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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)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2009

Open to Public Inspection

A For the 2009 calendar year, or tax year beginning 04-01-2009 and ending 03-31-2010

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization
SOUTHWESTERN EXPOSITION AND LIVESTOCK SHOW

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
PO BOX 150

City or town, state or country, and ZIP + 4
FORT WORTH, TX 76101

D Employer identification number
75-0575065

E Telephone number
(817) 877-2400

G Gross receipts $ 16,367,318

F Name and address of principal officer
bradford s barnes
PO BOX 150
FORT WORTH, TX 76101

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 Website: ▶ WWW FWSSR COM

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶ | **L** Year of formation 1948 | **M** State of legal domicile TX

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities
The Stock Show encourages and promotes the breeding, raising, and marketing of better cattle, swine, sheep, horses, mules, poultry and other livestock and farm products by the exhibition of said stock and farm products at public fairs

2 Check this box ▶☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3	Number of voting members of the governing body (Part VI, line 1a)	3	149
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	114
5	Total number of employees (Part V, line 2a)	5	822
6	Total number of volunteers (estimate if necessary)	6	237
7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	289,550	300,375
	9	Program service revenue (Part VIII, line 2g)	12,525,252	13,310,035
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	132,820	430,034
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	5,271	5,271
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	12,952,893	14,045,715
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	286,287	835,176
	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)	3,204,567	872,717
	16a	Professional fundraising fees (Part IX, column (A), line 11e)		0
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶0		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	9,596,449	10,838,742
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	13,087,303	12,546,635
	19	Revenue less expenses Subtract line 18 from line 12	-134,410	1,499,080

			Beginning of Current Year	End of Year
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	15,592,035	18,431,373
	21	Total liabilities (Part X, line 26)	2,714,797	1,285,460
	22	Net assets or fund balances Subtract line 21 from line 20	12,877,238	17,145,913

Part II Signature Block

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

Sign Here

****** | 2010-08-13
Signature of officer | Date

Bradford S Barnes EXECUTIVE VICE PRESIDENT
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶	Date	Check if self-empolyed ▶ ☐	Preparer's identifying number (see instructions)
Firm's name (or yours if self-employed), address, and ZIP + 4 ▶	Whitley Penn LLP 1400 West 7th Street Ste 400 Ft Worth, TX 76102		EIN ▶ Phone no ▶ (817) 258-9100

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

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission

The Stock Show encourages and promotes the breeding, raising, and marketing of better cattle, swine, sheep, horses, mules, poultry and other livestock and farm products by the exhibition of said stock and farm products at public fairs

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 501(c)(4) organizations and section 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 $ 12,360,289 including grants of $ 835,176) (Revenue $ 13,310,035)

EXHIBITION OF LIVESTOCK AND FARM PRODUCTS TO PUBLIC IN ORDER TO ENCOURAGE AND PROMOTE THE BREEDING, RAISING AND MARKETING OF BETTER CATTLE AND AGRICULTURAL PRODUCTS

4b (Code) (Expenses $ including grants of $) (Revenue $)

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** ▶$ 12,360,289

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		No
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 similar funds or 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, directly or through a related organization, hold assets in term, permanent,or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		No
11	Is the organization's answer to any of the following questions "Yes"? *If so,complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.*	11	Yes	
	• Did the organization report an amount for land, buildings, and equipment in Part X, line10? *If "Yes," complete Schedule D, Part VI.*			
	• Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII.*			
	• Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII.*			
	• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX.*			
	• Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*			
	• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? *If "Yes," complete Schedule D, Part X.*			
12	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12	Yes	
12A	Was the organization included in consolidated, independent audited financial statements for the tax year? Yes / No *If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional* — 12A: No			
13	Is the organization a school 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 United States?	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 United States? *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 U S ? *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 U S ? *If "Yes," complete Schedule F, Part III*	16		No
17	Did the organization report a total of more than $15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17		No
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		No
19	Did the organization report more than $15,000 of gross income from gaming activities 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

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States 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 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *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 line 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	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *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, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a	Yes	
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b	Yes	
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or owner? *If "Yes," complete Schedule L, Part IV*	28c	Yes	
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	33		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35		No
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096, *Annual Summary and Transmittal of U.S. Information Returns. Enter -0-* if not applicable	1a 404			
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, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return	2a 822			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note:** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)		2b	Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?		3a		No
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*		3b		
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 line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and 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 receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		7a		No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b		
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	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		
9	**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** For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body	1a	149		
b	Enter the number of voting members that are independent	1b	114		
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			No
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	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b			No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?	8a		Yes	
b	Each committee with authority to act on behalf of the governing body?	8b		Yes	
9	Is there any officer, director, 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	9			No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		No
b	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?	10b		
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11		No
11A	Describe in Schedule O the process, if any, used by the organization to review the Form 990			
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	Yes	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	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		No
14	Does the organization have a written document retention and destruction policy?	14		No
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?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes" to line a or b, describe the process in Schedule O (See instructions)			
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
b	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 ▶

BRADFORD S BARNES
3400 BURNETT TANDY DRIVE
FORT WORTH, TX 76107
(817) 877-2400

Part VII **Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

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

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year Use Schedule J-2 if additional space is needed

