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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

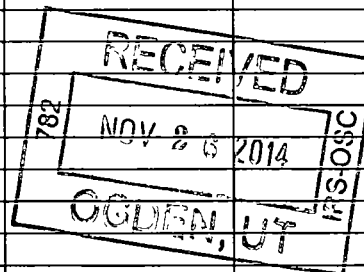
2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation ASTROS FOUNDATION		A Employer identification number 74-2793078
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (713) 259-8834
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77002		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Name change
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 4,409,122		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	3,584,041			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	314	314		
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	-203,601		-203,601	
12	Total. Add lines 1 through 11	3,380,754	314	-203,601	
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	5,650			5,650
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	34,635			34,635
24	Total operating and administrative expenses. Add lines 13 through 23	40,285			40,285
25	Contributions, gifts, grants paid	1,259,227			1,259,227
26	Total expenses and disbursements. Add lines 24 and 25	1,299,512			1,299,512
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	2,081,242			
b	Net investment income (if negative, enter -0-)		314		
c	Adjusted net income (if negative, enter -0-)				



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Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	2,327,880	4,409,122	4,409,122	
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,327,880	4,409,122	4,409,122		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ <input type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg. and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	2,327,880	4,409,122		
	30	Total net assets or fund balances (see instructions)				
	31	Total liabilities and net assets/fund balances (see instructions)	2,327,880	4,409,122		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,327,880
2	Enter amount from Part I, line 27a	2	2,081,242
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,409,122
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,409,122

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div> </div>		3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	953,531	1,362,751	0.6997
2011	545,615	722,748	0.7549
2010	725,333	976,733	0.7426
2009	855,931	451,086	1.8975
2008	1,489,467	1,272,999	1.1700
2 Total of line 1, column (d)			2 5.2647
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 1.0529
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 3,426,734
5 Multiply line 4 by line 3			5 3,608,008
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3
7 Add lines 5 and 6			7 3,608,011
8 Enter qualifying distributions from Part XII, line 4			8 1,299,512

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	6
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	6
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	6
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 1,015		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	1,015
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	1,009
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 1,009 Refunded <input type="checkbox"/>		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ (2) On foundation managers <input type="checkbox"/> \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TEXAS		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► HOUSTON.ASTROS.MLB.COM/HOU/FOUNDATION	13	X	
14	The books are in care of ► DOUGLAS SECKEL Telephone no ► (713) 259-8000 Located at ► 501 CRAWFORD ST. HOUSTON, TX ZIP+4 ► 77002			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year. ► 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <input type="checkbox"/>	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) <input type="checkbox"/>	3b	N A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? <input type="checkbox"/>	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** • During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☐ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐ **c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b**


If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b** N A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 4				

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 THE ASTROS FOUNDATION COMMUNITY LEADERS PROGRAM - SEE ATTACHMENT 5	
	1,137,431
2 ASTROS URBAN YOUTH ACADEMY - SEE ATTACHMENT 5	
	192,769
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	3,478,918
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,478,918
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,478,918
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	52,184
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	3,426,734
6	Minimum investment return. Enter 5% of line 5	6	171,337

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	171,337
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	6
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	171,331
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	171,331
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	171,331

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,299,512
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,299,512
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,299,512

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				171,331
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008 1,426,605				
b From 2009 833,400				
c From 2010 676,505				
d From 2011 509,484				
e From 2012 885,395				
f Total of lines 3a through e	4,331,389			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>1,299,512</u>				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				171,331
e Remaining amount distributed out of corpus	1,128,181			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,459,570			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	1,426,605			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	4,032,965			
10 Analysis of line 9:				
a Excess from 2009 833,400				
b Excess from 2010 676,505				
c Excess from 2011 509,484				
d Excess from 2012 885,395				
e Excess from 2013 1,128,181				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

NOT APPLICABLE

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

N/A

b The form in which applications should be submitted and information and materials they should include

