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Form 990  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation) ▶ The organization may have to use a copy of this return to satisfy state reporting requirements	OMB No 1545-0047
		2010
		Open to Public Inspection

A For the 2010 calendar year, or tax year beginning 09-01-2010 and ending 08-31-2011		
B Check if applicable ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending	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
	G Gross receipts \$ 110,885,643	
	City or town, state or country, and ZIP + 4 HOUSTON, TX 77225	
	F Name and address of principal officer JENNIFER HAZELTON 8334 FANNIN STREET HOUSTON, TX 77054	H(a) Is this a group return for affiliates? ☐ Yes ☒ No H(b) Are all affiliates included? ☐ Yes ☐ No If "No," attach a list (see instructions) H(c) Group exemption number ▶
I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () ◀ (Insert no) ☐ 4947(a)(1) or ☐ 527		
J Website: ▶ www.hlsr.com		
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 1		
	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	356
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	335
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	1,042
6 Total number of volunteers (estimate if necessary)	6	25,000	
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	480,505	
7b Net unrelated business taxable income from Form 990-T, line 34	7b	-315,950	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	27,583,009	30,158,603
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	51,522,720	60,571,557
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,094,958	2,741,809
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	439,368	135,775
		80,640,055	93,607,744
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	3,445,100	21,864,052
	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)	11,958,115	13,289,015
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) <u>5,293,771</u>		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)		
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	55,776,041	58,875,482
	19 Revenue less expenses Subtract line 18 from line 12	71,179,256	94,028,549
Net Assets or Fund Balances		9,460,799	-420,805
		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	149,463,051	145,430,361
	21 Total liabilities (Part X, line 26)	40,645,145	32,831,471
22 Net assets or fund balances Subtract line 21 from line 20	108,817,906	112,598,890	

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

Sign Here	Signature of officer		2012-07-16			
	Date					
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check if self-employed ☐	PTIN
	Firm's name ▶ PricewaterhouseCoopers LLP					Firm's EIN ▶
	Firm's address ▶ 1201 Louisiana Suite 2900 Houston, TX 77002					Phone no ▶ (713) 356-4000

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III ☐

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.

(Code	(Expenses \$	61,063,958	including grants of \$	(Revenue \$	)
4a	The Houston Livestock Show and Rodeo entertained a record 2,262,834 visitors for general attendance to see agricultural exhibits and educational areas. There were approximately 27,000 livestock and horse show exhibitors, including Cattle, Sheep, Goats, Swine, Rabbits, Turkeys, Llamas, Alpaca, Horses, Mules, and Donkeys. The Show Hosted Judging Contests, including Livestock, Meat, Poultry, Wool and Mohair, Range and Pasture Plant Identification, Dairy, Horse, Wildlife Habitat Evaluation, Floriculture, Nursery Landscape, Tractor Technician Contest and Agricultural Mechanics Contest. More than 75,000 children received a hands-on agricultural education through a school tour or field trip in Capital One Bank AGventure. 65 piglets, 20 lambs and 15 calves were born during the Show. In the Poultry Exhibit, more than 180 chicks were hatched. New to the Show in 2011, the Horticulture Program featured horticulture displays and competitions for Texas students, non-professional adult gardeners and professional florists and landscapers. The program culminated in a Floriculture Face-off, where professional florists competed in a timed competition. Each of the Houston Livestock Show and Rodeo junior auctions brought in \$1 million or more. Six of the junior auction Grand Champion and Reserve Grand Champion records were broken. The Grand Champion Lamb, Grand Champion Goat, Grand Champion Barrow, Reserve Grand Champion Barrow, Grand Champion Work of Art, and Reserve Grand Champion Work of Art 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. In 2011, the Show launched the Houston Livestock Show & Rodeo free, custom mobile application. The app, available for iPhone and Android devices is an electronic version of the Show's visitors guide. The mobile app had more than 37,000 downloads. Over \$5 million in premiums and awards were paid to junior show exhibitors participating in the 2011 Show. The Houston Livestock Show and Rodeo contributed over \$21.9 million to the Houston Livestock Show and Rodeo Educational Fund in support of \$12.1 million in scholarship, grant, and educational program awards. More than 25,000 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 \$ 21,864,052 including grants of \$ 21,864,052) (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 \$12.1 million in scholarships and educational grants awarded

[illegible]

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

4e	Total program service expenses	\$ 82,928,010
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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)? <i>If "Yes," complete Schedule A.</i> 	1	Yes
2	Is the organization required to complete Schedule B, Schedule of Contributors (see instruction)? 	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? <i>If "Yes," complete Schedule C, Part I.</i> 	3	No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i> 	4	Yes
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III.</i> 	5	No
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? <i>If "Yes," complete Schedule D, Part I.</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? <i>If "Yes," complete Schedule D, Part II.</i> 	7	No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i> 	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? <i>If "Yes," complete Schedule D, Part IV.</i> 	9	No
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i> 	10	No
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i> 	11a	Yes
b	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? <i>If "Yes," complete Schedule D, Part VII.</i> 	11b	No
c	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? <i>If "Yes," complete Schedule D, Part VIII.</i> 	11c	No
d	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? <i>If "Yes," complete Schedule D, Part IX.</i> 	11d	No
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> 	11e	Yes
f	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 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i> 	11f	No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i> 	12a	No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i> 	12b	Yes
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>	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? <i>If "Yes," complete Schedule F, Parts I and IV.</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 ? <i>If "Yes," complete Schedule F, Parts II and IV.</i>	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 ? <i>If "Yes," complete Schedule F, Parts III and IV.</i>	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? <i>If "Yes," complete Schedule G, Part I (see instructions).</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? <i>If "Yes," complete Schedule G, Part II.</i> 	18	Yes
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i> 	19	No
20a	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>	20a	No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	20b	

