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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 2011 Open to Public Inspection
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A For the 2011 calendar year, or tax year beginning 04-01-2011 and ending 03-31-2012		D Employer identification number 74-1075466	
B Check if applicable ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending		E Telephone number (210) 225-5851	
C Name of organization SAN ANTONIO LIVESTOCK EXPOSITION INC Doing Business As Number and street (or P O box if mail is not delivered to street address) Room/suite P O BOX 200230 City or town, state or country, and ZIP + 4 SAN ANTONIO, TX 78220		G Gross receipts \$ 34,125,726	
F Name and address of principal officer KEITH MARTIN 723 ATT CENTER PARKWAY SAN ANTONIO, TX 78219		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.SARODEO.COM			
K Form of organization ☐ Corporation ☐ Trust ☒ Association ☐ Other ▶		L Year of formation 1948	M State of legal domicile TX

Part I		Summary	
Activities & Governance	1 Briefly describe the organization's mission or most significant activities NATURE OF ORGANIZATION - THE SAN ANTONIO LIVESTOCK EXPOSITION, INC (S A L E) IS A NON-PROFIT ORGANIZATION OWNED AND OPERATED BY ITS MEMBERS, WHICH WAS FOUNDED IN 1948 ITS PURPOSE IS TO INSTRUCT THE PUBLIC ON AGRICULTURAL MATTERS BY CONDUCTING ANNUAL PUBLIC FAIRS AND EXHIBITIONS OF LIVESTOCK, POULTRY AND FARM PRODUCTS AND IN CONNECTION THEREWITH TO CARRY OUT LIVESTOCK AUCTIONS, RODEOS, MIDWAY CARNIVAL AND OTHER RELATED ACTIVITIES ITS LARGEST ACTIVITY IS THE ANNUAL SAN ANTONIO STOCK SHOW AND RODEO HELD EACH FEBRUARY		
	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	12
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	12
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	290
	6 Total number of volunteers (estimate if necessary)	6	5,000
Revenue	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0
Expenses	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	4,987,171	5,213,658
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	21,040,713	21,898,830
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	536,224	696,257
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	0	0
		26,564,108	27,808,745
	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	26,696,874	28,260,212
	14 Benefits paid to or for members (Part IX, column (A), line 4)	-132,766	-451,467
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)		
Net Assets or Fund Balances	16a Professional fundraising fees (Part IX, column (A), line 11e)	4,590,709	5,124,619
	b Total fundraising expenses (Part IX, column (D), line 25) ☐ 0	0	0
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	3,994,730	4,195,640
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	0	0
	19 Revenue less expenses Subtract line 18 from line 12	18,111,435	18,939,953
		26,696,874	28,260,212
		-132,766	-451,467
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	40,394,191	42,095,858
	22 Net assets or fund balances Subtract line 21 from line 20	16,161,631	18,233,701
		24,232,560	23,862,157

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		2012-07-03 Date
	KEITH MARTIN EXECUTIVE DIR/CEO Type or print name and title		
Paid Preparer's Use Only	Preparer's signature	ARTHUR L CAMPSEY	Date 2012-07-03
	Check if self-employed ☒	Preparer's taxpayer identification number (see instructions) P00066680	
Firm's name (or yours if self-employed), address, and ZIP + 4	HAASS LINDOW & CAMPSEY PC 9901 IH 10 WEST SUITE 730 SAN ANTONIO, TX 78230		EIN 74-2386663
			Phone no (210) 697-0660

Part III

Statement of Program Service Accomplishments

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

☐

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1

Briefly describe the organization’s mission

THE OPENING SENTENCE IN SAN ANTONIO LIVESTOCK EXPOSITION'S (SALE) WEBSITE - "A VOLUNTEER ORGANIZATION THAT EMPHASIZES AGRICULTURE AND EDUCATION TO DEVELOP THE YOUTH OF TEXAS" SUMS UP THERE MISSION (SEE THE WEBSITE FOR THE FULL DESCRIPTION OF ITS MISSION STATEMENT)

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 organization’s program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a

(Code) (Expenses \$ 26,264,211 including grants of \$ 5,124,619) (Revenue \$ 21,898,830)