N/A

c Any submission deadlines

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

N/A

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> ATTACHMENT 6				
Total			▶ 3a	1,259,227
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	314	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events . . .					-203,601
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				314	-203,601
13 Total. Add line 12, columns (b), (d), and (e)				13 314	-203,287

(See worksheet in line 13 instructions to verify calculations)

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Print/Type preparer's name

TIM BUFORD

Preparer's signature

Date

Check ☐ if self-employed

PTIN

P01265408

Firm's name ▶ PRICEWATERHOUSECOOPERS LLP

Firm's EIN ▶ 13-4008324

Firm's address ► 1201 LOUISIANA - SUITE 2900

Phone no	713-356-4000
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Form 990-PF (2013)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Name of the organization

ASTROS FOUNDATION

Employer identification number

74-2793078

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

Name of organization ASTROS FOUNDATION	Employer identification number 74-2793078
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHAMPION ENERGY SERVICES, LLC 1500 RANKIN ROAD HOUSTON, TX 77073	\$ 572,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	OCCIDENTIAL PETROLEUM 5 GREENWAY PLAZA HOUSTON, TX 77046	\$ 500,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	SCHLUMBERGER 300 SCHULMBERGER DRIVE SUGAR LAND, TX 77478	\$ 500,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
4	BLUE CROSS BLUE SHIELD OF TEXAS 206 WEST 13TH STREET AUSTIN, TX 78701	\$ 250,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
5	CALPINE 717 TEXAS AVENUE HOUSTON, TX 77002	\$ 250,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
6	HALLIBURTON 3000 N SAM HOUSTON PARKWAY EAST HOUSTON, TX 77032	\$ 250,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization ASTROS FOUNDATION	Employer identification number 74-2793078
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	NATIONAL OILWELL VARCO 7909 PARKWOOD CIRCLE DRIVE HOUSTON, TX 77036	\$ 250,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
8	THE FRIEDKIN GROUP 1375 ENCLAVE PARKWAY HOUSTON, TX 77077	\$ 150,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
9	MINUTE MAID/COCA-COLA 2150 TOWN SQUARE PLACE #400 SUGAR LAND, TX 77479	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
10	HOUSTON ASTROS PO BOX 288 HOUSTON, TX 77002	\$ 88,273	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
11	SARA MORGAN 2121 KIRBY DRIVE, UNIT 99 HOUSTON, TX 77019	\$ 48,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
12	PARK SHAPER 5005 GREEN TEE ROAD HOUSTON, TX 77056	\$ 33,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization ASTROS FOUNDATION	Employer identification number 74-2793078
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	SYSCO 10710 GREENS CROSSING BOULEVARD HOUSTON, TX 77038	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
14	ACTIVE NETWORK 10182 TELESIS CT STE 100 SAN DIEGO, CA 92121	\$ 19,425	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
15	MLB ADVANCED MEDIA 75 NINTH AVENUE, 5TH FLOOR NEW YORK, NY 10011	\$ 15,405	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
16	THE LINDLEY FAMILY FOUNDATION P.O. BOX 27727 HOUSTON, TX 77227	\$ 15,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
17	ALTIVA CHEMICALS LLC 1100 LOUISIANA, SUITE 4800 HOUSTON, TX 77002	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
18	CORROSION RESISTANT ALLOYS L.P. 1310 W SAM HOUSTON PARKWAY HOUSTON, TX 77043	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization ASTROS FOUNDATION	Employer identification number 74-2793078
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	STEPHEN DAVIS 501 CRAWFORD HOUSTON, TX 77002	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
20	CHERIE AND JIM FLORES P.O. BOX 1083 HOSUTON, TX 77251	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
21	FORETHOUGHT FINANCIAL 3200 SOUTHWEST FREEWAY HOUSTON, TX 77027	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
22	HINES INTEREST LIMITED PARTNERSHIPS 2800 POST OAK BLVD HOUSTON, TX 77056	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
23	BOB HOGAN 2116 DEL MONTE HOUSTON, TX 77019	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
24	JOHN W AND ANN K JOHNSON FOUNDATION 3735 IVERNESS HOUSTON, TX 77019	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

