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Form 990  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)	OMB No 1545-0047 2008 Open to Public Inspection
	The organization may have to use a copy of this return to satisfy state reporting requirements	

A For the 2008		calendar year, or tax year beginning 09-01-2008 and ending 08-31-2009	
B Check if applicable ☐ Address change ☐ Name change ☐ Initial return ☐ Termination ☐ Amended return ☐ Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization HOUSTON LIVESTOCK SHOW AND RODEO INC	
		Doing Business As	
		Number and street (or P O box if mail is not delivered to street address) PO BOX 20070	Room/suite
		City or town, state or country, and ZIP + 4 HOUSTON, TX 77225	
		F Name and address of Principal Officer JENNIFER HAZELTON 8334 FANNIN STREET HOUSTON, TX 77054	
D Employer identification number 74-1142851		E Telephone number (832) 667-1000	
G Gross receipts \$ 77,722,675		H(a) Is this a group return for affiliates? ☐ Yes ☒ No H(b) Are all affiliates included? ☐ Yes ☐ No (If "No," attach a list See instructions) H(c) Group Exemption Number	
I Tax-exempt status ☒ 501(c) (3) (Insert no) ☐ 4947(a)(1) or ☐ 527		J Web site: www.hlsr.com	
K Type of organization ☒ Corporation ☐ trust ☐ association ☐ other		L Year of Formation 1932	M State of legal domicile TX

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities SEE STATEMENT 1		
	2	Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its assets		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	351
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	341
	5	Total number of employees (Part V, line 2a)	5	968
	6	Total number of volunteers (estimate if necessary)	6	22,000
	7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	357,459
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	22,817,152	23,040,987
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	52,414,762	50,357,810
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	4,844,654	3,027,961
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	22,500	-35,887
			80,099,068	76,390,871
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	4,156,900	3,701,700
	14	Benefits paid to or for members (Part IX, column (A), line 4)		0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	9,460,722	10,817,045
	16a	Professional fundraising fees (Part IX, column (A), line 11e)		0
	b	(Total fundraising expenses, Part IX, column (D), line 25 <u>4,028,809</u>)		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	53,259,351	53,875,027
	18	Total expenses—add lines 13–17 (must equal Part IX, line 25, column (A))	66,876,973	68,393,772
	19	Revenue less expenses Subtract line 18 from line 12	13,222,095	7,997,099
Net Assets or Fund Balances			Beginning of Year	End of Year
	20	Total assets (Part X, line 16)	130,940,372	128,930,975
	21	Total liabilities (Part X, line 26)	35,480,189	32,569,067
	22	Net assets or fund balances Subtract line 21 from line 20	95,460,183	96,361,908

Part II Signature Block

Please 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 officer) is based on all information of which preparer has any knowledge				
	Signature of officer			2010-06-28 Date	
	JENNIFER HAZELTON CHIEF FINANCIAL OFFICER Type or print name and title				
Paid Preparer's Use Only	Preparer's signature		Date	Check if self-employed ☐	Preparer's PTIN (See Gen Inst)
	Firm's name (or yours if self-employed), address, and ZIP + 4		PricewaterhouseCoopers LLP 1201 Louisiana Suite 2900 Houston, TX 77002		EIN
					Phone no (713) 356-4000

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

Part III

Statement of Program Service Accomplishments (See the instructions.)

1

Briefly describe the organization's mission

See Additional Data Table

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes

☒

No

If "Yes," describe these new services on Schedule O

3

Did the organization cease conducting or make significant changes in how it conducts any program services?

Yes

☒

No

If "Yes," describe these changes on Schedule O

4

Describe the exempt purpose achievements for each of the organization's three largest program services by expenses
Section 501(c)(3) and (4) organizations and 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a

(Code) (Expenses \$ 55,304,767 including grants of \$) (Revenue \$)

THE HOUSTON LIVESTOCK SHOW AND RODEO (HLSR) ENTERTAINED A RECORD 1,890,332 VISITORS FOR GENERAL ATTENDANCE TO SEE AGRICULTURAL EXHIBITS AND EDUCATIONAL AREAS HLSR HOSTED MORE THAN 26,000 LIVESTOCK AND HORSE SHOW EXHIBITORS, INCLUDING CATTLE, SHEEP, GOATS, SWINE, RABBITS, TURKEYS, LLAMAS, ALPACA, HORSES, MULES, AND DONKEYS HLSR HOSTED JUDGING CONTESTS, INCLUDING LIVESTOCK, MEAT, POULTRY, WOOL AND MOHAIR, RANGE AND PASTURE PLANT IDENTIFICATION, DAIRY, HORSE, WILDLIFE HABITAT EVALUATION, FLORICULTURE, NURSERY LANDSCAPE, TRACTOR TECHNICIAN CONTEST AND AGRICULTURAL MECHANICS CONTEST MORE THAN 75,000 CHILDREN RECEIVED A HANDS-ON AGRICULTURAL EDUCATION THROUGH A SCHOOL TOUR OR FIELD TRIP IN CAPITAL ONE BANK AGVENTURE THE NEW EDUCATIONAL EXHIBIT, FUN ON THE FARM, ENABLED VISITORS TO EXPLORE THE WORLD OF AGRICULTURE THROUGH THE PROCESS OF PRODUCING FARM PRODUCTS - FROM PLANTING TO MARKET EACH OF THE HOUSTON LIVESTOCK SHOW AND RODEO JUNIOR AUCTIONS BROUGHT IN \$1 1 MILLION OR MORE THE GRAND CHAMPION GOAT, RESERVE GRAND CHAMPION GOAT AND RESERVE GRAND CHAMPION BARROW AUCTION RECORDS WERE BROKEN MORE THAN 300,000 YOUNG AMATEUR ARTISTS PARTICIPATED IN THE SCHOOL ART PROGRAM IN 2009, SUBMITTING PROJECTS BASED ON WESTERN CULTURE, HISTORY AND HERITAGE ALMOST \$5 MILLION IN PREMIUMS AND AWARDS WERE PAID TO JUNIOR SHOW EXHIBITORS PARTICIPATING IN THE 2009 SHOW THE HOUSTON LIVESTOCK SHOW AND RODEO CONTRIBUTED OVER \$3 7 MILLION TO THE HOUSTON LIVESTOCK SHOW AND RODEO EDUCATIONAL FUND IN SUPPORT OF \$11 3 MILLION IN SCHOLARSHIP, GRANT, AND EDUCATIONAL PROGRAM AWARDS 22,000 VOLUNTEERS ON NEARLY 100 DIFFERENT COMMITTEES DONATED THEIR TIME AND TALENT TO THE SHOW, REDUCING EXPENSES AND ASSISTING IN THE ABOVE LISTED PROGRAM ACCOMPLISHMENTS

4b

(Code) (Expenses \$ 3,701,700 including grants of \$ 3,701,700) (Revenue \$)

HOUSTON LIVESTOCK SHOW AND RODEO MAKES GRANTS TO THE AFFILIATED ORGANIZATION HOUSTON LIVESTOCK SHOW AND RODEO EDUCATIONAL FUND (EIN 76 0260204) IN SUPPORT OF APPROXIMATELY \$11 3 MILLION IN SCHOLARSHIP AND EDUCATIONAL GRANTS AWARDED

4c

(Code) (Expenses \$ including grants of \$) (Revenue \$)

4d

Other program services (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)

4e

Total program service expenses \$ 59,006,467 Must equal Part IX, Line 25, column (B).

Part IV

Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A 	1	Yes
2	Is the organization required to complete Schedule B, Schedule of Contributors? 	2	Yes
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I 	3	No
4	Section 501(c)(3) organizations Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II 	4	Yes
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III	5	
6	Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 	6	No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II 	7	No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8	No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV 	9	No
10	Did the organization hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10	No
11	Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable 	11	Yes
12	Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? If "Yes," complete Schedule D, Parts XI, XII, and XIII 	12	No
13	Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a	Did the organization maintain an office, employees, or agents outside of the U S ?	14a	No
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U S ? If "Yes," complete Schedule F, Part I	14b	No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II	15	No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III	16	No
17	Did the organization report more than \$15,000 on Part IX, column (A), line 11e? If "Yes," complete Schedule G, Part I 	17	No
18	Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II 	18	Yes
19	Did the organization report more than \$15,000 on Part VIII, line 9a? If "Yes," complete Schedule G, Part III 	19	No
20	Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20	No
21	Did the organization report more than \$5,000 on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II 	21	Yes
22	Did the organization report more than \$5,000 on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III 	22	No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? If "Yes," complete Schedule J 	23	Yes
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to question 25	24a	No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a	Section 501(c)(3) and 501(c)(4) organizations Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I 	25a	No
b	Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? If "Yes," complete Schedule L, Part I 	25b	No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II 	26	No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? If "Yes," complete Schedule L, Part III 	27	No

Part IV Checklist of Required Schedules *(Continued)*

		Yes	No
28	During the tax year, did any person who is a current or former officer, director, trustee, or key employee		
a	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i> 	28a Yes	
b	Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i> 	28b Yes	
c	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If "Yes," complete Schedule L, Part IV</i> 	28c Yes	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> 	29 Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> 	30	No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> 	31	No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32	No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations section 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> 	33	No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i> 	34 Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> 	35	No
36	501(c)(3) organizations Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> 	36	No
37	Did the organization conduct more than 5 percent of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> 	37	No

Part V

Statements Regarding Other IRS Filings and Tax Compliance

			Yes	No
1a	Enter the number reported in Box 3 of Form 1096, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable	1a	2,806	
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes	
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a	968	
b	If at least one is reported in 2a, did the organization file all required federal employment tax returns? . . . Note: <i>If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return.</i>	2b	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a	Yes	
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		No
b	If "Yes," enter the name of the foreign country _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts .			
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . .	5a		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		No
c	If "Yes," to 5a or 5b, did the organization file Form 8886-T, <i>Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction</i> ?	5c		
6a	Did the organization solicit any contributions that were not tax deductible?	6a		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7	Organizations that may receive deductible contributions under section 170(c).			
a	Did the organization provide goods or services in exchange for any quid pro quo contribution of \$75 or more?	7a	Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	Yes	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . .	7f		No
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h		
8	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		No
9	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.			
a	Did the organization make any taxable distributions under section 4966?	9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10	Section 501(c)(7) organizations. Enter			
a	Initiation fees and capital contributions included on Part VIII, line 12	10a		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11	Section 501(c)(12) organizations. Enter			
a	Gross income from members or shareholders	11a		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		

Part VI

Governance, Management, and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

Section A. Governing Body and Management

For each "Yes" response to lines 2-7 below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

1a

Enter the number of voting members of the governing body . . .

