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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation ASTROS IN ACTION FOUNDATION		A Employer identification number 74-2793078
D/B/A THE ASTROS FOUNDATION		
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
501 CRAWFORD STREET	500	
City or town, state, and ZIP code HOUSTON, TX 77002		
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
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		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,327,880.		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)

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)		3,011,011.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		123.	123.		
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) ATCH. 1		-324,516.		-324,516.	
12 Total. Add lines 1 through 11		2,686,618.	123.	-324,516.	
13 Compensation of officers, directors, trustees, etc.		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) ATCH. 2		25,775.			25,775.
c Other professional fees (attach schedule) *		25,653.			25,653.
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) ATCH. 4		21,811.			21,811.
24 Total operating and administrative expenses. Add lines 13 through 23		73,239.			73,239.
25 Contributions, gifts, grants paid		882,292.			880,292.
26 Total expenses and disbursements Add lines 24 and 25		955,531.	0	0	953,531.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		1,731,087.			
b Net investment income (if negative, enter -0-)			123.		
c Adjusted net income (if negative, enter -0-)					

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	596,793.	2,327,880.	2,327,880.
	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)	596,793.	2,327,880.	2,327,880.	
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)	0	0		
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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	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	596,793.	2,327,880.	
	30	Total net assets or fund balances (see instructions),	596,793.	2,327,880.	
	31	Total liabilities and net assets/fund balances (see instructions)	596,793.	2,327,880.	

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	596,793.
2	Enter amount from Part I, line 27a	2	1,731,087.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,327,880.
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	2,327,880.

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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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7 }

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

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))
2011	545,615.	722,748.	0.754917
2010	725,333.	976,733.	0.742611
2009	855,931.	451,086.	1.897490
2008	1,489,467.	1,272,999.	1.170046
2007	923,744.	1,284,018.	0.719417

2 Total of line 1, column (d) 2 5.284481

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 1.056896

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 1,362,751.

5 Multiply line 4 by line 3 5 1,440,286.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 1.

7 Add lines 5 and 6 7 1,440,287.

8 Enter qualifying distributions from Part XII, line 4 8 953,531.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	2.
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	2.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	2.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,017.	
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	1,017.	
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	1,015.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 1,015. Refunded <input type="checkbox"/> <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b	X
c Did the foundation file Form 1120-POL for this year?	1c	N/A
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	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	7	X
8 a 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	8b	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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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?	13	X	
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 2012, 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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes	<input checked="" 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)	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 checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 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 2012)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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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)? ☐ Yes ☒ No

5b

X

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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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
ATCH 5		0	0	0

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 ☐

0

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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		0
Total number of others receiving over \$50,000 for professional services		0

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 ATCH 6	
	759,590.
2 ASTROS URBAN YOUTH ACADEMY - SEE ATCH 6	
	200,000.
3 FUNDRAISING AND COMMUNITY EDUCATION ACTIVITIES - SEE ATCH 6	
	138,555.
4 GRAND SLAM FOR YOUTH - SEE ATCH 6	
	117,213.

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 NONE	
Total. Add lines 1 through 3	

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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	1,383,504.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,383,504.
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	1,383,504.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	20,753.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,362,751.
6	Minimum investment return. Enter 5% of line 5	6	68,138.

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	68,138.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	68,136.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	68,136.
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	68,136.

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	953,531.
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	953,531.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	953,531.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				68,136.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u>				
3 Excess distributions carryover, if any, to 2012				
a From 2007	857,759.			
b From 2008	1,426,605.			
c From 2009	833,400.			
d From 2010	676,505.			
e From 2011	509,484.			
f Total of lines 3a through e	4,303,753.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>953,531.</u>				
a Applied to 2011, 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 2012 distributable amount				68,136.
e Remaining amount distributed out of corpus	885,395.			
5 Excess distributions carryover applied to 2012 . (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	5,189,148.			
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 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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 2007 not applied on line 5 or line 7 (see instructions)	857,759.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	4,331,389.			
10 Analysis of line 9				
a Excess from 2008	1,426,605.			
b Excess from 2009	833,400.			
c Excess from 2010	676,505.			
d Excess from 2011	509,484.			
e Excess from 2012	885,395.			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
85% of line 2a					
Qualifying distributions from Part XII, line 4 for each year listed					
Amounts included in line 2c not used directly for active conduct of exempt activities					
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 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 7				
Total			3a	882,292.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities				14	123.	
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 . . .						-324,516.
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)					123.	-324,516.
13 Total. Add line 12, columns (b), (d), and (e)						-324,393.

