
M E M O R A N D U M

To : Commission File No. S7-10-09

**From : Lillian Brown
Senior Special Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission**

**Re : Facilitating Shareholder Director Nominations
Release Nos. 34-60089 and 34-61161**

Date : January 7, 2010

On January 4, 2010, Meredith Cross, Director; Brian Breheny, Deputy Director; and Lillian Brown, Senior Special Counsel, met with Sarah B. Teslik, Senior Vice President, Policy and Governance, of Apache Corporation regarding the Commission's June 10, 2009 proposals concerning shareholder nominations to company boards of directors.