No. 205
Redondo Beach, CA 90278



PRIORITY OVERNIGHT

WED

Deliver By:
 29NOV06

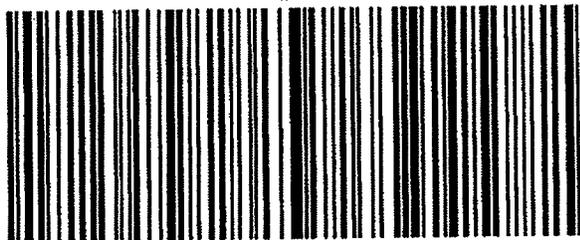
TRK# **7911 7666 5119**

FORM
 0201

LAX A1

90278 -CA-US
 ASR-RES

A7 AVXA



Shipping Label: Your shipment is complete

1. Use the 'Print' feature from your browser to send this page to your laser or inkjet printer.
2. Fold the printed page along the horizontal line.
3. Place label in shipping pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.

Warning: Use only the printed original label for shipping. Using a photocopy of this label for shipping purposes is fraudulent and could result in additional billing charges, along with the cancellation of your FedEx account number.

Use of this system constitutes your agreement to the service conditions in the current FedEx Service Guide, available on fedex.com. FedEx will not be responsible for any claim in excess of \$100 per package, whether the result of loss, damage, delay, non-delivery, misdelivery, or misinformation, unless you declare a higher value, pay an additional charge, document your actual loss and file a timely claim. Limitations found in the current FedEx Service Guide apply. Your right to recover from FedEx for any loss, including intrinsic value of the package, loss of sales, income interest, profit, attorney's fees, costs, and other forms of damage whether direct, incidental, consequential, or special is limited to the greater of \$100 or the authorized declared value. Recovery cannot exceed actual documented loss. Maximum for items of extraordinary value is \$500, e.g. jewelry, precious metals, negotiable instruments and other items listed in our Service Guide. Written claims must be filed within strict time limits, see current FedEx Service Guide.

* * * COMMUNICATION RESULT REPORT (DEC. 1. 2006 8:59AM) * * *

FAX HEADER: APACHE CORP SECY

TRANSMITTED/STORED : DEC. 1. 2006 8:57AM	FILE MODE	OPTION	ADDRESS	RESULT	PAGE
265	MEMORY TX		913103717872	OK	3/3

REASON FOR ERROR OR LINE FAIL
 E-1) HANG UP
 E-3) NO ANSWER

E-2) BUSY
 E-4) NO FACSIMILE CONNECTION

Facsimile Cover Sheet



2000 Post Oak Blvd., Suite 100
 Houston, Texas 77056
 Phone: (713) 296-6507
 Fax: (713) 296-6805
 E-Mail: cheri.peper@apachecorp.com

CONFIDENTIALITY NOTICE

This facsimile transmission (and/or the documents accompanying it) may contain confidential information belonging to the sender which is protected by the attorney-client privilege. The information is intended only for the use of the individual or entity named above. If you are not the intended recipient, you are hereby notified that any disclosure, copying, distribution or the taking of any action in reliance on the contents of this information is strictly prohibited. If you have received this transmission in error, please notify us immediately by telephone to arrange for return of the documents.

DATE: December 1, 2006

TO: John Chevedden
 FAX NO.: (310) 371-7872

FROM: Cheri L. Peper
 COMPANY: Apache Corporation
 PHONE NO.: (713) 296-6507
 FAX NO.: (713) 296-6805

NO. OF PAGES: -3- (Including Cover Page)

COMMENTS: Please deliver immediately.

Mr. Chevedden -

We appreciate your e-mail acknowledgement, on 29 November 2006, of the scanned version of the attached. In addition, we are sending this fax to provide a paper copy.

Thanks,



Facsimile Cover Sheet

2000 Post Oak Blvd., Suite 100
Houston, Texas 77056
Phone: (713) 296-6507
Fax: (713) 296-6805
E-Mail: cheri.peper@apachecorp.com

CONFIDENTIALITY NOTICE

This facsimile transmission (and/or the documents accompanying it) may contain confidential information belonging to the sender which is protected by the attorney-client privilege. The information is intended only for the use of the individual or entity named above. If you are not the intended recipient, you are hereby notified that any disclosure, copying, distribution or the taking of any action in reliance on the contents of this information is strictly prohibited. If you have received this transmission in error, please notify us immediately by telephone to arrange for return of the documents.