1a

351

1b

Enter the number of voting members that are independent . . .

1b

341

2

Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?

2

Yes

3

Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . . .

3

No

4

Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? . . .

4

Yes

5

Did the organization become aware during the year of a material diversion of the organization's assets? . . .

5

No

6

Does the organization have members or stockholders?

6

Yes

7a

Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?

7a

Yes

7b

Are any decisions of the governing body subject to approval by members, stockholders, or other persons? . . .

7b

Yes

8

Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following

8a

Yes

8b

the governing body?

8b

Yes

8b

each committee with authority to act on behalf of the governing body?

8b

Yes

9a

Does the organization have local chapters, branches, or affiliates?

9a

No

9b

If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?

9b

10

Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990

10

No

11

Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O

11

No

Section B. Policies

12a

Does the organization have a written conflict of interest policy? If "No", go to line 13 . . .

12a

Yes

12b

Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?

12b

Yes

12c

Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done

12c

Yes

13

Does the organization have a written whistleblower policy?

13

Yes

14

Does the organization have a written document retention and destruction policy?

14

Yes

15

Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision

15a

Yes

15b

The organization's CEO, Executive Director, or top management official?

15b

Yes

15b

Other officers or key employees of the organization?

15b

Yes

15b

Describe the process in Schedule O

15b

16a

Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?

16a

No

16b

If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable Federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?

16b

Section C. Disclosure

17

List the States with which a copy of this Form 990 is required to be filed _____

18

Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
☐ own website ☒ another's website ☒ upon request

19

Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.

20

State the name, physical address, and telephone number of the person who possesses the books and records of the organization.
JENNIFER HAZELTON
8334 FANNIN STREET
HOUSTON, TX 77054
(832) 667-1104

Section A Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

☐ Check this box if the organization did not compensate any officer, director, trustee or key employee

Form 990 (2008)

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization: 8

Section B. Independent Contractors

Form **990** (2008)

Part VIII

Statement of Revenue

				(A) Total Revenue	(B) Related or Exempt Function Revenue	(C) Unrelated Business Revenue	(D) Revenue Excluded from Tax under IRC 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns 1a					
	b	Membership dues 1,648,202					
		1b					
	c	Fundraising events 395,022					
		1c					
	d	Related organizations 1d					
		1d					
	e	Government grants (contributions) 1e					
		1e					
f	All other contributions, gifts, grants, and similar amounts not included above 20,997,763						
	1f						
g	Noncash contributions included in lines 1a-1f \$ 124,787						
h	Total (Add lines 1a-1f)		23,040,987				
Program Service Revenue	2a	RODEO SHOW RECEIPT	Business Code 711,300	50,357,810	50,357,810		
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f					
		P \$ 50,357,810					
	Other Revenue	3	Investment income (including dividends, interest other similar amounts)		2,167,347		
4		Income from investment of tax-exempt bond proceeds		0			
5		Royalties		0			
6a		Gross Rents	(i) Real 321,481	(ii) Personal			
b		Less rental expenses	192,303				
c		Rental income or (loss)	129,178				
d		Net rental income or (loss)		129,178	-4,287	133,465	
7a		Gross amount from sales of assets other than inventory	(i) Securities 860,614	(ii) Other			
b		Less cost or other basis and sales expenses					
c		Gain or (loss)	860,614				
d		Net gain or (loss)		860,614			860,614
8a		Gross income from fundraising events (not including \$ 123,590 of contributions reported on line 1c) See Part IV, line 18 Attach Schedule G if total exceeds \$15,000	a 395,022				
b		Less direct expenses	b 192,639				
c		Net income or (loss) from fundraising events		-69,049	-69,049		
9a		Gross income from gaming activities See part IV, line 19 Complete Schedule G if total exceeds \$15,000	a				
b		Less direct expenses	b				
c		Net income or (loss) from gaming activities		0			
10a		Gross sales of inventory, less returns and allowances	a 840,846				
b		Less cost of goods sold	b 946,862				
c		Net income or (loss) from sales of inventory		-106,016	-320,010	213,994	
		Miscellaneous Revenue	Business Code				
11a	COCA-COLA SPONSORSHIP		10,000		10,000		
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d \$ 10,000						
12	Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e			76,390,871	49,964,464	357,459	3,027,961

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).					
Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U S See Part IV, line 21	3,701,700	3,701,700		
2	Grants and other assistance to individuals in the U S See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations and individuals outside the U S See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	1,308,160	802,170	368,359	137,631
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	176,714	61,935		114,779
7	Other salaries and wages	7,116,610	4,764,332		498,708
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	708,535	408,242	233,288	67,005
9	Other employee benefits	862,582	490,485	271,299	100,798
10	Payroll taxes	644,444	408,530	185,173	50,741
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	253,699		253,699	
c	Accounting	105,730	39,900	64,080	1,750
d	Lobbying	0			
e	Professional fundraising See Part IV, line 17	0			
f	Investment management fees	121,989		121,989	
g	Other	12,977,447	12,249,025	272,469	455,953
12	Advertising and promotion	3,450,982	3,093,930	119,739	237,313
13	Office expenses	1,544,165	1,183,774	179,567	180,824
14	Information technology	298,669	5,503	291,319	1,847
15	Royalties	0			
16	Occupancy	1,819,730	1,659,484		160,246
17	Travel	85,079	32,912	34,935	17,232
18	Payments of travel or entertainment expenses for any Federal, state or local public officials	0			
19	Conferences, conventions and meetings	22,353	3,056	18,037	1,260
20	Interest	1,248,407	1,248,407		
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	3,086,286	2,676,651	318,232	91,403
23	Insurance	897,181	492,789	334,526	69,866
24	Other expenses—Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a	ENTERTAINER EXPENSE	7,582,575	7,572,500		10,075
b	CONT TO SHOW EXHIBITORS	4,977,404	4,977,404		
c	EQUIPMENT REPAIR & MAIN	4,871,650	4,651,647	75,861	144,142
d	FOOD AND BEVERAGE SEVICES	4,213,212	3,104,138	2,969	1,106,105
e	AWARDS-EXHIBITORS/PARTICIPANTS	3,426,765	3,393,138		33,627
f	All other expenses	2,891,704	1,984,815	359,385	547,504
25	Total functional expenses. Add lines 1 through 24f	68,393,772	59,006,467	5,358,496	4,028,809
26	Joint Costs. Check ☐ if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing	11,806,163	1 9,660,523
	2	Savings and temporary cash investments		2
	3	Pledges and grants receivable, net		3
	4	Accounts receivable, net	2,073,848	4 1,132,815
	5	Receivables from current and former officers, directors, trustees, key employees or other related parties <i>Complete Part II of Schedule L</i>		5
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) <i>Complete Part II of Schedule L</i>		6
	7	Notes and loans receivable, net	32,849	7 0
	8	Inventories for sale or use	315,577	8 275,752
	9	Prepaid expenses and deferred charges	398,027	9 447,182
	10a	Land, buildings, and equipment cost basis		
		10a 62,901,517		
	b	Less accumulated depreciation <i>Complete Part VI of Schedule D</i>		
		10b 18,965,865	41,010,724	10c 43,935,652
	11	Investments—publicly traded securities	66,301,443	11 62,832,468
	12	Investments—other securities See Part IV, line 11 <i>Complete Part VII of Schedule D</i>		12
	13	Investments—program-related See Part IV, line 11 <i>Complete Part VIII of Schedule D</i>		13
14	Intangible assets		14	
15	Other assets See Part IV, line 11 <i>Complete Part IX of Schedule D</i>	9,001,741	15 10,646,583	
16	Total assets. Add lines 1 through 15 (must equal line 34)	130,940,372	16 128,930,975	
Liabilities	17	Accounts payable and accrued expenses	3,126,431	17 1,417,560
	18	Grants payable		18
	19	Deferred revenue		19
	20	Tax-exempt bond liabilities	11,925,000	20 10,950,000
	21	Escrow account liability <i>Complete Part IV of Schedule D</i>		21
	22	Payable to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons <i>Complete Part II of Schedule L</i>		22
	23	Secured mortgages and notes payable to unrelated third parties	305,000	23 0
	24	Unsecured notes and loans payable		24
	25	Other liabilities <i>Complete Part X of Schedule D</i>	20,123,758	25 20,201,507
	26	Total liabilities. Add lines 17 through 25	35,480,189	26 32,569,067
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29, and lines 33 and 34.			
	27	Unrestricted net assets	95,460,183	27 96,361,908
	28	Temporarily restricted net assets		28
	29	Permanently restricted net assets		29
	Organizations that do not follow SFAS 117, check here ☐ and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30
	31	Paid-in or capital surplus, or land, building or equipment fund		31
	32	Retained earnings, endowment, accumulated income, or other funds		32
	33	Total net assets or fund balances	95,460,183	33 96,361,908
	34	Total liabilities and net assets/fund balances	130,940,372	34 128,930,975

Part XI Financial Statements and Reporting

		Yes	No
1	Accounting method used to prepare the Form 990 ☐ cash ☒ accrual ☐ other		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a	No
b	Were the organization's financial statements audited by an independent accountant?	2b	No
c	If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	No
b	If "Yes," did the organization undergo the required audit or audits?	3b	

SCHEDULE A

(Form 990 or 990EZ)

Department of the Treasury

Internal Revenue Service

Public Charity Status and Public Support

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.
Attach to Form 990 or Form 990-EZ. See separate instructions.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization HOUSTON LIVESTOCK SHOW AND RODEO INC	Employer identification number 74-1142851
--	--

Part I Reason for Public Charity Status (to be completed by all organizations) (See Instructions)

The organization is not a private foundation because it is (Please check only **one** organization)

1

☐

A church, convention of churches, or association of churches described in **Section 170(b)(1)(A)(i).**

2

☐

A school described in **Section 170(b)(1)(A)(ii).** (Attach Schedule E)

3

☐

A hospital or a cooperative hospital service organization described in **Section 170(b)(1)(A)(iii).** (Attach Schedule H)

4

☐

A medical research organization operated in conjunction with a hospital described in **Section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state

5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **Section 170(b)(1)(A)(iv).** (Complete Part II)

6

☐

A federal, state, or local government or governmental unit described in **Section 170(b)(1)(A)(v).**

7

☐

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **Section 170(b)(1)(A)(vi)** (Complete Part II)

8

☐

A community trust described in **Section 170(b)(1)(A)(vi)** (Complete Part II)

9

☒

An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **Section 509(a)(2).** (Complete Part III)

10

☐

An organization organized and operated exclusively to test for public safety See **Section 509(a)(4).** (See instructions)

11

☐

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **Section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally Integrated

d

☐

Type III - Other

e

☐

By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f

☐

If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box

g

☐

Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i)

a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?