(See worksheet in line 13 instructions to verify calculations)

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

[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

[illegible]

**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

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

KELLI ARCHIBALD

Preparer's signature

Kelli H. Aubal

Date _____

11/13/2013

Check ☐ if self-employed

PTIN

P00180332

Firm's name ▶ ERNST & YOUNG U.S. LLP

Firm's address ► 2 NORTH CENTRAL AVENUE, SUITE 2300

PHOENIX, AZ

85004

Phone no 2149698000

Form 990-PF (2012)

Schedule of Contributors

OMB No 1545-0047

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

2012

Name of the organization

ASTROS IN ACTION FOUNDATION
D/B/A THE 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 foundation

Check 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 Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization **ASTROS IN ACTION FOUNDATION**
D/B/A THE 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
1	MINUTE MAID 2150 TOWN SQUARE PLACE, SUITE 400 SUGAR LAND, TX 77479	\$ 145,481.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	INVESCO 11 GREENWAY PLAZA HOUSTON, TX 77046	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	APRIL DE HOYOS 509 WESTFIELD LANE FRIENDSWOOD, TX 77546	\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	FORETHOUGHT LIFE INSURANCE COMPANY 3200 SOUTHWEST FREEWAY, SUITE 1300 HOUSTON, TX 77027	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	THE METHODIST HOSPITAL 6565 FANNIN STREET, SUITE 220 HOUSTON, TX 77030	\$ 131,750.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	KROGER 11003 SHADOW CREEK PARKWAY PEARLAND, TX 77584	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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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	DON SANDERS 600 TRAVIS STREET, SUITE 5800 HOUSTON, TX 77002	\$ 30,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
8	WHITNEY NATIONAL BANK 24250 CINCO RANCH BLVD. KATY, TX 77494	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	ACADEMY SPORTS & OUTDOORS 1800 N. MASON ROAD KATY, TX 77449	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	ASSOCIATED CREDIT UNION OF TEXAS 1095 W. LEAGUE CITY PARKWAY LEAGUE CITY, TX 77573	\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	ACTIVE NETWORK 10182 TELESIS COURT, SUITE 100 SAN DIEGO, CA 92121	\$ 13,803.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
12	GOLDMAN, SACHS & CO. 1000 LOUISIANA ST. STE 550 HOUSTON, TX 77002	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

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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	MLBAM 245 PARK AVE. NEW YORK, NY 10167	\$ 8,720.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
14	BLUE CROSS BLUE SHIELD OF TEXAS 1001 LOOKOUT DRIVE RICHARDSON, TX 75082	\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
15	CALPINE 717 TEXAS AVENUE HOUSTON, TX 77002	\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
16	CHAMPION ENERGY 1500 RANKIN ROAD, SUITE 200 HOUSTON, TX 77073	\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
17	NABORS 515 W GREENS RD # 1200 HOUSTON, TX 77067	\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
18	NATIONAL OILWELL VARCO 7909 PARKWOOD CIRCLE DRIVE HOUSTON, TX 77036	\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

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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	SCHLUMBERGER 300 SCHLUMBERGER DR. SUGAR LAND, TX 11478	\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
20	TERRI AND JOHN HAVENS 11050 CAPITOL PARK DR. HOUSTON, TX 77041	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
21	AAA CAPITAL MANAGEMENT 1300 POST OAK BLVD. #350 HOUSTON, TX 77056	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
22	CAPITAL ONE BANK 5718 WESTHEIMER ROAD, SUITE 600 HOUSTON, TX 77057	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
23	ALFRED C. GLASSELL, III 919 MILAM STREET, SUITE 2010 HOUSTON, TX 77002	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
24	CYNTHIA AND BEN GUILL 1912 LARCHMONT HOUSTON, TX 77019	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

