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Form 990  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)	OMB No 1545-0047 2009 Open to Public Inspection
	The organization may have to use a copy of this return to satisfy state reporting requirements	

A For the 2009 calendar year, or tax year beginning 09-01-2009 and ending 08-31-2010					
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 HOUSTON LIVESTOCK SHOW AND RODEO INC		D Employer identification number 74-1142851	
		Doing Business As		E Telephone number (832) 667-1000	
		Number and street (or P O box if mail is not delivered to street address) PO BOX 20070		Room/suite	
		City or town, state or country, and ZIP + 4 HOUSTON, TX 77225		G Gross receipts \$ 109,243,966	
		F Name and address of principal officer JENNIFER HAZELTON 8334 FANNIN STREET HOUSTON, TX 77054		H(a) Is this a group return for affiliates? ☐ Yes ☒ No	
I Tax-exempt status ☒ 501(c) (3) (insert no) ☐ 4947(a)(1) or ☐ 527		H(b) Are all affiliates included? ☐ Yes ☐ No If "No," attach a list (see instructions)			
J Website: ► www.hlsr.com		H(c) Group exemption number ►			
K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ►				L Year of formation 1932	
				M State of legal domicile TX	

Part I		Summary		
Activities & Governance	1	Briefly describe the organization's mission or most significant activities ATTACHMENT 2		
	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 34	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4 32	
	5	Total number of employees (Part V, line 2a)	5 97	
	6	Total number of volunteers (estimate if necessary)	6 22,00	
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a 391,09	
	7b	Net unrelated business taxable income from Form 990-T, line 34	7b -333,26	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year 23,040,987	Current Year 27,583,009
	9	Program service revenue (Part VIII, line 2g)	50,357,810	51,522,720
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	3,027,961	1,094,958
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-35,887	439,368
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	76,390,871	80,640,055
	Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	3,701,700
14		Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15		Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	10,817,045	11,958,115
16a		Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b		Total fundraising expenses (Part IX, column (D), line 25) 4,352,298		
17		Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	53,875,027	55,776,041
18		Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	68,393,772	71,179,256
19		Revenue less expenses Subtract line 18 from line 12	7,997,099	9,460,799
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year 128,930,975	End of Year 149,463,051
	21	Total liabilities (Part X, line 26)	32,569,067	40,645,145
	22	Net assets or fund balances Subtract line 21 from line 20	96,361,908	108,817,906

Part II Signature Block	
Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge
	Signature of officer JENNIFER HAZELTON CFO Type or print name and title 2011-07-08 Date
Paid Preparer's Use Only	Preparer's signature Date Check if self-employed ☒ Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4 PricewaterhouseCoopers LLP 1201 Louisiana Suite 2900 Houston, TX 77002 EIN Phone no (713) 356-4000

1 Briefly describe the organization's mission

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

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 \$ 58,018,495 including grants of \$) (Revenue \$)
	THE HOUSTON LIVESTOCK SHOW AND RODEO ENTERTAINED A RECORD 2,144,077 VISITORS FOR GENERAL ATTENDANCE TO SEE AGRICULTURAL EXHIBITS AND EDUCATIONAL AREAS HLSR HOSTED MORE THAN 27,000 LIVESTOCK AND HORSE SHOW EXHIBITORS, INCLUDING CATTLE, SHEEP, GOATS, SWINE, RABBITS, TURKEYS, LLAMAS, ALPACA, HORSES, MULES, AND DONKEYS HLSR HOSTED JUDGING CONTESTS INCLUDING LIVESTOCK, MEAT, POULTRY, WOOL AND MOHAIR, RANGE AND PASTURE PLANT IDENTIFICATION, DAIRY, HORSE, WILDLIFE HABITAT EVALUATION, FLORICULTURE, NURSERY LANDSCAPE, TRACTOR TECHNICIAN CONTEST AND AGRICULTURAL MECHANICS CONTESTS MORE THAN 75,000 CHILDREN RECEIVED A HANDS-ON AGRICULTURAL EDUCATION THROUGH A SCHOOL TOUR OR FIELD TRIP IN CAPITAL ONE BANK ADVENTURE ANOTHER EDUCATIONAL EXHIBIT, FUN ON THE FARM, ENABLES NEARLY 80,000 VISITORS TO EXPLORE THE WORLD OF AGRICULTURE THROUGH THE PROCESS OF PRODUCING FARM PRODUCTS - FROM PLANTING TO MARKET Each of the Houston Livestock Show and Rodeo junior auctions brought in \$1 million or more The Grand Champion Goat, Reserve Grand Champion Goat and Reserve Grand Champion Barrow auction records were broken More than 300,000 young amateur artists participated in the School Art Program in 2010, submitting projects based on Western culture, history and heritage Over \$5 million in premiums and awards were paid to junior show exhibitors participating in the 2010 Show The Houston Livestock Show and Rodeo contributed over \$3.4 million to the Houston Livestock Show and Rodeo Educational Fund in support of \$11.3 million in scholarship, grant, and educational program awards More than 22,000 volunteers on nearly 100 different committees donated their time and talent to the show, reducing expenses and assisting in the above listed program accomplishments

4b	(Code) (Expenses \$ 3,445,100 including grants of \$ 3,445,100) (Revenue \$)
	Houston Livestock Show and Rodeo makes grants to the affiliated organization Houston Livestock Show and Rodeo Educational Fund (EIN 76 0260204) in support of approximately \$11.3 million in scholarship and educational grants awarded

[illegible]

4d Other program services (Describe in Schedule O)
(Expenses \$ including grants of \$) (Revenue \$)