DATE: December 1, 2006

TO: John Chevedden
FAX NO.: (310) 371-7872

FROM: Cheri L. Peper
COMPANY: Apache Corporation
PHONE NO.: (713) 296-6507
FAX NO.: (713) 296-6805

NO. OF PAGES: -3- (Including Cover Page)

COMMENTS: Please deliver immediately.

Mr. Chevedden –

We appreciate your e-mail acknowledgement, on 29 November 2006, of the scanned version of the attached. In addition, we are sending this fax to provide a paper copy.

Thanks,

A handwritten signature in black ink, appearing to read "Cheri L. Peper".



2000 POST OAK BOULEVARD / SUITE 100 / HOUSTON, TEXAS 77056-4400

(713) 296 6000

WWW.APACHECORP.COM

November 28, 2006

Via Courier

Mr. John Chevedden
2215 Nelson Ave.
No. 205
Redondo Beach, CA 90278

Ms. Lucy M. Kessler
7802 Woodville Road
Mt. Airy, MD 21771

Re: Director Election Resolution

Dear Mr. Chevedden and Ms. Kessler:

On November 28, 2006, we received (via fax) the letter of Ms. Lucy M. Kessler signed as of October 31, 2006 requesting that Apache include her proposed resolution in its proxy solicitation for Apache's 2007 annual meeting and appointing you as her proxy for such matter. Based on our review of the information provided by Ms. Kessler and of the relevant records and regulatory materials, we have been unable to conclude that the proposal meets the requirements for inclusion in the proxy, and unless you can demonstrate that Ms. Kessler meets these requirements in the proper time frame, we may seek to exclude her proposal from the 2007 proxy statement.

As you know, in order to be eligible to submit a proposal for consideration at Apache's 2007 annual meeting, Rule 14a-8 under Regulation 14A of the United States Securities and Exchange Commission ("SEC") requires that a stockholder must have continuously held at least \$ 2,000 in market value, or 1% of Apache's common stock (the class of securities that will be entitled to be voted on the proposal at the meeting), for at least one year by the date the proposal is submitted. The stockholder must continue to hold those securities through the date of the meeting and must so indicate to us. Ms. Kessler states in her letter that "Rule 14a-8 requirements are intended to be met including the continuous ownership of the required stock value," however, no information is provided regarding her current share ownership, or the length of time she has held the shares. Apache has reviewed the list of record owners of the company's common stock, and Ms. Kessler is not listed as a holder of record of Apache common stock. Pursuant to the SEC's Rule 14a-8(b), since Ms. Kessler is not a record owner of Apache common stock, she must either:

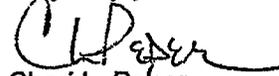
- (1) Submit to Apache a written statement from the record holder of the securities (usually a broker or bank) verifying that at the time the proposal was submitted she continuously held the requisite securities for at least one year and a written statement from her that she intends to continue to hold the appropriate number of securities through the date of Apache's annual meeting; or

John Chevedden
November 28, 2006
Page 2

(2) If Ms. Kessler has filed a Schedule 13D (17 C.F.R. § 240.13d-101), Schedule 13G (17 C.F.R. § 240.13d-102), Form 3 (17 C.F.R. § 249.103), Form 4 (17 C.F.R. § 249.104) and/or Form 5 (17 C.F.R. § 249.105), or amendments to those documents or updated forms, reflecting ownership of the shares as of or before the date on which the one-year eligibility period begins, she may demonstrate eligibility by submitting to the company: (A) a copy of the schedule and/or form, and any subsequent amendments reporting a change in her ownership level; (B) her written statement that she continuously held the required number of shares for the one-year period as of the date of the statement; and (C) her written statement that she intends to continue ownership of the shares through the date of Apache's annual meeting.

Please note that to be considered a timely response under the SEC's Rule 14a-8(f), all of the documentation requested in this letter must be sent to my attention at the above address within 14 calendar days of the date you receive this request. If you have any questions regarding the matters discussed in this letter, please feel free to call or write me or Jeffrey B. King at the number and address shown above.