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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
25	ANN AND JOHNNY JOHNSON 3200 SOUTHWEST FREEWAY, SUITE 2700 HOUSTON, TX 77027	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
26	WILL GALTNEY 820 GESSNER, SUITE 1000 HOUSTON, TX 77024	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
27	MARATHON OIL CORPORATION 5555 SAN FELIPE HOUSTON, TX 77056	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
28	ELIZABETH AND DRAYTON MCLANE P.O. BOX 549 TEMPLE, TX 76503	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
29	THE METHODIST HOSPITAL SYSTEM 6565 FANNIN STREET, SUITE 220 HOUSTON, TX 77030	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
30	SYBIL F. ROOS 1523 FAYETTE STREET HOUSTON, TX 77056	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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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	SYSKO CORPORATION 1390 ENCLAVE PARKWAY HOUSTON, TX 77077	\$ 16,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
32	AMEGY BANK N.A. 4400 POST OAK PARKWAY HOUSTON, TX 77027	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
33	BUD LIGHT / SILVER EAGLE DISTRIBUTORS 7777 WASHINGTON AVENUE HOUSTON, TX 77007	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
34	MICHAEL COKINOS - COKINOS ENERGY CORP 5718 WESTHEIMER ROAD, SUITE 900 HOUSTON, TX 77057	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
35	JOHN C. HAUCKY - TSI HOLDING 999 EXECUTIVE PARKWAY, SUITE 202 ST. LOUIS, MO 63141	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
36	HENDRICKS SPORTS MANAGEMENT LP 400 RANDAL WAY, SUITE 106 SPRING, TX 77388	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization **ASTROS IN ACTION FOUNDATION**
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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	HOURGLASS CAPITAL, LLC 4409 MONTROSE BLVD., SUITE 100 HOUSTON, TX 77006	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
38	HOUSTON CHRONICLE P.O. BOX 4260 HOUSTON, TX 77210	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
39	STEVE JACOBS 10 S. BRIAR HOLLOW LANE HOUSTON, TX 77027	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
40	NEIL KELLEY 3033 WEST ALABAMA HOUSTON, TX 77098	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
41	JOHN AND STACY MCVANEY 906 CHINQUAPIN PLACE HOUSTON, TX 77094	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
42	WENDI AND JEREMY MONTHY 6607 EDLOE STREET HOUSTON, TX 77005	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization **ASTROS IN ACTION FOUNDATION**
D/B/A THE 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
43	RANDALL SWEARINGEN 10235 W LITTLE YORK STE 160 HOUSTON, TX 77002	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
44	FRED LUMMIS 600 TRAVIS, SUITE 6160 HOUSTON, TX 77002	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
45	MLB URBAN YOUTH FOUNDATION 901 EAST ARTESIA BLVD. COMPTON, CA 90221	\$ 75,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
46	BOB ZLOTNIK 3776 FARBER STREET HOUSTON, TX 77005	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
47	HOUSTON ASTROS P.O. BOX 288 HOUSTON, TX 77002	\$ 75,773.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization ASTROS IN ACTION FOUNDATION
D/B/A THE 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 IN ACTION FOUNDATION**
D/B/A THE ASTROS FOUNDATION

Employer identification number
74-2793078

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	
----- ----- -----		----- ----- -----	
(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	
----- ----- -----		----- ----- -----	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION
ASTROS GOLF TOURNAMENT
BASEBALL DINNER
BLUE STAR GALA
FANFEST/GARAGE SALE
LEGEND WEEKEND
MARKETPLACE
PINK IN THE PARK
RACE FOR PENNANT
AUCTIONS
TOMMY BAHAMA GOLF TOURNAMENT
GRAND SLAM FOR YOUTH
URBAN YOUTH ACADEMY
MISCELLANEOUS INCOME

REVENUE
AND
EXPENSES
PER BOOKS

-3,500.
-65,163.
-37,368.
-31,432.
12,951.
39,356.
-25,567.
-18,296.
18,930.
33,638.
-54,713.
-200,000.
6,648.

TOTALS

-324,516.

ADJUSTED
NET
INCOME

-3,500.
-65,163.
-37,368.
-31,432.
12,951.
39,356.
-25,567.
-18,296.
18,930.
33,638.
-54,713.
-200,000.
6,648.

-324,516.