ASTROS FOUNDATION

Employer identification number

74-2793078

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25	CAPITAL ONE BANK 5718 WESTHEIMER HOUSTON, TX 77057	\$ 15,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
26	STEVE MARNOY/OFFICE PAVILLION 10030 BENT OAK DRIVE HOSUTON, TX 77040	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
27	METZGER CONSTRUCTION COMPANY 2055 SILBER ROAD SUITE 100 HOUSTON, TX 77055	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
28	MLB URBAN YOUTH 245 PARK AVENUE NEW YORK NY 10167	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
29	RUSTY HARDIN & ASSOCIATES 1401 MCKINNEY #2250 HOUSTON, TX 77010	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
30	SUPERIOR ENERGY SERVICES 1001 LOUISIANA - SUITE 2900 HOUSTON, TX 77002	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization ASTROS FOUNDATION	Employer identification number 74-2793078
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
31	STEVE GIBSON 2131 SAN FELIPE STREET HOUSTON, TX 77019	\$ 7,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
32	ALLEN FAMILY CHARITABLE FUND 15708 FAIRVIEW FARM BLVD EDMOND, OK 73013	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
33	ameriSOURCE 7225 LANGTRY STREET HOUSTON, TX 77040	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
34	AT&T 208 S. AKARD DALLAS, TX 75020	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
35	CENTERPOINT ENERGY P.O. BOX 1700 HOUSTON, TX 77261	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
36	CRANE FOUNDATION 440 MONTROSE - SUITE 200 HOUSTON, TX 77006	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization ASTROS FOUNDATION	Employer identification number 74-2793078
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
37	JOHN HAUCK/TSI HOLDING CO 999 EXECUTIVE PARKWAY ST. LOUIS, MO 63141	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
38	HEALTH CARE SERVICE CORPORATION 206 W. 13TH STREET AUSTIN, TX 78701	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
39	ALBERT HUDDLESTON 5910 N CENTRAL EXPRESSWAY DALLAS, TX 75206	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
40	WILLIAM JORDAN 3607 ALCORN BEND DRIVE SUGAR LAND, TX 77479	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
41	JUD GRADY 11050 CAPITAL PARK DRIVE HOUSTON, TX 77041	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
42	NEIL KELLEY 3105 ELLA LEE LANE HOUSTON, TX 77019	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization ASTROS FOUNDATION	Employer identification number 74-2793078
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
43	STEPHEN MARLAND 3747 PURDUE HOUSTON, TX 77005	\$ 5,000	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
44	JOHN NAU III 7777 WASHINGTON AVENUE HOSUTON, TX 77007	\$ 5,000	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
45	JIM NEIL 2727 LBJ FREEWAY SUITE 600 DALLAS, TX 75234	\$ 5,000	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
46	WAYNE PACE 4900 NORTHSIDE DRIVE NW ATLANTA, GA 30327	\$ 5,000	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
47	CARY PATTERSON 2900 ST MICHAEL DRIVE SUITE 500 TEXARKANA, TX 75503	\$ 5,000	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
48	PLATINUM POOLS 10411 WESTHEIMER ROAD SUITE 200 HOUSTON, TX 77042	\$ 5,000	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

ASTROS FOUNDATION

Employer identification number

74-2793078

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
49	SHAWN TAYLOR 4931 MENLO PARK DRIVE SUGAR LAND, TX 77479	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
50	TWINS ENTERPRISES 19 YAWKEY WAY BOSTON, TX 02215	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
51	WESTSIDE LEXUS 12000 KATY FREEWAY HOSUTON, TX 77079	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
52	WYNN LAS VEGAS 3131 LAS VEGAS BLVD SOUTH LAS VEGAS, NV 89109	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

ASTROS FOUNDATION

Employer identification number

74-2793078

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----

Name of organization ASTROS FOUNDATION	Employer identification number 74-2793078
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