Very truly yours,


Cheri L. Peper
Corporate Secretary

cc: Jeffrey B. King

Peper, Cheri

From: Barbara.M.Novak@wellsfargo.com
Sent: Thursday, November 30, 2006 8:52 AM
To: Peper, Cheri
Cc: Christina.M.Masterman@wellsfargo.com; King, Jeff
Subject: RE: Apache Shareholder Proposal

I checked our records and do not find either Lucy M. Kessler nor John Chevedden as shareholders of any company for whom we act as agent, including Apache Corp.

From: Peper, Cheri [mailto:Cheri.Peper@usa.apachecorp.com]
Sent: Thursday, November 30, 2006 7:57 AM
To: Novak, Barb
Cc: Christina Connell; King, Jeff
Subject: Apache Shareholder Proposal
Importance: High

Barb –

The attached shareholder proposal was received on November 28, 2006, with Lucy M. Kessler as the shareholder and John Chevedden as her proxy.

We did not find either Kessler or Chevedden to be a holder of record for Apache common stock. Please confirm – we would appreciate it if your response separately states what is found for each.

Thanks in advance,
Cheri

Jenkins, Melinda

From: TrackingUpdates@fedex.com
Sent: Wednesday, November 29, 2006 10:29 AM
To: Jenkins, Melinda
Subject: FedEx Shipment 799544331770 Delivered

This tracking update has been requested by:

Company Name: APACHE CORPORATION

Name: Melinda Jenkins-Petre

E-mail: melinda.jenkins@apachecorp.com

Our records indicate that the following shipment has been delivered:

Tracking number:	799544331770
Reference:	DUS 140
Ship (P/U) date:	Nov 29, 2006
Delivery date:	Nov 29, 2006 11:22 AM
Sign for by:	M.KESSLER
Delivered to:	Residence
Service type:	FedEx Priority Overnight
Packaging type:	FedEx Envelope
Number of pieces:	1
Weight:	0.5 LB

Shipper Information
Melinda Jenkins-Petre
APACHE CORPORATION
2000 POST OAK BLVD
SUITE 100
HOUSTON
TX
US
77056

Recipient Information
Ms. Lucy M. Kessler
7802 Woodville Road
Mt. Airy
MD
US
21771

Special handling/Services:
Deliver Weekday
Residential Delivery
Adult Signature Required

Please do not respond to this message. This email was sent from an unattended mailbox. This report was generated at approximately 10:26 AM CST on 11/29/2006.

To learn more about FedEx Express, please visit our website at fedex.com.

All weights are estimated.

To track the latest status of your shipment, click on the tracking number above, or visit us at fedex.com.

This tracking update has been sent to you by FedEx on the behalf of the Requestor noted above. FedEx does not validate the authenticity of the requestor and does not validate, guarantee or warrant the authenticity of the request, the requestor's message, or the accuracy of this tracking update. For

11/29/2006

tracking results and fedex.com's terms of use, go to fedex.com.

Thank you for your business.

Peper, Cheri

From: Peper, Cheri
Sent: Wednesday, November 29, 2006 8:14 AM
To: 'olmsted7p@earthlink.net'
Subject: Apache Shareholder Proposal

Mr. Chevedden –

Please see the attached. Signed originals have been sent via FedEx to Ms. Kessler and to you for delivery today, November 29th.

If you have difficulty opening the attached, provide a fax number and we will be glad to send again.

Cheri L. Peper
Corporate Secretary
Apache Corporation

bcc: Lannice
Teslik
Dye
King
Ricotta

11/29/2006



2000 POST OAK BOULEVARD / SUITE 100 / HOUSTON, TEXAS 77056-4400

(713) 286 6000
WWW.APACHECORP.COM

November 28, 2006

Via Courier

Mr. John Chevedden
2215 Nelson Ave.
No. 205
Redondo Beach, CA 90278

Ms. Lucy M. Kessler
7802 Woodville Road
Mt. Airy, MD 21771

Re: Director Election Resolution

Dear Mr. Chevedden and Ms. Kessler:

On November 28, 2006, we received (via fax) the letter of Ms. Lucy M. Kessler signed as of October 31, 2006 requesting that Apache include her proposed resolution in its proxy solicitation for Apache's 2007 annual meeting and appointing you as her proxy for such matter. Based on our review of the information provided by Ms. Kessler and of the relevant records and regulatory materials, we have been unable to conclude that the proposal meets the requirements for inclusion in the proxy, and unless you can demonstrate that Ms. Kessler meets these requirements in the proper time frame, we may seek to exclude her proposal from the 2007 proxy statement.