ATTACHMENT 1A

FORM 990PF, PART I, LINE 11

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:

SOURCE	INCOME	LESS CONTRIBUTIONS	DIRECT EXPENSES	INCOME
COCA-COLA CORNER	75,774	(75,774)	0	0
ASTROS GOLF TOURNAMENT	0	0	3,500	(3,500)
BASEBALL DINNER	43,630	(19,500)	89,293	(65,163)
BLUE STAR GALA	282,820	(240,000)	80,188	(37,368)
FANFEST/GARAGE SALE	21,843	0	53,275	(31,432)
LEGEND WEEKEND	12,951	0	0	12,951
MARKETPLACE	40,106	0	750	39,356
PINK IN THE PARK	170,550	(137,750)	58,367	(25,567)
RACE FOR THE PENNANT	87,563	(70,023)	35,836	(18,296)
AUCTIONS	20,224	0	1,294	18,930
TOMMY BAHAMA GOLF TOURNAMENT	59,697	0	26,059	33,638
GRAND SLAM FOR YOUTH	203,481	(203,481)	54,713	(54,713)
URBAN YOUTH ACADEMY	0	0	200,000	(200,000)
MISC INCOME	8,536	0	1,888	6,648
-----	-----	-----	-----	-----
TOTAL	1,027,175	(746,528)	605,163	(324,516)

ATTACHMENT 2FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ERNST & YOUNG LLP	25,775.			25,775.
TOTALS	<u>25,775.</u>			<u>25,775.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
FOOD SERVICES	5,769.	5,769.
CONSULTING SERVICES	19,884.	19,884.
TOTALS	<u>25,653.</u>	<u>25,653.</u>

ATTACHMENT 4FORM 990PE, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
BOARD RESEARCH & MEETING	1,042.	1,042.
BANK FEES	16,317.	16,317.
SHIPPING/COURIER	25.	25.
SUPPLIES & CAPITAL EQUIPMENT	455.	455.
PRINTING, PUBLICATIONS & VIDEO	3,972.	3,972.
TOTALS	<u>21,811.</u>	<u>21,811.</u>

ASTROS IN ACTION FOUNDATION

74-2793078

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 5

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JEREMY MONTHLY 501 CRAWFORD STREET 500 HOUSTON, TX 77002	PRESIDENT 1.00	0	0	0
JUD GRADY 501 CRAWFORD STREET 500 HOUSTON, TX 77002	TREASURER 1.00	0	0	0
MARIAN HARPER 501 CRAWFORD STREET 500 HOUSTON, TX 77002	SECRETARY 1.00	0	0	0
DOUG BAUER 501 CRAWFORD STREET 500 HOUSTON, TX 77002	BOARD MEMBER 1.00	0	0	0
FRANCI CRANE 501 CRAWFORD STREET 500 HOUSTON, TX 77002	BOARD MEMBER 1.00	0	0	0

ASTROS IN ACTION FOUNDATION

74-2793078

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 5 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JIM CRANE 501 CRAWFORD STREET 500 HOUSTON, TX 77002	BOARD MEMBER 1.00	0	0	0
STEVE GIBSON 501 CRAWFORD STREET 500 HOUSTON, TX 77002	BOARD MEMBER 1.00	0	0	0
TERRI HAVENS 501 CRAWFORD STREET 500 HOUSTON, TX 77002	BOARD MEMBER 1.00	0	0	0
BILL HERRINGTON 501 CRAWFORD STREET 500 HOUSTON, TX 77002	BOARD MEMBER 1.00	0	0	0
JOHNNY JOHNSON 501 CRAWFORD STREET 500 HOUSTON, TX 77002	BOARD MEMBER 1.00	0	0	0

ASTROS IN ACTION FOUNDATION

74-2793078

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 5 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
MIKE METZ 501 CRAWFORD STREET 500 HOUSTON, TX 77002	BOARD MEMBER 1.00	0	0	0
SARA MORGAN 501 CRAWFORD STREET 500 HOUSTON, TX 77002	BOARD MEMBER 1.00	0	0	0
SHAWN TAYLOR 501 CRAWFORD STREET 500 HOUSTON, TX 77002	BOARD MEMBER 1.00	0	0	0
PAM GARDNER 501 CRAWFORD STREET 500 HOUSTON, TX 77002	BOARD MEMBER 1.00	0	0	0
GRAND TOTALS		<u>0</u>	<u>0</u>	<u>0</u>

THE ASTROS FOUNDATION
DECEMBER 31, 2012
74-2793078

DIRECT CHARITABLE ACTIVITIES (PART IX-A)

(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 2012, OVER 300 YOUTH WERE SERVED BY OUR YEAR-ROUND PROGRAM.