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

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

(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			
AB WHARTON DIRECTOR	50	X						0	0	0
AM MICALLEF DIRECTOR	50	X						0	0	0
AV CORPENING III DIRECTOR	50	X						0	0	0
ABEL SANCHEZ DIRECTOR	50	X						0	0	0
ALAN SCHUTTS DIRECTOR	50	X						0	0	0
ARVIL J LEWIS DIRECTOR	50	X						0	0	0
BARRY GREEN DIRECTOR	50	X						0	0	0
BEN FORTSON III DIRECTOR	50	X						0	0	0
BERT WILLIAMS DIRECTOR	50	X						0	0	0
BILL BARCLAY DIRECTOR	50	X						0	0	0
BILL MCDAVID DIRECTOR	50	X						0	0	0
BILL POTEET III DIRECTOR	50	X						0	0	0
BILLY MINICK DIRECTOR	50	X						0	0	0
BOB BOLEN DIRECTOR	50	X						0	0	0
BOB GLENN DIRECTOR	50	X						400	0	0
BOB MOORHOUSE DIRECTOR	50	X						0	0	0
BOB R WRIGHT DIRECTOR	50	X						0	0	0

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply): Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(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
BRADFORD S BARNES EXECUTIVE VICE PRESIDENT	40 00	X		X				318,580	0	52,747
BRECK RAY DIRECTOR	50	X						0	0	0
CARL MULLINS DIRECTOR	50	X						0	0	0
CARTER KING DIRECTOR	50	X						0	0	0
CHARLES B MONCRIEF SECRETARY	50	X		X				0	0	0
CHARLES R LASATER DIRECTOR	50	X						0	0	0
CHARLES R ROLLINS DIRECTOR	50	X						0	0	0
CHARLIE GEREN VICE PRESIDENT	50	X		X				1,800	0	0
CHARLIE ROYER III DIRECTOR	50	X						0	0	0
CHRIS QUINN DIRECTOR	50	X						0	0	0
CHRIS SCHARBAUER DIRECTOR	50	X						0	0	0
CLIFF TEINERT DIRECTOR	50	X						0	0	0
CRAWFORD EDWARDS DIRECTOR	50	X						0	0	0
DAN CRAINE DIRECTOR	50	X						0	0	0
DAN L ADAMS DIRECTOR	50	X						0	0	0
DAN NANCE DIRECTOR	50	X						0	0	0
DANNY R SMITH DIRECTOR	50	X						0	0	0
DAVID J SIMONS DIRECTOR	50	X						0	0	0
DAVID MCDAVID DIRECTOR	50	X						0	0	0
DEBRA JOHNSON HEAD DIRECTOR	50	X						0	0	0
DEE KELLY JR DIRECTOR	50	X						0	0	0
ED FARMER BEGGS II DIRECTOR	50	X						0	0	0
EDDIE SANDOVAL III DIRECTOR	50	X						400	0	0
EDWARD P BASS CHAIRMAN OF THE BOARD	50	X		X				0	0	0
ELAINE B AGATHER DIRECTOR	50	X						0	0	0
ERLE NYE DIRECTOR	50	X						0	0	0
F HOWARD WALSH JR DIRECTOR	50	X						0	0	0
FLN NEVE DIRECTOR	50	X						0	0	0
FRANK H GOLDTHWAITE JR DIRECTOR	50	X						0	0	0
FRANK L NEVE III DIRECTOR	50	X						0	0	0
FRANK P TALLEY JR DIRECTOR	50	X						0	0	0
FRITZ-ALAN KORTH DIRECTOR	50	X						0	0	0
G MALCOLM LOUDEN DIRECTOR	50	X						0	0	0
G MARTIN PHILLIPS DIRECTOR	50	X						0	0	0
GARY RAY DIRECTOR	50	X						0	0	0
GENE GRAY DIRECTOR	50	X						0	0	0
GEORGE BEGGS III DIRECTOR	50	X						0	0	0
GEORGE BEGGS IV DIRECTOR	50	X						0	0	0
GEORGE M YOUNG JR DIRECTOR	50	X						250	0	0
GERALD H PERRY DIRECTOR	50	X						500	0	0
GILBERT GAMEZ JR DIRECTOR	50	X						400	0	0
HOLT HICKMAN DIRECTOR	50	X						0	0	0
J LUTHER KING JR DIRECTOR	50	X						0	0	0
J ROGER WILLIAMS DIRECTOR	50	X						0	0	0
J TYLER MORRIS DIRECTOR	50	X						0	0	0
JD JOHNSON DIRECTOR	50	X						0	0	0
jR WILLIAMS III dIRECTOR	50	X						0	0	0
JT DICKENSON DIRECTOR	50	X						0	0	0
JAMES A RYFFEL DIRECTOR	50	X						0	0	0
JAMES E LINK DIRECTOR	50	X						0	0	0
JAMES R PERRY DIRECTOR	50	X						0	0	0
JAMES WOOD DIRECTOR	50	X						0	0	0
JIM CALHOUN JR DIRECTOR	50	X						0	0	0
JIM KELLEY DIRECTOR	50	X						350	0	0
JOHN B COLLIER IV DIRECTOR	50	X						0	0	0
JOHN E DUDLEY DIRECTOR	50	X						0	0	0
JOHN EARL SEELIG DIRECTOR	50	X						0	0	0
JOHN F MCMICHAEL DIRECTOR	50	X						0	0	0
JOHN HERNANDEZ DIRECTOR	50	X						175	0	0
JOHN L LEWIS DIRECTOR	50	X						100	0	0
JOHN L MERRILL DIRECTOR	50	X						0	0	0
JOHN P BOSWELL DIRECTOR	50	X						0	0	0
JOHN PEARCE DIRECTOR	50	X						500	0	0
JOHN R THOMPSON JR DIRECTOR	50	X						50	0	0
JOHN T GAVIN DIRECTOR	50	X						0	0	0
JOHNNY SUMMEROUR DIRECTOR	50	X						0	0	0
JON BRUMLEY DIRECTOR	50	X						0	0	0
JONNY BRUMLEY DIRECTOR	50	X						0	0	0
JOSEPH A MONTELEONE DIRECTOR	50	X						0	0	0
KATE JOHNSON DIRECTOR	50	X						1,700	0	0
KELLY RILEY DIRECTOR	50	X						0	0	0
KENNETH K LEIBER DIRECTOR	50	X						400	0	0
KENNETH WALTRIP DIRECTOR	50	X						0	0	0
KIT MONCRIEF DIRECTOR	50	X						0	0	0