(ii)

a family member of a person described in (i) above?

(iii)

a 35% controlled entity of a person described in (i) or (ii) above?

h

☐

Provide the following information about the organizations the organization supports

	Yes	No
11g(i)		No
11g(ii)		No
11g(iii)		No

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (See Instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
Total									

Part II

Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Public Support						
Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add line 1-3						
5 The portion of total contribution by each person (other than a government unit or publicly supported organization) included on line 1 that exceed 2% of the amount shown on line 11, column (f)						
6 Public Support subtract line 5 from line 4						

Total Support						
Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total Support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (See instructions)					12	
13 First Five Years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						☐

Computation of Public Support Percentage		
14 Public Support Percentage for 2008 (line 6 column (f) divided by line 11 column (f))	14	
15 Public Support Percentage for 2007 Schedule A, Part IV-A, line 26f	15	
16a 33 1/3% Test - 2008. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		☐
b 33 1/3% Test - 2007. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		☐
17a 10% Facts and Circumstances Test - 2008. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization		☐
b 10% Facts and Circumstances Test - 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization		☐
18 Private Foundation. If the organization did not check the box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions		☐

Part IIISupport Schedule for Organizations Described in IRC 509(a)(2)
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support						
Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	7,953,483	18,073,295	21,880,144	24,376,396	23,050,987	95,334,305
2Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	55,650,467	45,801,622	50,007,995	50,885,518	50,357,810	252,703,412
3Gross receipts from activities that are not an unrelated trade or business under section 513						
4Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5The value of services or facilities furnished by a governmental unit to the organization without charge						
6Total Add lines 1- 5	63,603,950	63,874,917	71,888,139	75,261,914	73,408,797	348,037,717
7aAmounts included on lines 1, 2, and 3 received from disqualified persons	5,476,921	6,020,484	7,285,048	6,584,046	6,747,541	32,114,040
bAmounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
cTotal of lines 7a and 7b	5,476,921	6,020,484	7,285,048	6,584,046	6,747,541	32,114,040
8Public Support (Subtract line 7c from line 6)						315,923,677

Total Support						
Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9Amounts from line 6	63,603,950	63,874,917	71,888,139	75,261,914	73,408,797	348,037,717
10aGross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,335,437	2,415,294	3,609,293	3,414,304	3,329,674	14,104,002
bUnrelated business taxable income (less section 511 taxes) from businesses acquired after 30 June, 1975						
cAdd lines 10a and 10b	1,335,437	2,415,294	3,609,293	3,414,304	3,329,674	14,104,002
11Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	0	0	0	0	0	0
12Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	8,200					8,200
13Total Support (Add lines 9, 10c, 11 and 12)						362,149,919
14First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here	☐					

Computation of Public Support Percentage		
15Public Support Percentage for 2008 (line 8 column (f) divided by line 13 column (f))	15	87 236 %
16Public Support Percentage for 2007 Schedule A, Part IV -A, line 27g	16	87 974 %

Computation of Investment Income Percentage		
17Investment Income Percentage for 2008 (line 10c column (f) divided by line 13 column (f))	17	3 895 %
18Investment Income Percentage from 2007 Schedule A, Part IV -A, line 27h	18	3 147 %
19a33 1/3% Tests - 2008. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization	☐	
b33 1/3% Tests - 2007. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization	☐	
20Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions	☐	

Part IV

Supplemental Information. Complete this part to provide the information required by Part II, line 10; Part II, line 17a or 17b, or Part III, line 12. Provide and any other additional information. (see instructions)

Facts and Circumstances Test

Additional Data

Software ID:

Software Version:

EIN: 74-1142851

Name: HOUSTON LIVESTOCK SHOW AND RODEO INC

Form 990, Part VII - Section Aaa

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual Trustee or Director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
JOSEPH T AINSWORTH MD , EXECUTIVE COMMITTEE	3 0	X								
JIM BLOODWORTH , EXECUTIVE COMMITTEE	3 0	X								
DON A BUCKALEW , EXECUTIVE COMMITTEE	3 0	X								
JOHN CAUSEY , EXECUTIVE COMMITTEE	3 0	X								
J M CLEPPER , EXECUTIVE COMMITTEE	3 0	X								
JOHN T COOK , EXECUTIVE COMMITTEE	3 0	X								
TILMAN J FERTITTA , EXECUTIVE COMMITTEE	3 0	X								
WAYNE HOLLIS JR , EXECUTIVE COMMITTEE	3 0	X								
DON D JORDAN , EXECUTIVE COMMITTEE	3 0	X								
H STUART LANG JR , EXECUTIVE COMMITTEE	3 0	X								
JACK A LYONS , EXECUTIVE COMMITTEE	3 0	X								
ED MCMAHON , EXECUTIVE COMMITTEE	3 0	X								
LOUIS M PEARCE JR , EXECUTIVE COMMITTEE	3 0	X								
JOHN O SMITH , EXECUTIVE COMMITTEE	3 0	X								
PAUL G SOMERVILLE , EXECUTIVE COMMITTEE	3 0	X								
KEITH A STEFFEK , EXECUTIVE COMMITTEE	3 0	X								
RH STEVENS , EXECUTIVE COMMITTEE	3 0	X								
P MICHAEL WELLS , EXECUTIVE COMMITTEE	3 0	X								
JAMES M WINDHAM JR , EXECUTIVE COMMITTEE	3 0	X								
C A BEASLEY , VICE PRESIDENT/DIRECTOR	5 0	X		X						
WILLIAM C BOOHER , VICE PRESIDENT/DIRECTOR	5 0	X		X						
M DAVID BOOTHE , VICE PRESIDENT/DIRECTOR	5 0	X		X						
CURTIS BRENNER , VICE PRESIDENT/DIRECTOR	5 0	X		X						
BRANDON LEE BRIDWELL , VICE PRESIDENT/DIRECTOR	5 0	X		X						
GEORGE A BUSCHARDT , VICE PRESIDENT/DIRECTOR	5 0	X		X						
RUDY CANO , VICE PRESIDENT/DIRECTOR	5 0	X		X						
TOM C DAVIS , VICE PRESIDENT/DIRECTOR	5 0	X		X						
ANDREW DOW , VICE PRESIDENT/DIRECTOR	5 0	X		X						
JAMES C EPPS III , VICE PRESIDENT/DIRECTOR	5 0	X		X						
WARNER D ERVIN , VICE PRESIDENT/DIRECTOR	5 0	X		X						

Form 990, Part VII - Section Aaa

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual Trustee or Director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
CHARLENE CASEY FLOYD , VICE PRESIDENT/DIRECTOR	5 0	X		X						
REY GONZALES , VICE PRESIDENT/DIRECTOR	5 0	X		X						
DARRELL N HARTMAN , VICE PRESIDENT/DIRECTOR	5 0	X		X						
THOMAS LIPPINCOTT , VICE PRESIDENT/DIRECTOR	5 0	X		X						
KEN D MCGUYER , VICE PRESIDENT/DIRECTOR	5 0	X		X						
YANCE S MONTALBANO , VICE PRESIDENT/DIRECTOR	5 0	X		X						
JOHN ROGER MORTON , VICE PRESIDENT/DIRECTOR	5 0	X		X						
STEVEN L ROE , VICE PRESIDENT/DIRECTOR	5 0	X		X						
DARRYL A SCHROEDER , VICE PRESIDENT/DIRECTOR	5 0	X		X						
MARSHALL R SMITH III , VICE PRESIDENT/DIRECTOR	5 0	X		X						
PAM SPRINGER , VICE PRESIDENT/DIRECTOR	5 0	X		X						
JAMES A WINNE III , VICE PRESIDENT/DIRECTOR	5 0	X		X						
JOHN V ABSHIER , DIRECTOR	1 0	X								
JJ ACY , DIRECTOR	1 0	X								
EDUARDO AGUIRRE JR , DIRECTOR	1 0	X								
MARY JANE ALBERT , DIRECTOR	1 0	X								
JIMMIE ALLEN , DIRECTOR	1 0	X								
MARK A ANAWATY , DIRECTOR	1 0	X								
JERRY J ANDREW , DIRECTOR	1 0	X								
MARIE DENISE ARCOS , DIRECTOR	1 0	X								
GEORGE CLAIR ARNOLD JR , DIRECTOR	1 0	X								
BILL BAILEY , DIRECTOR	1 0	X								
RANCE LEE BARHAM , DIRECTOR	1 0	X								
LOUIS BART , DIRECTOR	1 0	X								
RICHARD E BEAN , DIRECTOR	1 0	X								
G M BECKER , DIRECTOR	1 0	X								
ROGER BETHUNE , DIRECTOR	1 0	X								
JIM BILLINGS , DIRECTOR	1 0	X								
R C BLACK , DIRECTOR	1 0	X								
TUCKER BLAIR , DIRECTOR	1 0	X								

Form 990, Part VII - Section Aaa

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)							(D) Reportable compensation from the organization (W- 2/1099MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual Trustee or Director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former				
MIKE BLASINGAME , DIRECTOR	1 0	X									
BILL R BLUDWORTH , DIRECTOR	1 0	X									
DANNY R BOATMAN , DIRECTOR	1 0	X									
TERRY BODKIN-AGRIS , DIRECTOR	1 0	X									
DOUGLAS B BOSCH , DIRECTOR	1 0	X									
CLAIR BRANCH , DIRECTOR	1 0	X									
JOHN R BRANIFF , DIRECTOR	1 0	X									
KAREN BRIDGES , DIRECTOR	1 0	X									
JIM BROCK , DIRECTOR	1 0	X									
TERRY MACK BROWN , DIRECTOR	1 0	X									
J C BURNHAM , DIRECTOR	1 0	X									
TIM BURNS , DIRECTOR	1 0	X									
PATRICIA ANN BURT , DIRECTOR	1 0	X									
JL BUTERA , DIRECTOR	1 0	X									
RICHARD B BUTLER , DIRECTOR	1 0	X									
MAX C BUTLER , DIRECTOR	1 0	X									
LARRY D BYARS , DIRECTOR	1 0	X									
ROXIE REGAN CAMPBELL , DIRECTOR	1 0	X									
ROGER CAMPBELL , DIRECTOR	1 0	X									
ANDREW CANTU , DIRECTOR	1 0	X									
LARRY L CARROLL , DIRECTOR	1 0	X									
BRADY F CARRUTH , DIRECTOR	1 0	X									
MORELAND CHAPMAN , DIRECTOR	1 0	X									
JOSEPH E CHASTANG , DIRECTOR	1 0	X									
KELLEY CHISHOLM , DIRECTOR	1 0	X									
GENE W CLARK , DIRECTOR	1 0	X									
CHAD J CLAY , DIRECTOR	1 0	X									
MICHAEL E CLEPPER , DIRECTOR	1 0	X									
ERNIE BOYD COLLINS , DIRECTOR	1 0	X									
THOMAS R CONNER , DIRECTOR	1 0	X									