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 lines 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 (or a family member thereof) was an officer, director, trustee, or direct or indirect 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)?	35		No
a	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> ☐ Yes ☒ 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					
Check if Schedule O contains a response to any question in this Part V ☐					
		Yes	No		
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	3,259		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes		
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return.	2a	1,042		
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 (see instructions).	2b	Yes		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	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 instructions for 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?	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 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	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	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			
13	Section 501(c)(29) qualified nonprofit health insurance issuers.				
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b			
c	Enter the amount of reserves on hand.	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a			No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b			

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.
Check if Schedule O contains a response to any question in this Part VI ☒

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	356	
b	Enter the number of voting members included in line 1a, above, who are independent	1b	335	
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 governing documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a significant 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		
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11a		No
b	Describe in Schedule O the process, if any, used by the organization to review this 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 15a or 15b, 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

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

Check if Schedule O contains a response to any question in this Part VII ☐

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

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

[illegible]

Part VII

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

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>
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>
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>

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
RAY CAMMACK SHOWS INC 4950 WEST SOUTHERN AVE LAVEEN, AZ 85339	CARNIVAL SERVICES	2,520,334
LMI HHI LTD SMG 8400 KIRBY DRIVE HOUSTON, TX 77054	PROPERTY MANAGEMENT	1,810,372
LD SYSTEMS INC PO BOX 10620 HOUSTON, TX 77206	AUDIO/VIDEO SERVICES	2,860,819
TRANSPORTATION MANAGEMENT SERVICES 17810 MEETING HOUSE ROAD SUITE 200 SANDY SPRING, MD 20860	TRANSPORTATION	2,141,530
ARAMARK SPORTS AND ENTERTAINMENT 1101 MARKET ST 12TH FLOOR PHILADELPHIA, PA 19107	CLEANING SERVICES	2,386,177
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 ▶60		

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				3,350,000			
	c Fundraising events 1c				333,588			
	d Related organizations 1d							
	e Government grants (contributions) 1e							
	f All other contributions, gifts, grants, and similar amounts not included above 1f				26,475,015			
	g Noncash contributions included in lines 1a-1f \$				194,212			
	h Total. Add lines 1a-1f ▶				30,158,603			
	Program Service Revenue					Business Code		
2a RODEO SHOW RECEIPT				711300	60,571,557	60,571,557		
b								
c								
d								
e								
f All other program service revenue								
g Total. Add lines 2a–2f ▶				60,571,557				
Other Revenue		3 Investment income (including dividends, interest and other similar amounts) ▶				2,065,894		
	4 Income from investment of tax-exempt bond proceeds . . ▶				0			
	5 Royalties ▶				0			
			(i) Real	(ii) Personal				
	6a Gross Rents		388,038					
	b Less rental expenses		345,340					
	c Rental income or (loss)		42,698					
	d Net rental income or (loss) ▶				42,698		42,698	
			(i) Securities	(ii) Other				
	7a Gross amount from sales of assets other than inventory		16,460,198					
	b Less cost or other basis and sales expenses		15,784,283					
	c Gain or (loss)		675,915					
	d Net gain or (loss) ▶				675,915			675,915
	8a Gross income from fundraising events (not including \$ 333,588 of contributions reported on line 1c) See Part IV, line 18 a				158,490			
	b Less direct expenses b				165,420			
	c Net income or (loss) from fundraising events . . ▶				-6,930			-6,930
	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				1,069,963			
b Less cost of goods sold b				982,856				
c Net income or (loss) from sales of inventory . . ▶				87,107	-337,800	424,907		
Miscellaneous Revenue				Business Code				
11a COCA-COLA SPONSORSHIP				900099	10,000		10,000	
b RELIANT ENERGY				900099	2,900		2,900	
c								
d All other revenue								
e Total. Add lines 11a–11d ▶				12,900				
12 Total revenue. See Instructions ▶				93,607,744	60,233,757	480,505	2,734,879	

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	21,864,052	21,864,052		
2	Grants and other assistance to individuals in the U S See Part IV, line 22	0	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	1,738,383	1,073,517	485,415	179,451
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	130,500			130,500
7	Other salaries and wages	8,311,866	5,495,603	2,236,055	580,208
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	1,235,556	671,353	102,011	462,192
9	Other employee benefits	1,134,669	609,429	392,472	132,768
10	Payroll taxes	738,041	436,284	243,387	58,370
a	Fees for services (non-employees) Management	0			
b	Legal	215,049	199,430	15,619	
c	Accounting	99,701	46,884	51,444	1,373
d	Lobbying	0			
e	Professional fundraising services See Part IV, line 17	0			
f	Investment management fees	172,106		172,106	
g	Other	15,410,110	14,359,215	553,196	497,699
12	Advertising and promotion	3,252,337	2,954,575	91,672	206,090
13	Office expenses	1,533,757	1,130,926	179,558	223,273
14	Information technology	389,502	3,829	375,315	10,358
15	Royalties	0			
16	Occupancy	1,952,975	1,765,356		187,619
17	Travel	96,042	24,309	56,290	15,443
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	13,622	4,451	7,805	1,366
20	Interest	416,493	416,493		
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	3,379,248	2,976,531	317,872	84,845
23	Insurance	745,929	453,133	230,473	62,323
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	ENTERTAINER EXPENSES	8,303,111	8,287,286		15,825
b	CONTRIBUTIONS TO SHOW EXHIBITO	4,968,036	4,968,036		
c	EQUIPMENT RENTAL & MAINT	5,091,600	4,877,792	79,909	133,899
d	FOOD AND BEVERAGE SERVICES	4,822,355	3,236,362	26,430	1,559,563
e	AWARDS - EXHIBITORS/PARTICIPAN	3,952,250	3,909,192		43,058
f	All other expenses	4,061,259	3,163,972	189,739	707,548
25	Total functional expenses. Add lines 1 through 24f	94,028,549	82,928,010	5,806,768	5,293,771
26	Joint costs. Check here ☐ if following SOP 98-2 (ASC 958-720) 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			19,498,800	1	16,852,670
	2	Savings and temporary cash investments				2	
	3	Pledges and grants receivable, net				3	
	4	Accounts receivable, net			2,140,050	4	1,688,922
	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)), persons described in section 4958(c)(3)(B), and contributing employers, and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Schedule L				6	
	7	Notes and loans receivable, net				7	
	8	Inventories for sale or use			229,618	8	456,894
	9	Prepaid expenses and deferred charges			652,560	9	716,540
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	65,488,978			
	b	Less: accumulated depreciation	10b	24,926,557	42,244,271	10c	40,562,421
	11	Investments—publicly traded securities			69,648,409	11	84,136,988
	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			15,049,343	15	1,015,926
16	Total assets. Add lines 1 through 15 (must equal line 34)			149,463,051	16	145,430,361	
Liabilities	17	Accounts payable and accrued expenses			2,302,073	17	2,557,672
	18	Grants payable				18	
	19	Deferred revenue				19	
	20	Tax-exempt bond liabilities			9,925,000	20	8,875,000
	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			28,418,072	25	21,398,799
	26	Total liabilities. Add lines 17 through 25			40,645,145	26	32,831,471
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			108,817,906	27	112,598,890
	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			108,817,906	33	112,598,890
34	Total liabilities and net assets/fund balances			149,463,051	34	145,430,361	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	93,607,744
2	Total expenses (must equal Part IX, column (A), line 25)	2	94,028,549
3	Revenue less expenses Subtract line 2 from line 1	3	-420,805
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	108,817,906
5	Other changes in net assets or fund balances (explain in Schedule O)	5	4,201,789
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	112,598,890