As you know, in order to be eligible to submit a proposal for consideration at Apache's 2007 annual meeting, Rule 14a-8 under Regulation 14A of the United States Securities and Exchange Commission ("SEC") requires that a stockholder must have continuously held at least \$ 2,000 in market value, or 1% of Apache's common stock (the class of securities that will be entitled to be voted on the proposal at the meeting), for at least one year by the date the proposal is submitted. The stockholder must continue to hold those securities through the date of the meeting and must so indicate to us. Ms. Kessler states in her letter that "Rule 14a-8 requirements are intended to be met including the continuous ownership of the required stock value," however, no information is provided regarding her current share ownership, or the length of time she has held the shares. Apache has reviewed the list of record owners of the company's common stock, and Ms. Kessler is not listed as a holder of record of Apache common stock. Pursuant to the SEC's Rule 14a-8(b), since Ms. Kessler is not a record owner of Apache common stock, she must either:

- (1) Submit to Apache a written statement from the record holder of the securities (usually a broker or bank) verifying that at the time the proposal was submitted she continuously held the requisite securities for at least one year and a written statement from her that she intends to continue to hold the appropriate number of securities through the date of Apache's annual meeting; or

John Chevedden
November 28, 2006
Page 2

(2) If Ms. Kessler has filed a Schedule 13D (17 C.F.R. § 240.13d-101), Schedule 13G (17 C.F.R. § 240.13d-102), Form 3 (17 C.F.R. § 249.103), Form 4 (17 C.F.R. § 249.104) and/or Form 5 (17 C.F.R. § 249.105), or amendments to those documents or updated forms, reflecting ownership of the shares as of or before the date on which the one-year eligibility period begins, she may demonstrate eligibility by submitting to the company: (A) a copy of the schedule and/or form, and any subsequent amendments reporting a change in her ownership level; (B) her written statement that she continuously held the required number of shares for the one-year period as of the date of the statement; and (C) her written statement that she intends to continue ownership of the shares through the date of Apache's annual meeting.

Please note that to be considered a timely response under the SEC's Rule 14a-8(f), all of the documentation requested in this letter must be sent to my attention at the above address within 14 calendar days of the date you receive this request. If you have any questions regarding the matters discussed in this letter, please feel free to call or write me or Jeffrey B. King at the number and address shown above.

Very truly yours,



Cheri L. Peper
Corporate Secretary

cc: Jeffrey B. King

2000 POST OAK BOULEVARD / SUITE 100 / HOUSTON, TEXAS 77056-4400


CORPORATION

(713) 296 6000
WWW.APACHECORP.COM

November 28, 2006

Via Courier

Mr. John Chevedden
2215 Nelson Ave.
No. 205
Redondo Beach, CA 90278

Ms. Lucy M. Kessler
7802 Woodville Road
Mt. Airy, MD 21771

Re: Director Election Resolution

Dear Mr. Chevedden and Ms. Kessler:

On November 28, 2006, we received (via fax) the letter of Ms. Lucy M. Kessler signed as of October 31, 2006 requesting that Apache include her proposed resolution in its proxy solicitation for Apache's 2007 annual meeting and appointing you as her proxy for such matter. Based on our review of the information provided by Ms. Kessler and of the relevant records and regulatory materials, we have been unable to conclude that the proposal meets the requirements for inclusion in the proxy, and unless you can demonstrate that Ms. Kessler meets these requirements in the proper time frame, we may seek to exclude her proposal from the 2007 proxy statement.