LJ SADLOWSKI DIRECTOR	50	X						0	0	0
LO BRIGHTBILL III DIRECTOR	50	X						0	0	0
LARRY ANFIN DIRECTOR	50	X						0	0	0
LEE M BASS DIRECTOR	50	X						0	0	0
LOUIS E MARTIN III DIRECTOR	50	X						0	0	0
MADELON L BRADSHAW DIRECTOR	50	X						0	0	0
MANUEL LOPEZ III DIRECTOR	50	X						0	0	0
MARCUS HILL DIRECTOR	50	X						0	0	0
MARTIN C BOWEN DIRECTOR	50	X						0	0	0
MARTY RICHTER DIRECTOR	50	X						1,000	0	0
MARY BETH MILLETT DIRECTOR	50	X						200	0	0
MICHAEL B HARRISON DIRECTOR	50	X						400	0	0
MICHAEL D WARNER DIRECTOR	50	X						350	0	0
MIKE BERRY DIRECTOR	50	X						0	0	0
MIKE SANDS DIRECTOR	50	X						650	0	0
PAM MINICK DIRECTOR	50	X						0	0	0
PETE BONDS DIRECTOR	50	X						0	0	0
PHILIP C WILLIAMSON DIRECTOR	50	X						0	0	0
PHILIP L SCHUTTS DIRECTOR	50	X						3,000	0	0
R MIKE LANSFORD DIRECTOR	50	X						350	0	0
RALPH H DUGGINS DIRECTOR	50	X						0	0	0
RANDY RODGERS TREASURER	50	X		X				0	0	0
RANDY UPSHAW DIRECTOR	50	X						500	0	0
rANDY waTSON dIRECTOR	50	X						0	0	0
RICHARD CONNoR DIRECTOR	50	X						0	0	0
ROB GREEN DIRECTOR	50	X						0	0	0
ROBERT H MERRILL DIRECTOR	50	X						0	0	0
ROBERT M LANSFORD DIRECTOR	50	X						400	0	0
ROBERT W SEMPLE DIRECTOR	50	X						0	0	0
RODNEY WOODSON DIRECTOR	50	X						0	0	0
RONNIE MCNUTT DIRECTOR	50	X						3,400	0	0
ROSS PEROT JR DIRECTOR	50	X						0	0	0
ROY J EATON DIRECTOR	50	X						1,200	0	0
ROY T PITCOCK DIRECTOR	50	X						0	0	0
S DALE OUSLEY DIRECTOR	50	X						1,400	0	0
SCOTT KLEBERG DIRECTOR	50	X						0	0	0
STEPHEN L BROTHERTON DIRECTOR	50	X						0	0	0
TE JERNIGAN DIRECTOR	50	X						600	0	0
TERRY R DALLAS DIRECTOR	50	X						0	0	0
THOMAS B REYNOLDS DIRECTOR	50	X						0	0	0
THOMAS B SAUNDERS V DIRECTOR	50	X						64,510	0	0
TOM FELLER DIRECTOR	50	X						0	0	0
TOM L WOODWARD DIRECTOR	50	X						700	0	0
TREY QUINN DIRECTOR	50	X						0	0	0
VERNELL STURNS DIRECTOR	50	X						0	0	0
VON R BOX DIRECTOR	50	X						900	0	0
W CLAY JONES DIRECTOR	50	X						0	0	0
W CRAIG DOYLE DIRECTOR	50	X						0	0	0
W R WATT JR PRESIDENT	40 00	X		X				327,742	0	148,505
WA SCHMID III DIRECTOR	50	X						0	0	0
WAYNE C JORDAN DIRECTOR	50	X						50	0	0
WILLIAM A LANDRETH JR DIRECTOR	50	X						0	0	0
WILLIAM C ANDERSON DIRECTOR	50	X						0	0	0
WILLIAM D RATLIFF III DIRECTOR	50	X						0	0	0
WILLIAM S DAVIS DIRECTOR	50	X						0	0	0
WILLIAM W MEADOWS DIRECTOR	50	X						0	0	0
WILSON MARTIN DIRECTOR	50	X						300	0	0
ZACK T WOOD JR DIRECTOR	50	X						0	0	0
ANNE W MARION HONORARY VICE PRESIDENT	50			X				0	0	0
BERTRAND N HONEA JR HONORARY VICE PRESIDENT	50			X				0	0	0
CLARENCE SCHARBAURER JR HONORARY VICE PRESIDENT	50			X				0	0	0
DEE J KELLY HONORARY VICE PRESIDENT	50			X				0	0	0
DON E WEEKS HONORARY VICE PRESIDENT	50			X				0	0	0
EARL COX III HONORARY VICE PRESIDENT	50			X				0	0	0
EDWARD HUDSON JR HONORARY VICE PRESIDENT	50			X				0	0	0
EUGENE C SWENSON HONORARY VICE PRESIDENT	50			X				0	0	0
GARY H PACE HONORARY VICE PRESIDENT	50			X				0	0	0
HARRY G HANSEN HONORARY VICE PRESIDENT	50			X				0	0	0
IB CHAPMAN II HONORARY VICE PRESIDENT	50			X				0	0	0
JACK W FERRILL HONORARY VICE PRESIDENT	50			X				0	0	0
JOHN M STEVENSON HONORARY VICE PRESIDENT	50			X				0	0	0
JOHN V ROACH HONORARY VICE PRESIDENT	50			X				0	0	0
KAYE BUCK McDERMOTT HONORARY VICE PRESIDENT	50			X				0	0	0
LEONARD PAUL HONORARY VICE PRESIDENT	50			X				0	0	0
MARSHALL T ROBINSON HONORARY VICE PRESIDENT	50			X				0	0	0
RA BROWN HONORARY VICE PRESIDENT	50			X				0	0	0
RA CANTRELL JR HONORARY VICE PRESIDENT	50			X				250	0	0
THOMAS E RIDDLE HONORARY VICE PRESIDENT	50			X				0	0	0
TOM B SAUNDERS IV HONORARY VICE PRESIDENT	50			X				0	0	0
WA MONCRIEF JR HONORARY VICE PRESIDENT	50			X				0	0	0
WILLIAM C DONNELL HONORARY VICE PRESIDENT	50			X				0	0	0
WILLIAM E McKAY HONORARY VICE PRESIDENT	50			X				0	0	0
BRUCE MCCARTY DEPT MGR	40 00					X		124,000	0	19,679
DANA LEWIS OFFICE MGR	40 00					X		97,742	0	18,509
GINNY BROWN ACCOUNTANT	40 00					X		104,440	0	18,769
MATT BROCKMAN EXEC ASSISTANT	40 00					X		134,400	0	21,621
PAM WRIGHT DEPT MGR	40 00					X		109,708	0	10,990
1b Total . . . . ▶								1,206,055	0	272,311