SAN ANTONIO LIVESTOCK EXPOSITION (SALE) ANNUALLY CELEBRATES LIVESTOCK, COWBOYS, RURAL LIFE AND YOUTH ACTIVITIES WITH ITS ANNUAL SAN ANTONIO STOCK SHOW AND RODEO HELD EACH FEBRUARY THERE ARE VARIOUS SHOWS AND ACTIVITIES THAT HELP TO EDUCATE THE PUBLIC IN THE MANY ASPECTS OF THESE EVENTS VARIOUS SCHOLARSHIPS AND FUNDS ARE AWARDED TO INDIVIDUAL ENTRIES IN THE STOCK SHOW WHICH ENABLES THEM TO EXTEND THEIR EDUCATIONS NET FUNDS FROM THESE AND OTHER ACTIVITIES ARE USED TO AWARD SCHOLARSHIPS FOR THOSE QUALIFIED INDIVIDUALS DURING FEBRUARY 2012, THE PROGRAM INCLUDED 18 DAYS OF EVENTS THAT HAD AN ATTENDANCE OF APPROXIMATELY 1 5 MILLION PEOPLE DURING THE VARIOUS LIVESTOCK AND OTHER COMPETITIONS, OVER 500 INDIVIDUALS WERE AWARDED SCHOLARSHIPS, THERE WERE OVER 17,000 LIVESTOCK COMPETITORS, OVER 6,600 ENTRIES IN THE HORSE SHOW COMPETITION, OVER 400 COMPETITORS IN THE CALF SCRAMBLE, OVER 900 PARTICIPANTS IN THE JUNIOR LIVESTOCK AUCTION, AND OVER 800 COMPETITORS IN THE STOCK SHOW STAMPEDE THERE WERE OVER 5,000 VOLUNTEERS THAT HELPED IN ALL PHASES AND ASPECTS OF THIS EVENT AND CONTRIBUTED TO ITS OVERALL SUCCESS

4b

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

4c

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

4d

Other program services (Describe in Schedule O)

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

4e

Total program service expenses

\$ 26,264,211

Part IV

Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A.	Yes	
2	Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I.		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? If "Yes," complete Schedule C, Part II.		No
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? If "Yes," complete Schedule C, Part III.		
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I.		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II.		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III.		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV.		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V.	Yes	
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? If "Yes," complete Schedule D, Part VI.	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? If "Yes," complete Schedule D, Part VII.		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? If "Yes," complete Schedule D, Part VIII.		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? If "Yes," complete Schedule D, Part IX.		No
e	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.	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)? If "Yes," complete Schedule D, Part X.		No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII.	Yes	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.		No
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E.		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?		No
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Part I.		No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U.S.? If "Yes," complete Schedule F, Part II and IV.		No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U.S.? If "Yes," complete Schedule F, Part III and IV.		No
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I.		No
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II.		No
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III.		No
20a	Did the organization operate one or more hospitals? If "Yes," complete Schedule H.		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements.		

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		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? If "Yes," complete Schedule J	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		No
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 owner? If "Yes," complete Schedule L, Part IV	28c	Yes	
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33		No
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	34		No
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a		No
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance						
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	822			
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	290			
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				No
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b				
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities 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				No
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h				No
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8				
9	Sponsoring organizations maintaining donor advised funds.					
a	Did the organization make any taxable distributions under section 4966?	9a				
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b				
10	Section 501(c)(7) organizations. Enter					
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b				
11	Section 501(c)(12) organizations. Enter					
a	Gross income from members or shareholders.	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b				
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a				
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b				
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. All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state.	13a				
b	Enter the aggregate 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 aggregate 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	12		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	12
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	Did the organization have members or stockholders?	6	Yes
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	Yes
b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
b	Describe in Schedule O the process, if any, used by the organization to review the Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes
13	Did the organization have a written whistleblower policy?	13	Yes
14	Did 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," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take 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 made 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 made 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 ▶ BETTY ROST 723 ATT CENTER PARKWAY SAN ANTONIO, TX 78219 (210) 225-5851

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, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization’s **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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			
(1) TRES KLEBERG VICE PRESIDENT	2 00	X						0	0	0
(2) STEVE BRIDGES CHAIRMAN OF THE BOARD	2 00	X						0	0	0
(3) FRED PETMECKY PRESIDENT	2 00	X						0	0	0
(4) JAMES F CLINGMAN VICE PRESIDENT	2 00	X						0	0	0
(5) TINA HAYNES VICE PRESIDENT	2 00	X						0	0	0
(6) JOE E HUTCHISON VICE PRESIDENT/SEC	2 00	X						0	0	0
(7) PAT FROST VICE PRESIDENT	2 00	X						0	0	0
(8) TOM LOEFFLER VICE PRESIDENT	2 00	X						0	0	0
(9) ELAINE VAN DE WALLE THOMPSON VICE PRESIDENT	2 00	X						0	0	0
(10) JOE SOULES VICE PRESIDENT	2 00	X						0	0	0
(11) CODY DAVENPORT VICE PRESIDENT	2 00	X						0	0	0
(12) JOHN ZACHRY VICE PRESIDENT	2 00	X						0	0	0
(13) R KEITH MARTIN EXECUTIVE DIRECTOR/CEO	50 00			X				405,312	0	14,421
(14) BETTY ROST CFO	50 00			X				143,785	0	7,427
(15) GLEN A PHILLIPS ASSISTANT EXECUTIVE DIRECT	50 00					X		144,946	0	7,497
(16) PAMELA J REW ASSISTANT EXECUTIVE DIRECT	50 00					X		141,843	0	7,311
(17) DEBBIE SCHRONK COO	50 00					X		155,089	0	8,105