(3) FUNDRAISING AND COMMUNITY EDUCATION ACTIVITIES

IN 2012, THESE INCLUDED PINK IN THE PARK TO RAISE AWARENESS FOR BREAST CANCER AND FUNDS TO SUPPORT BREAST CANCER RESEARCH AND THE BLUE STAR GALA, TO RAISE FUNDS FOR THE ASTROS TEAM CHARITY WHILE HONORING LONGTIME BROADCASTER MILO HAMILTON'S RETIREMENT. IN 2013, THE ASTROS TEAM CHARITY ADOPTED A STRATEGIC FOCUS FOR OUR PHILANTHROPY AND IT IS NOW ON BASEBALL AND SOFTBALL PROGRAMS FOR AT RISK YOUTH IN OUR AREA, PRIMARILY OUR CORNERSTONE PROGRAMS OF THE URBAN YOUTH ACADEMY AND COMMUNITY LEADERS PROGRAMS.

(4) GRAND SLAM FOR YOUTH

THE CHARITABLE NON-PROFIT PROGRAM SEEKS TO FOSTER SELF-CONFIDENCE, TEAMWORK AND HEALTHY CHOICES THROUGH BASEBALL AND SOFTBALL. IN 2012, THE PROGRAM ENTIRELY REFURBISHED A BASEBALL FIELD IN TEMPLE, TEXAS. THE GSFYB PROGRAM, FUNDED VIA A GENEROUS GRANT TO THE ASTROS FOUNDATION FROM MINUTE MAID, ALSO PROVIDED SUPPORT FOR FREE PROGRAMMING WITH THE HOUSTON PARKS AND RECREATION DEPARTMENT SERVING OVER 3,000 YOUTH IN 2012. VIA THE ASTROS FOUNDATION, GRAND SLAM FOR YOUTH BASEBALL ALSO PROVIDED SCHOLARSHIPS FOR 25 GRADUATING HIGH SCHOOL SENIORS IN THE ASTROS MARKET TOTALING \$62,500 IN 2012.