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ▶6

		Yes	No
3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	**3**		No
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	**4**	Yes	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? *If "Yes," complete Schedule J for such person*	**5**		No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
RAFTER G RODEO COMPANY 9140 CR 353 TERRELL, TX 75161	RODEO SHOW CONTRACTOR	405,000
DAVID HUDGINS 839 DEER TRAIL GORDON, TX 76453	MAINTENANCE SERVICES	169,112
INNOVADOR LLC PO BOX 471426 FORT WORTH, TX 76147	PUBLIC RELATIONS	168,693
LONE STAR ELECTRIC 2008 WEST 5TH STREET FORT WORTH, TX 76107	ELECTRICAL CONTRACTOR	132,595
PROMOTER LINE INC 4218 GATEWAY DRIVE SUITE 140 COLLEYVILLE, TX 76034	TALENT AGENCY	114,717

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ▶6

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 300,375				
	g Noncash contributions included in lines 1a-1f $					
	h **Total.** Add lines 1a-1f ▶		300,375			
Program Service Revenue		Business Code				
	2a RODEO & LIVESTOCK SHOW	900,099	13,310,035	13,310,035		
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g **Total.** Add lines 2a–2f ▶		13,310,035			
Other Revenue	3 Investment income (including dividends, interest and other similar amounts) ▶		369,900			369,900
	4 Income from investment of tax-exempt bond proceeds ▶					
	5 Royalties ▶					
		(i) Real / (ii) Personal				
	6a Gross Rents	5,271 /				
	b Less rental expenses	/				
	c Rental income or (loss)	5,271 /				
	d Net rental income or (loss) ▶		5,271			5,271
		(i) Securities / (ii) Other				
	7a Gross amount from sales of assets other than inventory	2,381,737 /				
	b Less cost or other basis and sales expenses	2,321,603 /				
	c Gain or (loss)	60,134 /				
	d Net gain or (loss) ▶		60,134			60,134
	8a Gross income from fundraising events (not including $ of contributions reported on line 1c) See Part IV, line 18 a					
	b Less direct expenses b					
	c Net income or (loss) from fundraising events ▶					
	9a Gross income from gaming activities See Part IV, line 19 a					
	b Less direct expenses b					
	c Net income or (loss) from gaming activities ▶					
	10a Gross sales of inventory, less returns and allowances a					
	b Less cost of goods sold b					
	c Net income or (loss) from sales of inventory ▶					
	Miscellaneous Revenue	Business Code				
	11a					
	b					
	c					
	d All other revenue					
	e **Total.** Add lines 11a–11d ▶					
	12 **Total revenue.** See Instructions ▶		14,045,715	13,310,035	0	435,305