Part IV

Checklist of Required Schedules

		Yes	No	
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A 	1	Yes	
2	Is the organization required to complete Schedule B, Schedule of Contributors? 	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I 	3		No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II 	4	Yes	
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III	5		
6	Did the organization maintain any donor advised funds or any 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, line 10? 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		No
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	Yes	
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	Yes	
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? <i>If "Yes," complete Schedule I, Parts I and II</i>	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? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
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? <i>If "Yes," complete Schedule J</i>	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? <i>If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to line 25</i>	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? <i>If "Yes," complete Schedule L, Part I</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? <i>If "Yes," complete Schedule L, Part I</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? <i>If "Yes," complete Schedule L, Part II</i>	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? <i>If "Yes," complete Schedule L, Part III</i>	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? <i>If "Yes," complete Schedule L, Part IV</i>	28a	Yes	
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	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? <i>If "Yes," complete Schedule L, Part IV</i>	28c	Yes	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
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, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable	1a	2,858	
	b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c	Yes
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a	979	
	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)			
3a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?			3a	Yes
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O			3b	Yes
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			4a	No
b If "Yes," enter the name of the foreign country: See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts				
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . .			5a	No
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b	No
c If "Yes" to 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	Yes
b If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b	Yes
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c	No
d If "Yes," indicate the number of Forms 8282 filed during the year			7d	
e Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e	No
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . .			7f	No
g For all contributions of qualified intellectual property, did the organization file Form 8899 as required? . . .			7g	
h For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?			7h	
8 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	No
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	347	
b	Enter the number of voting members that are independent . . .	1b	325	
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	Yes	
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	Yes	
14	Does the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
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 ▶ JENNIFER HAZELTON 8334 FANNIN STREET HOUSTON, TX 77054 (832) 667-1225

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

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

[illegible]

1b	Total	2,112,195	0	584,797
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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 **10**

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such individual</i>	4	Yes
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	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
ARAMARK FACILITY SERVICES 8701 KIRBY DRIVE HOUSTON, TX 77054	FOOD SERVICES	1,539,236
LMI HHI LTD SMG 8400 KIRBY DRIVE HOUSTON, TX 77054	PROPERTY MANAGEMENT	1,873,879
LD SYSTEMS INC PO BOX 10620 HOUSTON, TX 77206	AUDIO/VIDEO SERVICES	3,241,178
TRANSPORTATION MANAGEMENT SERVICES 17810 MEETING HOUSE ROAD SUITE 200 SANDY SPRING, MD 20860	TRANSPORTATION	2,158,650
ARAMARK SPORTS AND ENTERTAINMENT 1101 MARKET ST 12TH FLOOR PHILADELPHIA, PA 19107	CLEANING SERVICES	2,396,493

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 **50**

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	3,318,124			
	c	Fundraising events	1c	309,713			
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	23,955,172			
	g	Noncash contributions included in lines 1a-1f \$ 135,613					
	h	Total. Add lines 1a-1f		27,583,009			
Program Service Revenue	2a	RODEO SHOW RECEIPT	Business Code	711,300	51,522,720	51,522,720	
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		51,522,720			
	Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		2,220,095		
4		Income from investment of tax-exempt bond proceeds . . .		0			
5		Royalties		0			
6a		Gross Rents	(i) Real	303,485			
b		Less rental expenses	(ii) Personal	231,946			
c		Rental income or (loss)		71,539			
d		Net rental income or (loss)		71,539		71,539	
7a		Gross amount from sales of assets other than inventory	(i) Securities	25,550,000			
b		Less cost or other basis and sales expenses	(ii) Other	26,675,137			
c		Gain or (loss)		-1,125,137			
d		Net gain or (loss)		-1,125,137			-1,125,137
8a		Gross income from fundraising events (not including \$ 309,713 of contributions reported on line 1c) See Part IV, line 18	a	182,980			
b		Less direct expenses	b	151,228			
c		Net income or (loss) from fundraising events . . .		31,752	31,752		
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 . . .		0			
10a		Gross sales of inventory, less returns and allowances	a	1,869,577			
b		Less cost of goods sold	b	1,545,600			
c		Net income or (loss) from sales of inventory . . .		323,977	16,522	307,455	
		Miscellaneous Revenue	Business Code				
11a		COCA-COLA SPONSORSHIP		900,099	10,000	10,000	
b	RELIANT ENERGY SPONSOR BENEFIT		900,099	2,100	2,100		
c							
d	All other revenue						
e	Total. Add lines 11a-11d		12,100				
12	Total revenue. See Instructions		80,640,055	51,570,994	391,094	1,094,958	

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U S See Part IV, line 21	3,445,100	3,445,100		
2	Grants and other assistance to individuals in the U S See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	1,504,579	776,374	593,575	134,630
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	191,972	70,655		121,317
7	Other salaries and wages	7,631,651	5,142,017	1,951,098	538,536
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	855,473	462,547	312,460	80,466
9	Other employee benefits	1,070,002	596,821	361,293	111,888
10	Payroll taxes	704,438	403,779	246,334	54,325
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	281,653	270,350	11,303	
c	Accounting	87,514	37,868	46,994	2,652
d	Lobbying	0			
e	Professional fundraising See Part IV, line 17	0			
f	Investment management fees	158,817		158,817	
g	Other	13,984,110	13,313,366	168,606	502,138
12	Advertising and promotion	2,978,577	2,709,467	80,049	189,061
13	Office expenses	1,444,493	1,022,399	257,146	164,948
14	Information technology	321,313	8,815	309,811	2,687
15	Royalties	0			
16	Occupancy	1,821,778	1,700,685		121,093
17	Travel	97,430	25,278	56,749	15,403
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	16,276	4,085	10,436	1,755
20	Interest	828,321	828,321		
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	3,352,945	2,925,441	339,957	87,547
23	Insurance	796,573	459,894	268,608	68,071
24	Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a	ENTERTAINER EXPENSES	8,660,971	8,653,602		7,369
b	CONTRIBUTIONS TO SHOW EXHIBITO	5,105,441	5,105,441		
c	EQUIPMENT RENTAL & MAINT	4,928,976	4,713,079	60,981	154,916
d	FOOD AND BEVERAGE SERVICES	4,484,721	3,094,102	16,130	1,374,489
e	AWARDS - EXHIBITORS/PARTICIPAN	3,503,300	3,464,929		38,371
f	All other expenses	2,922,832	2,229,180	113,016	580,636
25	Total functional expenses. Add lines 1 through 24f	71,179,256	61,463,595	5,363,363	4,352,298
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)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			9,660,523	1	19,498,800
	2	Savings and temporary cash investments				2	
	3	Pledges and grants receivable, net				3	
	4	Accounts receivable, net			1,132,815	4	2,140,050
	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			0	7	0
	8	Inventories for sale or use			275,752	8	229,618
	9	Prepaid expenses and deferred charges			447,182	9	652,560
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	63,791,582			
	b	Less accumulated depreciation	10b	21,547,311	43,935,652	10c	42,244,271
	11	Investments—publicly traded securities			62,832,468	11	69,648,409
	12	Investments—other securities See Part IV, line 11				12	
	13	Investments—program-related See Part IV, line 11				13	
	14	Intangible assets				14	
	15	Other assets See Part IV, line 11			10,646,583	15	15,049,343
	16	Total assets. Add lines 1 through 15 (must equal line 34)			128,930,975	16	149,463,051
Liabilities	17	Accounts payable and accrued expenses			1,417,560	17	2,302,073
	18	Grants payable				18	
	19	Deferred revenue				19	
	20	Tax-exempt bond liabilities			10,950,000	20	9,925,000
	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				23	
	24	Unsecured notes and loans payable to unrelated third parties				24	
	25	Other liabilities Complete Part X of Schedule D			20,201,507	25	28,418,072
	26	Total liabilities. Add lines 17 through 25			32,569,067	26	40,645,145
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			96,361,908	27	108,817,906
	28	Temporarily restricted net assets				28	
	29	Permanently restricted net assets				29	
	Organizations that do not follow SFAS 117, check here ☐ and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			96,361,908	33	108,817,906
	34	Total liabilities and net assets/fund balances			128,930,975	34	149,463,051