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII ☒

		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 separate basis, consolidated 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

2010

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 described in **section 170(b)(1)(A)(i).**
- 2

☐

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 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 Sections 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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (See instructions)					12	
13 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage						
14 Public Support Percentage for 2010 (line 6 column (f) divided by line 11 column (f))					14	
15 Public Support Percentage for 2009 Schedule A, Part II, line 14					15	
16a 33 1/3% support test—2010. 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—2009. 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—2010. 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—2009. 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 Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) 	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	21,880,144	24,376,396	23,050,987	27,447,396	30,158,603	126,913,526
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	50,007,995	50,885,518	50,357,810	51,658,333	60,574,457	263,484,113
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	71,888,139	75,261,914	73,408,797	79,105,729	90,733,060	390,397,639
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	7,285,048	6,584,046	6,747,541	6,963,114	8,074,063	35,653,812
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b	7,285,048	6,584,046	6,747,541	6,963,114	8,074,063	35,653,812
8 Public Support (Subtract line 7c from line 6)						354,743,827

Section B. Total Support						
Calendar year (or fiscal year beginning in) 	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6	71,888,139	75,261,914	73,408,797	79,105,729	90,733,060	390,397,639
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	3,609,293	3,414,304	3,329,674	4,393,157	3,523,894	18,270,322
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	3,609,293	3,414,304	3,329,674	4,393,157	3,523,894	18,270,322
11 Net 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
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support (Add lines 9, 10c, 11 and 12)	75,497,432	78,676,218	76,738,471	83,498,886	94,256,954	408,667,961
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section501(c)(3) organization, check this box and stop here 						

Section C. Computation of Public Support Percentage			
15 Public Support Percentage for 2010 (line 8 column (f) divided by line 13 column (f))	15	86.805 %	
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	86.666 %	

Section D. Computation of Investment Income Percentage			
17	Investment income percentage for 2010 (line 10c column (f) divided by line 13 column (f))	17	4 471 %
18	Investment income percentage from 2009 Schedule A, Part III, line 17	18	4 508 %
19a	33 1/3% support tests—2010. If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization 		
b	33 1/3% support tests—2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization 		
20	Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions 		

Part IV

Supplemental Information. Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any 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			
RH Stevens Chairman of the Board	10 0	X		X				0	0	0
Jim Bloodworth Executive Committee	2 5	X						0	0	0
Don A Buckalew Executive Committee	2 5	X						0	0	0
John Causey Executive Committee	2 5	X						0	0	0
J M Clepper Executive Committee	2 5	X						0	0	0
John T Cook Executive Committee	2 5	X						0	0	0
Tilman J Fertitta Executive Committee	2 5	X						0	0	0
Wayne Hollis Jr Executive Committee	2 5	X						0	0	0
Don D Jordan Executive Committee	2 5	X						0	0	0
H Stuart Lang Jr Executive Committee	2 5	X						0	0	0
Jack A Lyons Executive Committee	2 5	X						0	0	0
Ed McMahon Executive Committee	2 5	X						0	0	0
Louis M Pearce Jr Executive Committee	2 5	X						0	0	0
Chris Richardson Executive Committee	2 5	X						0	0	0
Charles R Robinson Executive Committee	5 0	X						0	0	0
John O Smith Executive Committee	2 5	X						0	0	0
Paul G Somerville Executive Committee	2 5	X						0	0	0
Keith A Steffek Executive Committee	2 5	X						0	0	0
P Michael Wells Executive Committee	2 5	X						0	0	0
James M Windham Jr Executive Committee	2 5	X						0	0	0
Roger Bethune Vice President/Director	5 0	X		X				0	0	0
Curtis Brenner Vice President/Director	5 0	X		X				0	0	0
Rey Gonzales Vice President/Director	5 0	X		X				0	0	0
Larry Ray Kerbow Sr Vice President/Director	5 0	X		X				0	0	0
Paul Lehnhoff Vice President/Director	5 0	X		X				0	0	0