Part VII

1b	Sub-Total	▼			
c	Total from continuation sheets to Part VII, Section A	▼			
d	Total (add lines 1b and 1c)	▼	990,975	0	44,761

2 Total number of individuals (including but not limited to those listed in Item 1) who received more than \$100,000 of reportable compensation from the organization. 5

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
COLISEUM ADVISORY BOARD 3201 E HOUSTON ST SAN ANTONIO, TX 78219	PROPERTY RENTAL/SERVICES	1,651,016
GUITAR MONKEY TOURING INC PO BOX 331549 NASHVILLE, TN 37203	ENTERTAINMENT	600,000
COMMUNITY ARENAS MANAGEMENT ONE ATT CENTER PARKWAY SAN ANTONIO, TX 78219	MGMNT OF FACILITIES	547,254
ARAMARK ONE ATT CENTER PARKWAY SAN ANTONIO, TX 78219	CONCESSIONS CONTRACT	390,717
LD SYSTEMS PO BOX 10620 HOUSTON, TX 77206	ENTERTAINMENT/EVENTS/SYSTEMS	372,705

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization 29

Part VIII

Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . .	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	5,213,658				
	g	Noncash contributions included in lines 1a-1f \$ 6,000						
	h	Total. Add lines 1a-1f		5,213,658				
Program Service Revenue			Business Code					
	2a	STOCK SHOW AND RODEO	711300	20,864,259	20,864,259			
	b	OTHER RELATED EVENTS A	711300	1,034,571	1,034,571			
	c							
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f		21,898,830				
Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		482,636			482,636	
	4	Income from investment of tax-exempt bond proceeds . .						
	5	Royalties						
	6a	Gross rents	(i) Real	(ii) Personal				
	b	Less rental expenses						
	c	Rental income or (loss)						
	d	Net rental income or (loss)						
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
			6,335,602	195,000				
			6,224,871	92,110				
			110,731	102,890				
	d	Net gain or (loss)		213,621			213,621	
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a					
	b	Less direct expenses	b					
	c	Net income or (loss) from fundraising events . .						
	9a	Gross income from gaming activities See Part IV, line 19	a					
	b	Less direct expenses	b					
c	Net income or (loss) from gaming activities . .							
10a	Gross sales of inventory, less returns and allowances	a						
b	Less cost of goods sold	b						
c	Net income or (loss) from sales of inventory . .							
Miscellaneous Revenue		Business Code						
11a								
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d							
12	Total revenue. See Instructions		27,808,745	21,898,830	0	696,257		