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? . . .		No
b Were the organization's financial statements audited by an independent accountant?	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	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?		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 . . .		

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 HOUSTON LIVESTOCK SHOW AND RODEO INC	Employer identification number 74-1142851
--	--

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?

(i)

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

(ii)

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

(iii)

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

h

☐

Provide the following information about the supported organization(s)

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

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

Part II

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	18,073,295	21,880,144	24,376,396	23,050,987	27,447,396	114,828,218
2Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	45,801,622	50,007,995	50,885,518	50,357,810	51,658,333	248,711,278
3Gross receipts from activities that are not an unrelated trade or business under section 513						
4Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5The value of services or facilities furnished by a governmental unit to the organization without charge						
6Total. Add lines 1 through 5	63,874,917	71,888,139	75,261,914	73,408,797	79,105,729	363,539,496
7aAmounts included on lines 1, 2, and 3 received from disqualified persons	6,020,484	7,285,048	6,584,046	6,747,541	6,963,114	33,600,233
bAmounts 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						
cAdd lines 7a and 7b	6,020,484	7,285,048	6,584,046	6,747,541	6,963,114	33,600,233
8Public Support (Subtract line 7c from line 6)						329,939,263

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9Amounts from line 6	63,874,917	71,888,139	75,261,914	73,408,797	79,105,729	363,539,496
10aGross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,415,294	3,609,293	3,414,304	3,329,674	4,393,157	17,161,722
bUnrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
cAdd lines 10a and 10b	2,415,294	3,609,293	3,414,304	3,329,674	4,393,157	17,161,722
11Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	0	0	0	0	0	0
12Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13Total support (Add lines 9, 10c, 11 and 12)	66,290,211	75,497,432	78,676,218	76,738,471	83,498,886	380,701,218
14First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here	☐					

Section C. Computation of Public Support Percentage

15Public Support Percentage for 2009 (line 8 column (f) divided by line 13 column (f))	15	86.666 %
16Public support percentage from 2008 Schedule A, Part III, line 15	16	87.240 %

Section D. Computation of Investment Income Percentage

17Investment income percentage for 2009 (line 10c column (f) divided by line 13 column (f))	17	4.508 %
18Investment income percentage from 2008 Schedule A, Part III, line 17	18	3.890 %
19a33 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	☒	
b33 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	☐	
20Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions	☐	

Part IV

Supplemental Information. 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

Additional Data

Software ID:

Software Version:

EIN: 74-1142851

Name: HOUSTON LIVESTOCK SHOW AND RODEO INC

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(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			
CHARLES R ROBINSON CHAIRMAN OF THE BOARD	10 0	X		X						
JOSEPH T AINSWORTH MD EXECUTIVE COMMITTEE	2 5	X								
JIM BLOODWORTH EXECUTIVE COMMITTEE	2 5	X								
DON A BUCKALEW EXECUTIVE COMMITTEE	2 5	X								
JOHN CAUSEY EXECUTIVE COMMITTEE	2 5	X								
J M CLEPPER EXECUTIVE COMMITTEE	2 5	X								
JOHN T COOK EXECUTIVE COMMITTEE	2 5	X								
TILMAN J FERTITTA EXECUTIVE COMMITTEE	2 5	X								
WAYNE HOLLIS JR EXECUTIVE COMMITTEE	2 5	X								
DON D JORDAN EXECUTIVE COMMITTEE	2 5	X								
H STUART LANG JR EXECUTIVE COMMITTEE	2 5	X								
JACK A LYONS EXECUTIVE COMMITTEE	2 5	X								
ED MCMAHON EXECUTIVE COMMITTEE	2 5	X								
LOUIS M PEARCE JR EXECUTIVE COMMITTEE	2 5	X								
JOHN O SMITH EXECUTIVE COMMITTEE	2 5	X								
PAUL G SOMERVILLE EXECUTIVE COMMITTEE	2 5	X								
KEITH A STEFFEK EXECUTIVE COMMITTEE	2 5	X								
RH STEVENS EXECUTIVE COMMITTEE	2 5	X								
P MICHAEL WELLS EXECUTIVE COMMITTEE	2 5	X								
JAMES M WINDHAM JR EXECUTIVE COMMITTEE	2 5	X								
C A BEASLEY VICE PRESIDENT/DIRECTOR	5 0	X		X						
WILLIAM C BOOHER DIRECTOR	1 0	X								
M DAVID BOOTHE VICE PRESIDENT/DIRECTOR	5 0	X		X						
CURTIS BRENNER VICE PRESIDENT/DIRECTOR	5 0	X		X						
BRANDON LEE BRIDWELL VICE PRESIDENT/DIRECTOR	5 0	X		X						