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				0	0	0	
Glenn Lilie Vice President/Director	5 0	X		X				0	0	0	
Michael S McKinney Vice President/Director	5 0	X		X				0	0	0	
Mark Melton Vice President/Director	5 0	X		X				0	0	0	
Yance S Montalbano Vice President/Director	5 0	X		X				0	0	0	
Gary E Parks Vice President/Director	5 0	X		X				0	0	0	
Tim Ping Vice President/Director	5 0	X		X				0	0	0	
Steven L Roe Vice President/Director	5 0	X		X				0	0	0	
Darryl A Schroeder Vice President/Director	5 0	X		X				0	0	0	
Pam Springer Vice President/Director	5 0	X		X				0	0	0	
Jim Van Hoozer Vice President/Director	5 0	X		X				0	0	0	
Pat Walker Vice President/Director	5 0	X		X				0	0	0	
P Michael Wells Jr Vice President/Director	5 0	X		X				0	0	0	
John V Abshier Director	1 0	X						0	0	0	
JJ Acy Director	1 0	X						0	0	0	
Eduardo Aguirre Jr Director	1 0	X						0	0	0	
Mary Jane Albert Director	1 0	X						0	0	0	
Jimmie Allen Director	1 0	X						0	0	0	
Mark A Anawaty Director	1 0	X						0	0	0	
Scott Anderson Director	1 0	X						0	0	0	
Jerry J Andrew Director	1 0	X						0	0	0	
Marie Denise Arcos Director	1 0	X						0	0	0	
Sam Ayers Director	1 0	X						0	0	0	
Bill Bailey Director	1 0	X						18,570	0	0	
Linda Sue Barnes Director	1 0	X						0	0	0	

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				
Louis Bart Director	1 0	X						0	0	0	
Richard E Bean Director	1 0	X						0	0	0	
C A Beasley Director	1 0	X						0	0	0	
G M Becker Director	1 0	X						0	0	0	
Stuart Beken Director	1 0	X						0	0	0	
Jim Billings Director	1 0	X						0	0	0	
R C Black Director	1 0	X						0	0	0	
Tucker Blair Director	1 0	X						0	0	0	
Mike Blasingame Director	1 0	X						0	0	0	
Bill R Bludworth Director	1 0	X						0	0	0	
Danny R Boatman Director	1 0	X						0	0	0	
Terry Bodkin-Agris Director	1 0	X						0	0	0	
William C Booher Director	1 0	X						0	0	0	
M David Boothe Director	5 0	X		X				0	0	0	
Douglas B Bosch Director	1 0	X						0	0	0	
Clair Branch Director	1 0	X						0	0	0	
John R Braniff Director	1 0	X						0	0	0	
Karen Bridges Director	1 0	X						0	0	0	
Brandon Lee Bridwell Director	1 0	X						0	0	0	
Jim Brock Director	1 0	X						0	0	0	
Roy Brock Director	1 0	X						0	0	0	
Terry Mack Brown Director	1 0	X						0	0	0	
Susan Buddeke Director	1 0	X						0	0	0	
J C Burnham Director	1 0	X						0	0	0	
Tim Burns Director	1 0	X						0	0	0	

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			
Patricia Ann Burt Director	1 0	X						0	0	0
George A Buschardt Director	5 0	X		X				0	0	0
JL Butera Director	1 0	X						0	0	0
Max C Butler Director	1 0	X						0	0	0
Richard B Butler Director	1 0	X						0	0	0
Larry D Byars Director	1 0	X						0	0	0
Roger Campbell Director	1 0	X						0	0	0
Roxie Regan Campbell Director	1 0	X						0	0	0
Rudy Cano Director	1 0	X						0	0	0
Andrew Cantu Director	1 0	X						0	0	0
Beth Cardono Director	1 0	X						0	0	0
Larry L Carroll Director	1 0	X						0	0	0
Brady F Carruth Director	1 0	X						0	0	0
Moreland Chapman Director	1 0	X						0	0	0
Joseph E Chastang Director	1 0	X						0	0	0
Kelley Chisholm Director	1 0	X						0	0	0
Gene W Clark Director	1 0	X						0	0	0
Chad J Clay Director	1 0	X						0	0	0
Michael E Clepper Director	1 0	X						0	0	0
Curtis Clerkley Director	1 0	X						0	0	0
Ernie Boyd Collins Director	1 0	X						0	0	0
Thomas R Conner Director	1 0	X						0	0	0
Mike Cook Director	1 0	X						0	0	0
John L Cooper II Director	1 0	X						0	0	0
Howard Thomas Cordell Director	1 0	X						0	0	0

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 M Cotterell Director	1 0	X						0	0	0
J Craig Cowgill Director	1 0	X						0	0	0
Frank Crapitto Director	1 0	X						0	0	0
Jerry M Crews Director	1 0	X						0	0	0
Chris Cunningham Director	1 0	X						0	0	0
Michael A Curley Director	1 0	X						0	0	0
Michael C Curley Director	1 0	X						0	0	0
Charles M Dalton Director	1 0	X						0	0	0
Becky Jones Damone Director	1 0	X						0	0	0
Dan D'Armond Director	1 0	X						0	0	0
Tom C Davis Director	5 0	X		X				0	0	0
Chuck Davis Director	1 0	X						0	0	0
Ernest Edwin Davis Director	1 0	X						0	0	0
Robert N Davis Director	1 0	X						0	0	0
Gary Alan Debakey Director	1 0	X						0	0	0
Gary Deitcher Director	1 0	X						0	0	0
George A DeMontrond III Director	1 0	X						0	0	0
Carl Detering Jr Director	1 0	X						0	0	0
CR Devine Director	1 0	X						0	0	0
Ben L Dodson Director	1 0	X						0	0	0
Tom E Dompier Director	1 0	X						0	0	0
Arthur J Dorr Director	1 0	X						0	0	0
Rodney E Doutel Director	1 0	X						0	0	0
Andrew Dow Director	1 0	X						0	0	0
Douglas L Doyle Director	1 0	X						0	0	0