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

FORM 990-PF, PART I, LINE 11 - OTHER INCOME

OTHER INCOME IS SHOWN AT NET AMOUNT ON THE RETURN. INCOME, NET OF CONTRIBUTION AMOUNTS, AND DIRECT EXPENSES FOR EACH LINE ITEM ARE AS FOLLOWS

DESCRIPTION	GROSS INCOME	LESS CONTRIBUTIONS	DIRECT EXPENSES	NET INCOME
Astros Golf Tournament	263,300	(205,500)	(20,396)	37,404
Astros Owner's Game (New)	49,440	(45,000)	(2,973)	1,467
Blue Star Gala (2013 expenses for 2012 event)	39,150	(25,000)	(122,824)	(108,674)
Coca Cola Corner	75,774	(75,774)	-	-
Dancing w/the Stros (New)	188,652	(174,425)	(51,854)	(37,627)
FanFest/Garage Sale	19,637	-	-	19,637
Legends Weekend	1,500	-	-	1,500
Marketplace	9,060	-	-	9,060
Picnic in the Park	103,475	(65,405)	(5,377)	32,693
Pink in the Park	-	-	(2,619)	(2,619)
Raffles/Auctions (Non-event)	13,178	-	-	13,178
Urban Youth Academy	-	-	(192,769)	(192,769)
Other	23,763	-	(614)	23,149
	<u>786,929</u>	<u>(591,104)</u>	<u>(399,426)</u>	<u>(203,601)</u>

FORM 990-PF, PART I, LINE 11 - OTHER INCOME

OTHER INCOME IS SHOWN AT NET AMOUNT ON THE RETURN. INCOME, NET OF CONTRIBUTION AMOUNTS,
AND DIRECT EXPENSES FOR EACH LINE ITEM ARE AS FOLLOWS

DESCRIPTION	GROSS INCOME	LESS CONTRIBUTIONS	DIRECT EXPENSES	NET INCOME
Astros Golf Tournament	263,300	(205,500)	(20,396)	37,404
Astros Owner's Game (New)	49,440	(45,000)	(2,973)	1,467
Blue Star Gala (2013 expenses for 2012 event)	39,150	(25,000)	(122,824)	(108,674)
Coca Cola Corner	75,774	(75,774)	-	-
Dancing w/the Stros (New)	188,652	(174,425)	(51,854)	(37,627)
FanFest/Garage Sale	19,637	-	-	19,637
Legends Weekend	1,500	-	-	1,500
Marketplace	9,060	-	-	9,060
Picnic in the Park	103,475	(65,405)	(5,377)	32,693
Pink in the Park	-	-	(2,619)	(2,619)
Raffles/Auctions (Non-event)	13,178	-	-	13,178
Urban Youth Academy	5,640	-	(198,409)	(192,769)
Other	23,763	-	(614)	23,149
	<u>792,569</u>	<u>(591,104)</u>	<u>(405,066)</u>	<u>(203,601)</u>

ASTROS FOUNDATION
FORM 990-PF
12/31/2013

FEIN: 74-2793078

ATTACHMENT 2

FORM 990-PF, PART I, LINE 16b - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSE PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
Ernst & Young	5,650			5,650
	5,650	-	-	5,650

ASTROS FOUNDATION
FORM 990-PF
12/31/2013

FEIN: 74-2793078
ATTACHMENT 3

FORM 990-PF, PART I, LINE 23 - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSE PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
Board Research & Mtgs	1,104			1,104
Supplies	13,147			13,147
Credit Card Fees/Bank Fees	15,134			15,134
Other expenses	5,250			5,250
	<u>34,635</u>	<u>-</u>	<u>-</u>	<u>34,635</u>