As you know, in order to be eligible to submit a proposal for consideration at Apache's 2007 annual meeting, Rule 14a-8 under Regulation 14A of the United States Securities and Exchange Commission ("SEC") requires that a stockholder must have continuously held at least \$ 2,000 in market value, or 1% of Apache's common stock (the class of securities that will be entitled to be voted on the proposal at the meeting), for at least one year by the date the proposal is submitted. The stockholder must continue to hold those securities through the date of the meeting and must so indicate to us. Ms. Kessler states in her letter that "Rule 14a-8 requirements are intended to be met including the continuous ownership of the required stock value," however, no information is provided regarding her current share ownership, or the length of time she has held the shares. Apache has reviewed the list of record owners of the company's common stock, and Ms. Kessler is not listed as a holder of record of Apache common stock. Pursuant to the SEC's Rule 14a-8(b), since Ms. Kessler is not a record owner of Apache common stock, she must either:

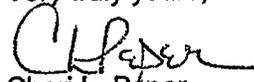
- (1) Submit to Apache a written statement from the record holder of the securities (usually a broker or bank) verifying that at the time the proposal was submitted she continuously held the requisite securities for at least one year and a written statement from her that she intends to continue to hold the appropriate number of securities through the date of Apache's annual meeting; or

John Chevedden
November 28, 2006
Page 2

(2) If Ms. Kessler has filed a Schedule 13D (17 C.F.R. § 240.13d-101), Schedule 13G (17 C.F.R. § 240.13d-102), Form 3 (17 C.F.R. § 249.103), Form 4 (17 C.F.R. § 249.104) and/or Form 5 (17 C.F.R. § 249.105), or amendments to those documents or updated forms, reflecting ownership of the shares as of or before the date on which the one-year eligibility period begins, she may demonstrate eligibility by submitting to the company: (A) a copy of the schedule and/or form, and any subsequent amendments reporting a change in her ownership level; (B) her written statement that she continuously held the required number of shares for the one-year period as of the date of the statement; and (C) her written statement that she intends to continue ownership of the shares through the date of Apache's annual meeting.

Please note that to be considered a timely response under the SEC's Rule 14a-8(f), all of the documentation requested in this letter must be sent to my attention at the above address within 14 calendar days of the date you receive this request. If you have any questions regarding the matters discussed in this letter, please feel free to call or write me or Jeffrey B. King at the number and address shown above.

Very truly yours,


Cheri L. Peper
Corporate Secretary

cc: Jeffrey B. King

Source: [Public Records](#) > [People, Business & Asset Locators](#) > [EZFIND Combined Person Locator Nationwide](#) 

Terms: [kessler, lucy](#) ([Edit Search](#) | [Suggest Terms for My Search](#))

Select for FOCUS™ or Delivery



KESSLER, LUCY M

THIS DATA IS FOR INFORMATIONAL PURPOSES ONLY

PERSON LOCATOR - P-TRAK

Name: KESSLER, LUCY M

Also Known As:

KESSLER, L M; KESSLER, LUCY

Social Security Number: 371-56-XXXX

Address:

7802 WOODVILLE RD
MOUNT AIRY, MD 21771-9204
Address Updated: 12/1/1998

Previous Addresses:

481 N FREDERICK AVE APT. 100
GAITHERSBURG, MD 20877-2470
Address Updated: 3/1/1996

101 LAKEFOREST BLVD APT. 400
GAITHERSBURG, MD 20877-2611
Address Updated: 11/13/2000

Birthdate: 9/1948

Telephone: 831-7778

On File Since: 9/1/1984

Source: [Public Records](#) > [People, Business & Asset Locators](#) > [EZFIND Combined Person Locator Nationwide](#) 

Terms: [kessler, lucy](#) ([Edit Search](#) | [Suggest Terms for My Search](#))

View: Full

Date/Time: Tuesday, November 28, 2006 - 12:42 PM EST



LexisNexis®

[About LexisNexis](#) | [Terms & Conditions](#)

Copyright © 2006 LexisNexis, a division of Reed Elsevier Inc. All rights reserved.

1 of 6 DOCUMENTS

THIS DATA IS FOR INFORMATIONAL PURPOSES ONLY

PERSON LOCATOR - P-FIND

Name: CHEVEDDEN, JOHN R (MALE)

Consumer Name Last Updated: 5/26/2004

Address:

2215 NELSON AVE APT 205
REDONDO BEACH, CA 90278-2453

Birthdate: 1946

Telephone: (310) 371-7872

Date Vendor Record Last Updated: 7/26/2006

Lucy M. Kessler
7802 Woodville Road
Mt. Airy, MD 21771

Mr. Raymond Plank
Chairman
Apache Corporation
2000 Post Oak Blvd Ste 100
Houston TX 77056
Phone: 713 296-6000
Fax: 713 296-6496

