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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

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

OMB No. 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

, 2015, and ending

, 20

Name of foundation
ASTROS FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
501 CRAWFORD STREET

City or town, state or province, country, and ZIP or foreign postal code
HOUSTON, TX 77002

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ **8,132,108** (Part I, column (d) must be on cash basis.)

A Employer identification number
74-2793078

B Telephone number (see instructions)
713-259-8834

C If exemption application is pending, check here ► ☐

D 1. Foreign organizations, check here . . . ► ☐
2. Foreign organizations meeting the 85% test, check here and attach computation . . . ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here . . . ► ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . ► ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	2,997,710			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	3,465	3,465		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 6a				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	4,793	82,991	-78,018	
	12 Total. Add lines 1 through 11	3,006,148	86,456	-78,018	
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	27			27
	b Accounting fees (attach schedule)	0			0
	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)	41,378	24,080		17,298
	24 Total operating and administrative expenses. Add lines 13 through 23	41,405	24,080	0	17,325
	25 Contributions, gifts, grants paid	1,567,140			1,567,140
	26 Total expenses and disbursements. Add lines 24 and 25	1,608,545	24,080	0	1,584,465
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,397,603			
	b Net investment income (if negative, enter -0-)		62,376		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Cat. No. 11289X

Form **990-PF** (2015)

SCANNED NOV 29 2016

P21

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		1,784,669	3,114,049	3,114,049
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶			0	
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶			0	
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			0	
	7 Other notes and loans receivable (attach schedule) ▶				
	Less: allowance for doubtful accounts ▶			0	
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U.S. and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)				
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶			0	
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)		4,991,500	5,018,059	5,018,059
	14 Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶			0	
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		6,776,169	8,132,108	8,132,108
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 ▶)		32,404	23,092	
	23 Total liabilities (add lines 17 through 22)		32,404	23,092	
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, check here ▶ <input type="checkbox"/> 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		6,743,765	8,109,016	
	30 Total net assets or fund balances (see instructions)		6,743,765	8,109,016	
	31 Total liabilities and net assets/fund balances (see instructions)		6,776,169	8,132,108	

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	6,743,765
2 Enter amount from Part I, line 27a	2	1,397,603
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	8,141,369
5 Decreases not included in line 2 (itemize) ▶	5	-32,353
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,109,016

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))	
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), 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): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8				3

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

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

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

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

☐ Yes ☒ No

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	434,992	5,349,450	0.0813
2013	1,299,512	3,426,734	0.3792
2012	953,531	1,362,751	0.6997
2011	545,615	722,748	0.7549
2010	725,333	976,733	0.7426
2 Total of line 1, column (d)			2 2.6577
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 0.53154
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 7,156,735
5 Multiply line 4 by line 3			5 3,804,091
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 624
7 Add lines 5 and 6			7 3,804,715
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 1,068,958

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. 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	1		1,248
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		1,248
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		1,248
6	Credits/Payments:			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,500	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7		1,500
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		252
11	Enter the amount of line 10 to be: Credited to 2016 estimated tax ▶ 252 Refunded ▶	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?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
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? <i>If "Yes," attach a conformed copy of the changes</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		✓
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶		
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? <i>If "No," attach explanation</i>	✓	
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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		✓
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)		✓
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		
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 2015, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	✓

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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	✓
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 2015?	1c	✓
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	✓
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20		
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 checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2015 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 2015.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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 2015?	4b	✓

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 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☒ Yes ☐ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**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****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

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.

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	
		884,794
2	ASTROS URBAN YOUTH ACADEMY - SEE ATTACHMENT 5	
		515,507
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.

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	7,265,721
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	7,265,721
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	7,265,721
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	108,986
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,156,735
6	Minimum investment return. Enter 5% of line 5	6	357,837

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	357,837
2a	Tax on investment income for 2015 from Part VI, line 5	2a	1,248
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,248
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	356,589
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	356,589
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	356,589

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	1,608,545
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,608,545
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	1,608,545

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				356,589
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only				
b Total for prior years: 20 <u>13</u> , 20 <u>12</u> , 20 <u>11</u>				
3 Excess distributions carryover, if any, to 2015:				
a From 2010	676,505			
b From 2011	509,484			
c From 2012	885,395			
d From 2013	1,128,181			
e From 2014	167,596			
f Total of lines 3a through e	3,367,161			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ <u>1,608,545</u>				
a Applied to 2014, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2015 distributable amount				356,589
e Remaining amount distributed out of corpus	1,251,956			
5 Excess distributions carryover applied to 2015 (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	4,619,117			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	676,505			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	3,942,612			
10 Analysis of line 9:				
a Excess from 2011	509,484			
b Excess from 2012	885,395			
c Excess from 2013	1,128,181			
d Excess from 2014	167,596			
e Excess from 2015	1,251,956			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling ▶