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

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
W Thad Gilliam Director	1 0	X						0	0	0
Gary Glover Director	1 0	X						0	0	0
Mike Golden Director	1 0	X						0	0	0
Charles W Grant Director	1 0	X						0	0	0
Ricky A Greene Director	1 0	X						0	0	0
Red Griffin Director	1 0	X						0	0	0
Sidney Grisham Director	1 0	X						0	0	0
Ronald E Gulihur Director	1 0	X						0	0	0
Richard Gustafson Director	1 0	X						0	0	0
Michael J Hajovsky Director	1 0	X						0	0	0
Jerry Hamilton Director	1 0	X						0	0	0
William D Hanna Director	1 0	X						0	0	0
Jeff Harris Director	1 0	X						0	0	0
O L Harris Director	1 0	X						0	0	0
Darrell N Hartman Director	1 0	X						0	0	0
Michael Hartwig Director	1 0	X						0	0	0
Cliff Hawthorne Director	1 0	X						0	0	0
Lance Heacock Director	1 0	X						0	0	0
Barney Hedrick Director	1 0	X						0	0	0
Corinne C Heiligbrodt Director	1 0	X						0	0	0
Thomas M Henderson Director	1 0	X						0	0	0
Sam Henry Director	1 0	X						0	0	0
Linda Renee Henson Director	1 0	X						0	0	0
Kathleen KakiHerd Director	1 0	X						0	0	0
Gary Wayne Hettenbach Director	1 0	X						0	0	0

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				
Jeffrey M Jones Director	1 0	X						0	0	0	
William M Jones Director	1 0	X						0	0	0	
Ronald A Kapche Director	1 0	X						0	0	0	
J Grover Kelley Director	1 0	X						0	0	0	
JD Kennedy Director	1 0	X						0	0	0	
G W Kent Director	1 0	X						0	0	0	
James Alan Kent Director	1 0	X						0	0	0	
Robert B Knepler Director	1 0	X						0	0	0	
Doug Knutzen Director	1 0	X						0	0	0	
Michael John Koch Director	1 0	X						0	0	0	
Jeanny Koop Director	1 0	X						0	0	0	
Danny Lang Jr Director	1 0	X						0	0	0	
William L Lawler Director	1 0	X						0	0	0	
Carl J Lee Jr Director	1 0	X						0	0	0	
Phillip L Leggett MD Director	1 0	X						0	0	0	
Daniel E Lehane MD Director	1 0	X						0	0	0	
Lawrence S Levy Director	1 0	X						0	0	0	
Jeff Lewis DDS Director	1 0	X						0	0	0	
WA Lewis Director	1 0	X						0	0	0	
Jim Lightfoot Director	1 0	X						0	0	0	
Thomas Lippincott Director	5 0	X		X				0	0	0	
Robert N Livermore Director	1 0	X						0	0	0	
Ronald Logan Director	1 0	X						0	0	0	
P W Lucky Long Director	1 0	X						0	0	0	
Gary R Look Director	1 0	X						0	0	0	

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			
Jimmy Lyons Director	1 0	X						0	0	0
Sam J Mainord Director	1 0	X						0	0	0
Danny Marburger Director	1 0	X						0	0	0
Richard Marburger Director	1 0	X						0	0	0
Willis M Marburger Director	1 0	X						0	0	0
Ross D Margraves Jr Director	1 0	X						0	0	0
Bradley H Marks Director	1 0	X						0	0	0
Robert A Marsh Director	1 0	X						0	0	0
Roy A Marsh Director	1 0	X						0	0	0
Gigi Mayorga-Wark Director	1 0	X						0	0	0
D Wayne McDonnell Director	1 0	X						0	0	0
Ken D McGuyer Director	5 0	X		X				0	0	0
S Caroline McIntosh Director	1 0	X						0	0	0
Wayne L McLemore Director	1 0	X						0	0	0
Andy McLeod Director	1 0	X						0	0	0
Gary McMullen Director	1 0	X						0	0	0
Charles W Melton Director	1 0	X						0	0	0
Willard Mercier Director	1 0	X						0	0	0
Glenda Michael Director	1 0	X						0	0	0
Gregory N Miller Director	1 0	X						0	0	0
Robert D Miller Director	1 0	X						0	0	0
Dorothy M Mitchell Director	1 0	X						0	0	0
J Arthur Moncrief Director	1 0	X						0	0	0
John J Montalbano Director	1 0	X						0	0	0
Reed Morian Director	1 0	X						0	0	0

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 Roger Morton Director	1 0	X						0	0	0
Robert M Moss Director	1 0	X						0	0	0
Ken C Moursund Sr Director	1 0	X						0	0	0
David Eugene Mouton MD Director	1 0	X						0	0	0
Shelly Dompier Mulanax Director	1 0	X						0	0	0
Phillip E Murphy Director	1 0	X						0	0	0
James Michael Mushinski Director	1 0	X						0	0	0
Demetrius Navarro Director	1 0	X						0	0	0
Robinson K Neblett Director	1 0	X						0	0	0
Gary Raymond Nesloney Director	1 0	X						0	0	0
Don W Neuenschwander Director	1 0	X						0	0	0
David R Newcomb Director	1 0	X						0	0	0
Tom R Northrup Director	1 0	X						0	0	0
Robert A Norwood Director	1 0	X						0	0	0
Gerald Lynn Nunez Director	1 0	X						0	0	0
Michael K O'Kelley Director	1 0	X						0	0	0
Kelly L O'Shieles Director	1 0	X						0	0	0
R L O'Shieles Director	1 0	X						0	0	0
W Allen Owen Director	1 0	X						0	0	0
Marilyn AnnPage Director	1 0	X						0	0	0
Robert E Paine IV Director	1 0	X						0	0	0
Sarah Ruth Palmer Director	1 0	X						0	0	0
James E Parish Director	1 0	X						0	0	0
Clay A Parker Director	1 0	X						0	0	0
Gary M Pearce Director	1 0	X						0	0	0