Rule 14a-8 Proposal

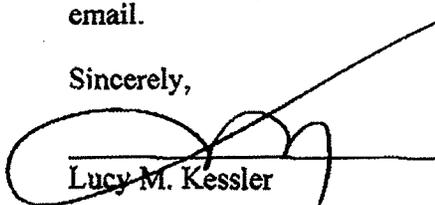
Dear Mr. Plank,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company. This proposal is submitted for the next annual shareholder meeting. Rule 14a-8 requirements are intended to be met including the continuous ownership of the required stock value until after the date of the respective shareholder meeting. This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This is the proxy for John Chevedden and/or his designee to act on my behalf in shareholder matters, including this Rule 14a-8 proposal for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting. Please direct all future communication to John Chevedden at:

2215 Nelson Ave., No. 205
Redondo Beach, CA 90278
T: 310-371-7872
olmsted7p (at) earthlink.net
(In the interest of saving company expenses please communicate via email.)

Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of this proposal by email.

Sincerely,


Lucy M. Kessler

10/31/06

cc: Cheri L. Peper
Corporate Secretary
Fax: 713-296-6480
FX: 713-296-6480



[Rule 14a-8 Proposal, November 9, 2006]

3 – Elect Each Director Annually

RESOLVED: Shareholders request that our Directors take the steps necessary, in the most expeditious manner possible, to adopt annual election of each director. This includes using all means in our Board's power such as corresponding special company solicitations and one-on-one management contacts with major shareholders to obtain the vote required for formal adoption of this proposal topic.

This also includes complete transition from the current staggered system to 100% annual election of each director in one election cycle if feasible. Also to transition solely through direct action of our board if feasible.

Lucy M. Kessler, 7802 Woodville Road, Mt. Airy, MD 21771 sponsors this proposal.

The Council of Institutional Investors www.cii.org formally recommends adoption of this proposal topic. This topic also won a 67% yes-vote average at 43 major companies in 2006.

Arthur Levitt, Chairman of the Securities and Exchange Commission, 1993-2001 said:
"In my view it's best for the investor if the entire board is elected once a year. Without annual election of each director shareholders have far less control over who represents them."

It is important to take a step forward and support this proposal since our 2006 governance standards were not impeccable. For instance in 2006 it was reported (and certain concerns are noted):

- The Corporate Library, <http://www.thecorporatelibrary.com/> an independent investment research firm, rated our Board of Directors "High Concern."
- Five directors had potentially compromising non-director links to our company – Independence concern.
- Plus two directors were insiders.
- Thus the majority of our 13-member board was not completely independent.
- Five of our directors had 18 to 52 years tenure each – Independence concern.

- We were allowed to vote on individual directors only once in 3-years – Accountability concern.
- Furthermore only one yes-vote from our 320 million shares could elect and entrench a director for 3-years under our obsolete plurality voting system.
- We would have to marshal an awesome 80% shareholder vote to make certain key governance improvements – Entrenchment concern.
- Cumulative voting was not allowed.
- Our directors were protected by a poison pill.
- There was no shareholder right to act by written consent.
- There was no shareholder right to call a special meeting.

The above status shows there is room for improvement and reinforces the reason to take one step forward now and vote yes for annual election of each director.

Elect Each Director Annually
Yes on 3

Notes:

The above format is requested for publication without re-editing or re-formatting.

The company is requested to assign a proposal number (represented by "3" above) based on the chronological order in which proposals are submitted. The requested designation of "3" or higher number allows for ratification of auditors to be item 2.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including:

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(i)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

See also: Sun Microsystems, Inc. (July 21, 2005).

Please note that the title of the proposal is part of the argument in favor of the proposal. In the interest of clarity and to avoid confusion the title of this and each other ballot item is requested to be consistent throughout all the proxy materials.

Please advise if there is any typographical question.

Stock will be held until after the annual meeting and the proposal will be presented at the annual meeting.

Please acknowledge this proposal by email within 14-days and advise the most convenient fax number and email address for the Corporate Secretary's office.