ASTROS FOUNDATION
FORM 990-PF
12/31/2013

FEIN: 74-2793078
ATTACHMENT 4

FORM 990-PF, PART VIII, LINE 1 - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE	HOURS PER WEEK	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JEREMY MONTHLY 501 CRAWFORD ST - STE 500 HOUSTON, TX 77002	PRESIDENT	1	0	0	0
JUD GRADY 501 CRAWFORD ST - STE 500 HOUSTON, TX 77002	TREASURER	1	0	0	0
MARIAN HARPER 501 CRAWFORD ST - STE 500 HOUSTON, TX 77002	SECRETARY	1	0	0	0
DOUG BAUER 501 CRAWFORD ST - STE 500 HOUSTON, TX 77002	BOARD MEMBER	1	0	0	0
FRANCI CRANE 501 CRAWFORD ST - STE 500 HOUSTON, TX 77002	BOARD MEMBER	1	0	0	0

ASTROS FOUNDATION
FORM 990-PF
12/31/2013

FEIN: 74-2793078

ATTACHMENT 4 (CONT'D)

FORM 990-PF, PART VIII, LINE 1 - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE	HOURS PER WEEK	COMPENSATION	CONTRIBUTIONS		EXPENSE ACCT AND OTHER ALLOWANCES
				TO EMPLOYEE	BENEFIT PLANS	
JIM CRANE 501 CRAWFORD ST - STE 500 HOUSTON, TX 77002	BOARD MEMBER	1	0	0	0	0
STEVE GIBSON 501 CRAWFORD ST - STE 500 HOUSTON, TX 77002	BOARD MEMBER	1	0	0	0	0
TERRI HAVENS 501 CRAWFORD ST - STE 500 HOUSTON, TX 77002	BOARD MEMBER	1	0	0	0	0
BILL HERRINGTON 501 CRAWFORD ST - STE 500 HOUSTON, TX 77002	BOARD MEMBER	1	0	0	0	0
JOHNNY JOHNSON 501 CRAWFORD ST - STE 500 HOUSTON, TX 77002	BOARD MEMBER	1	0	0	0	0

ASTROS FOUNDATION

FORM 990-PF

12/31/2013

FEIN: 74-2793078

ATTACHMENT 4 (CONT'D)

FORM 990-PF, PART VIII, LINE 1 - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

<u>NAME AND ADDRESS</u>	<u>TITLE</u> <u>HOURS PER WEEK</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS</u> <u>TO EMPLOYEE</u> <u>BENEFIT PLANS</u>	<u>EXPENSE ACCT</u> <u>AND OTHER</u> <u>ALLOWANCES</u>
MIKE METZ 501 CRAWFORD ST - STE 500 HOUSTON, TX 77002	BOARD MEMBER 1	0	0	0
SARA MORGAN 501 CRAWFORD ST - STE 500 HOUSTON, TX 77002	BOARD MEMBER 1	0	0	0
SHAWN TAYLOR 501 CRAWFORD ST - STE 500 HOUSTON, TX 77002	BOARD MEMBER 1	0	0	0

ASTROS FOUNDATION
FORM 990-PF
12/31/2013

FEIN: 74-2793078

ATTACHMENT 5

FORM 990-PF, PART IX-A, DIRECT CHARITABLE ACTIVITIES

(1) THE ASTROS FOUNDATION COMMUNITY LEADERS PROGRAM

THE COMMUNITY LEADERS PROGRAM PROVIDES NEWLY RENOVATED BASEBALL AND SOFTBALL FIELDS TO HOUSTON-AREA CITY-OWNED PUBLIC PARKS. ALL RENOVATIONS AND ADDITIONAL SAFETY FEATURES ARE FUNDED BY THE COMMUNITY LEADERS PROGRAM AT NO COST TO TAX PAYERS. IN ADDITION TO YEAR-ROUND FIELD MAINTENANCE, THE PROGRAM INCLUDES PLAYER AND COACHING CLINICS, COMPLIMENTARY TICKETS TO ASTROS GAMES, EQUIPMENT AND SPECIAL VISITS FROM ASTROS PLAYERS AND FRONT OFFICE PERSONNEL.