Form 990, Part VII - Section Aaa

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)							(D) Reportable compensation from the organization (W- 2/1099MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual Trustee or Director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former				
MIKE COOK , DIRECTOR	10	X									
JOHN L COOPER II , DIRECTOR	10	X									
HOWARD THOMAS CORDELL , DIRECTOR	10	X									
JOHN M COTTERELL , DIRECTOR	10	X									
J CRAIG COWGILL , DIRECTOR	10	X									
FRANK CRAPITTO , DIRECTOR	10	X									
TERRY CRAWFORD , DIRECTOR	10	X									
CHRIS CUNNINGHAM , DIRECTOR	10	X									
MICHAEL A CURLEY , DIRECTOR	10	X									
CHARLES M DALTON , DIRECTOR	10	X									
BECKY JONES DAMONE , DIRECTOR	10	X									
DAN D'ARMOND , DIRECTOR	10	X									
ERNEST EDWIN DAVIS , DIRECTOR	10	X									
ROBERT N DAVIS , DIRECTOR	10	X									
CHUCK DAVIS , DIRECTOR	10	X									
GARY ALAN DEBAKEY , DIRECTOR	10	X									
GARY DEITCHER , DIRECTOR	10	X									
GEORGE A DEMONTROND III , DIRECTOR	10	X									
CARL DETERING JR , DIRECTOR	10	X									
CR DEVINE , DIRECTOR	10	X									
BEN L DODSON , DIRECTOR	10	X									
TOM E DOMPIER , DIRECTOR	10	X									
ARTHUR J DORR , DIRECTOR	10	X									
RODNEY E DOUTEL , DIRECTOR	10	X									
DOUGLAS L DOYLE , DIRECTOR	10	X									
W T DUNN , DIRECTOR	10	X									
FREEMAN B DUNN , DIRECTOR	10	X									
JOHN L EBELING , DIRECTOR	10	X									
JAMIE EHRLMAN , DIRECTOR	10	X									
ROY L ELLEDGE JR , DIRECTOR	10	X									

Form 990, Part VII - Section Aaa

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)							(D) Reportable compensation from the organization (W- 2/1099MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual Trustee or Director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former				
JOHN D ELLIS JR , DIRECTOR	1 0	X									
SUZANNE H EPPS , DIRECTOR	1 0	X									
RONNIE EUBANKS , DIRECTOR	1 0	X									
MELBA WEVELER , DIRECTOR	1 0	X									
AL FARRACK , DIRECTOR	1 0	X									
CAROLYN FAULK , DIRECTOR	1 0	X									
RIGO FLORES , DIRECTOR	1 0	X									
RICHARD LEE FUQUA II , DIRECTOR	1 0	X									
A L FURNACE , DIRECTOR	1 0	X									
LYNDAL D GARNER , DIRECTOR	1 0	X									
GARY T GARRISON , DIRECTOR	1 0	X									
DIANE GAUTREAUX , DIRECTOR	1 0	X									
GEORGE S GAYLE III , DIRECTOR	1 0	X									
GREG N GERHART , DIRECTOR	1 0	X									
W THAD GILLIAM , DIRECTOR	1 0	X									
GARY GLOVER , DIRECTOR	1 0	X									
MIKE GOLDEN , DIRECTOR	1 0	X									
CHARLES W GRANT , DIRECTOR	1 0	X									
RICKY A GREENE , DIRECTOR	1 0	X									
RED GRIFFIN , DIRECTOR	1 0	X									
SIDNEY GRISHAM , DIRECTOR	1 0	X									
JOHN B GUNN , DIRECTOR	1 0	X									
RICHARD GUSTAFSON , DIRECTOR	1 0	X									
MICHAEL J HAJOVSKY , DIRECTOR	1 0	X									
JERRY HAMILTON , DIRECTOR	1 0	X									
WILLIAM D HANNA , DIRECTOR	1 0	X									
JEFF HARRIS , DIRECTOR	1 0	X									
O L HARRIS , DIRECTOR	1 0	X									
MICHAEL HARTWIG , DIRECTOR	1 0	X									
CLIFF HAWTHORNE , DIRECTOR	1 0	X									

Form 990, Part VII - Section Aaa

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual Trustee or Director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
LANCE HEACOCK , DIRECTOR	1 0	X								
JACK HEARD JR , DIRECTOR	1 0	X								
BARNEY HEDRICK , DIRECTOR	1 0	X								
CORINNE C HEILIGBRODT , DIRECTOR	1 0	X								
THOMAS M HENDERSON , DIRECTOR	1 0	X								
SAM HENRY , DIRECTOR	1 0	X								
LINDA RENEE HENSON , DIRECTOR	1 0	X								
GARY WAYNE HETTENBACH , DIRECTOR	1 0	X								
JERRY H HICKMAN , DIRECTOR	1 0	X								
ROBERT B HIGGS , DIRECTOR	1 0	X								
JEFFREY D HILDEBRAND , DIRECTOR	1 0	X								
MICHAEL HILL , DIRECTOR	1 0	X								
NAOMI HINES , DIRECTOR	1 0	X								
D SCOTT HINSLEY , DIRECTOR	1 0	X								
G RAY HINSLEY III , DIRECTOR	1 0	X								
F BARRON HOBBS , DIRECTOR	1 0	X								
ROBERT HODGE , DIRECTOR	1 0	X								
ROBERT V HOLLAND JR , DIRECTOR	1 0	X								
ROBERT M HOPSON , DIRECTOR	1 0	X								
NORMAN MILLER HUBBARD , DIRECTOR	1 0	X								
DICK HUDGINS , DIRECTOR	1 0	X								
JP HUNNICUTT III , DIRECTOR	1 0	X								
PHILLIP MASON HUNT , DIRECTOR	1 0	X								
ROBERT E HUNTER , DIRECTOR	1 0	X								
JANICE HUTCHINSON , DIRECTOR	1 0	X								
JOHN A HUTCHISON , DIRECTOR	1 0	X								
ROBERT CHARLES HUX , DIRECTOR	1 0	X								
STEVEN EDWARD JACKSON , DIRECTOR	1 0	X								
KENNETH A JACOBSON , DIRECTOR	1 0	X								
LIZ PECKHAM JAMESON , DIRECTOR	1 0	X								

Form 990, Part VII - Section Aaa

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)							(D) Reportable compensation from the organization (W- 2/1099MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual Trustee or Director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former				
JIM J JANKE , DIRECTOR	10	X									
BARBARA JOHNSON , DIRECTOR	10	X									
MIKE JOLLEY , DIRECTOR	10	X									
WILLIAM M JONES , DIRECTOR	10	X									
RONALD A KAPCHE , DIRECTOR	10	X									
J GROVER KELLEY , DIRECTOR	10	X									
JD KENNEDY , DIRECTOR	10	X									
G W KENT , DIRECTOR	10	X									
JAMES ALAN KENT , DIRECTOR	10	X									
LARRY RAY KERBOW SR , DIRECTOR	10	X									
ROBERT B KNEPLER , DIRECTOR	10	X									
DOUG KNUTZEN , DIRECTOR	10	X									
MICHAEL JOHN KOCH , DIRECTOR	10	X									
JEANNY KOOP , DIRECTOR	10	X									
DANNY LANG JR , DIRECTOR	10	X									
DANNY LANG SR , DIRECTOR	10	X									
WILLIAM L LAWLER , DIRECTOR	10	X									
CARL J LEE JR , DIRECTOR	10	X									
PHILLIP L LEGGETT MD , DIRECTOR	10	X									
DANIEL E LEHANE MD , DIRECTOR	10	X									
PAUL LEHNHOFF , DIRECTOR	10	X									
EDGAR D LESTER , DIRECTOR	10	X									
LAWRENCE S LEVY , DIRECTOR	10	X									
JEFF LEWIS DDS , DIRECTOR	10	X									
WA LEWIS , DIRECTOR	10	X									
JIM LIGHTFOOT , DIRECTOR	10	X									
ROBERT N LIVERMORE , DIRECTOR	10	X									
LANCE LIVINGSTON , DIRECTOR	10	X									
RONALD LOGAN , DIRECTOR	10	X									
P W LUCKY LONG , DIRECTOR	10	X									

Form 990, Part VII - Section Aaa

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)							(D) Reportable compensation from the organization (W- 2/1099MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual Trustee or Director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former				
GARY R LOOK , DIRECTOR	1 0	X									
JIMMY LYONS , DIRECTOR	1 0	X									
SAM J MAINORD , DIRECTOR	1 0	X									
WILLIS M MARBURGER , DIRECTOR	1 0	X									
DANNY MARBURGER , DIRECTOR	1 0	X									
ROSS D MARGRAVES JR , DIRECTOR	1 0	X									
BRADLEY H MARKS , DIRECTOR	1 0	X									
ROBERT A MARSH , DIRECTOR	1 0	X									
ROY A MARSH , DIRECTOR	1 0	X									
D WAYNE MCDONNELL , DIRECTOR	1 0	X									
S CAROLINE MCINTOSH , DIRECTOR	1 0	X									
MICHAEL S MCKINNEY , DIRECTOR	1 0	X									
WAYNE L MCLEMORE , DIRECTOR	1 0	X									
ANDY MCLEOD , DIRECTOR	1 0	X									
GARY MCMULLEN , DIRECTOR	1 0	X									
MARK MELTON , DIRECTOR	1 0	X									
CHARLES W MELTON , DIRECTOR	1 0	X									
WILLARD MERCIER , DIRECTOR	1 0	X									
GLENDA MICHAEL , DIRECTOR	1 0	X									
GREGORY N MILLER , DIRECTOR	1 0	X									
ROBERT D MILLER , DIRECTOR	1 0	X									
DOROTHY M MITCHELL , DIRECTOR	1 0	X									
J ARTHUR MONCRIEF , DIRECTOR	1 0	X									
JOHN J MONTALBANO , DIRECTOR	1 0	X									
REED MORIAN , DIRECTOR	1 0	X									
ROBERT M MOSS , DIRECTOR	1 0	X									
KEN C MOURSUND SR , DIRECTOR	1 0	X									
DAVID EUGENE MOUTON MD , DIRECTOR	1 0	X									
SHELLY DOMPIER MULANAX , DIRECTOR	1 0	X									
PHILLIP E MURPHY , DIRECTOR	1 0	X									