Lucy M. Kessler
7802 Woodville Road
Mt. Airy, MD 21771

Mr. Raymond Plank
Chairman
Apache Corporation
2000 Post Oak Blvd Ste 100
Houston TX 77056
Phone: 713 296-6000
Fax: 713 296-6496

Rule 14a-8 Proposal

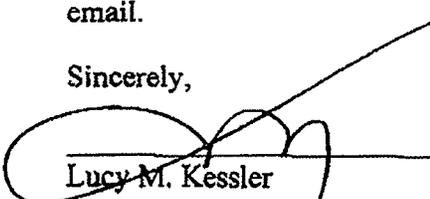
Dear Mr. Plank,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company. This proposal is submitted for the next annual shareholder meeting. Rule 14a-8 requirements are intended to be met including the continuous ownership of the required stock value until after the date of the respective shareholder meeting. This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This is the proxy for John Chevedden and/or his designee to act on my behalf in shareholder matters, including this Rule 14a-8 proposal for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting. Please direct all future communication to John Chevedden at:

2215 Nelson Ave., No. 205
Redondo Beach, CA 90278
T: 310-371-7872
olmsted7p (at) earthlink.net
(In the interest of saving company expenses please communicate via email.)

Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of this proposal by email.

Sincerely,


Lucy M. Kessler

10/31/06

cc: Cheri L. Peper
Corporate Secretary
Fax: 713-296-6480
FX: 713-296-6905



[Rule 14a-8 Proposal, November 9, 2006]

3 – Elect Each Director Annually

RESOLVED: Shareholders request that our Directors take the steps necessary, in the most expeditious manner possible, to adopt annual election of each director. This includes using all means in our Board's power such as corresponding special company solicitations and one-on-one management contacts with major shareholders to obtain the vote required for formal adoption of this proposal topic.

This also includes complete transition from the current staggered system to 100% annual election of each director in one election cycle if feasible. Also to transition solely through direct action of our board if feasible.

Lucy M. Kessler, 7802 Woodville Road, Mt. Airy, MD 21771 sponsors this proposal.

The Council of Institutional Investors www.cii.org formally recommends adoption of this proposal topic. This topic also won a 67% yes-vote average at 43 major companies in 2006.

Arthur Levitt, Chairman of the Securities and Exchange Commission, 1993-2001 said:
"In my view it's best for the investor if the entire board is elected once a year. Without annual election of each director shareholders have far less control over who represents them."

It is important to take a step forward and support this proposal since our 2006 governance standards were not impeccable. For instance in 2006 it was reported (and certain concerns are noted):

- The Corporate Library, <http://www.thecorporatelibrary.com/> an independent investment research firm, rated our Board of Directors "High Concern."
- Five directors had potentially compromising non-director links to our company – Independence concern.
- Plus two directors were insiders.
- Thus the majority of our 13-member board was not completely independent.
- Five of our directors had 18 to 52 years tenure each – Independence concern.

- We were allowed to vote on individual directors only once in 3-years – Accountability concern.
- Furthermore only one yes-vote from our 320 million shares could elect and entrench a director for 3-years under our obsolete plurality voting system.
- We would have to marshal an awesome 80% shareholder vote to make certain key governance improvements – Entrenchment concern.
- Cumulative voting was not allowed.
- Our directors were protected by a poison pill.
- There was no shareholder right to act by written consent.
- There was no shareholder right to call a special meeting.

The above status shows there is room for improvement and reinforces the reason to take one step forward now and vote yes for annual election of each director.

Elect Each Director Annually
Yes on 3

Notes:

The above format is requested for publication without re-editing or re-formatting.

The company is requested to assign a proposal number (represented by "3" above) based on the chronological order in which proposals are submitted. The requested designation of "3" or higher number allows for ratification of auditors to be item 2.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including:

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(i)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

See also: Sun Microsystems, Inc. (July 21, 2005).

Please note that the title of the proposal is part of the argument in favor of the proposal. In the interest of clarity and to avoid confusion the title of this and each other ballot item is requested to be consistent throughout all the proxy materials.

Please advise if there is any typographical question.

Stock will be held until after the annual meeting and the proposal will be presented at the annual meeting.

Please acknowledge this proposal by email within 14-days and advise the most convenient fax number and email address for the Corporate Secretary's office.