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

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

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	
b 85% of line 2a	0	0	0	0
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	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test—enter:				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c "Support" alternative test—enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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

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

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 XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | 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) | ✓ |
| (2) Other assets | 1a(2) | ✓ |
| b Other transactions: | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | ✓ |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | ✓ |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | ✓ |
| (4) Reimbursement arrangements | 1b(4) | ✓ |
| (5) Loans or loan guarantees | 1b(5) | ✓ |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | ✓ |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | ✓ |
| 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

**Sign
Here**

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

Signature of officer or trustee

11.14.14
Date

Secretary

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date	
------	--

Check ☐ if self-employed

PTIN	
------	--

Firm's name ►

Firm's EIN ►

Firm's address ►

Phone no

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

▶ 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

2015

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

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

Caution. An organization that 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

Employer identification number

ASTROS FOUNDATION

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
1	CHAMPION ENERGY SERVICES, LLC 1500 RANKIN ROAD - SUITE 200 HOUSTON, TX 77073	\$ 322,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	BLUE CROSS BLUE SHIELD OF TX 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.)
3	CALPINE 717 TX 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.)
4	CONNOCO PHILLIPS 600 N. DAIRY ASHFORD ROAD HOUSTON, TX 77079	\$ 750,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	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.)
6	OCCIDENTAL PETROLEUM 5 GREENWAY PLAZA HOUSTON, TX 77046	\$ 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

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	SCHLUMBERGER 300 SCHLUMBERGER DR. SUGARLAND, TX 77478	\$ 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, SUITE 400 SUGARLAND, 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 (COKE CORNER) P.O. BOX 288 HOUSTON, TX 77002	\$ 48,032	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
11	HOUSTON ASTROS (METHODIST FOR BADGES & BASES) P.O. BOX 288 HOUSTON, TX 77002	\$ 15,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
12	HOUSTON ASTROS (ACADEMY FOR BADGES & BASES) P.O. BOX 288 HOUSTON, TX 77002	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

ASTROS FOUNDATION

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
13	HOUSTON ASTROS (FANFEST) P.O. BOX 288 HOUSTON, TX 77002	\$ 25,397	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
14	HOUSTON ASTROS (Blue Cross Blue Shield Golf Classic) P.O. BOX 288 HOUSTON, TX 77002	\$ 10,000	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	\$ 6,113	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
16	GM (Greater Houston Buick Pontiac GMC Dealers Advertising) 1610 Century Center Parkway, Suite 104 Memphis, TN 38134	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
17	EXBER, BRADY 2008 GLENVIEW DR. LAS VEGAS, NV 89134	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
18	SYSCO CORPORATION 8590 WEST TIDWELL RD. HOUSTON, TX 77040	\$ 50,000	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
19	CAPITAL ONE SERVICES, LLC P.O. BOX 85508 RICHMOND VA, 23285-5508	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
20	MLB ADVANCED MEDIA 75 NINTH AVENUE, 5TH FLOOR NEW YORK, NY 10011	\$ 42,214	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
21	ANADARKO PETROLEUM CORPORATION 1200 LAKE ROBBINS DRIVE THE WOODLANDS, TX 77380	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
22	BATES, RANDY 2441 HIGH TIMBERS, SUITE 120 THE WOODLANDS, TX 77380	\$ 16,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
23	CAPITAL ONE SERVICES, LLC P.O. BOX 85508 RICHMOND, VA 23285-5508	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
24	CHAMPION ENERGY 1500 RANKIN ROAD, SUITE 200 HOUSTON, TX 77073	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