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 Alan Sandling Director	1 0	X						0	0	0	
Michael J Saragusa Director	1 0	X						0	0	0	
Anne Elise Sartwelle Director	1 0	X						0	0	0	
James D Sartwelle Jr Director	1 0	X						0	0	0	
William C Sartwelle Director	1 0	X						0	0	0	
Nano K Scherrieb Director	1 0	X						0	0	0	
Vanessa Schillaci Director	1 0	X						0	0	0	
Joe Schindler Director	1 0	X						0	0	0	
Gregory Allan Schroder Director	1 0	X						0	0	0	
Edward B Schulz Director	1 0	X						0	0	0	
William L Scott Director	1 0	X						0	0	0	
Rose Marie Scott Director	1 0	X						0	0	0	
Ken Shaw Director	1 0	X						0	0	0	
Jeanne Shirey-Lord Director	1 0	X						0	0	0	
Brenda Baker Short Director	1 0	X						0	0	0	
James H Short Director	1 0	X						0	0	0	
Sharon D Simmons Director	1 0	X						0	0	0	
Wesley Sinor Director	1 0	X						0	0	0	
Ken Sloan Director	1 0	X						0	0	0	
David B Smith Sr Director	1 0	X						0	0	0	
Marshall R Smith III Director	1 0	X						0	0	0	
Robbie Smith Director	1 0	X						0	0	0	
Barry Smotherman Director	1 0	X						0	0	0	
George William Stallings Director	1 0	X						0	0	0	
Lodie Stapleton Jr Director	1 0	X						0	0	0	

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

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former				
Larry Eugene Walters Director	10	X						0	0	0	
Steve Watson Director	10	X						0	0	0	
Donna Webster Director	10	X						0	0	0	
Richard Weiman Director	10	X						0	0	0	
C Thompson TommyWells Director	10	X						0	0	0	
Constance White Director	10	X						0	0	0	
Justin C White Director	10	X						0	0	0	
Gregory Teal Willbanks Director	10	X						0	0	0	
Rodney W RodWilliams Director	10	X						0	0	0	
Griffin D Winn Director	10	X						0	0	0	
James A Winne III Director	10	X						0	0	0	
M Beth Woehler Director	10	X						0	0	0	
Reed Glenn Wood Director	10	X						0	0	0	
Sally Mahan Woody Director	10	X						0	0	0	
Melvin Wright Director	10	X						0	0	0	
William A Yates Director	10	X						0	0	0	
Robin Young-Ellis Director	10	X						0	0	0	
Todd Zucker Director	10	X						0	0	0	
Joe Bruce Hancock Jr General Manager, Director	500	X			X			221,177	0	48,387	
Jill Clement Director	500	X						39,186	0	1,814	
Irven E Wagner President/CEO , Director	500			X	X			647,976	0	280,435	
M Leroy Shafer Vice President/COO , Director	500			X	X			270,540	0	63,334	
Jennifer W Hazelton Chief Financial Officer	500			X	X			214,609	0	40,881	
Sherry Hibbert General Counsel	500			X				18,029	0	0	
Andy Sloan Chief Information Officer	500					X		247,659	0	76,875	

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

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Mary S Martin Executive Director - Marketing	50 0					X		157,964	0	87,373
Steve Gumerman Managing Director - IS	50 0					X		152,575	0	53,712
Joel Cowley Executive Director - Agricultu	50 0					X		139,877	0	45,258
Michael DeMarco Executive Director - Operation	50 0					X		137,820	0	54,228
Chris Ramey CHIEF ADMINISTRATIVE OFFICER	50 0						X	165,317	0	9,364

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

2010

Open to Public Inspection

If the organization answered “Yes,” to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, 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, Part V, line 35a (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	Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) Total
2a Lobbying non-taxable amount	0	22,576	30,000	30,000	82,576
b Lobbying ceiling amount (150% of line 2a, column(e))					123,864
c Total lobbying expenditures	0	112,879	150,000	150,000	412,879
d Grassroots non-taxable amount	0	5,644	7,500	7,500	20,644
e Grassroots ceiling amount (150% of line 2d, column (e))					30,966
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
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SCHEDULE D

(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2010

Open to Public Inspection

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)☐ Protection of natural habitat☐ 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) 2010

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

3

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

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

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

5

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

☐ Yes

☐ No

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

1a

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

☐ Yes

☐ No

b

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

	Amount
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)

b

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

3b

4

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

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

Description of investment	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	62,400	6,722,406		6,784,806
b Buildings				
c Leasehold improvements		27,440,708	11,721,862	15,718,846
d Equipment		16,279,642	9,589,423	6,690,219
e Other		14,983,822	3,615,272	11,368,550
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				40,562,421

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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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>GOLF TOURNAMENT</u>	<u>5</u>	(Add col (a) through	
			(event type)	(event type)	(total number)	col (c))	
	1	Gross receipts	132,460	78,124	281,494	492,078	
	2	Less Charitable contributions	112,460	40,134	180,994	333,588	
3	Gross income (line 1 minus line 2)	20,000	37,990	100,500	158,490		
Direct Expenses	4	Cash prizes					
	5	Non-cash prizes	1,400	8,793	715	10,908	
	6	Rent/facility costs	28,605	9,813	5,040	43,458	
	7	Food and beverages		2,282	44,822	47,104	
	8	Entertainment	4,800		28,260	33,060	
	9	Other direct expenses	8,304	1,214	21,372	30,890	
	10	Direct expense summary Add lines 4 through 9 in column (d). ►					165,420
	11	Net income summary Combine lines 3 and 10 in column (d). ►					-6,930

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming
					(Add col (a) through col (c))
Revenue	1	Gross revenue			
	2	Cash prizes			
Direct Expenses	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 and 7 in column (d) ►					

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? ☐ Yes ☐ No

b If "No," Explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," Explain _____

11

Does the organization operate gaming activities with nonmembers?

☐ Yes ☐ No

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?

☐ Yes ☐ No

13

Indicate the percentage of gaming activity operated in

a	The organization's facility	13a
b	An outside facility	13b

14

Provide the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶ _____

Address ▶ _____

15a

Does the organization have a contract with a third party from whom the organization receives gaming revenue?

☐ Yes ☐ No

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?

☐ Yes ☐ No

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 ▶ \$ _____

Part IV Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation
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OMB No 1545-0047

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

Open to Public Inspection

Employer identification number
74-1142851

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. Part II can be duplicated if additional space is needed. ▶

[illegible]

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.