Peper, Cheri

From: King, Jeff
Sent: Tuesday, November 28, 2006 1:51 PM
To: Lannie, Anthony; Peper, Cheri
Subject: Kessler/Chevedden Proposal

Attached is a demand for proof of share ownership for your review and comment. We have 14 days from today to make the demand, and the shareholder has 14 days after receipt to provide the proof of ownership. I suggest we get this out as soon as possible to start their clock ticking and leave us sufficient time to submit our no action request.

Jeffrey B. King
Senior Counsel
Apache Corporation
(713) 296-6530

Confidentiality Notice

This e-mail (and/or the documents accompanying it) may contain confidential information belonging to the sender that is protected by the attorney-client privilege. The information is intended only for the use of the individual or entity named above. If you are not the intended recipient, you are hereby notified that any disclosure, copying, distribution or the taking of any action in reliance on the contents of this information is strictly prohibited. If you have received this e-mail in error, please immediately notify us by a reply.

11/28/2006

November 28, 2006

Via Courier

John Chevedden
2215 Nelson Ave.
No. 205
Redondo Beach, CA 90278

Lucy M. Kessler
7802 Woodville Road
Mt. Airy, MD 21771

Re: Director Election Resolution

Dear Mr. Chevedden and Ms. Kessler:

On November 28, 2006, we received (via fax) the letter of Ms. Lucy M. Kessler signed as of October 31, 2006 requesting that Apache include her proposed resolution in its proxy solicitation for Apache's 2007 annual meeting and appointing you as her proxy for such matter. Based on our review of the information provided by Ms. Kessler and of the relevant records and regulatory materials, we have been unable to conclude that the proposal meets the requirements for inclusion in the proxy, and unless you can demonstrate that Ms. Kessler meets these requirements in the proper time frame, we may seek to exclude her proposal from the 2007 proxy statement.

As you know, in order to be eligible to submit a proposal for consideration at Apache's 2007 annual meeting, Rule 14a-8 under Regulation 14A of the United States Securities and Exchange Commission ("SEC") requires that a stockholder must have continuously held at least \$ 2,000 in market value, or 1% of Apache's common stock (the class of securities that will be entitled to be voted on the proposal at the meeting) for at least one year by the date the proposal is submitted. The stockholder must continue to hold those securities through the date of the meeting and must so indicate to us. Ms. Kessler states in her letter that "Rule 14a-8 requirements are intended to be met including the continuous ownership of the required stock value," however, no information is provided regarding her current share ownership, or the length of time she has held the shares. Apache has reviewed the list of record owners of the company's common stock, and Ms. Kessler is not listed as a holder of record of Apache common stock. Pursuant to the SEC's Rule 14a-8(b), since Ms. Kessler is not a record owner of Apache common stock, she must either:

- (1) Submit to Apache a written statement from the record holder of the securities (usually a broker or bank) verifying that at the time the proposal was submitted she continuously held the requisite securities for at least one year and a written statement from her that she intends to continue to hold the appropriate number of securities through the date of Apache's annual meeting; or

Encl
11/29/2006

John Chevedden
November 28, 2006
Page 2

(2) If Ms. Kessler has filed a Schedule 13D (17 C.F.R. § 240.13d-101), Schedule 13G (17 C.F.R. § 240.13d-102), Form 3 (17 C.F.R. § 249.103), Form 4 (17 C.F.R. § 249.104) and/or Form 5 (17 C.F.R. § 249.105), or amendments to those documents or updated forms, reflecting ownership of the shares as of or before the date on which the one-year eligibility period begins, she may demonstrate eligibility by submitting to the company: (A) a copy of the schedule and/or form, and any subsequent amendments reporting a change in her ownership level; (B) her written statement that she continuously held the required number of shares for the one-year period as of the date of the statement; and (C) her written statement that she intends to continue ownership of the shares through the date of Apache's annual meeting.

Please note that to be considered a timely response under the SEC's Rule 14a-8(f), all of the documentation requested in this letter must be sent to my attention at the above address within 14 calendar days of the date you receive this request. If you have any questions regarding the matters discussed in this letter, please feel free to call or write me or Jeffrey B. King at the number and address shown above.

Very truly yours,

Cheri L. Peper
Corporate Secretary

cc: Jeffrey B. King

EMailed
~~Doc~~ Anthony
Teslik

10