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	599,096	599,096		
2	Grants and other assistance to individuals in the U S See Part IV, line 22	236,080	236,080		
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	665,000	532,000	133,000	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	1,132,842	1,019,558	113,284	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	328,315	275,785	52,530	
9	Other employee benefits	-1,515,831	-1,273,298	-242,533	
10	Payroll taxes	262,391	233,528	28,863	
11	Fees for services (non-employees)				
a	Management				
b	Legal	14,662		14,662	
c	Accounting	44,811	11,203	33,608	
d	Lobbying				
e	Professional fundraising *See Part IV, line 17* . .				
f	Investment management fees	52,932		52,932	
g	Other	15,000	15,000		
12	Advertising and promotion	506,597	506,597		
13	Office expenses	32,873	32,873		
14	Information technology	48,666	48,666		
15	Royalties . .				
16	Occupancy	274,683	274,683		
17	Travel	36,077	36,077		
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings				
20	Interest	60,973	60,973		
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	59,673	59,673		
23	Insurance	321,011	321,011		
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	STOCK SHOW	4,229,430	4,229,430		
b	LIVESTOCK SALE	3,610,743	3,610,743		
c	RODEO	1,371,759	1,371,759		
d	CITY OF FW IMPROVEMENTS	85,310	85,310		
e	POSTAGE	46,691	46,691		
f	All other expenses	26,851	26,851		
25	**Total functional expenses.** Add lines 1 through 24f	12,546,635	12,360,289	186,346	0
26	**Joint costs.** Check here ▶ ☐ 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		24,286	1	80,824
	2	Savings and temporary cash investments		2,817,992	2	1,510,226
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		41,081	4	92,709
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		19,160	9	10,437
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 1,394,209			
	b	Less accumulated depreciation	10b 1,062,806	280,722	10c	331,403
	11	Investments—publicly traded securities		11,304,856	11	14,638,087
	12	Investments—other securities See Part IV, line 11		1,100,782	12	1,764,375
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		3,156	15	3,312
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		15,592,035	16	18,431,373
Liabilities	17	Accounts payable and accrued expenses		152,435	17	105,036
	18	Grants payable		277,325	18	513,338
	19	Deferred revenue		1,000	19	
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability *Complete Part IV of Schedule D*			21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons *Complete Part II of Schedule L*			22	
	23	Secured mortgages and notes payable to unrelated third parties		554,061	23	356,000
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities Complete Part X of Schedule D		1,729,976	25	311,086
	26	**Total liabilities.** Add lines 17 through 25		2,714,797	26	1,285,460
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		12,150,352	27	16,334,402
	28	Temporarily restricted net assets		726,886	28	811,511
	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		12,877,238	33	17,145,913
	34	Total liabilities and net assets/fund balances		15,592,035	34	18,431,373

Part XI Financial Statements and Reporting

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
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	Yes	
c	If "Yes," to 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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O . . .	2c	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both ☑ Separate basis ☐ Consolidated basis ☐ Both consolidated and separated basis			
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? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits . .	3b		

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SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
SOUTHWESTERN EXPOSITION AND LIVESTOCK SHOW

Employer identification number
75-0575065

Part I **Reason for Public Charity Status** (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1 ☐ A church, convention of churches, or association of churches **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).**

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).**

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?

		Yes	No
(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?	**11g(i)**		
(ii) a family member of a person described in (i) above?	**11g(ii)**		
(iii) a 35% controlled entity of a person described in (i) or (ii) above?	**11g(iii)**		

h Provide the following information about the supported organization(s)

(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.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	**(a)** 2005	**(b)** 2006	**(c)** 2007	**(d)** 2008	**(e)** 2009	**(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 lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public Support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in)	**(a)** 2005	**(b)** 2006	**(c)** 2007	**(d)** 2008	**(e)** 2009	**(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 (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
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** ☐

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2009 (line 6 column (f) divided by line 11 column (f)) **14**

15 Public Support Percentage for 2008 Schedule A, Part II, line 14 **15**

16a **33 1/3% support test—2009.** 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% support test—2008.** 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—2009.** 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—2008.** 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 a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions ☐

Part III **Support 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)** 2005	**(b)** 2006	**(c)** 2007	**(d)** 2008	**(e)** 2009	**(f)** Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	268,294	308,218	305,035	289,550	300,375	1,471,472
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	12,231,521	12,205,808	12,514,467	12,525,252	13,310,035	62,787,083
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5	12,499,815	12,514,026	12,819,502	12,814,802	13,610,410	64,258,555
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year				187,225	65,007	252,232
c Add lines 7a and 7b				187,225	65,007	252,232
8 **Public Support** (Subtract line 7c from line 6)						64,006,323

Section B. Total Support

Calendar year (or fiscal year beginning in)	**(a)** 2005	**(b)** 2006	**(c)** 2007	**(d)** 2008	**(e)** 2009	**(f)** Total
9 Amounts from line 6	12,499,815	12,514,026	12,819,502	12,814,802	13,610,410	64,258,555
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	468,904	541,401	732,820	501,178	375,171	2,619,474
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	468,904	541,401	732,820	501,178	375,171	2,619,474
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support** (Add lines 9, 10c, 11 and 12)	12,968,719	13,055,427	13,552,322	13,315,980	13,985,581	66,878,029

14 **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** ☐

Section C. Computation of Public Support Percentage

15	Public Support Percentage for 2009 (line 8 column (f) divided by line 13 column (f))	**15**	95 710 %
16	Public support percentage from 2008 Schedule A, Part III, line 15	**16**	95 640 %