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION		AMOUNT
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT			
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.		759,590
HEARTGIFT HOUSTON PO BOX 691711 HOUSTON, TX 77269	NONE 170(B) (1) (A) (VI)	THIS GRANT WAS TO PROVIDE LIFESAVING HEART SURGERY TO A DISADVANTAGED CHILD FROM A DEVELOPING COUNTRY WHERE SPECIALIZED MEDICAL TREATMENT IS EITHER SCARCE OR NONEXISTENT. THE SELECTION OF THE CHILD WAS LEFT TO HEARTGIFT HOUSTON AND THE ASTROS FOUNDATION HAD NO ROLE IN DETAILING THE SELECTION OF THE BENEFICIARY OR MEDICAL PROVIDER.		25,000
SPECIAL OLYMPICS TEXAS 7715 CHEVY CHASE DRIVE, SUITE 120 AUSTIN, TX 78752	NONE 509(A) (2)	THIS GRANT WAS TO SUPPORT THE ONGOING PROGRAMMING OF SPECIAL OLYMPICS TEXAS WITH A FOCUS ON PEOPLE WITH INTELLECTUAL AND PHYSICAL DISABILITIES.		13,702
HOUSTON R B I BOOSTER CLUB P O BOX 610069 HOUSTON, TX 772	NONE 509(A) (2)	THIS GRANT WAS TO SUPPORT THE REVIVAL OF BASEBALL IN THE INNER CITY OF HOUSTON PROGRAM WITH THE PURCHASE OF UNIFORMS AND SOME EQUIPMENT FOR LOW INCOME BASEBALL AND SOFTBALL YOUTH.		7,000
POSITIVE COACHING ALLIANCE 1050 N. POST OAK BLVD, #210 HOUSTON, TX 77055	NONE 170(B) (1) (A) (VI)	THIS GRANT WAS TO SUPPORT THE NONPROFIT PROGRAM THAT PROVIDES COACHING FOR COACHES AND PARENTS TO HELP FOSTER LOVE OF SPORT, FAIRNESS, RESPECT FOR ALL. THIS GRANT WAS MADE POSSIBLE BY THE ASTROS FOUNDATION'S FUNDRAISING.		2,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GREATER HOUSTON BEEP BASEBALL ASSOCIATION 3405 DALMATIAN LANE DEER PARK, TX 77380	NONE 170 (B) (1) (A) (IV)	THIS GRANT WAS TO SUPPORT A HOUSTON AREA BASEBALL PROGRAM FOR SIGHT IMPAIRED YOUTH AND ADULTS	2,500.
WOODFOREST CHARITABLE FOUNDATION 1330 LAKE ROBBINS DRIVE, SUITE 100 THE WOODLANDS, TX 77380	NONE PRIVATE FOUNDATION	THIS GRANT WAS TO SUPPORT SOCIAL SERVICE AND COMMUNITY GRANTS SERVING LOW-INCOME CHILDREN AND FAMILIES IN GREATER HOUSTON	2,000
NORTH PARK BAPTIST CHURCH 4401 THEISS ROAD HOUSTON, TX 77338	NONE 170 (B) (1) (A) (I)	THIS GRANT WAS TO REPLACE DAMAGED AND MISSING BASEBALL EQUIPMENT FOR THE BASEBALL/SOFTBALL PROGRAM AFTER A NATURAL DISASTER	2,500
LONE SURVIVOR FOUNDATION 2626 S LOOP W, SUITE 415 HOUSTON, TX 77054	NONE 170 (B) (1) (A) (IV)	THIS GRANT WAS TO SUPPORT THE LONE SURVIVOR FOUNDATION PROGRAMS THAT EMPOWER AND RENEW HOPE AND OPPORTUNITIES FOR WOUNDED MILITARY SERVICE MEMBERS AND THEIR FAMILIES THROUGH HEALTH, WELLNESS, AND THERAPEUTIC SUPPORT PROGRAMS	5,000
GSFYB SCHOLARSHIPS	INDIVIDUALS	THIS GRANT SUPPORTED COLLEGE SCHOLARSHIPS OF \$2,500 EACH FOR 25 GRADUATING HIGH SCHOOL SENIORS IN THE HOUSTON ASTROS MARKET TOTALING \$62,500 FUNDING FOR THIS GRANT WAS PROVIDED BY MINUTE MAID IN PARTNERSHIP WITH THE ASTROS FOUNDATION	62,500
SEE ATTACHMENT 7-A			
TOTAL CONTRIBUTIONS PAID			<u>882,292.</u>

ASTROS IN ACTION FOUNDATION

ATTACHMENT 7-A

74-2793078

FORM 990PF, PART XV- GRANTS AND CONTRIBUTIONS PAID IN CURRENT YEAR -GSFYB SCHOLARSHIP RECIPIENTS

NAME	School	LOCATION	AMOUNT
CHARLES ADKINS	UNIVERSITY OF TEXAS	BEAUMONT, TX	\$ 2,500.00
JADE ALESNA	STEPHEN F. AUSTIN	HOUSTON, TX	\$ 2,500.00
KATHERINE BISCHOF	TEXAS A & M	FRIENDSWOOD, TX	\$ 2,500.00
JACK BLACKWOOD	TEXAS A & M	HOUSTON, TX	\$ 2,500.00
MIRNA CALDERON	LONE STAR COLLEGE	HOUSTON, TX	\$ 2,500.00
CHET DANTO	UNIVERSITY OF TEXAS	SUGAR LAND, TX	\$ 2,500.00
KERRY HENDERSON, JR.	STEPHEN F. AUSTIN	HOUSTON, TX	\$ 2,500.00
MICHELL HOLIK	BAYLOR UNIVERSITY	LOUISE, TX	\$ 2,500.00
RANDELL JONES	BLINN COLLEGE	HUFFMAN, TX	\$ 2,500.00
WYATT LAND	COLORADO SCHOOL OF MINES	HOUSTON, TX	\$ 2,500.00
AARON LAVERGNE	LAMAR UNIVERSITY	HOUSTON, TX	\$ 2,500.00
MARCUS LIVINGSTON	HOWARD UNIVERSITY	HOUSTON, TX	\$ 2,500.00
JORDAN LYNCH	LAMAR UNIVERSITY	GROVES, TX	\$ 2,500.00
MARK MARTINEZ	TEXAS A & M	VAN VLECK, TX	\$ 2,500.00
JONATHAN MEDINA	UNIVERSITY OF HOUSTON	SPRING, TX	\$ 2,500.00
CANDACE MOELLER	TEXAS A & M	CUERO, TX	\$ 2,500.00
ALEXIS PADILLA	PARIS JUNIOR COLLEGE	HOUSTON, TX	\$ 2,500.00
SAMUEL PEREZ	LONE STAR COLLEGE	HOUSTON, TX	\$ 2,500.00
DULCE REYES	UNIVERSITY OF TEXAS	HOUSTON, TX	\$ 2,500.00
PHILLIP SKWERES	TEXAS A & M	MISSOURI CITY, TX	\$ 2,500.00
AUSTIN SMITH	TEXAS STATE UNIVERSITY	THE WOODLANDS, TX	\$ 2,500.00
ALYSSA SOLIS	UNIVERSITY OF TEXAS	HOUSTON, TX	\$ 2,500.00
RYLAN STERNADEL	BLINN COLLEGE	SHULENBURG, TX	\$ 2,500.00
EDWARD TAYLOR	HOWARD UNIVERSITY	HOUSTON, TX	\$ 2,500.00
ADAM TRAHAM	TEXAS A & M	PEARLAND, TX	\$ 2,500.00