Form 990, Part VII - Section Aaa

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual Trustee or Director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
STEPHEN J RADCLIFFE , DIRECTOR	10	X								
JOHN F RADER III , DIRECTOR	10	X								
RUSSELL J RAIA , DIRECTOR	10	X								
LON JUDE RANDAZZO , DIRECTOR	10	X								
JEN MARIE RAU , DIRECTOR	10	X								
GREGG M RAYMOND , DIRECTOR	10	X								
KEVIN K RECH , DIRECTOR	10	X								
JOE H RENTZ JR , DIRECTOR	10	X								
CHRIS RICHARDSON , DIRECTOR	10	X								
W F ROBICHAUX , DIRECTOR	10	X								
LEE ROUNTREE , DIRECTOR	10	X								
MAC RUFFENO , DIRECTOR	10	X								
PETE A RUMAN , DIRECTOR	10	X								
MIKE G RUTHERFORD JR , DIRECTOR	10	X								
JOHN ALAN SANDLING , DIRECTOR	10	X								
MICHAEL J SARAGUSA , DIRECTOR	10	X								
ANNE ELISE SARTWELLE , DIRECTOR	10	X								
WILLIAM C SARTWELLE , DIRECTOR	10	X								
JAMES D SARTWELLE JR , DIRECTOR	10	X								
NANO K SCHERRIEB , DIRECTOR	10	X								
VANESSA SCHILLACI , DIRECTOR	10	X								
JOE SCHINDLER , DIRECTOR	10	X								
ROBERT SCHMIDT JR , DIRECTOR	10	X								
GREGORY ALLAN SCHRODER , DIRECTOR	10	X								
EDWARD B SCHULZ , DIRECTOR	10	X								
THOMAS JAMES SCHWARTZ , DIRECTOR	10	X								
WILLIAM L SCOTT , DIRECTOR	10	X								
DEBORAH DIANE SCOTT , DIRECTOR	10	X								
ROSE MARIE SCOTT , DIRECTOR	10	X								
KEN SHAW , DIRECTOR	10	X								

Form 990, Part VII - Section Aaa

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual Trustee or Director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
BRENDA BAKER SHORT , DIRECTOR	1 0	X								
JAMES H SHORT , DIRECTOR	1 0	X								
SHARON D SIMMONS , DIRECTOR	1 0	X								
WESLEY SINOR , DIRECTOR	1 0	X								
KEN SLOAN , DIRECTOR	1 0	X								
JOHN W SMELLEY , DIRECTOR	1 0	X								
ROBBIE SMITH , DIRECTOR	1 0	X								
DAVID B SMITH SR , DIRECTOR	1 0	X								
BARRY SMOTHERMAN , DIRECTOR	1 0	X								
GEORGE WILLIAM STALLINGS , DIRECTOR	1 0	X								
LODIE STAPLETON JR , DIRECTOR	1 0	X								
ROBERT S STEELE , DIRECTOR	1 0	X								
HUGH DENNIS STEGER , DIRECTOR	1 0	X								
EDWARD STONE , DIRECTOR	1 0	X								
R HUGH SUTTON , DIRECTOR	1 0	X								
JAMES R TAYLOR , DIRECTOR	1 0	X								
BILL T TEAGUE , DIRECTOR	1 0	X								
CHARLENE Q THOMPSON , DIRECTOR	1 0	X								
ALAN L TINSLEY , DIRECTOR	1 0	X								
D WAYNE TURNER , DIRECTOR	1 0	X								
RICHARD TYLER , DIRECTOR	1 0	X								
H MICHAEL TYSON , DIRECTOR	1 0	X								
MICHAEL J UPCHURCH , DIRECTOR	1 0	X								
JOHN A VAN DE WIELE , DIRECTOR	1 0	X								
JIM VAN HOOZER , DIRECTOR	1 0	X								
JOE VAN MATRE , DIRECTOR	1 0	X								
JOE VARA , DIRECTOR	1 0	X								
ANDREW JOHN VAVRA JR , DIRECTOR	1 0	X								
JOEL M VERBOIS , DIRECTOR	1 0	X								
MARY ELLEN VERBOIS , DIRECTOR	1 0	X								

Form 990, Part VII - Section Aaa

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual Trustee or Director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
ROY E VERNON , DIRECTOR	1 0	X								
DENNIS A VICKERY , DIRECTOR	1 0	X								
JOHN PORTER WADE , DIRECTOR	1 0	X								
TW WALD , DIRECTOR	1 0	X								
PAT WALKER , DIRECTOR	1 0	X								
TERRY WALKER , DIRECTOR	1 0	X								
MARK S WALLS , DIRECTOR	1 0	X								
LARRY EUGENE WALTERS , DIRECTOR	1 0	X								
STEVE WATSON , DIRECTOR	1 0	X								
RICHARD WEIMAN , DIRECTOR	1 0	X								
P MICHAEL WELLS JR , DIRECTOR	1 0	X								
JUSTIN C WHITE , DIRECTOR	1 0	X								
GREGORY TEAL WILLBANKS , DIRECTOR	1 0	X								
GRIFFIN D WINN , DIRECTOR	1 0	X								
M BETH WOehler , DIRECTOR	1 0	X								
REED GLENN WOOD , DIRECTOR	1 0	X								
SALLY MAHAN WOODY , DIRECTOR	1 0	X								
WILLIAM A YATES , DIRECTOR	1 0	X								
ROBIN YOUNG-ELLIS , DIRECTOR	1 0	X								
TODD ZUCKER , DIRECTOR	1 0	X								
JOE BRUCE HANCOCK JR , GENERAL MANAGER, DIRECTOR	50 0	X				X		140,031		26,194
M LEROY SHAFER , VICE PRESIDENT/COO, DIRECTOR	50 0	X		X				242,923		72,606
IRVEN E WAGNER , PRESIDENT/CEO , DIRECTOR	50 0	X		X				503,337		235,828
CHARLES R ROBINSON , CHAIRMAN OF THE BOARD	10 0			X						
JENNIFER W HAZELTON , CHIEF FINANCIAL OFFICER	50 0			X				184,016		17,748
ANDREW SLOAN , CHIEF INFO OFFICER	50 0					X		231,806		41,677
MARY S MARTIN , EXECUTIVE DIRECTOR - MARKETING	50 0					X		143,886	0	40,201
STEVE GUMERMAN , MANAGING DIRECTOR - IS	50 0					X		142,721		25,880
JOEL COWLEY , EXECUTIVE DIRECTOR - AGRICULTU	50 0					X		129,927		26,684

Form 990, Part III, Line 1 - Briefly describe the organization's mission:

HOUSTON LIVESTOCK SHOW AND RODEO WAS ORGANIZED FOR CHARITABLE, EDUCATIONAL AND SCIENTIFIC PURPOSES TO ENCOURAGE AND PROMOTE THE BREEDING, RAISING AND MARKETING OF BETTER LIVESTOCK AND FARM PRODUCTS AT PUBLIC FAIRS, AND TO PROMOTE AND MAINTAIN RESEARCH AND EDUCATIONAL FUNCTIONS IN CONNECTION WITH THE LIVESTOCK INDUSTRY. IT IS THE GENERAL POLICY OF HLS&R TO UTILIZE, IN THE FISCAL YEAR SUBSEQUENT TO WHICH IT IS EARNED, THE EXCESS OF ITS REVENUE OVER EXPENSES FOR THE FURTHERANCE OF ITS EXEMPT PURPOSE, INCLUDING THE GRANTING AND/OR FUNDING OF SCHOLARSHIPS, EDUCATIONAL ENDOWMENTS, AGRICULTURAL RESEARCH PROJECTS AND OTHER SIMILAR PROGRAMS AND THE FUNDING OF RELATED CAPITAL ADDITIONS AND IMPROVEMENTS. THE FUNDS OF HLS&R ARE USED EXCLUSIVELY TO MEET NECESSARY EXPENSES FOR ITS UPKEEP AND OPERATION AND IN FURTHERANCE OF THE EXEMPT PURPOSE OF THE ORGANIZATION.

SCHEDULE C

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

To be completed by organizations described below. Attach to Form 990 or Form 990-EZ

OMB No 1545-0047

2008

Open to Public Inspection

If the organization answered “Yes,” to Form 990, Part IV, Line 3, or Form 990-EZ, Part VI, line 46 (Political Campaign Activities)

- Section 501(c)(3) organizations complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations complete Part I-A only

If the organization answered “Yes,” to Form 990, Part IV, Line 4, or Form 990EZ, Part VI, line 47 (Lobbying Activities)

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) complete Part II-A Do not complete Part II-B
 - Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A
- If the organization answered “Yes,” to Form 990, Part IV, Line 5 (Proxy Tax)
- Section 501(c)(4), (5), or (6) organizations complete Part III

Name of the organization HOUSTON LIVESTOCK SHOW AND RODEO INC	Employer identification number 74-1142851
--	--

Part I-A To be completed by all organizations exempt under section 501(c) and section 527 organizations. (See the instructions for Schedule C for details.)

- 1

Provide a description of the organization's direct and indirect political campaign activities in Part IV
- 2

Political expenditures

\$
- 3

Volunteer hours

Part I-B To be completed by all organizations exempt under section 501(c)(3). (See the instructions for Schedule C for details.)

- 1

Enter the amount of any excise tax incurred by the organization under section 4955

\$
- 2

Enter the amount of any excise tax incurred by organization managers under section 4955

\$
- 3

If the organization incurred in a section 4955 tax, did it file Form 4720 for this year?

☐ Yes

☐ No
- 4a

Was a correction made?

☐ Yes

☐ No
- b

If "Yes," describe in Part IV

Part I-C To be completed by all organizations exempt under section 501(c), except section 501(c)(3). (See the instructions for Schedule C for details.)