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(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				
GEORGE A BUSCHARDT VICE PRESIDENT/DIRECTOR	5 0	X		X							
RUDY CANO VICE PRESIDENT/DIRECTOR	5 0	X		X							
TOM C DAVIS VICE PRESIDENT/DIRECTOR	5 0	X		X							
ANDREW DOW VICE PRESIDENT/DIRECTOR	5 0	X		X							
JAMES C EPPS III VICE PRESIDENT/DIRECTOR	5 0	X		X							
WARNER D ERVIN VICE PRESIDENT/DIRECTOR	5 0	X		X							
CHARLENE CASEY FLOYD DIRECTOR	1 0	X									
REY GONZALES VICE PRESIDENT/DIRECTOR	5 0	X		X							
DARRELL N HARTMAN DIRECTOR	1 0	X									
THOMAS LIPPINCOTT VICE PRESIDENT/DIRECTOR	5 0	X		X							
KEN D MCGUYER VICE PRESIDENT/DIRECTOR	5 0	X		X							
YANCE S MONTALBANO VICE PRESIDENT/DIRECTOR	5 0	X		X							
JOHN ROGER MORTON VICE PRESIDENT/DIRECTOR	5 0	X		X							
STEVEN L ROE VICE PRESIDENT/DIRECTOR	5 0	X		X							
DARRYL A SCHROEDER VICE PRESIDENT/DIRECTOR	5 0	X		X							
MARSHALL R SMITH III DIRECTOR	1 0	X									
PAM SPRINGER VICE PRESIDENT/DIRECTOR	5 0	X		X							
JAMES A WINNE III DIRECTOR	1 0	X									
JOHN V ABSHIER DIRECTOR	1 0	X									
JJ ACY DIRECTOR	1 0	X									
EDUARDO AGUIRRE JR DIRECTOR	1 0	X									
MARY JANE ALBERT DIRECTOR	1 0	X									
JIMMIE ALLEN DIRECTOR	1 0	X									
MARK A ANAWATY DIRECTOR	1 0	X									
JERRY J ANDREW DIRECTOR	1 0	X									

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(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			
JOHN A HUTCHISON DIRECTOR	1 0	X								
ROBERT CHARLES HUX DIRECTOR	1 0	X								
STEVEN EDWARD JACKSON DIRECTOR	1 0	X								
KENNETH A JACOBSON DIRECTOR	1 0	X								
LIZ PECKHAM JAMESON DIRECTOR	1 0	X								
JIM J JANKE DIRECTOR	1 0	X								
BARBARA JOHNSON DIRECTOR	1 0	X								
MIKE JOLLEY DIRECTOR	1 0	X								
WILLIAM M JONES DIRECTOR	1 0	X								
RONALD A KAPCHE DIRECTOR	1 0	X								
J GROVER KELLEY DIRECTOR	1 0	X								
JD KENNEDY DIRECTOR	1 0	X								
G W KENT DIRECTOR	1 0	X								
JAMES ALAN KENT DIRECTOR	1 0	X								
LARRY RAY KERBOW SR DIRECTOR	1 0	X								
ROBERT B KNEPPLER DIRECTOR	1 0	X								
DOUG KNUTZEN DIRECTOR	1 0	X								
MICHAEL JOHN KOCH DIRECTOR	1 0	X								
JEANNY KOOP DIRECTOR	1 0	X								
DANNY LANG JR DIRECTOR	1 0	X								
WILLIAM L LAWLER DIRECTOR	1 0	X								
CARL J LEE JR DIRECTOR	1 0	X								
PHILLIP L LEGGETT MD DIRECTOR	1 0	X								
DANIEL E LEHANE MD DIRECTOR	1 0	X								
PAUL LEHNHOFF VICE PRESIDENT/DIRECTOR	5 0	X		X						

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(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			
EDGAR D LESTER VICE PRESIDENT DIRECTOR	5 0	X		X						
LAWRENCE S LEVY DIRECTOR	1 0	X								
JEFF LEWIS DDS DIRECTOR	1 0	X								
WA LEWIS DIRECTOR	1 0	X								
JIM LIGHTFOOT DIRECTOR	1 0	X								
ROBERT N LIVERMORE DIRECTOR	1 0	X								
GLENN LILIE DIRECTOR	1 0	X								
RONALD LOGAN DIRECTOR	1 0	X								
P W LUCKY LONG DIRECTOR	1 0	X								
GARY R LOOK DIRECTOR	1 0	X								
JIMMY LYONS DIRECTOR	1 0	X								
SAM J MAINORD DIRECTOR	1 0	X								
WILLIS M MARBURGER DIRECTOR	1 0	X								
DANNY MARBURGER DIRECTOR	1 0	X								
ROSS D MARGRAVES JR DIRECTOR	1 0	X								
BRADLEY H MARKS DIRECTOR	1 0	X								
ROBERT A MARSH DIRECTOR	1 0	X								
ROY A MARSH DIRECTOR	1 0	X								
D WAYNE MCDONNELL DIRECTOR	1 0	X								
S CAROLINE MCINTOSH DIRECTOR	1 0	X								
MICHAEL S MCKINNEY VICE PRESIDENT / DIRECTOR	5 0	X		X						
WAYNE L MCLEMORE DIRECTOR	1 0	X								
ANDY MCLEOD DIRECTOR	1 0	X								
GARY MCMULLEN DIRECTOR	1 0	X								
MARK MELTON DIRECTOR	1 0	X								

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(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				
CHARLES W MELTON DIRECTOR	1 0	X									
WILLARD MERCIER DIRECTOR	1 0	X									
GLEND A MICHAEL DIRECTOR	1 0	X									
GREGORY N MILLER DIRECTOR	1 0	X									
ROBERT D MILLER DIRECTOR	1 0	X									
DOROTHY M MITCHELL DIRECTOR	1 0	X									
J ARTHUR MONCRIEF DIRECTOR	1 0	X									
JOHN J MONTALBANO DIRECTOR	1 0	X									
REED MORIAN DIRECTOR	1 0	X									
ROBERT M MOSS DIRECTOR	1 0	X									
KEN C MOURSUND SR DIRECTOR	1 0	X									
DAVID EUGENE MOUTON MD DIRECTOR	1 0	X									
SHELLY DOMPIER MULANAX DIRECTOR	1 0	X									
PHILLIP E MURPHY DIRECTOR	1 0	X									
JAMES MICHAEL MUSHINSKI DIRECTOR	1 0	X									
DEMETRIUS NAVARRO DIRECTOR	1 0	X									
ROBINSON K NEBLETT DIRECTOR	1 0	X									
GARY RAYMOND NESLONEY DIRECTOR	1 0	X									
DON W NEUENSCHWANDER DIRECTOR	1 0	X									
DAVID R NEWCOMB DIRECTOR	1 0	X									
TOM R NORTHRUP DIRECTOR	1 0	X									
ROBERT A NORWOOD DIRECTOR	1 0	X									
GERALD LYNN NUNEZ DIRECTOR	1 0	X									
MICHAEL K O'KELLEY DIRECTOR	1 0	X									
KELLY L O'SHIELES DIRECTOR	1 0	X									