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

Part IV

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

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

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2010

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 ☐ Travel for companions ☒ Tax idemnification and gross-up payments ☐ Discretionary spending account ☐ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☐ Health or social club dues or initiation fees ☐ Personal services (e g , maid, chauffeur, chef)		
b	If 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 ☒ Independent compensation consultant ☒ Form 990 of other organizations ☐ Written employment contract ☒ Compensation survey or study ☒ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization		
a	Receive a severance payment or change-of-control payment from the organization or a related organization?	4a	Yes
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	Yes
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c	No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III		
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.		
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of		
a	The organization?	5a	No
b	Any related organization?	5b	No
	If "Yes," to line 5a or 5b, describe in Part III		
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of		
a	The organization?	6a	No
b	Any related organization?	6b	No
	If "Yes," to line 6a or 6b, describe in Part III		
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	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 duplicate copies if additional space is 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				
(1) Irven E Wagner	(i) (ii)	434,903 0	100,000 0	113,073 0	260,955 0	19,480 0	928,411 0	133,334 0
(2) M Leroy Shafer	(i) (ii)	267,162 0	0 0	3,378 0	48,254 0	15,080 0	333,874 0	0 0
(3) Andy Sloan	(i) (ii)	246,956 0	0 0	703 0	58,415 0	18,460 0	324,534 0	0 0
(4) Joe Bruce Hancock Jr	(i) (ii)	220,007 0	0 0	1,170 0	28,907 0	19,480 0	269,564 0	0 0
(5) Jennifer W Hazelton	(i) (ii)	214,341 0	0 0	268 0	31,222 0	9,659 0	255,490 0	0 0
(6) Chris Ramey	(i) (ii)	132,817 0	0 0	32,500 0	0 0	9,364 0	174,681 0	0 0
(7) Mary S Martin	(i) (ii)	156,794 0	0 0	1,170 0	72,551 0	14,822 0	245,337 0	0 0
(8) Steve Gumerman	(i) (ii)	152,575 0	0 0	0 0	34,502 0	19,210 0	206,287 0	0 0
(9) Joel Cowley	(i) (ii)	139,494 0	0 0	383 0	26,626 0	18,632 0	185,135 0	0 0
(10) Michael DeMarco	(i) (ii)	137,117 0	0 0	703 0	44,974 0	9,254 0	192,048 0	0 0
(11)								
(12)								
(13)								
(14)								
(15)								
(16)								

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 participates in a deferred compensation plan each year. The funds are held by the Show and vest after three years of service. Column (B)(iii) includes the payment of \$112,443 which reflects the payment in full of the amount awarded in September 2007. This award was previously reported on prior 990s as shown in column (F) - \$133,334. The change in the amount is due to a decrease in the market value. Column C includes \$200,000 in accrued, but not paid, deferred compensation. This is a total of 1/3 each of the amounts awarded in 2008, 2009, and 2010. These amounts will not be eligible to paid until the three years of vesting have occurred. The remaining amount in column C for the president and the entire amount for the remaining employees reflect the pension expense related to the defined benefit plan. These amounts were not paid to the employees.

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

2010

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
(1) MURPHY BUCKLE COMPANY	OWNED BY BOARD MEMBER	525,822	PROVIDER OF PRODUCT		No
(2) SIGNTEX IMAGING	OWNER OF BOARD MEMBER	446,597	PROVIDER OF PRODUCT		No
(3) EXECUTIVE TOYS	OWNED BY BOARD MEMBER	179,801	PROVIDER OF PRODUCT		No
(4) LARYAT COMPANY	OWNED BY BOARD MEMBER	152,623	PROVIDER OF PRODUCT		No

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

Identifier	Return Reference	Explanation
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SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

NonCash Contributions

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

OMB No 1545-0047

2010

Open to Public Inspection

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 or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining oncash contribution amounts
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	3	194,212	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 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2010