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2009** (line 10c column (f) divided by line 13 column (f))	**17**	3 920 %
18	Investment income percentage from **2008** Schedule A, Part III, line 17	**18**	4 070 %

19a **33 1/3% support tests—2009.** 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 ☑

b **33 1/3% support tests—2008.** 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 ☐

20 **Private 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.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
SOUTHWESTERN EXPOSITION AND LIVESTOCK SHOW

Employer identification number
75-0575065

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 for any other purpose conferring 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 a 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

			Held at the End of the Year
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06	2d	

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, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ▶_____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation 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 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 the arrangement in Part XIV and complete the following table

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	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

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	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) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				0
c Leasehold improvements		122,782	74,286	48,496
d Equipment		162,509	151,041	11,468
e Other		1,108,918	837,479	271,439
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				331,403

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(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		
Closely-held equity interests		
Other MONEY MARKET FUND	1,764,375	F
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶	1,764,375	

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(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)* ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
DEFINED BENEFIT PLAN	311,086
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	311,086

2. Fin 48 Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48

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	14,045,715
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	12,546,635
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	1,499,080
4	Net unrealized gains (losses) on investments	4	2,769,595
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	2,769,595
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	4,268,675

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	18,278,209
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	2,769,595		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d	1,515,831		
e	Add lines **2a** through **2d**			2e	4,285,426
3	Subtract line **2e** from line **1**			3	13,992,783
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	52,932		
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	52,932
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	14,045,715

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	14,009,534
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	Other losses	2c			
d	Other (Describe in Part XIV)	2d	1,515,831		
e	Add lines **2a** through **2d**			2e	1,515,831
3	Subtract line **2e** from line **1**			3	12,493,703
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	52,932		
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	52,932
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	12,546,635

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 IV, 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 Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
		THE AMOUNT ON PART XII, LINE 2D AND PART XIII, LINE 2D IS DUE TO A GAIN ON PENSION PLAN ACCOUNTING

Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

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

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
SOUTHWESTERN EXPOSITION AND LIVESTOCK SHOW

Employer identification number
75-0575065

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" to 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 (Form 990) if additional space is needed . . . ▶ ☐

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
FORT WORTH ZOO-MUSEUM OF LIVING ART 1989 COLONIAL PARKWAY FORT WORTH,TX 76110	750991727	501(C)(3)	50,000				EDUCATION
FW MUSEUM OF SCIENCE AND HISTORY1501 MONTGOMERY ST FORT WORTH,TX 76107	750755335	501(C)(3)	100,000				EDUCATION
UNT-JOHN J HERNANDEZ CENTERPO BOX 311340 DENTON,TX 76203	710986983	501(C)(3)	5,000				EDUCATION
BOTANICAL RESEARCH INSTITUTE OF TEXAS INC 500 E 4TH ST FORT WORTH,TX 76102	752198196	501(C)(3)	100,000				EDUCATION

2 Enter total number of section 501(c)(3) and government organizations . . . ▶ 4

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" to 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
EQUINE SCHOLARSHIPS	40	27,000			
VARIOUS SCHOLARSHIPS	33	26,580			
CALF SCRAMBLE	345	172,500			
HEIFER BEEF CHALLENGE	20	10,000			

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
Procedure for Monitoring Grants in the U S	Part I, Line 2	Schedule I, Part I, Line 2 FOR ALL SCHOLARSHIPS ISSUED BY THE ORGANIZATION, THE SCHOLARSHIP COMMITTEE REVIEWS THE APPLICANTS AND KEEPS A WRITTEN FILE ON EACH STUDENT AFTER THE WRITTEN CRITERIA HAS BEEN REVIEWED BY THE COMMITTEE, PROOF OF ELIGIBILITY FROM THE EDUCATIONAL INSTITUTION MUST BE VERIFIED ON BEHALF OF THE STUDENT BEFORE ANY FUNDS ARE DISBURSED GRANTS TO PUBLIC CHARITIES ARE GENERALLY PROVIDED FOR SPECIFIC PURPOSES ONLY MANAGEMENT MONITORS THE PROJECTS THROUGH THEIR COMPLETION, BUT GENERALLY DOES NOT REQUIRE ANY FORMAL REPORTING FROM THE RECIPIENT ORGANIZATION

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
SOUTHWESTERN EXPOSITION AND LIVESTOCK SHOW

Employer identification number
75-0575065

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate 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 ☐ Housing allowance or residence for personal use			
	☐ Travel for companions ☐ Payments for business use of personal residence			
	☐ Tax idemnification and gross-up payments ☑ Health or social club dues or initiation fees			
	☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement orprovision 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 ☐ Written employment contract			
	☐ Independent compensation consultant ☑ Compensation survey or study			
	☑ Form 990 of other organizations ☑ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization			
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**		No
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			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
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 accured 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
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

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) Retirement and other 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 reportable compensation				
BRADFORD S BARNES	(i)	218,580	100,000	0	34,189	18,558	371,327	0
	(ii)	0	0	0	0	0	0	0
W R WATT JR	(i)	227,742	100,000	0	127,949	20,556	476,247	0
	(ii)	0	0	0	0	0	0	0
MATT BROCKMAN	(i)	129,400	5,000	0	13,819	7,802	156,021	0
	(ii)	0	0	0	0	0	0	0

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8 Also complete this part for any additional information

Identifier	Return Reference	Explanation
	Part I, Line 1a	COUNTRY CLUB DUES WERE PAID ON BEHALF OF BRADFORD BARNES AND W R WATT, JR IN ADDITION, BUSINESS CLUB DUES WERE PAID ON BEHALF OF W R WATT, JR THE ORGANIZATION'S BOARD OF DIRECTORS DO NOT RECEIVE ANY COMPENSATION FOR SERVING IN THEIR CAPACITY AS A BOARD MEMBER, BUT CERTAIN BOARD MEMBERS DO RECEIVE COMPENSATION FOR VARIOUS SERVICES THEY PERFORM DURING THE ANNUAL SOUTHWESTERN EXPOSITION AND LIVESTOCK SHOW

Schedule L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V lines 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ. ▶See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
SOUTHWESTERN EXPOSITION AND LIVESTOCK SHOW

Employer identification number
75-0575065

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

Complete if the organization 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.