- 1

Enter the amount directly expended by the filing organization for section 527 exempt function activities

\$
- 2

Enter the amount of the filing organization's internal funds contributed to other organizations for section 527 exempt funtion activities

\$
- 3

Total of direct and indirect exempt function expenditures Add lines 1 and 2 and enter here and on Form 1120-POL, line 17b

\$
- 4

Did the filing organization file **Form 1120-POL** for this year?

☐ Yes

☐ No
- 5

State the names, addresses and Employer Identification Number (EIN) of all section 527 political organizations to which payments were made Enter the amount paid and indicate if the amount was paid from the filing organization's own internal funds or were political contributions received and promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's internal funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-

Part II-A

To be completed by organizations exempt under section 501(c)(3) that filed Form 5768 (election under section 501(h)). (See the instructions for Schedule C for details.)

A Check ☐ if the filing organization belongs to an affiliated group

B Check ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures— (The term "expenditures" means amounts paid or incurred.)		(a) Filing Organization's Totals	(b) Affiliated Group Totals
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	0	0
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	112,879	0
c	Total lobbying expenditures (add lines 1a and 1b)	112,879	0
d	Other exempt purpose expenditures	0	0
e	Total exempt purpose expenditures (add lines 1c and 1d)	112,879	0
f	Lobbying nontaxable amount Enter the amount from the following table in both columns— If the amount on line 1e, column (a) or (b) is: Not over \$500,000 Over \$500,000 but not over \$1,000,000 Over \$1,000,000 but not over \$1,500,000 Over \$1,500,000 but not over \$17,000,000 Over \$17,000,000 The lobbying nontaxable amount is: 20% of the amount on line 1e \$100,000 plus 15% of the excess over \$500,000 \$175,000 plus 10% of the excess over \$1,000,000 \$225,000 plus 5% of the excess over \$1,500,000 \$1,000,000	22,576	0
g	Grassroots nontaxable amount (enter 25% of line 1f)	5,644	0
h	Subtract line 1g from line 1a Enter -0- if line g is more than line a		0
i	Subtract line 1f from line 1c Enter -0- if line f is more than line c	90,303	0
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?	☐ Yes ☒ No	

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 1a through 1f of the instructions.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) Total
2a Lobbying non-taxable amount	0	0	0	22,576	22,576
b Lobbying ceiling amount (150% of line 2a, column(e))					33,864
c Total lobbying expenditures	0	0	0	112,879	112,879
d Grassroots non-taxable amount	0	0	0	5,644	5,644
e Grassroots ceiling amount (150% of line d, column (e))					8,466
f Grassroots lobbying expenditures	0	0	0	0	0

Part II-B To be completed by organizations exempt under section 501(c)(3) that have NOT filed Form 5768 (election under section 501(h)). (See the instructions for Schedule C for details.)

		(a)		(b)
		Yes	No	Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?			
b	Paid staff or management (include compensation in expenses reported on lines c through i)?			
c	Media advertisements?			
d	Mailings to members, legislators, or the public?			
e	Publications, or published or broadcast statements?			
f	Grants to other organizations for lobbying purposes?			
g	Direct contact with legislators, their staffs, government officials, or a legislative body?			
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means?			
i	Other activities If "Yes," describe in Part IV			
j	Total lines 1c through 1i			
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b	If "Yes" enter the amount of any tax incurred under section 4912			
c	If "Yes" enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6). (See the instructions for Schedule C for details.)

		Yes	No
1	Were substantially all (90% or more) dues received nondeductible by members?	1	
2	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3	Did the organization agree to carryover lobbying and political expenditures from the prior year?	3	

Part III-B To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, questions 1 and 2 are answered "No" OR if Part III-A, question 3 is answered "Yes." (See the instructions for Schedule C for details.)

1	Dues, assessments and similar amounts from members	1 \$
2	Section 162(e) non-deductible lobbying and political expenditures <i>(do not include amounts of political expenses for which the section 527(f) tax was paid).</i>	
a	Current Year	2a \$
b	Carryover from last year	2b \$
c	Total	2c \$
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3 \$
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4 \$
5	Taxable amount of lobbying and political expenditures (line 2c total minus 3 and 4)	5 \$

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 1i. Also, complete this part for any additional information.

Identifier	Return Reference	Explanation

Supplemental Information

Identifier	Return Reference	Explanation
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SCHEDULE D

(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ **Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.**

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization HOUSTON LIVESTOCK SHOW AND RODEO INC	Employer identification number 74-1142851
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Part I

Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate Contributions to (during year)	
3	Aggregate Grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes☐ No	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit? ☐ Yes☐ No	

Part II

Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1	Purpose(s) of conservation easements held by the organization (check all that apply) ☐ Preservation of land for public use (e g , recreation or pleasure)☐ Preservation of an historically importantly land area ☐ Protection of natural habitat☐ Preservation of certified historic structure ☐ Preservation of open space											
2	Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year											
		<table><tr><th></th><th>Held at the End of the Year</th></tr><tr><td>a</td><td>Total number of conservation easements</td></tr><tr><td>b</td><td>Total acreage restricted by conservation easements</td></tr><tr><td>c</td><td>Number of conservation easements on a certified historic structure included in (a)</td></tr><tr><td>d</td><td>Number of conservation easements included in (c) acquired after 8/17/06</td></tr></table>		Held at the End of the Year	a	Total number of conservation easements	b	Total acreage restricted by conservation easements	c	Number of conservation easements on a certified historic structure included in (a)	d	Number of conservation easements included in (c) acquired after 8/17/06
	Held at the End of the Year											
a	Total number of conservation easements											
b	Total acreage restricted by conservation easements											
c	Number of conservation easements on a certified historic structure included in (a)											
d	Number of conservation easements included in (c) acquired after 8/17/06											
3	Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶											
4	Number of states where property subject to conservation easement is located ▶											
5	Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds? ☐ Yes☐ No											
6	Staff or volunteer hours devoted to monitoring, inspecting and enforcing easements during the year ▶											
7	Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ▶ \$											
8	Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes☐ No											
9	In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements											

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a	If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items	
b	If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items	
	(i) Revenues included in Form 990, Part VIII, line 1	▶ \$
	(ii) Assets included in Form 990, Part X	▶ \$
2	If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items	
a	Revenues included in Form 990, Part VIII, line 1	▶ \$
b	Assets included in Form 990, Part X	▶ \$

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3

Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

Trust, Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

If "Yes," explain why in Part XIV and complete the following table

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a	Beginning of year balance				
b	Contributions				
c	Investment earnings or losses				
d	Grants or scholarships				
e	Other expenditures for facilities and programs				
f	Administrative expenses				
g	End of year balance				

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶

c

Term endowment ▶

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i)

unrelated organizations

(ii)

related organizations

3a(i)

Yes

No

3a(ii)

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

3b

4

Describe in Part XIV the intended uses of the organization's endowment funds

Part VI

Investments—Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land	62,400	18,403,212		18,465,612
b Buildings				
c Leasehold improvements		27,327,842	7,737,538	19,590,304
d Equipment		14,421,960	8,628,306	5,793,654
e Other		2,686,103	2,600,021	86,082
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				43,935,652

Schedule D (Form 990) 2008

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives and other financial products		
Closely-held equity interests		
Other		
Total. (Column (b) should equal Form 990, Part X, col (B) line 12) ▶		

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. (Column (b) should equal Form 990, Part X, col (B) line 13)		

(a) Description	(b) Book value
ACCRUED INTEREST RECEIVABLE	0
DEBT ISSUANCE COSTS	461,173
DUE FROM AFFILIATES	10,185,410
Total. (Column (b) should equal Form 990, Part X, col.(B) line 15.)	10,646,583

(a) Description of Liability	(b) Amount
Federal Income Taxes	
UNREDEEMED CERTIFICATES	21,500
DEFERRED INCOME	15,158,483
INTEREST SWAP AGREEMENT	1,041,781
DEPOSITS	1,805,940
PENSION LIABILITY	2,173,803
Total. (Column (b) should equal Form 990, Part X, col (B) line 25)	20,201,507

Schedule D (Form 990) 2008

Part XI

Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	

Part XII

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	

Part XIII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Losses reported on Form 990, Part IX, line 25	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	

Part XIV

Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part XIV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b

Identifier	Return Reference	Explanation

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding
Fundraising or Gaming Activities

► Attach to Form 990 or Form 990-EZ. Must be completed by organizations that answer "Yes" to Form 990, Part IV, lines 17, 18, or 19, and by organizations that enter more than \$15,000 on Form 990-EZ, line 6a.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

1

Indicate whether the organization raised funds through any of the following activities. Check all that apply.

a

☐

Mail solicitations

b

☐

Email solicitations

c

☐

Phone solicitations

d

☐

In-person solicitations

e

☐

Solicitation of non-government grants

f

☐

Solicitation of government grants

g

☐

Special fundraising events

2a

Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising activities?

☐ Yes

☐ No

b

If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Total		►				

3

List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events
		<u>SILENT AUCTION</u> (event type)	<u>DANCE & AUCTION</u> (event type)	<u>5</u> (total number)	(Add col (a) through col (c))
Revenue	1	Gross receipts	102,240	93,545	322,827
	2	Less Charitable contributions	87,240	80,825	226,957
	3	Gross revenue (line 1 minus line 2)	15,000	12,720	95,870
Direct Expenses	4	Cash Prizes		2,000	
	5	Non-cash Prizes	1,044	4,521	982
	6	Rent/Facility costs	23,852		9,030
	7	Other direct expenses	3,334	19,902	127,974
	8	Direct expense summary Add lines 4 through 7 in column (d) ▶			192,639
	9	Net income summary Combine lines 3 and 8 in column (d). ▶			-69,049

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col (a) through col (c))
Revenue	1	Gross revenue			
	2	Cash prizes			
	3	Non-cash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
Direct Expenses	6	Volunteer labor	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No
	7	Direct expense summary Add lines 2 through 5 in column (d) ▶			
	8	Net gaming income summary Combine lines 1 and 7 in column (d) ▶			

		Yes	No
9	Enter the state(s) in which the organization operates gaming activities _____		
a	Is the organization licensed to operate gaming activities in each of these states?	9a	
b	If "No," Explain _____ _____		
10a	Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a	
b	If "Yes," Explain _____ _____		
11	Does the organization operate gaming activities with nonmembers?	11	
12	Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	12	

	Yes	No
13 Indicate the percentage of gaming activity operated in		
a The organization's facility 13a		
b An outside facility 13b		
14 Provide the name and address of the person who prepares the organization's gaming/special events books and records		
Name ►		
Address ►		
15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? 15a		
b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____		
c If "Yes," enter name and address		
Name ►		
Address ►		
16 Gaming manager information		
Name ►		
Gaming manager compensation ► \$ _____		
Description of services provided ►		
☐ Director/officer ☐ Employee ☐ Independent contractor		
17 Mandatory distributions		
a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? 17a		
b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____		

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Grants and Other Assistance to Organizations,
Governments and Individuals in the U.S.