\$ 62,500.00

ATTACHMENT 8FORM 990PF, PART XVI-B - ACCOMPLISHMENT OF EXEMPT PURPOSES

EXPLAIN BELOW HOW EACH ACTIVITY FOR WHICH INCOME IS REPORTED IN COLUMN (E) OF PART XVI-A CONTRIBUTED IMPORTANTLY TO THE ACCOMPLISHMENT OF YOUR EXEMPT PURPOSES (OTHER THAN BY PROVIDING FUNDS FOR SUCH PURPOSES).

LINE
NO.

09

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 PROCEEDS BENEFITING THE GENERAL FUND OF THE ASTROS FOUNDATION TO HELP SUPPORT THE FOUNDATION'S PROGRAMS.

ASTROS ALUMNI GOLF TOURNAMENT

THE ANNUAL ASTROS ALUMNI GOLF TOURNAMENT WAS CANCELLED IN 2012 IN ORDER TO REVAMP THE EVENT SO IT COULD ATTRACT ADDITIONAL SPONSORS AND PARTICIPANTS. THE FUNDRAISING EVENT WILL RESUME IN A NEW FORM IN 2013.

BASEBALL DINNER

THE HOUSTON BASEBALL WRITER'S DINNER WAS FORMERLY HOSTED AND RUN BY THE HOUSTON ATHLETIC COMMITTEE (HAC), NOT BY THE ASTROS FOUNDATION. AFTER MANY YEARS OF OPERATING THE DINNER, THE HOUSTON ATHLETIC COMMITTEE HAD CHANGES IN ITS COMMITTEE MEMBERS AND IN 2012, HAC DECLINED TO HOST THE DINNER AGAIN. MEMBERS OF HAC ASKED THE ASTROS TEAM CHARITY TO STEP IN TO RUN THE FUNDRAISER IN 2012. THE ASTROS FOUNDATION DID SO, WORKING WITH SOME FORMER COMMITTEE

FORM 990PF, PART XVI-B - ACCOMPLISHMENT OF EXEMPT PURPOSES

MEMBERS AND TEAM SPONSORS TO HOST THE EVENT FOR ONE YEAR.

BLUE STAR GALA

THE 2012 BLUE STAR GALA WAS HELD TO HONOR THE HISTORICAL CAREER OF ASTROS HALL OF FAME BROADCASTER MILO HAMILTON. PROCEEDS FROM THE EVENT WERE GENERATED THROUGH TICKET SALES, GENERAL SPONSORSHIPS AS WELL AS LIVE AND SILENT AUCTIONS. FUNDS RAISED BENEFITED THE ASTROS FOUNDATION.

2012 ASTROS FANFEST/GARAGE SALE

IN 2012, THE ASTROS FOUNDATION HELPED HOST FANFEST AND SELECT FUNDRAISING ACTIVITIES INCLUDED PLAYER AUTOGRAPHS, SALE OF OLD PROMOTIONAL ITEMS OLD LOGO APPAREL, MEMORABILIA SIGNED BY FORMER PLAYERS AND A SILENT AUCTION. THE BENEFICIARY, AFTER EXPENSES, WAS THE ASTROS IN ACTION FOUNDATION.