Complete if the organization 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? To	From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	No	(f) Approved by board or committee? Yes	No	(g) Written agreement? Yes	No
Total . . . . . ▶ $										

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization 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.

Complete if the organization 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
LARRY ANFIN	EMPLOYEE AND OFFICER OF COORS DISTRIBUTING COMPANY	149,125	COORS DISTRIBUTING COMPANY PROVIDED SPONSORSHIPS TO THE STOCK SHOW		No
PHILIP WILLIAMSON	EMPLOYEE AND OFFICER OF WILLIAMSON-DICKIE MANUFACTURING COMPANY	135,525	WILLIAMSON-DICKIE PROVIDED SPONSORSHIPS TO THE STOCK SHOW		No
AM MICALLEF	CHAIRMAN OF REATA RESTAURANT MANAGEMENT CO , LLC	108,068	OPERATED RESTAURANTS AND MEMBERSHIP CLUB ON THE STOCK SHOW GROUNDS UNDER A CONCESSION AGREEMENT		No

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SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
SOUTHWESTERN EXPOSITION AND LIVESTOCK SHOW

Employer identification number
75-0575065

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 2		THERE ARE VARIOUS BUSINESS AND PERSONAL RELATIONSHIPS AMONG THE OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES SEE SCHEDULE L FOR DETAIL OF THE BUSINESS RELATIONSHIPS
Form 990, Part VI, Section A, line 2		Dan L Adams and Bill Barclay have a business relationship
Form 990, Part VI, Section A, line 2		Martin Bowen, Edward P Bass, and Lee Bass have a business relationship
Form 990, Part VI, Section A, line 2		Jonny Brumley and Jon Brumley have a business and family relationship
Form 990, Part VI, Section A, line 2		Edward P Bass and Lee M Bass have a family relationship
Form 990, Part VI, Section A, line 2		Gilbert Gamez, Jr and Charlie Geren have a business relationship
Form 990, Part VI, Section A, line 2		Robert M Lansford and R Mike Lansford have a family relationship
Form 990, Part VI, Section A, line 2		Kit Moncrief and Charles B Moncrief have a family relationship

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 2		Pam Minick and Billy Minick have a family and business relationship Pam Minick and Billy Minick also have a business relationship with Holt Hickman

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
SOUTHWESTERN EXPOSITION AND LIVESTOCK SHOW

Employer identification number
75-0575065

Part I **Identification of Disregarded Entities** (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(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** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(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
EVENT FACILITIES FORT WORTH INC 505 MAIN SUITE 240 FORT WORTH, TX 76102 26-0011624	PROVIDE SUPPORT TO THE SOUTHWESTERN EXPOSITION & LIVESTOCK SHOW	TX	501(c)(3)	11a, Type I	
AGRICULTURAL DEVELOPMENT FUND PO BOX 150 FORT WORTH, TX 76101 75-1824668	TO PAY A PREMIUM/BONUS TO OWNERS OF LIVESTOCK	TX	501(c)(3)	9	

Part III **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(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, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations? Yes	(h) No	(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(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

Part V **Transactions With Related Organizations** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, or 36.)

		Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III or IV			
1 During the tax year, did the orgranization 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	1a		No
b Gift, grant, or capital contribution to other organization(s)	1b		No
c Gift, grant, or capital contribution from other organization(s)	1c		No
d Loans or loan guarantees to or for other organization(s)	1d		No
e Loans or loan guarantees by other organization(s)	1e		No
f Sale of assets to other organization(s)	1f		No
g Purchase of assets from other organization(s)	1g		No
h Exchange of assets	1h		No
i Lease of facilities, equipment, or other assets to other organization(s)	1i		No
j Lease of facilities, equipment, or other assets from other organization(s)	1j	Yes	
k Performance of services or membership or fundraising solicitations for other organization(s)	1k		No
l Performance of services or membership or fundraising solicitations by other organization(s)	1l		No
m Sharing of facilities, equipment, mailing lists, or other assets	1m	Yes	
n Sharing of paid employees	1n	Yes	
o Reimbursement paid to other organization for expenses	1o		No
p Reimbursement paid by other organization for expenses	1p	Yes	
q Other transfer of cash or property to other organization(s)	1q		No
r Other transfer of cash or property from other organization(s)	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	(b) Transaction type(a-r)	(c) Amount involved
(1)	AGRICULTURAL DEVELOPMENT FUND - LIVESTOCK PREMIUMS	P	3,180,083
(2)	AGRICULTURAL DEVELOPMENT FUND - GENERAL & ADMINISTRATIVE EXPENSES	P	10,068
(3)			
(4)			
(5)			
(6)			