Complete if the organization answered "Yes," on Form 990, Part IV, lines 21 or 22. Attach to Form 990.

OMB No 1545-0047

2008

Open to Public
Inspection

Employer identification number
74-1142851

Part I

General Information on Grants and Assistance

- 1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No
- 2

Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II

Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 if additional space is needed

1(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
HOUSTON LIVESTOCK SHOW & RODEO EDUCATIONAL FUNDPO BOX 20070 HOUSTON,TX 77225	76-0260204	501(C)(3)	3,701,700				THE EDUCATION FUND SUPPORTS HLSR'S PURPOSE

- 2

Enter total number of section 501(c)(3) and government organizations

1
- 3

Enter total number of other organizations

0

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Use Schedule I-1 (Form 990) if additional space is needed.

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e) Method of valuation (book, FMV , appraisal, other)	(f)Description of non-cash assistance

Part IV

Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.
See Additional Data Table

Identifier	Return Reference	Explanation
GRANT POLICY	SCH I, PART 1, QUESTION 2	HOUSTON LIVESTOCK SHOW AND RODEO MAKES GRANTS TO THE AFFILIATED ORGANIZATION HOUSTON LIVESTOCK SHOW AND RODEO EDUCATIONAL FUND (EIN 76 0260204) IN SUPPORT OF SCHOLARSHIP AND EDUCATIONAL GRANTS AWARDED

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

► Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 23.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

Part I Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items		
	☐ First class or charter travel ☐ Travel for companions ☒ Tax idemnification and gross-up payments ☐ Discretionary spending account ☐ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☐ Health or social club dues or initiation fees ☐ Personal services (e g , maid, chauffeur, chef)		
b	If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain	1b Yes	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2 Yes	
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply		
	☒ Compensation committee ☒ Independent compensation consultant ☒ Form 990 of other organizations ☒ Written employment contract ☒ Compensation survey or study ☒ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a		
a	Receive a severance payment or change of control payment?	4a	No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c	No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III		
	501(c)(3) and 501(c)(4) organizations only must complete lines 5-8.		
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of		
a	The organization?	5a	No
b	Any related organization?	5b	No
	If "Yes," to line 5a or 5b, describe in Part III		
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of		
a	The organization?	6a	No
b	Any related organization?	6b	No
	If "Yes," to line 6a or 6b, describe in Part III		
7	For persons listed in form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	No
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	8	No

Part II

Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations described in the instructions on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
JOE BRUCE HANCOCK JR	(i)	140,031				26,194	166,225	
	(ii)							
M LEROY SHAFER	(i)	240,937		1,986		72,606	315,529	
	(ii)							
IRVEN E WAGNER	(i)	402,649	100,000	688	200,000	35,828	739,165	
	(ii)							
JENNIFER W HAZELTON	(i)	183,655		361		17,748	201,764	
	(ii)							
ANDREW SLOAN	(i)	231,007		799		41,677	273,483	
	(ii)							
MARY S MARTIN	(i)	142,775		1,111		40,201	184,087	
	(ii)	0					0	
STEVE GUMERMAN	(i)	142,721				25,880	168,601	
	(ii)							
JOEL COWLEY	(i)	129,479		448		26,684	156,611	
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Schedule L
(Form 990 or 990-EZ)

OMB No 1545-0047

2008

Open to Public Inspection

Transactions with Interested Persons

▶ Attach to Form 990 or Form 990-EZ.
▶ To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V lines 38b or 40b.

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

Part I Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No

2

Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958

▶ \$

3

Enter the amount of tax, if any, on line 2, above, reimbursed by the organization

▶ \$

Part II Loans to and/or From Interested Persons

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c)Original principal amount	(d)Balance due	(e) In default?		(f) Approved by board or committee?		(g)Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No

Total ▶ \$

Part III Grants or Assistance Benefitting Interested Persons

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b)Relationship between interested person and the organization	(c)Amount of grant or type of assistance

Part IV Business Transactions Involving Interested Persons

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
See Additional Data Table					

Additional Data

Software ID:

Software Version:

EIN: 74-1142851

Name: HOUSTON LIVESTOCK SHOW AND RODEO INC

Form 990, Schedule L, Part IV - Business Transactions Involving Interested Persons

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction \$	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
ABSHIER CONSTRUCTION CO INC	OWNED BY BOARD MEMBER	291,774	PROVIDER OF CONST SERVICES		No
EXECUTIVE TOYS	OWNED BY BOARD MEMBER	394,430	PROVIDER OF PRODUCT		No
SIGNTEX IMAGING	OWNED BY BOARD MEMBER	366,065	PROVIDER OF PRODUCT		No
DURWOOD GREEN CONSTRUCTION COMPANY	OWNED BY BOARD MEMBER	2,144,311	PROVIDER OF CONST SERVICES		No
MURPHY BUCKLE COMPANY	OWNED BY BOARD MEMBER	520,946	PROVIDER OF PRODUCT		No
BLAZER RESIDENTIAL INC	OWNED BY BOARD MEMBER	123,956	PROVIDER OF PRODUCT & SERVICES		No
EDMINSTER HINSHAW RUSS ASSOC I	OWNED BY FAM OF BOARD MEM	290,000	PROVIDER OF ENGIN SERVICES		No

SCHEDULE M
(Form 990)

Non-Cash Contributions

To be completed by organizations that answered
"Yes" on Form 990, Part IV, lines 29 or 30.
Attach to Form 990

OMB No 1545-0047

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

Part I

Types of Property

	(a) Check if applicable	(b) Number of Contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	1	124,787	VALUE ON RECEIPT
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution (historic structures)				
14 Qualified conservation contribution (other)				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other (describe _____)				
26 Other (describe _____)				
27 Other (describe _____)				
28 Other (describe _____)				
29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement			29	0

		Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a		No
b If "Yes", describe the arrangement in Part II			
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31	Yes	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?	32a		No
b If "Yes", describe in Part II			
33 If the organization did not report revenues in Column (c) for a type of property for which Column (a) is checked, describe in Part II			

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

[illegible]

SCHEDULE O
(Form 990)

Supplemental Information to Form 990

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

Identifier	Return Reference	Explanation
REVIEW OF FORM 990	PART VI, SECTION A, QUESTION 10	THE AUDIT COMMITTEE, A SUB-COMMITTEE OF THE EXECUTIVE COMMITTEE, ALONG WITH OUTSIDE TAX SPECIALISTS, REVIEW THE RETURN WITH SENIOR MANAGEMENT THE AUDIT COMMITTEE THEN RECOMMENDS APPROVAL OF THE TAX RETURNS INCORPORATING ANY CHANGES THEY SUGGEST TO THE EXECUTIVE COMMITTEE WHICH THEN GIVE FINAL APPROVAL

Identifier	Return Reference	Explanation
CONFLICT OF INTEREST POLICY	PART VI, SECTION B, QUESTION 12c	HLSR DISTRIBUTES A CONFLICT OF INTEREST /FORM 990 QUESTIONNAIRE ANNUALLY THE COMPLETED QUESTIONNAIRES ARE REVIEWED BY HLSR'S GENERAL COUNSEL AND ARE PROVIDED TO ACCOUNTING FOR DISCLOSURE ON THE TAX RETURN WHERE APPROPRIATE

Identifier	Return Reference	Explanation
COMPENSATION POLICY	PART VI, SECTION B, QUESTION 15b	HLSR HAS A COMPENSATION COMMITTEE WHICH REVIEWS PERFORMANCE OF THE CEO ANNUALLY THE COMPENSATION COMMITTEE RECOMMENDS OR REVIEWS AND APPROVES COMPENSATION FOR THE CEO AND ALL OF SENIOR MANAGEMENT THE COMMITTEE USES COMPENSATION STUDIES DONE BY OUTSIDE CONSULTANTS IN THEIR DECISION MAKING PROCESS

Identifier	Return Reference	Explanation
DOCUMENTS MADE AVAILABLE TO THE PUBLIC	PART VI, SECTION C, QUESTION 19	HLSR'S GOVERNING DOCUMENTS, CONFLICTS OF INTEREST POLICY , AND FINANCIAL STATEMENTS MADE AVAILABLE TO THE PUBLIC BY REQUEST IN ADDITION, SUMMARIZED FINANCIALS ARE AVAILABLE ON THE SHOW'S WEBSITE (WWW.HLSR.COM)