LEGENDS WEEKEND

AS PART OF THE CLUB'S 50TH ANNIVERSARY CAMPAIGN, THE HOUSTON ASTROS CELEBRATED THEIR GOLDEN ANNIVERSARY WITH LEGENDS WEEKEND LUNCHEON AND LEGENDS AUTOGRAPH SESSIONS. ASTROS FANS WERE ABLE TO PURCHASE TICKETS TO THESE EVENTS AS ASTROS LEGENDS RETURNED TO MINUTE MAID PARK WITH THE FUNDS BENEFITING THE FOUNDATION.

ATTACHMENT 8 (CONT'D)FORM 990PF, PART XVI-B - ACCOMPLISHMENT 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.

PINK IN THE PARK

THE PINK IN THE PARK EVENT IS AN INITIATIVE TO INCREASE BREAST CANCER AWARENESS THROUGH FUNDRAISING, SPONSORSHIP PROMOTIONAL GIVEAWAYS, AND DISTRIBUTION OF INFORMATION ABOUT BREAST CANCER. THE FUNDS RAISED FOR PINK IN THE PARK BENEFIT THE METHODIST HOSPITAL CANCER CENTER.

RACE FOR THE PENNANT

THE ANNUAL ASTROS RACE FOR THE PENNANT 5K RUN/WALK GENERATES FUNDS THROUGH INDIVIDUAL PARTICIPANT REGISTRATIONS AS WELL AS CORPORATE SPONSORSHIPS. PROCEEDS FROM THE EVENT BENEFIT THE GENERAL FUND OF THE ASTROS FOUNDATION TO SUPPORT THE FOUNDATION'S PROGRAMS AND FINANCIAL CHARITABLE GIFTS.

AUCTIONS

AUCTIONS OF MEMORABILIA ARE HELD THROUGHOUT THE SEASON.

FORM 990PF, PART XVI-B - ACCOMPLISHMENT OF EXEMPT PURPOSES

PROCEEDS ARE DESIGNATED TO HELP SUPPORT THE GENERAL FUND OF THE ASTROS FOUNDATION TO SUPPORT THE FOUNDATION'S GENERAL FUND.

TOMMY BAHAMA GOLF TOURNAMENT

THE GOLF TOURNAMENT FEATURED CURRENT AND FORMER HOUSTON ASTROS PLAYERS AND RAISED FUNDS FOR THE ASTROS FOUNDATION AND FOR THE SPECIAL OLYMPICS.

GRAND SLAM FOR YOUTH

THE CHARITABLE NON-PROFIT PROGRAM SEEKS TO FOSTER SELF-CONFIDENCE, TEAMWORK AND HEALTHY CHOICES THROUGH BASEBALL AND SOFTBALL. IN 2012, THE PROGRAM ENTIRELY REFURBISHED A BASEBALL FIELD IN TEMPLE, TEXAS. THE GSFYB PROGRAM, FUNDED VIA A GENEROUS GRANT TO THE ASTROS FOUNDATION FROM MINUTE MAID, ALSO PROVIDED SUPPORT FOR FREE PROGRAMMING WITH THE HOUSTON PARKS AND RECREATION DEPARTMENT SERVING OVER 3,000 YOUTH IN 2012. VIA THE ASTROS FOUNDATION, GRAND SLAM FOR YOUTH BASEBALL ALSO PROVIDED SCHOLARSHIPS FOR 25 GRADUATING HIGH SCHOOL SENIORS IN THE ASTROS MARKET TOTALING \$62,500 IN 2012.

URBAN YOUTH ACADEMY

FUNDED AND RUN BY THE ASTROS FOUNDATION, THE ASTROS URBAN YOUTH ACADEMY PROVIDES FREE BASEBALL AND SOFTBALL

FORM 990PF, PART XVI-B - ACCOMPLISHMENT OF EXEMPT PURPOSES

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 2012, OVER 300 YOUTH WERE SERVED BY OUR YEAR-ROUND PROGRAM.

THE ASTROS FOUNDATION COMMUNITY LEADERS PROGRAM THE COMMUNITY LEADERS PROGRAM RENOVATES WELL-WORN PUBLIC BASEBALL FIELDS IN 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.