(2) ASTROS URBAN YOUTH ACADEMY

THE ASTROS URBAN YOUTH ACADEMY (UYA), OPERATED AND FUNDED BY THE ASTROS FOUNDATION, PROVIDES FREE BASEBALL AND SOFTBALL INSTRUCTION, LIFE SKILLS TRAINING AND ACADEMIC SUPPORT TO AT-RISK YOUTH IN HOUSTON. THE UYA IS HOME TO THE ASTROS REVIVING BASEBALL IN INNER CITIES (RBI) PROGRAM, BASEBALL AND SOFTBALL SUMMER CAMPS AND CLINICS. ADDITIONALLY, UYA EXPERIENCED STAFF MEMBERS PROVIDE MENTORING, LEADERSHIP DEVELOPMENT AND ASSISTANCE WITH THE COLLEGE APPLICATION PROCESS.

ASTROS FOUNDATION
FORM 990-PF
12/31/2013

FEIN: 74-2793078

ATTACHMENT 6

FORM 990-PF, PART XV, LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP AND STATUS	PURPOSE OF GRANT	AMOUNT
HOUSTON PARKS BOARD 300 NORTH POST OAK LANE HOUSTON, TX 77024	NONE 170 (b)(1)(A)(IV)	THE GRANT TO THE HOUSTON PARKS BOARD FUNDED THE RENOVATION OF SELECT CITY-OWNED LITTLE LEAGUE BASEBALL/SOFTBALL FIELDS IN DISADVANTAGED AREAS OF HOUSTON AS PART OF THE ASTROS FOUNDATION'S COMMUNITY LEADERS PROGRAM.	\$ 1,137,431
HOUSTON FOOD BANK 535 PORTWALL HOUSTON, TX 77029	NONE 501(C)(3)	THE GRANT TO THE HOUSTON FOOD BANK FULFILLED A CAMPAIGN PLEDGE TO SUPPORT HUNGER RELIEF EFFORTS OF THE AGENCY AND ITS 600 MEMBER NETWORK IN SOUTHEAST TEXAS.	\$ 56,700
BO PORTER S.E.L.F. FOUNDATION 1900 WEST LOOP SOUTH - SUITE 1300 HOUSTON, TX 77027	NONE 501(C)(3)	THE GRANT TO THE BO PORTER S.E.L.F. FOUNDATION FUNDED PROGRAMS DESIGNED TO IMPROVE THE LIVES OF YOUTH THROUGH SPORTS, EDUCATION, LIFE-SKILLS, AND FAITH, WITH AN EMPHASIS ON YOUTH FITNESS, EDUCATION, SOCIAL WELL-BEING AND SPIRITUAL ENRICHMENT.	\$ 30,000
AMERICAN NATIONAL RED CROSS 2025 E STREET NW WASHINGTON, DC 2006-5009	NONE 501(C)(3)	THIS GRANT SUPPORTED THE AMERICAN RED CROSS DISASTER RELIEF EFFORTS FOR THE WEST, TEXAS EXPLOSION AND THE OKLAHOMA TORNADOS.	\$ 25,680
HOUSTON R.B.I. PROGRAM (UYA) P.O. BOX 610069 HOUSTON, TX 77208 (THIS IS PART OF THE UYA PROGRAM EXPENSES, NOT SEPARATE GRANT)	NONE 509(A)(2)	THIS GRANT WAS IN SUPPORT OF THE REVIVING BASEBALL IN THE INNER CITIES PROGRAM FOR PAYMENT OF TRANSPORTATION AND HOTEL ACCOMMODATIONS FOR THE MLB RBI REGIONAL TOURNAMENT IN ARLINGTON, TEXAS.	\$ 9,416
			<u>\$ 1,259,227</u>

FORM 990-PF, PARTXVI-B - ACOMPLISHMENT OF EXEMPT PURPOSES

COCA-COLA CORNER

THE COCA-COLA STAGE IS A PRIVATE SEATING AREA AT MINUTE MAID PARK SOLD TO GROUPS FOR MONDAY - THURSDAY ASTROS HOME GAMES WITH ALL TICKET PROCEEDS BENEFITTING THE ASTROS FOUNDATION.