Open to Public
Inspection

Name of the organization HOUSTON LIVESTOCK SHOW AND RODEO INC	Employer identification number 74-1142851
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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 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 BOARD MEMBERS OF HOUSTON FARM & RANCH CLUB DAVID BOOTHE G W 'JERRY' KENT KENNETH M HUCHERSON OWNERS OF A STORAGE FACILITY DAVID BOOTHE RED GRIFFIN DENNIS STEGER BOARD MEMBERS OF 100 CLUB OF HOUSTON CLAIR BRANCH DARRY L A SCHROEDER JAMES M 'JIM' CLEPPER JERRY CREWS JOHN J MONTALBANO JOHN VAN DE WIELE J L 'BUBBA' BUTERA JERRY JOHNSTON ANDREW JOHN R BRANIFF GEORGE A DEMONTROND III ROSS D MARGRAVES GARRY L PLOTKIN FREEMAN B DUNN WORK FOR CASETECH INTERNATIONAL LARRY CARROLL LON RANDAZZO WORK AS REAL ESTATE BROKER JERRY M CREWS ED MCMAHON BOARD MEMBERS FOR ELVES AND MORE CHARITY TOM C DAVIS J M CLEPPER PHILLIP LEGGETT SELLS TO D L DOYLE CONSTRUCTION CO CARL DETERING JR DOUGLAS DOYLE EMPLOYED BY D L DOYLE CONSTRUCTION CO DOUGLAS DOYLE JAMES R TAYLOR 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 BOARD OF DIRECTORS OF MY FRIENDS FOUNDATION LUCKY LONG DON NEUENSCHWANDER SHAREHOLDERS OF LEISURE TRAVEL ALLIANCE, INC MICHAEL MCKINNEY JAMES PARISH JOE VAN MATRE STUART GODWIN CLAY PARKER BILL LAWLER JOHN SMITH HUGH SUTTON J STEVE ALDRIDGE EMPLOYED BY MONTALBANO LUMBER CO YANCE MONTALBANO JOHN MONTALBANO EMPLOYED BY METRO VALUATION SERVICES GERALD LYNN NUNEZ JAMES MUSHINSKI WORKS AT JOHN L WORTHAM & SON, LP JACK LYONS ROBERT E PAINE BOARD OF DIRECTORS OF HARRIS COUNTY SPORTS & CONVENTION CENTER BILL TEAGUE JOHN MONTALBANO BOARD OF DIRECTORS OF MARY J HAMILTON, CON DIOS FOUNDATION ANDREW VAVRA TOM DAVIS PHILLIP LEGGETT BOARD OF TRUSTEES OF TEXAS 4-H YOUTH DEVELOPMENT FOUNDATION JOHN WADE BARRON HOBBS ERNIE DAVIS RUTH PALMER DIRECTORS AND MEMBERS OF EXECUTIVE COMMITTEE OF TITLE DATA, INC JAMES WINDHAM E D LESTER WORK FOR SIGNTEX IMAGING LP J M CLEPPER (FATHER) MICHAEL E CLEPPER (SON) OWNERS OF DAVIS BROTHERS CONSTRUCTION ROBERT DAVIS (FATHER) TOM C DAVIS (SON) OWNERS OF DUNN ENTERPRISES FREEMAN DUNN (FATHER) W T DUNN (SON) COMMON OWNERSHIP IN SEVERAL BUSINESSES DAVIS SCOTT HINSLEY (BROTHER) RAY HINSLEY (BROTHER) 25% INTEREST IN FAMILY LTD PARTNERSHIP JAMES GROVER KELLEY (BROTHER) NANO KELLEY SCHERRIEB (SISTER) OWNERS OF LANG INVESTIGATIONS DANNY LANG SR (FATHER) DANNY LANG JR (SON) OWNERS OF RM BROTHERS DEVELOPMENT LLC ROY MARSH (BROTHER) ROBERT MARSH (BROTHER) OWNERS OF MELTON ELECTRIC, INC CHARLES MELTON (FATHER) MARK MELTON (SON) OWNERS OF PEARCE INDUSTRIES LOUIS M PEARCE (FATHER) GARY PEARCE (SON) EMPLOYED BY WM JONES WILLIAM M JONES (FATHER) MICHAEL JEFFREY JONES (SON) THE FOLLOWING OFFICERS AND DIRECTORS HAVE A FAMILY RELATIONSHIP WITH EACH OTHER JOE VARA (UNCLE) MARIE D ARCOS (NIECE) JERRY ANDREW (MOTHER) KAKI HERD (DAUGHTER) NATHAN M BROWN (FATHER) TERRY BROWN (SON) PETER RUMAN (FATHER-IN-LAW) KELLEY CHISHOLM (SON-IN-LAW) DON JORDAN (FATHER-IN-LAW) CHRIS CUNNINGHAM (SON-IN-LAW) MICHAEL A CURLEY (FATHER) MICHAEL C CURLEY (SON) H H MOORE (FATHER-IN-LAW) ERNST DAVIS (SON-IN-LAW) TOM DOMPIER (FATHER) SHELLY MULANAX (DAUGHTER) ROY ELLEDGE (FATHER) BRENDA SHORT (STEP-DAUGHTER) SUZANNE EPPS (MOTHER) JAMES C EPPS (SON) TOMMY HILDEBRAND (FATHER) JEFF HILDEBRAND (SON) G R "RAY" HINSLEY (BROTHER) D SCOTT HINSLEY (BROTHER) LIZ JAMESON (SISTER-IN-LAW) PAT GILBERT (BROTHER-IN-LAW) WILLIAM JONES (FATHER) MICHAEL J JONES (SON) G W KENT (BROTHER) J D KENT (BROTHER) STUART LANG JR (FATHER) STUART LANG III (SON) DANNY MARBURGER (FATHER) RICHARD MARBURGER (SON) WILLARD MERCIER (FATHER-IN-LAW) EDWARD SCHULZ (SON-IN-LAW) DON MURPHY (FATHER) PHILLIP MURPHY (SON) KEN C MOURSUND (BROTHER-IN-LAW) JOHN PORTER WADE (BROTHER-IN-LAW) H H MOORE (FATHER-IN-LAW) ROB NEBLETT (SON-IN-LAW) R L BUD O'SHIELES (FATHER) KELLY O'SHIELES (DAUGHTER) PAT PENNINGTON (BROTHER-IN-LAW) CATHY CUNDIFF (SISTER-IN-LAW, STAFF MEMBER) I H PERRY (FATHER) PAT PERRY (SON) W C SARTWELLE (FATHER) ELISE SARTWELLE (DAUGHTER) JAMES SARTWELLE (UNCLE) ELISE SARTWELLE (NIECE) W C SARTWELLE (BROTHER) JAMES SARTWELLE (BROTHER) JERROL SPRINGER (HUSBAND) PAM SPRINGER (WIFE) R H STEVENS (FATHER-IN-LAW) JAMES R 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)

Identifier	Return Reference	Explanation
EXPLANATION OF COMBINED AUDIT REPORT	PART XII, 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.

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	PART XI, QUESTION 5	NET UNREALIZED GAIN (LOSS) ON INVESTMENTS 4,557,454 PENSION COSTS (355,665) ----- TOTAL 4,201,789

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

2010

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	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) HLSR EDUCATIONAL FUND 8334 FANNIN ST HOUSTON, TX 77054 76-0260204	SCHOLARSHIPS	TX	501(c)(3)	11	NA		
(2) HLSR INSTITUTE FOR TEACHER EXCELLENCE 8334 FANNIN ST HOUSTON, TX 77054 76-0539447	EDUCATION	TX	501(c)(3)	11	NA		
(3) 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?		(k) Percentage ownership
							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
(1) 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, 35A, 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	(d) Method of determining amount involved
(1) HLSR EDUCATIONAL FUND	B, M,	21,864,052	
(2) CORRAL CLUB INC	M, N,	1,137,833	
(3)			
(4)			
(5)			
(6)			

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]

Part VII **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation
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