ASTROS FOUNDATION

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	IRONSTONE INTEREST LP 8723 STABLE CREST BLVD. HOUSTON, TX 77024	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
26	JAGUAR HOUSTON NORTH - LAND ROVER HOUSTON NORTH 18205 I-45 NORTH HOUSTON, TX 77090	\$ 7,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
27	LAND ROVER HOUSTON/JAGUAR HOUSTON 7019 OLD KATY ROAD HOUSTON, TX 77024	\$ 7,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
28	MSA ARCHITECTS 316 W. 4TH ST., SUITE 600 CINCINNATI, OH 45202	\$ 15,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
29	ROUND ROCK BASEBALL CLUB, L.P. 3400 E. PALM VALLEY BLVD. ROUND ROCK, TX 78665	\$ 5,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
30	ROUND UP GOLF CHARITY 12510 CUTTEN RD. HOUSTON, TX 77066	\$ 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
31	RUSSELL HARDIN, JR. 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.)
32	SANDERS, DON 600 TRAVIS ST., STE. 5900 HOUSTON, TX 77002	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
33	SCHUSTER, MICHELE AND MICHELE 6825 GLEN ACRES DR. CINCINNATI, OHIO 45237	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
34	ST. JACK III LLC 11050 CAPITAL PARK DRIVE HOUSTON, TX 77041	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
35	SUESSMAN, WILLIAM 108 WINDCREST COURT HOUSTON, TX 77064	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
36	ATTERBURY, MARY P. AND ALAN L. 3980 GORDON DRIVE NAPLES, FL 34102	\$ 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

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	ANTON, DENE HOFHEINZ 1901 POST OAK BLVD., #203 HOUSTON, TX 77056	\$ 15,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
38	CITGO P.O. BOX 4689 HOUSTON, TX 77210	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
39	HOUSTON AUTOMOBILE DEALERS ASSOCIATION P.O. BOX 16550 SUGAR LAND TX, 77496	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
40	LASTING EMPRESSIONS P.O. BOX 8441 THE WOODLANDS, TX 77387	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
41	MLB CHARITIES, INC. 245 PARK AVENUE NEW YORK, NY 10167	\$ 43,778	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
42	JOBI, INC. 8750 FAWN TRAIL, SUITE A-5 CONROE, TX 77385	\$ 9,079	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

ASTROS FOUNDATION

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
43	HAUCK CHARITABLE FOUNDATION 999 EXECUTIVE PARKWAY DR., STE. 202 ST. LOUIS, MO 63141	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
44	CRINER, SUSIE AND SANFORD 2125 TROON ROAD HOUSTON, TX 77019	\$ 20,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
45	TRENT, MELANIE 3445 LOCKE LANE HOUSTON, TX 77027	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
46	UNIVERSAL AMERICAN 4888 LOOP CENTRAL DRIVE, SUITE 300 HOUSTON, TX 77081	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
47	ZLOTNIK, MARCIE AND ROBERT 3776 FARBAR STREET HOUSTON, TX 77005	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
48	EMERUS 8686 NEW TRAILS DRIVE, SUITE 100 THE WOODLANDS, TX 77381	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

ASTROS FOUNDATION

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
43	HAUCK CHARITABLE FOUNDATION 999 EXECUTIVE PARKWAY DR STE 202 ST. LOUIS, MO 63141	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
44	CRINER, SUSIE AND STANFORD 2125 TROON ROAD HOUSTON, TX 77019	\$ 20,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
45	TRENT, MELANIE 3445 LOCKE LANE HOUSTON, TX 77027	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
46	UNIVERSAL AMERICAN 4888 LOOP CENTRAL DRIVE SUITE 300	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
47	ZLOTNIK, MARCIE AND ROBERT 3776 FARBAR STREET HOUSTON, TX 77005	\$ 10,000	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.)

Name of organization

Employer identification number

ASTROS FOUNDATION

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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

ASTROS FOUNDATION

74-2793078

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

Use duplicate copies of Part III if additional space is needed.

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

ASTROS FOUNDATION
FORM 990-PF
12/31/2015

FEIN: 74-2793078

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSE PER BOOKS</u>	<u>ADJUSTED NET INCOME</u>
Astros Golf Tournament	18,975	18,975
Astros Owner's Game (New)	(792)	(792)
Badges and Bases	5,979	5,979
Coca Cola Corner	-	-
James Taylor Fund Raiser	(133,438)	(133,438)
Fan Fest	25,661	25,661
Picnic in the Park	11,806	11,806
Raffles/Auctions (Non-event)	39,823	39,823
Urban Youth Academy	(52,856)	(52,856)
Other	6,425	6,425
Other income	400	400
	<u>(78,018)</u>	<u>(78,018)</u>
Other income	82,991	82,991
	<u>4,973</u>	<u>4,973</u>

ASTROS FOUNDATION
FORM 990-PF
12/31/2015

FEIN: 74-2793078

ATTACHMENT 1A

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:

<u>DESCRIPTION</u>	<u>GROSS INCOME</u>	<u>LESS CONTRIBUTIONS</u>	<u>DIRECT EXPENSES</u>	<u>NET INCOME</u>
Astros Golf Tournament	176,826	(126,000)	(31,851)	18,975
Astros Owner's Game (New)	7,500	(5,000)	(3,292)	(792)
Badges and Bases	39,319		(33,340)	5,979
Coca Cola Corner	48,032	(48,032)	-	-
James Taylor Fund Raiser	155,000		(288,438)	(133,438)
Fan Fest	25,661		-	25,661
Picnic in the Park	116,274	(97,214)	(7,254)	11,806
Raffles/Auctions (Non-event)	39,823		-	39,823
Urban Youth Academy		(52,856)	-	(52,856)
Other	24,689		(18,264)	6,425
	<u>633,124</u>	<u>(329,103)</u>	<u>(382,440)</u>	<u>(78,418)</u>

ASTROS FOUNDATION
FORM 990-PF
12/31/2015

FEIN: 74-2793078

ATTACHMENT 2

FORM 990-PF, PART I, LINE 16a - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSE PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
Miscellaneous	27			27
	27	-	-	27

ASTROS FOUNDATION
FORM 990-PF
12/31/2015

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	245			245
Supplies	5,266			5,266
Volunteer expense	2,890			2,890
Printing and publications	1,411			1,411
Credit Card Fees/Bank Fees	7,486			7,486
Investment fees	24,080	24,080		-
	<u>41,378</u>	<u>24,080</u>	<u>-</u>	<u>17,298</u>

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>
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
JIM CRANE 501 CRAWFORD ST - STE 500 HOUSTON, TX 77002	BOARD MEMBER 1	0	0	0
STEVE GIBSON 501 CRAWFORD ST - STE 500 HOUSTON, TX 77002	BOARD MEMBER 1	0	0	0
TERRI HAVENS 501 CRAWFORD ST - STE 500 HOUSTON, TX 77002	BOARD MEMBER 1	0	0	0
BILL HERRINGTON 501 CRAWFORD ST - STE 500 HOUSTON, TX 77002	BOARD MEMBER 1	0	0	0
JOHNNY JOHNSON 501 CRAWFORD ST - STE 500 HOUSTON, TX 77002	BOARD MEMBER 1	0	0	0
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

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

(1) THE ASTROS FOUNDATION COMMUNITY LEADERS PROGRAM

THE COMMUNITY LEADERS PROGRAM RENOVATES WELL-WORN PUBLIC BASEBALL FIELDS IN THE DISADVANTAGED NEIGHBORHOODS OF HOUSTON AND PROVIDES ADDITIONAL PROGRAMMING TO SERVE INNER-CITY CHILDREN AND TEENS. IN ADDITION TO THE FIELD RENOVATIONS AND MAINTENANCE, THE PROGRAM INCLUDES ASTROS PLAYER VISITS, CLINICS, TRAINING FOR VOLUNTEER COACHES, SUPPORT FOR UNIFORMS AND EQUIPMENT, AND FREE ASTROS TICKETS FOR YOUTH SERVED AT THE FIELDS.

(2) ASTROS URBAN YOUTH ACADEMY

FUNDED AND RUN BY THE ASTROS FOUNDATION, THE ASTROS URBAN YOUTH ACADEMY PROVIDES FREE BASEBALL AND SOFTBALL INSTRUCTION, LIFE-SKILLS TRAINING AND ASSISTANCE WITH COLLEGE APPLICATIONS FOR AT-RISK HOUSTON YOUTH. THE ASTROS URBAN YOUTH ACADEMY WAS CONSTRUCTED AND THE PROGRAM LAUNCHED IN 2010. IN 2014, OVER 300 YOUTH WERE SERVED BY OUR YEAR-ROUND PROGRAM.