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(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				
R L O'SHIELES DIRECTOR	1 0	X									
W ALLEN OWEN DIRECTOR	1 0	X									
OSCAR PADILLA JR DIRECTOR	1 0	X									
ROBERT E PAINE IV DIRECTOR	1 0	X									
SARAH RUTH PALMER DIRECTOR	1 0	X									
JAMES E PARISH DIRECTOR	1 0	X									
CLAY A PARKER DIRECTOR	1 0	X									
GARY M PEARCE DIRECTOR	1 0	X									
JOE ERNEST PEDIGO DIRECTOR	1 0	X									
RICHARD A PEEBLES DIRECTOR	1 0	X									
PATRICK D PENNINGTON DIRECTOR	1 0	X									
HARRY ALLEN PERRIN DIRECTOR	1 0	X									
PATRICK R PERRY DIRECTOR	1 0	X									
TRISHA HILLMAN PHILIPP DIRECTOR	1 0	X									
WE PHILLIPS DIRECTOR	1 0	X									
TIM PING VICE PRESIDENT / DIRECTOR	5 0	X		X							
GARRY L PLOTKIN DIRECTOR	1 0	X									
OZELL PRICE DIRECTOR	1 0	X									
GARY C PUGH DIRECTOR	1 0	X									
STEPHEN J RADCLIFFE DIRECTOR	1 0	X									
JOHN F RADER III DIRECTOR	1 0	X									
RUSSELL J RAIA DIRECTOR	1 0	X									
LON JUDE RANDAZZO DIRECTOR	1 0	X									
JEN MARIE RAU DIRECTOR	1 0	X									
GREGG M RAYMOND DIRECTOR	1 0	X									

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(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				
TW WALD DIRECTOR	1 0	X									
TERRY WALKER DIRECTOR	1 0	X									
MARK S WALLS DIRECTOR	1 0	X									
LARRY EUGENE WALTERS DIRECTOR	1 0	X									
STEVE WATSON DIRECTOR	1 0	X									
RICHARD WEIMAN DIRECTOR	1 0	X									
P MICHAEL WELLS JR DIRECTOR	1 0	X									
JUSTIN C WHITE DIRECTOR	1 0	X									
GREGORY TEAL WILLBANKS DIRECTOR	1 0	X									
GRIFFIN D WINN DIRECTOR	1 0	X									
M BETH WOEHLER DIRECTOR	1 0	X									
REED GLENN WOOD DIRECTOR	1 0	X									
SALLY MAHAN WOODY DIRECTOR	1 0	X									
WILLIAM A YATES DIRECTOR	1 0	X									
ROBIN YOUNG-ELLIS DIRECTOR	1 0	X									
TODD ZUCKER DIRECTOR	1 0	X									
JOE BRUCE HANCOCK JR GENERAL MANAGER, DIRECTOR	50 0	X			X			205,396		30,163	
JIM VAN HOOZER VICE PRESIDENT / DIRECTOR	5 0	X		X							
PAT WALKER VICE PRESIDENT / DIRECTOR	5 0	X		X							
SCOTT ANDERSON DIRECTOR	1 0	X									
STUART BEKEN DIRECTOR	1 0	X									
ROY BROCK DIRECTOR	1 0	X									
JILL CLEMENT DIRECTOR	1 0	X									
JERRY M CREWS DIRECTOR	1 0	X									
RONALD E GULIHUR DIRECTOR	1 0	X									

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(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				
KATHLEEN HERD DIRECTOR	1 0	X									
KENNETH HUCHERSON DIRECTOR	1 0	X									
JEFFREY M JONES DIRECTOR	1 0	X									
RICHARD MARBURGER DIRECTOR	1 0	X									
GARY E PARKS DIRECTOR	1 0	X									
ERIC R POTTS DIRECTOR	1 0	X									
TONY RICH DIRECTOR	1 0	X									
C THOMPSON WELLS DIRECTOR	1 0	X									
CONSTANCE WHITE DIRECTOR	1 0	X									
RODNEY W WILLIAMS DIRECTOR	1 0	X									
ROBERT N LIVERMORE DIRECTOR	1 0	X									
M LEROY SHAFER VICE PRESIDENT/COO, DIRECTOR	50 0			X				260,466		30,010	
IRVEN E WAGNER PRESIDENT/CEO, DIRECTOR	50 0			X				519,027		260,697	
JENNIFER W HAZELTON CHIEF FINANCIAL OFFICER	50 0			X				196,630		25,608	
Chris Ramey GENERAL COUNSEL	50 0			X				108,684		5,768	
ANDREW SLOAN CHIEF INFO OFFICER	50 0					X		238,659		59,658	
MARY S MARTIN EXECUTIVE DIRECTOR - MARKETING	50 0					X		151,282		63,297	
STEVE GUMERMAN MANAGING DIRECTOR - IS	50 0					X		148,284		39,206	
JOEL COWLEY EXECUTIVE DIRECTOR - AGRICULTU	50 0					X		135,265		31,930	
MICHAEL DEMARCO EXECUTIVE DIRECTOR - OPERATION	50 0					X		132,702	0	38,460	

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

<i>Do not include amounts reported on line 6b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
ENTERTAINER EXPENSES	8,660,971	8,653,602		7,369
CONTRIBUTIONS TO SHOW EXHIBITO	5,105,441	5,105,441		
EQUIPMENT RENTAL & MAINT	4,928,976	4,713,079	60,981	154,916
FOOD AND BEVERAGE SERVICES	4,484,721	3,094,102	16,130	1,374,489
AWARDS - EXHIBITORS/PARTICIPAN	3,503,300	3,464,929		38,371

SCHEDULE C

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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

▶ **Complete if the organization is described below.**
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

OMB No 1545-0047

2009

Open to Public
Inspection

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

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

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

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered “Yes,” to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, line 35a (regarding proxy tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

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

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV
- 2 Political expenditures ▶ \$
- 3 Volunteer hours

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No
- 4a Was a correction made? ☐ Yes ☐ No
- b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c) except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt funtion activities ▶ \$
- 3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ▶ \$
- 4 Did the filing organization file **Form 1120-POL** for this year? ☐ Yes ☐ No
- 5 State the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