ASTROS GOLF CLASSIC

THE ASTROS GOLF CLASSIC IS A CHARITY GOLF TOURNAMENT BENEFITTING THE ASTROS FOUNDATION FEATURING CURRENT AND FORMER ASTROS PLAYERS.

ASTROS OWNER GAME

A CHARITY SOFTBALL GAME HOSTED AT MINUTE MAID PARK BETWEEN THE OWNERS OF THE HOUSTON ASTROS THE TEXAS RANGERS BASEBALL TEAMS. THE THE PROCEEDS BENEFITTED THE ASTROS FOUNDATION.

BLUE STAR GALA

PROCEEDS FROM THE EVENT HONORING MILO HAMILTON BENEFITED THIS ASTROS FOUNDATION. FLOW THROUGH OF EXPENSES FROM THE 2012 EVENT FROM THE USE OF THE CASH BASIS IMPACTED THE RESULTS FOR THIS ACTIVITY.

DANCING WITH THE STROS

FUNDRAISING EVENT FEATURING PERFORMANCES BY ASTROS PLAYERS DANCING WITH PROFESSIONAL DANCERS. EVENT PROCEEDS BENEFITTED THE ASTROS FOUNDATION.

FAN FEST/GARAGE SALE

ASTROS FANFEST INCLUDED FUNDRAISING ACTIVITIES SUCH AS PLAYER AUTOGRAPH SESSIONS AND A GARAGE SALE FEATURING PROMOTIONAL ITEMS AS WELL AS GAME WORN AND AUTOGRAPHED MEMORABILIA.

FORM 990-PF, PARTXVI-B - ACOMPLISHMENT OF EXEMPT PURPOSES

LEGENDS WEEKEND

AS PART OF THE 50TH ANNIVERSARY CAMPAIGN, THE HOUSTON ASTROS CELEBRATED THEIR GOLDEN ANNIVERSARY WITH A LEGENDS WEEKEND LUNCHEON AND AUTOGRAPH SESSIONS. TICKET SALES PROCEEDS BENEFITTED THE ASTROS FOUNDATION. SOME OF THE FUNDS WERE RECEIVED IN 2013.

MARKETPLACE

MARKETPLACE IS AN EVENT HELD AT THE END OF THE SEASON AND INCLUDES A GARAGE SALE OF ASTROS PROMOTIONAL ITEMS AND AUTOGRAPHED MEMORABILIA. PROCEEDS BENEFIT THE ASTROS FOUNDATION.

PICNIC IN THE PARK

A CHARITY EVENT HOSTED ON THE FIELD AT MINUTE MAID PARK THAT INCLUDES A PLAYER AUTOGRAPH SESSION, COOKOUT, MUSICAL ENTERTAINMENT AND CHILDREN'S ACTIVITIES. PROCEEDS BENEFIT THE ASTROS FOUNDATION.

PINK IN THE PARK

PINK IN THE PARK WAS A BREAST CANCER AWARENESS INITIATIVE WHICH INCLUDED FUNDRAISING ACTIVITIES, PROMOTIONAL GIVEAWAYS AND DISTRIBUTION OF INFORMATION ABOUT BREAST CANCER. PROCEEDS WERE EARMARKED TO SUPPORT THE METHODIST HOSPITAL CANCER CENTER. RESIDUAL EXPENSES FOR THE 2012 EVENT WERE PAID IN 2013.

MEMORABILIA AUCTIONS ARE HELD THROUGHOUT THE SEASON

THE ASTROS FOUNDATION HOSTS SILENT AUCTIONS AND SELL GRAB BAGS THAT INCLUDE AUTOGRAPHED AND GAME USED ITEMS. PROCEEDS BENEFIT THE ASTROS FOUNDATION.