ASTROS FOUNDATION
FORM 990-PF
12/31/2015

FEIN: 74-2793078

ATTACHMENT 6

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

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP AND STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
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 REFURBISHMENT OF SELECT CITY OWNED LITTLE LEAGUE BASEBALL/SOFTBALL FIELDS IN DISADVANTAGED AREAS OF HOUSTON AS PART OF THE ASTROS FOUNDATION'S COMMUNITY LEADERS PROGRAM. IN ADDITION, THE COMMUNITY LEADERS PROGRAM PROVIDES PROGRAMMING, CLINICS, EQUIPMENT, ONGOING MAINTENANCE, GAME TICKETS AND OTHER AMENITIES.	\$ 884,794
ASTROS SCHOLARSHIPS		SCHOLARSHIPS TO VARIOUS EDUCATIONAL INSTITUTIONS UNIVERSITY OF TEXAS RICE UNIVERSITY TEXAS STATE UNIVERSITY STEPHEN F AUSTIN UNIVERSITY TRINITY UNIVERSITY STANFORD UNIVERSITY TEXAS A& M UNIVERSITY HOUSTON COMMUNITY COLLEGE BLINN COLLEGE EASTERN NAZARENE COLLEGE UNIVERSITY OF HOUSTON SAM HOUSTON STTE UNIVERSITY ABILENE CHRISTIAN UNIVERSITY TOTAL	\$ 126,000
			<u>\$ 1,010,794</u>

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

COCA-COLA CORNER

THE COCA-COLA STAGE IS A SPECIAL PRIVATE SEATING AREA AT MINUTE MAID PARK. THIS AREA IS SOLD TO GROUPS ON MONDAY-THURSDAY HOME GAMES WITH THE TICKET PROCEED BENEFITING THE GENERAL FUND OF THE ASTROS FOUNDATION TO HELP SUPPORT THE FOUNDATION'S PROGRAMS.

ASTROS GOLF TOURNAMENT

THE ASTROS GOLF TOURNAMENT FEATURES ASTROS ALUMNI IN THIS FUND RAISING EVENT WITH THE PROCEEDS BENEFITING THE ASTROS FOUNDATION

ASTRO'S OWNER GAME

A BASEBALL GAME BETWEEN THE OWNERS OF THE ASTROS AND THE TEXAS RANGERS. THE PROCEEDS WAS SPLIT WITH THE RANGER'S FOUNDATION AND THE ASTROS PORTION BENEFITED THE GENERAL FUND OF THE ASTROS FOUNDATION.

JAMES TAYLOR FUND RAISER

PROCEEDS FROM THE EVENT BENEFITED THIS ASTROS FOUNDATION. FUNDRAISER FROM PERFORMANCE OF PROMINENT RECORDING ARTIST JAMES TAYLOR.

FAN FEST/GARAGE SALE

THE ASTROS FOUNDATION HELPED HOST SELECT FUNDRAISING ACTIVITIES INCLUDED PLAYER AUTOGRAPHS, SALE OF OLD PROMOTIONAL ITEMS, OLD LOGO APPAREL, MEMORABILIA SIGNED BY FORMER PLAYERS AND A SILENT AUCTION. THE BENFICIARY, AFTER EXPENSES, WAS THE ASTROS FOUNDATION.

ASTROS FOUNDATION
FORM 990-PF
12/31/2015

FEIN: 74-2793078

ATTACHMENT 7 (CONT'D)

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

MARKETPLACE

THE MARKETPLACE IS AN EVENT HELD AT THE END OF THE SEASON AND INCLUDES THE SALE OF ASTROS PROMOTIONAL ITEMS AND AUTOGRAPHED MEMORABILIA. PROCEEDS ARE DESIGNATED TO HELP SUPPORT THE GENERAL FUND OF THE ASTROS FOUNDATION TO SUPPORT THE FOUNDATION'S PROGRAMS AND FINANCIAL CHARITABLE GIFTS.

PICNIC IN THE PARK

A FATHER'S DAY EVENT INCLUDED A AUTOGRAPH SESSION, COOKOUT, MUSICAL ENTERTAINMENT AND CHILDREN'S EVENTS. THE TICKET PRICES LESS EXPENSES BENEFITED THE GENERAL FUND OF THE ASTROS FOUNDATION.

AUCTIONS

AUCTIONS OF MEMORABILIA ARE HELD THROUGHOUT THE SEASON.

THE ASTROS FOUNDATION HELPED HOST SELECT FUNDRAISING ACTIVITIES INCLUDED PLAYER AUTOGRAPHS, SALE OF OLD PROMOTIONAL ITEMS, OLD LOGO APPAREL, MEMORABILIA SIGNED BY FORMER PLAYERS AND A SILENT AUCTION. THE BENFICIARY, AFTER EXPENSES, WAS THE ASTROS FOUNDATION.

ASTROS FOUNDATION
FORM 990-PF
12/31/2015

FEIN: 74-2793078

ATTACHMENT 7 (CONT'D)

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

THE ASTROS FOUNDATION COMMUNITY LEADERS PROGRAM

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