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

Part II-A

Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

A

Check

☐

if the filing organization belongs to an affiliated group

B

Check

☐

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing Organization's Totals	(b) Affiliated Group Totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)															
b Total lobbying expenditures to influence a legislative body (direct lobbying)		150,000													
c Total lobbying expenditures (add lines 1a and 1b)		150,000													
d Other exempt purpose expenditures															
e Total exempt purpose expenditures (add lines 1c and 1d)		150,000													
f Lobbying nontaxable amount Enter the amount from the following table in both columns		30,000													
<table><tr><td>If the amount on line 1e, column (a) or (b) is:</td><td>The lobbying nontaxable amount is:</td></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g Grassroots nontaxable amount (enter 25% of line 1f)		7,500													
h Subtract line 1g from line 1a If zero or less, enter -0-															
i Subtract line 1f from line 1c If zero or less, enter -0-		120,000													
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		☐ Yes ☒ No													

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total
2a Lobbying non-taxable amount	0	0	22,576	30,000	52,576
b Lobbying ceiling amount (150% of line 2a, column(e))					78,864
c Total lobbying expenditures	0	0	112,879	150,000	262,879
d Grassroots non-taxable amount	0	0	5,644	7,500	13,144
e Grassroots ceiling amount (150% of line 2d, column (e))					19,716
f Grassroots lobbying expenditures	0	0	0	0	0

Part II-B

Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

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

Part III-A

Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

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

Part III-B

Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes".

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

Part IV

Supplemental Information

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

Identifier	Return Reference	Explanation

SCHEDULE D
(Form 990)

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

Department of the Treasury
Internal Revenue Service

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

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
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶_____

4

Number of states where property subject to conservation easement is located ▶_____

5

Does the organization have a written policy regarding the periodic monitoring, inspection, 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

▶ \$ _____

For Privacy Act and Paperwork Reduction Act Notice, see the Intructions for Form 990

Cat No 52283D

Schedule D (Form 990) 2009

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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

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

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

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

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

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶

c

Term endowment ▶

3a

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

(i) unrelated organizations

3a(i)

Yes

No

(ii) related organizations

3a(ii)

Yes

No

b

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

3b

Yes

No

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	62,400	6,719,962		6,782,362
b Buildings				
c Leasehold improvements		27,350,259	9,778,560	17,571,699
d Equipment		14,856,774	8,666,313	6,190,461
e Other		14,802,187	3,102,438	11,699,749
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				42,244,271

Schedule D (Form 990) 2009

Part XI

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

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

Part XII

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

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

Part XIII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

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

Part XIV

Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part 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
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SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding
Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.
Form 990-EZ filers are not required to complete this part.

1

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

a

☐ Mail solicitations

e

☐ Solicitation of non-government grants

b

☐ Internet and e-mail solicitations

f

☐ Solicitation of government grants

c

☐ Phone solicitations

g

☐ Special fundraising events

d

☐ In-person solicitations

2a

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

☐ Yes ☐ No

b

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

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

3

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

Part II Fundraising Events.

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

Revenue			(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events	
			<u>SILENT AUCTION</u>	<u>HERITAGE GALA</u>	<u>5</u>	(Add col (a) through	
			(event type)	(event type)	(total number)	col (c))	
	1	Gross receipts	126,161	88,220	278,312	492,693	
	2	Less Charitable contributions	96,161	20,220	193,332	309,713	
3	Gross income (line 1 minus line 2)	30,000	68,000	84,980	182,980		
Direct Expenses	4	Cash prizes			4,043	4,043	
	5	Non-cash prizes	1,063	465	4,249	5,777	
	6	Rent/facility costs	22,868		25,455	48,323	
	7	Food and beverages					
	8	Entertainment					
	9	Other direct expenses	9,980	40,881	42,224	93,085	
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶					151,228
	11	Net income summary Combine lines 3, column d, and line 10. ▶					31,752

Part III Gaming.

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

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

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

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

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

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

Employer identification number
74-1142851

Part I

General Information on Grants and Assistance

- 1

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

☒ Yes ☐ No
- 2

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

Part II

Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" 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
HOUSTON LIVESTOCK SHOW & RODEO EDUCATIONAL FUNDPO BOX 20070 HOUSTON,TX 77225	760260204	501(C)(3)	3,445,100				THE EDUCATION FUND SUPPORTS HLSR'S PURPOSE

2

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

1

3

Enter total number of other organizations

0

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

[illegible]

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

[illegible]

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2009

Open to Public Inspection

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.

Name of the organization

HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number

74-1142851

Part I

Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. ☐ First-class or charter travel ☐ 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 or provision of all the expenses described above? If "No," complete Part III to explain	1b	Yes
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	Yes
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply. ☒ Compensation committee ☐ 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? b Participate in, or receive payment from, a supplemental nonqualified retirement plan? c Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III	4a	Yes
		4b	Yes
		4c	No
	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? b Any related organization? If "Yes," to line 5a or 5b, describe in Part III	5a	No
		5b	No
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? b Any related organization? If "Yes," to line 6a or 6b, describe in Part III	6a	No
		6b	No
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	Yes
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53.4958-4(a)(3)? If "Yes," describe in Part III	8	No
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				
JOE BRUCE HANCOCK JR	(i) (ii)	202,484		2,912	0	30,163	235,559	
M LEROY SHAFER	(i) (ii)	250,699		9,767	0	30,010	290,476	
IRVEN E WAGNER	(i) (ii)	417,642	100,000	1,385	200,000	60,697	779,724	
JENNIFER W HAZELTON	(i) (ii)	195,995		635	0	25,608	222,238	
ANDREW SLOAN	(i) (ii)	236,851		1,808	0	59,658	298,317	
MARY S MARTIN	(i) (ii)	149,531		1,751	0	63,297	214,579	
STEVE GUMERMAN	(i) (ii)	147,822		462	0	39,206	187,490	
JOEL COWLEY	(i) (ii)	134,641		624	0	31,930	167,195	
MICHAEL DEMARCO	(i) (ii)	131,479 0	0 0	1,223 0	0 0	38,460 0	171,162 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
COMPENSATION INFORMATION		SENIOR MANAGERS HAVE SPLIT DOLLAR LIFE INSURANCE POLICIES. THE TAXABLE BENEFIT IS REPORTED ON W-2 AND SALARY IS GROSSED UP TO COVER THE TAX ON THIS BENEFIT. NOT PROVIDED ON ANY OTHER BENEFITS. THE PRESIDENT OF THE HOUSTON LIVESTOCK SHOW AND RODEO PARTICIPATES IN A DEFERRED COMPENSATION PLAN. PURSUANT TO THE PLAN, MONIES ARE SET ASIDE EACH YEAR WHICH THEN VEST IN THREE YEARS CONTINGENT UPON THE PRESIDENT'S EMPLOYMENT.
BONUS INFORMATION		THE PRESIDENT OF THE SHOW IS ELIGIBLE TO RECEIVE AN INCENTIVE PAYMENT UP TO \$100,000 EACH YEAR. HIS CONTRACT IS IN EFFECT. THE AMOUNT AWARDED IS BASED ON THE EXECUTIVE COMMITTEE'S EVALUATION OF THE PRESIDENT'S ACHIEVEMENT OF HIS GOALS AND OBJECTIVES.