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations? Yes No	(e) Share of end-of-year assets	(f) Disproportionate allocations? Yes No	(g) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner? Yes No

Additional Data

Software ID:
Software Version:
EIN: 75-0575065
Name: SOUTHWESTERN EXPOSITION AND LIVESTOCK SHOW

Form 990, Part IX - Statement of Functional Expenses - 24a - 24e Other Expenses

Do not include amounts reported on line 6b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
STOCK SHOW	4,229,430	4,229,430		
LIVESTOCK SALE	3,610,743	3,610,743		
RODEO	1,371,759	1,371,759		
CITY OF FW IMPROVEMENTS	85,310	85,310		
POSTAGE	46,691	46,691		

Form 990, Part VI, Section A, line 2 Kenneth K Leiber, Pete Bonds, Crawford Edwards, David J Simons, and W R Watt, Jr have a business relationship Form 990, Part VI, Section A, line 2 Chris Quinn and F D Quinn, III have a family relationship Form 990, Part VI, Section A, line 2 Alan Schutts and Philip L Schutts have a family and business relationship Form 990, Part VI, Section A, line 2 Rodney Woodson and Braford S Barnes have a business relationship Form 990, Part VI, Section A, line 2 John P Boswell, Charlie Geren, and Dee Kelly, Jr have a business relationship Form 990, Part VI, Section A, line 2 Mike Berry and Ross Perot, Jr have a business relationship Form 990, Part VI, Section A, line 2 Tom Feller, Randy Watson, John Pearce, and Kelly Riley have a business relationship

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 2		Charles Royer III, Philip Schutts, and Alan Schutts have a business relationship

Form 990, Part VI, Section A, line 6 Members are chosen by a majority vote from a nominating committee and selected by a majority vote of the members Members do not receive any compensation for serving in their capacity as a member and no part of the Orgnaization's earnings or assets shall ever inure to the benefit of the members Form 990, Part VI, Section A, line 7a The members elect the board of directors at an annual meeting each year Form 990, Part VI, Section B, line 11 THE TAX RETURN IS REVIEWED BY THE AUDIT COMMITTEE ON BEHALF OF THE MEMBERS OF THE GOVERNING BODY BEFORE FILING Form 990, Part VI, Section B, line 12c THE EXECUTIVE COMMITTEE MEETS ONCE A YEAR TO DETERMINE IF ANYONE OR ANY TRANSACTION HAS VIOLATED THE CONFLICT OF INTEREST POLICY Form 990, Part VI, Section B, line 15 THE COMPENSATION COMMITTEE, IN RECOMMENDING SUCH COMPENSATION, AND THE EXECUTIVE COMMITTEE, IN APPROVING SUCH COMPENSATION, SHALL FOLLOW THREE STEPS FIRST, EACH COMMITTEE SHALL MEET IN SESSIONS COMPOSED ENTIRELY OF INDIVIDUALS WHO DO NOT HAVE A CONFLICT OF INTEREST WITH RESPECT TO THE COMPENSATION ARRANGEMENT SECOND, EACH COMMITTEE SHALL OBTAIN AND RELY UPON APPROPRIATE DATA AS TO COMPARABILITY PRIOR TO MAKING ITS DETERMINATION THIRD, EACH COMMITTEE SHALL ADEQUATELY DOCUMENT THE BASIS FOR ITS DETERMINATION CONCURRENTLY WITH MAKING ITS DETERMINATION Form 990, Part VI, Section C, line 19 ALL DOCUMENTS AVAILABLE UPON REQUEST FORM 990, PART XI, LINE 2C THE ORGANIZATION'S FINANCIAL STATEMENTS ARE AUDITED BY AN INDEPENDENT ACCOUNTANT THIS PROCESS HAS NOT CHANGED SINCE THE PRIOR YEAR

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINES 13 AND 14		THE ORGANIZATION ADOPTED A WHISTLEBLOWER POLICY AND A DOCUMENT RETENTION AND DESTRUCTION POLICY THAT WILL BECOME EFFECTIVE AS OF APRIL 1, 2010

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Form **4562**

Department of the Treasury
Internal Revenue Service

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2009

Attachment Sequence No **67**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
SOUTHWESTERN EXPOSITION AND LIVESTOCK SHOW	Form 990 Page 10	75-0575065

Part I **Election To Expense Certain Property Under Section 179**
Note: *If you have any listed property, complete Part V before you complete Part I.*

1 Maximum amount See the instructions for a higher limit for certain businesses	1	250,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	800,000
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
6			

7 Listed property Enter the amount from line 29	7	
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property **)** (See instructions)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	59,673

Part III **MACRS Depreciation (Do not** include listed property.**)** (See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2009	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B—Assets Placed in Service During 2008 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV **Summary** (see instructions)

21 Listed property Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	59,673
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* ***only*** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A—Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.***)**

24a Do you have evidence to support the business/investment use claimed? ☐ **Yes** ☐ **No** | **24b** If "Yes," is the evidence written? ☐ **Yes** ☐ **No**

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						**25**		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 .						**28**		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							**29**	

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles) . .												
31 Total commuting miles driven during the year .												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use? .												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

	Yes	**No**
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2009 tax year (see instructions)					
43 Amortization of costs that began before your 2009 tax year				**43**	
44 Total. Add amounts in column (f) See the instructions for where to report . .				**44**	