FORM 990-PF, PARTXVI-B - ACOMPLISHMENT OF EXEMPT PURPOSES

THE ASTROS FOUNDATION COMMUNITY LEADERS PROGRAM

THE COMMUNITY LEADERS PROGRAM PROVIDES NEWLY RENOVATED BASEBALL AND SOFTBALL FIELDS TO HOUSTON-AREA CITY-OWNED PUBLIC PARKS. ALL RENOVATIONS AND ADDITIONAL SAFETY FEATURES ARE FUNDED BY THE COMMUNITY LEADERS PROGRAM AT NO COST TO TAX PAYERS. IN ADDITION TO YEAR-ROUND FIELD MAINTENANCE, THE PROGRAM INCLUDES PLAYER AND COACHING CLINICS, COMPLIMENTARY TICKETS TO ASTROS GAMES, EQUIPMENT AND SPECIAL VISITS FROM ASTROS PLAYERS AND FRONT OFFICE PERSONNEL.

ASTROS URBAN YOUTH ACADEMY

THE ASTROS URBAN YOUTH ACADEMY (UYA), OPERATED AND FUNDED BY THE ASTROS FOUNDATION, PROVIDES FREE BASEBALL AND SOFTBALL INSTRUCTION, LIFE SKILLS TRAINING AND ACADEMIC SUPPORT TO AT-RISK YOUTH IN HOUSTON. THE UYA IS HOME TO THE ASTROS REVIVING BASEBALL IN INNER CITIES (RBI) PROGRAM, BASEBALL AND SOFTBALL SUMMER CAMPS AND CLINICS. ADDITIONALLY, UYA EXPERIENCED STAFF MEMBERS PROVIDE MENTORING, LEADERSHIP DEVELOPMENT AND ASSISTANCE WITH THE COLLEGE APPLICATION PROCESS.

Form **8868**

(Rev. January 2014)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete **only Part I** and check this box ☐
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete **only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

ASTROS FOUNDATION

74-2793078

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

501 CRAWFORD STREET

City, town or post office, state, and ZIP code. For a foreign address, see instructions

HOUSTON, TX 77002

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► DOUGLAS SECKEL

Telephone No ► (713) 259-8000

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 2013 or
- ☐ tax year beginning _____, 20____, and ending _____, 20____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	6
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	1,015
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	0

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2014)

JSA

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☐

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print File by the due date for filing your return. See instructions	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	ASTROS FOUNDATION	74-2793078
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	501 CRAWFORD STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	HOUSTON, TX 77002	

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ ☐

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ☐ Telephone No. ☐ Fax No. ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until ☐ , 20 ☐
- For calendar year ☐ , or other tax year beginning ☐ , 20 ☐ , and ending ☐ , 20 ☐
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension ☐

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☐ Title ☐ Date ☐

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

▶ File a separate application for each return.

▶ Information about Form 8868 and its instructions is at www.irs.gov/form8868.• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☐• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

ASTROS FOUNDATION

74-2793078

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

501 CRAWFORD STREET

City, town or post office, state, and ZIP code. For a foreign address, see instructions

HOUSTON, TX 77002

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ▶ DOUGLAS SECKELTelephone No ▶ (713) 259-8000

FAX No ▶

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for

▶ ☒ calendar year 2013 or

▶ ☐ tax year beginning _____, 20____, and ending _____, 20____

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	6
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	1,015
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2014)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or
print

File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

ASTROS FOUNDATION

Employer identification number (EIN) or

74-2793078

Number, street, and room or suite no. If a P.O. box, see instructions

501 CRAWFORD STREET

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions

HOUSTON, TX 77002

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 1 ☐ 2 ☐ 3 ☐ 4 ☐ 5 ☐ 6 ☐ 7 ☐ 8 ☐ 9

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ☒ **DOUGLAS SECKEL**

Telephone No. ☒ (713) 259-8000

Fax No. ☐

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 20 14

5 For calendar year 13, or other tax year beginning , 20 , and ending , 20

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME NEEDED TO GATHER FINANCIAL INFORMATION FOR LARGE FOUNDATION.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	6
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	1,015
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☐

Title ☐

Date ☐