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
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

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

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

Part III Grants or Assistance Benefitting Interested Persons.

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
MURPHY BUCKLE COMPANY	OWNED BY BOARD MEMBER	475,813	PROVIDER OF PRODUCT		No
SIGNTEX IMAGING	OWNED BY BOARD MEMBER	425,946	PROVIDER OF PRODUCT		No
EXECUTIVE TOYS	OWNED BY BOARD MEMBER	264,651	PROVIDER OF PRODUCT		No
LONE STAR CONSTRUCTION	OWNED BY BOARD MEMBER	134,868	PROVIDER OF CONSTRUCTION SERVI		No
THE LARYAT COMPANY	OWNED BY BOARD MEMBER	128,442	PROVIDER OF PRODUCT		No
LANDRY'S RESTAURANTS	OWNED BY BOARD MEMBER	104,566	PROVIDER OF PRODUCT & SERVICES		No

SCHEDULE M
(Form 990)

NonCash Contributions

OMB No 1545-0047

2009

Open to Public Inspection

►Complete if the organization answered "Yes" on Form 990, Part IV, lines 29 or 30.
► Attach to Form 990.

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

Part I

Types of Property

	(a) Check if applicable	(b) Number of Contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	2	138,340	VALUE ON RECEIPT
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► ()				
26 Other ► ()				
27 Other ► ()				
28 Other ► ()				
29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement			29	
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?				Yes No
b If "Yes," describe the arrangement in Part II				
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?				Yes
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?				No
b If "Yes," describe in Part II				
33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II				

Part II

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

Identifier	Return Reference	Explanation
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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

HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number

74-1142851

Identifier	Return Reference	Explanation
REVIEW OF FORM 990	PART VI, SECTION B, QUESTION 11A	THE AUDIT COMMITTEE, A SUB-COMMITTEE OF THE EXECUTIVE COMMITTEE, ALONG WITH OUTSIDE TAX SPECIALISTS, REVIEW THE RETURN WITH SENIOR MANAGEMENT. THE AUDIT COMMITTEE THEN RECOMMENDS APPROVAL OF THE TAX RETURNS INCORPORATING ANY CHANGES THEY SUGGEST TO THE EXECUTIVE COMMITTEE WHICH THEN GIVES FINAL APPROVAL.

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

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

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

Identifier	Return Reference	Explanation
OFFICER AND DIRECTOR RELATIONS	PART VI, SECTION A, QUESTION 2	THE FOLLOWING OFFICERS AND DIRECTORS HAVE A BUSINESS RELATIONSHIP WITH EACH OTHER WORK FOR PEARCE INDUSTRIES RICHARD BEAN LOUIS M PEARCE GARY M PEARCE JIM EPPS WORK FOR CASETECH INTERNATIONAL LARRY CARROLL LON RANDAZZO WORK FOR SIGNTEX IMAGING LP J M CLEPPER MICHAEL E CLEPPER BOARD MEMBERS OF ELVES AND MORE CHARITY TOM C DAVIS J M CLEPPER PHILLIP L LEGGETT, MD EMPLOYED BY D L DOYLE CONSTRUCTION CO DOUGLAS DOYLE JIM BOB TAYLOR EMPLOYED BY DUNN ENTERPRISES FREEMAN DUNN W T DUNN EMPLOYED BY CANNONBALL TRUCKING, INC RONALD EUBANKS JIM LIGHTFOOT PARTNERS IN JOINT REAL ESTATE VENTURES TOM HENDERSON KEN JACOBSON GERALD LYNN NUNEZ EMPLOYED BY HOMETRUST MORTGAGE KEN JACOBSON GERALD LYNN NUNEZ EMPLOYED BY LANG INVESTIGATIONS DANNY LANG, SR DANNY LANG, JR DIRECTORS OF MY FRIENDS FOUNDATION LUCKY LONG DON NEUENSCHWANDER OWNERS OF RM BROTHERS DEVELOPMENT, LLC ROY MARSH ROBERT MARSH OWNERS OF MELTON ELECTRIC, INC CHARLES MELTON MARK MELTON OWNERS OF MONTALBANO LUMBER CO YANCE MONTALBANO JOHN MONTALBANO EMPLOYED BY METRO VALUATION SERVICES GERALD LYNN NUNEZ JAMES MUSHINSKI EMPLOYED BY JOHN L WORTHAM & SON, LP JACK LYONS ROBERT E PAINE DIRECTORS OF HARRIS COUNTY SPORTS & CONVENTION CORPORATION BILL TEAGUE JOHN MONTALBANO DIRECTORS OF MARY J HAMILTON, CON DIOS FOUNDATION ANDREW VAVRA TOM DAVIS PHILLIP L LEGGETT, MD TRUSTEES OF TEXAS 4-H YOUTH DEVELOPMENT FOUNDATION JOHN WADE TOM DOMPIER ERNIE DAVIS RUTH PALMER DIRECTORS AND EXECUTIVE COMMITTEE MEMBERS OF TITLE DATA, INC JAMES WINDHAM E D LESTER THE FOLLOWING OFFICERS AND DIRECTORS HAVE A FAMILY RELATIONSHIP WITH EACH OTHER NATHAN M BROWN (FATHER) TERRY BROWN (SON) KELLEY CHISHOLM (SON-IN-LAW) PETER RUMAN (FATHER-IN-LAW) J M CLEPPER (FATHER) MICHAEL E CLEPPER (SON) DON JORDAN (FATHER-IN-LAW) CHRIS CUNNINGHAM (SON-IN-LAW) ERNST DAVIS (SON-IN-LAW) H H MOORE (FATHER-IN-LAW) ROBERT DAVIS (BROTHER) TOM C DAVIS (BROTHER) TOM DOMPIER (FATHER) SHELLY MULANAX (DAUGHTER) FREEMAN DUNN (FATHER) W T DUNN (SON) ROY ELLEDGE (STEP FATHER) BRENDA SHORT (STEP DAUGHTER) ROY ELLEDGE (STEP FATHER) BRETT BAKER (STEP SON) WILLIAM M JONES (FATHER) MICHAEL J JONES (SON) SUZANNE EPPS (MOTHER) JAMES C EPPS (SON) TOMMY HILDEBRAND (FATHER) JEFF HILDEBRAND (SON) LIZ JAMESON (SISTER-IN-LAW) PAT GILBERT (BROTHER-IN-LAW) JAMES GROVER KELLEY (BROTHER) NANO KELLY SCHERRIEB (SISTER) DANNY LANG, SR (FATHER) DANNY LANG, JR (SON) STUART LANG, JR (FATHER) STUART LANG III (SON) G W KENT (BROTHER) J D KENT (BROTHER) DANNY MARBURGER (FATHER) RICHARD MARBURGER (SON) ROY MARSH (BROTHER) ROBERT MARSH (BROTHER) CHARLES MELTON (FATHER) MARK MELTON (SON) WILLARD MERCIER (FATHER-IN-LAW) EDWARD SCHULZ (SON IN LAW) DON MURPHY (FATHER) PHILLIP MURPHY (SON) R L BUD O'SHIELES (FATHER) KELLY O'SHIELES (DAUGHTER) LOUIS M PEARCE (FATHER) GARY PEARCE (SON) PAT PENNINGTON (BROTHER-IN-LAW) CATHY CUNDIFF (SISTER-IN-LAW - STAFF MEMBER) I H PERRY (FATHER) PAT PERRY (SON) W C SARTWELLE (FATHER) ELISE SARTWELLE (DAUGHTER) W C SARTWELLE (BROTHER) JAMES SARTWELLE (BROTHER) JAMES SARTWELLE (UNCLE) ELISE SARTWELLE (NIECE) SAMUEL S SMITH (FATHER-IN-LAW) ANDREW J VAVRA (SON-IN-LAW) JERROL SPRINGER (HUSBAND) PAM SPRINGER (WIFE) R H STEVENS (FATHER-IN-LAW) JIM BOB TAYLOR (SON-IN-LAW) MARY ELLEN VERBOIS (SISTER-IN-LAW) JOEL VERBOIS (BROTHER-IN-LAW) PERRY MICHAEL WELLS (FATHER) PERRY MICHAEL WELLS, JR (SON) PERRY MICHAEL WELLS (FATHER) C THOMPSON WELLS (SON) PERRY MICHAEL WELLS JR (BROTHER) C THOMPSON WELLS (BROTHER) CLIFF HAWTHORNE (HUSBAND) KATHY HAWTHORNE (WIFE - STAFF MEMBER)