Identifier	Return Reference	Explanation
OFFICER & DIRECTOR RELATIONS	PART VI, QUESTION 2	THE FOLLOWING OFFICERS & DIRECTORS ALSO SERVE ON THE BOARD OF DIRECTORS OF THE HOUSTON LIVESTOCK SHOW AND RODEO EDUCATION FUND (EIN 76-0260204) CHARLES R ROBINSON JOSEPH T AINSWORTH, MD JIM BLOODWORTH DON A BUCKALEW JOHN CAUSEY J M CLEPPER JOHN T COOK TILMAN J FERTITTA WAYNE HOLLIS JR DON D JORDAN H STUART LANG JR s JACK A LYONS ED MCMAHON LOUIS M PEARCE JR JOHN O SMITH PAUL G SOMERVILLE KEITH A STEFFEK R H STEVENS P MICHAEL WELLS JAMES M WINDHAM JR JOHN D ELLIS JR HARRY ALLEN PERRIN THE FOLLOWING OFFICERS & DIRECTORS ALSO SERVE ON THE BOARD OF DIRECTORS OF THE HOUSTON LIVESTOCK SHOW AND RODEO INSTITUTE FOR TEACHER EXCELLENCE (EIN 76-0539447) JACK A LYONS RICHARD E BEAN BRADY F CARRUTH J M CLEPPER G RAY HINSLEY III WAYNE HOLLIS JR KEITH A STEFFEK H MICHAEL TYSON THE FOLLOWING OFFICERS & DIRECTORS ALSO SERVE ON THE BOARD OF DIRECTORS OF CORRAL CLUB, INC (EIN 74-2079763) JOSEPH T AINSWORTH LOUIS M PEARCE, JR JAMES O BLOODWORTH P MICHAEL WELLS THE FOLLOWING OFFICERS & DIRECTORS HAVE A FAMILY RELATIONSHIP WITH EACH OTHER NATHAN M BROWN (FATHER) TERRY BROWN (SON) KELLEY CHISHOLM (SON-IN-LAW) PETER RUMAN (FATHER-IN-LAW) DON JORDAN (FATHER-IN-LAW) CHRIS CUNNINGHAM (SON-IN-LAW) ERNST DAVIS (SON-IN-LAW) H H MOORE (FATHER-IN-LAW) ROBERT DAVIS (BROTHER) TOM C DAVIS (BROTHER) TOM DOMPIER (FATHER) SHELLY MULANAX (DAUGHTER) ROY ELLEDGE (FATHER) BRENDA SHORT (STEPDAUGHTER) SUZANNE EPPS (MOTHER) JAMES C EPPS (SON) TOMMY HILDEBRAND (FATHER) JEFF HILDEBRAND (SON) LIZ JAMESON (SISTER-IN-LAW) PAT GILBERT (BROTHER-IN-LAW) JAMES GROVER KELLEY (BROTHER) NANO KELLY SCHERRIEB (SISTER) STUART LANG (FATHER) STUART LANG III (SON) WILLARD MERCIER (FATHER-IN-LAW) EDWARD SCHULZ (SON-IN-LAW) MASON HUNT (BROTHER-IN-LAW) SHELLY MULANAX (SISTER-IN-LAW) DON MURPHY (FATHER) PHILLIP MURPHY (SON) R L BUD O'SHIELES (FATHER) KELLY O'SHIELES (DAUGHTER) PAT PENNINGTON (BROTHER-IN-LAW) CATHY CUNDIFF (SISTER-IN-LAW)(STAFF MEMBER) I H PERRY (FATHER) PAT PERRY (SON) W C SARTWELLE (FATHER) ELYSE SARTWELLE (DAUGHTER) W C SARTWELLE (BROTHER) JAMES SARTWELLE (BROTHER) SAMUEL S SMITH (FATHER-IN-LAW) ANDREW J VAVRA (SON-IN-LAW) JERROL SPRINGER (HUSBAND) PAM SPRINGER (WIFE) R H STEVENS (FATHER-IN-LAW) JIM BOB TAYLOR (SON-IN-LAW) MARY ELLEN VERBOIS (SISTER-IN-LAW) JOEL VERBOIS (BROTHER-IN-LAW) PERRY MICHAEL WELLS (FATHER) PERRY MICHAEL WELLS, JR (SON) J M CLEPPER (FATHER) MICHAEL E CLEPPER (SON) FREEMAN DUNN (FATHER) W T DUNN (SON) DANNY LANG, SR (FATHER) DANNY LANG, JR (SON) ROY MARSH (BROTHER) ROBERT MARSH (BROTHER) CHARLES MELTON (FATHER) MARK MELTON (SON) LOUIS M PEARCE (FATHER) GARY PEARCE (SON) THE FOLLOWING OFFICERS & DIRECTORS HAVE A BUSINESS RELATIONSHIP WITH EACH OTHER WORK FOR WAUKESHA PEARCE INDUSTRIES RICHARD BEAN LOUIS M PEARCE GARY M PEARCE JIM EPPS PARTNERS IN STORAGE FACILITY DAVID BOOTHE RED GRIFFIN DENNIS STEGER WORK FOR CASETECH INTERNATIONAL LARRY CARROLL LON RANDAZZO PARTNERS IN REAL ESTATE PROPERTY CHRIS CUNNINGHAM JIMMY LYONS BOARD OF DIRECTORS OF ELVES AND MORE CHARITY TOM C DAVIS J M CLEPPER WORK FOR D L DOYLE CONSTRUCTION CO DOUGLAS DOYLE JIM BOB TAYLOR WORK FOR CANNONBALL TRUCKING, INC RONALD EUBANKS JIM LIGHTFOOT PARTNERS IN JOINT REAL ESTATE VENTURES TOM HENDERSON KEN JACOBSON GERALD LYNN NUNEZ WORK FOR HOMETRUST MORTGAGE CO KEN JACOBSON GERALD LYNN NUNEZ BOARD OF DIRECTORS OF MY FRIENDS FOUNDATION LUCKY LONG DON NEUENSCHWANDER BILL STALLINGS SHAREHOLDERS OF LEISURE TRAVEL ALLIANCE, INC MICHAEL MCKINNEY JAMES PARISH JOE VAN MATRE STUART GODWIN CLAY PARKER BILL LAWLER JOHN SMITH HUGH SUTTON J STEVE ALDRIDGE WORK FOR MONTALBANO LUMBER CO YANCE MONTALBANO JOHN MONTALBANO WORK FOR METRO VALUATION SERVICES GERALD LYNN NUNEZ JAMES MUSHINSKI WORK FOR JOHN L WORTHAM & SON, LP JACK LYONS ROBERT E PAINE BOARD OF DIRECTORS OF HARRIS COUNTY SPORTS & CONVENTION CORPORATION BILL TEAGUE JOHN MONTALBANO BOARD OF DIRECTORS OF MARY J HAMILTON, CON DIOS FOUNDATION ANDREW VAVRA TOM DAVIS TEXAS 4-H YOUTH DEVELOPMENT FOUNDATION BOARD OF TRUSTEES JOHN WADE TOM DOMPIER ALLEN OWEN ART MONCRIEF ERNIE DAVIS ST JOHN'S EPISCOPAL CHURCH VESTRY JOHN WADE JIM SARTWELLE SERVE AS DIRECTORS AND MEMBERS OF THE EXECUTIVE COMMITTEE OF TITLE DATA, INC JAMES WINDHAM E D LESTER BOARD OF DIRECTORS OF HOUSTON FARM AND RANCH CLUB SALLY MAHAN WOODY LOUIS BART DAVID BOOTHE

Identifier	Return Reference	Explanation
EXPLANATION OF COMBINED AUDIT REPORT	PART XI, QUESTION 2, PART IV, QUESTION 12	The Houston Livestock Show & Rodeo, Inc , The Houston Livestock Show & Rodeo Educational Fund (EIN 76-0260204), Corral Club, Inc (EIN 74-2079763), and The Houston Livestock Show & Rodeo Institute for Teacher Excellence (EIN 76-0539447) have a combined audit report The Houston Livestock Show & Rodeo, Inc has an Audit Committee charged with responsibility for the oversight of the combined audited financial statements and the selection of an independent accountant

Identifier	Return Reference	Explanation
EXECUTIVE COMMITTEE EXPLANATION	PART VI, QUESTION 1	AN EXECUTIVE COMMITTEE IS ELECTED BY THE HLSR BOARD OF DIRECTORS THE PURPOSE OF THE EXECUTIVE COMMITTEE IS TO GIVE IMMEDIATE AID, COUNSEL AND AUTHORITY TO THE OFFICERS AND MANAGERS OF HLSR AND TO CARRY OUT THE RULES, REGULATIONS, PURPOSES AND POLICIES OF THE BOARD OF DIRECTORS THE EXECUTIVE COMMITTEE REPORTS TO AND IS RESPONSIBLE DIRECTLY TO THE BOARD OF DIRECTORS DURING THE INTERVAL BETWEEN MEETINGS OF THE BOARD OF DIRECTORS, THE EXECUTIVE COMMITTEE POSSESSES AND MAY EXERCISE THE POWERS OF THE BOARD OF DIRECTORS NECESSARY OR CONVENIENT FOR THE MANAGEMENT, CONTROL AND DIRECTION OF THE BUSINESS AND AFFAIRS OF HLSR

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2008

Open to Public Inspection

▶ Attach to Form 990. To be completed by organizations that answerd "Yes" to Form 990, Part IV, lines 33, 34, 35, 36, or 37.
▶ See separate instructions.

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

Part I Identification of Disregarded Entities					
(A) Name, address, and EIN of disregarded entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Total income	(E) End-of-year assets	(F) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations					
(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
HLSR EDUCATIONAL FUND 8334 FANNIN ST HOUSTON, TX77054 76-0260204	SCHOLARSHIPS	TX	501(C)(3)	11	
HLSR INSTITUTE FOR TEACHER EXCELLENCE 8334 FANNIN ST HOUSTON, TX77054 75-0539447	EDUCATION	TX	501(c)(3)	11	
HLSR ENDOWMENT FOUNDATION 8334 FANNIN ST HOUSTON, TX77054 20-3612828	EDUCATION	TX	501(c)(3)	11	

Part III Identification of Related Organizations Taxable as a Partnership

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Predominant income(related, investment, unrelated)	(F) Share of total income	(G) Share of end-of- year assets	(H) Disproprtionate allocations?		(I) Code V—UBI amount on Box 20 of K-1	(J) General or managing partner?	
							Yes	No		Yes	No

Part IV Identification of Related Organizations Taxable as a Corporation or Trust

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Type of entity (C corp, S corp, or trust)	(F) Share of total income	(G) Share of end-of-year assets	(H) Percentage ownership
CORRAL CLUB INC 8334 FANNIN ST HOUSTON, TX77054 74-2079763	BAR OPERATION	TX	NA	C CORP	0	0	0 %

Part V

Transactions with Related Organizations

Note. Complete line 1 if any entity is listed in Parts II, III or IV

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

b Gift, grant, or capital contribution to other organization(s)

c Gift, grant, or capital contribution from other organization(s)

d Loans or loan guarantees to or for other organization(s)

e Loans or loan guarantees by other organization(s)

f Sale of assets to other organization(s)

g Purchase of assets from other organization(s)

h Exchange of assets

i Lease of facilities, equipment, or other assets to other organization(s)

j Lease of facilities, equipment, or other assets from other organization(s)

k Performance of services or membership or fundraising solicitations for other organization(s)

l Performance of services or membership or fundraising solicitations by other organization(s)

m Sharing of facilities, equipment, mailing lists, or other assets

n Sharing of paid employees

o Reimbursement paid to other organization for expenses

p Reimbursement paid by other organization for expenses

q Other transfer of cash or property to other organization(s)

r Other transfer of cash or property from other organization(s)

Yes

No

1a

No

1b

Yes

1c

No

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

No

1l

No

1m

Yes

1n

Yes

1o

No

1p

Yes

1q

No

1r

No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds		
(A) Name of other organization(s)	(B) Transaction type(a-r)	(C) Amount Involved
(1) HLSR EDUCATIONAL FUND	B, M,	7,434,497
(2) CORAL CLUB INC	M, N,	943,923
(3)		
(4)		
(5)		
(6)		

Schedule R (Form 990) 2008

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]