Identifier	Return Reference	Explanation
EXPLANATION OF COMBINED AUDIT REPORT	PART XI, QUESTION 2D, PART IV, QUESTION 12	THE HOUSTON LIVESTOCK SHOW AND RODEO, INC , THE HOUSTON LIVESTOCK SHOW AND RODEO EDUCATIONAL FUND (EIN 76-0260204), CORRAL CLUB, INC (EIN 74-2079763), AND THE HOUSTON LIVESTOCK SHOW AND RODEO INSTITUTE FOR TEACHER EXCELLENCE (EIN 76-0539447) HAVE A COMBINED AUDIT REPORT THE HOUSTON LIVESTOCK SHOW AND RODEO, INC HAS AN AUDIT COMMITTEE CHARGED WITH RESPONSIBILITY FOR THE OVERSIGHT OF THE COMBINED AUDITED FINANCIAL STATEMENTS AND THE SELECTION OF AN INDEPENDENT ACCOUNTANT

Identifier	Return Reference	Explanation
EXECUTIVE COMMITTEE EXPLANATION	PART VI, QUESTION 6, 7, 7B	AN EXECUTIVE COMMITTEE IS ELECTED BY THE HLSR BOARD OF DIRECTORS THE PURPOSE OF THE EXECUTIVE COMMITTEE IS TO GIVE IMMEDIATE AID, COUNSEL AND AUTHORITY TO THE OFFICERS AND MANAGERS OF HLSR AND TO CARRY OUT THE RULES, REGULATIONS, PURPOSES AND POLICIES OF THE BOARD OF DIRECTORS THE EXECUTIVE COMMITTEE REPORTS TO AND IS RESPONSIBLE DIRECTLY TO THE BOARD OF DIRECTORS DURING THE INTERVAL BETWEEN MEETINGS OF THE BOARD OF DIRECTORS, THE EXECUTIVE COMMITTEE POSSESSES AND MAY EXERCISE THE POWERS OF THE BOARD OF DIRECTORS NECESSARY OR CONVENIENT FOR THE MANAGEMENT, CONTROL AND DIRECTION OF THE BUSINESS AND AFFAIRS OF HLSR

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ 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
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

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
HLSR EDUCATIONAL FUND 8334 FANNIN ST HOUSTON, TX 77054 76-0260204	SCHOLARSHIPS	TX	501(C)(3)	11	NA
HLSR INSTITUTE FOR TEACHER EXCELLENCE 8334 FANNIN ST HOUSTON, TX 77054 75-0539447	EDUCATION	TX	501(C)(3)	11	NA
HLSR ENDOWMENT FOUNDATION 8334 FANNIN ST HOUSTON, TX 77054 20-3612828	EDUCATION	TX	501(C)(3)	11	NA

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) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	
							Yes	No		Yes	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
CORRAL CLUB INC 8334 FANNIN ST HOUSTON, TX77054 74-2079763	BAR OPERATION	TX	NA	C CORP	0	0	0 %

Part V

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

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

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

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

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

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

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

e Loans or loan guarantees by other organization(s)

f Sale of assets to other organization(s)

g Purchase of assets from other organization(s)

h Exchange of assets

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

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

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

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

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

n Sharing of paid employees

o Reimbursement paid to other organization for expenses

p Reimbursement paid by other organization for expenses

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

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

Yes

No

1a

No

1b

Yes

1c

No

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

No

1l

No

1m

Yes

1n

Yes

1o

No

1p

Yes

1q

No

1r

No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved
(1) HLSR EDUCATIONAL FUND	B, M,	3,445,100
(2) CORRAL CLUB INC	M, N,	913,492
(3)		
(4)		
(5)		
(6)		

Schedule R (Form 990) 2009

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

[illegible]