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

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 United States See Part IV, line 21	5,124,619	5,124,619		
2	Grants and other assistance to individuals in the United States See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	990,975	406,975	584,000	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	2,279,369	2,162,051	117,318	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	495,715		495,715	
9	Other employee benefits	216,740	96,740	120,000	
10	Payroll taxes	212,841	167,201	45,640	
11	Fees for services (non-employees)				
a	Management				
b	Legal	19,905		19,905	
c	Accounting	17,770		17,770	
d	Lobbying				
e	Professional fundraising See Part IV, line 17				
f	Investment management fees				
g	Other				
12	Advertising and promotion	1,270,086	1,270,086		
13	Office expenses				
14	Information technology				
15	Royalties				
16	Occupancy	1,523,804	1,363,804	160,000	
17	Travel	8,924	3,085	5,839	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings				
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	947,234	731,753	215,481	
23	Insurance				
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	LIVESTOCK AUCTIONS PREM	4,201,663	4,201,663		
b	ENTERTAINMENT - RODEO	3,660,745	3,660,745		
c	RODEO PRODUCTION	1,931,853	1,931,853		
d	TRASH REMOVAL/SHOW CLEA	608,422	608,422		
e					
f	All other expenses	4,749,547	4,535,214	214,333	
25	Total functional expenses. Add lines 1 through 24f	28,260,212	26,264,211	1,996,001	0
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			8,037,897	1	7,727,625
	2	Savings and temporary cash investments			5,303,163	2	5,529,186
	3	Pledges and grants receivable, net				3	
	4	Accounts receivable, net			1,820,615	4	2,478,742
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L				5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L				6	
	7	Notes and loans receivable, net				7	
	8	Inventories for sale or use			47,536	8	46,714
	9	Prepaid expenses and deferred charges			138,000	9	160,923
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	24,524,861			
	b	Less: accumulated depreciation	10b	11,170,618	13,806,746	10c	13,354,243
	11	Investments—publicly traded securities			11,168,070	11	12,743,677
	12	Investments—other securities. See Part IV, line 11			0	12	0
	13	Investments—program-related. See Part IV, line 11				13	
	14	Intangible assets				14	
	15	Other assets. See Part IV, line 11			72,164	15	54,748
16	Total assets. Add lines 1 through 15 (must equal line 34)			40,394,191	16	42,095,858	
Liabilities	17	Accounts payable and accrued expenses			1,681,800	17	1,719,188
	18	Grants payable			9,374,689	18	10,734,636
	19	Deferred revenue			26,170	19	32,204
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D				21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L				22	
	23	Secured mortgages and notes payable to unrelated third parties				23	
	24	Unsecured notes and loans payable to unrelated third parties				24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D			5,078,972	25	5,747,673
	26	Total liabilities. Add lines 17 through 25			16,161,631	26	18,233,701
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			23,745,572	27	23,350,445
	28	Temporarily restricted net assets			257,052	28	281,776
	29	Permanently restricted net assets			229,936	29	229,936
	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			24,232,560	33	23,862,157
34	Total liabilities and net assets/fund balances			40,394,191	34	42,095,858	

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	27,808,745
2	Total expenses (must equal Part IX, column (A), line 25)	2	28,260,212
3	Revenue less expenses Subtract line 2 from line 1	3	-451,467
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	24,232,560
5	Other changes in net assets or fund balances (explain in Schedule O)	5	81,064
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	23,862,157

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

2011

Open to Public
Inspection

Name of the organization SAN ANTONIO LIVESTOCK EXPOSITION INC	Employer identification number 74-1075466
--	--

Part I

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

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

1

☐

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

2

☐

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

3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4

☐

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

5

☐

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

6

☐

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

7

☐

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

8

☐

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

9

☒

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

10

☐

An organization organized and operated exclusively to test for public safety Se**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)		
11g(ii)		
11g(iii)		

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

Part II

Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I 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	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (See instructions)					12	
13 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage						
14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))		14				
15 Public Support Percentage for 2010 Schedule A, Part II, line 14		15				
16a 33 1/3% support test—2011. 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—2010. 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—2011. 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—2010. 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 IIIPart III

Support Schedule for Organizations Described in IRC 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	788,931	774,539	1,618,597	4,987,171	5,213,658	13,382,896
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	22,116,458	23,059,603	23,425,938	21,040,713	21,898,830	111,541,542
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	22,905,389	23,834,142	25,044,535	26,027,884	27,112,488	124,924,438
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b						0
8 Public Support (Subtract line 7c from line 6)						124,924,438

Section B. Total Support						
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6	22,905,389	23,834,142	25,044,535	26,027,884	27,112,488	124,924,438
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,050,929	764,878	490,606	448,502	482,636	3,237,551
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	1,050,929	764,878	490,606	448,502	482,636	3,237,551
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11 and 12.)	23,956,318	24,599,020	25,535,141	26,476,386	27,595,124	128,161,989
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here	☐					

Section C. Computation of Public Support Percentage		
15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15	97.470 %
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	97.040 %

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17	2.530 %
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	2.960 %
19a 33 1/3% support tests—2011. 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—2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization	☐	
20 Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions	☐	

Part IV **Supplemental Information.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

Additional Data

Software ID:
Software Version:
EIN: 74-1075466
Name: SAN ANTONIO LIVESTOCK EXPOSITION INC

Form 990, Special Condition Description:

Special Condition Description

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, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
SAN ANTONIO LIVESTOCK EXPOSITION INC

Employer identification number
74-1075466

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

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

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

1

Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or pleasure)☐ Preservation of an historically importantly land area
☐ Protection of natural habitat☐ Preservation of a certified historic structure
☐ Preservation of open space

2

Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

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

3

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

4

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

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6

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

7

Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year
► \$ _____

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9

In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

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

1a

If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1

► \$ _____

(ii) Assets included in Form 990, Part X

► \$ _____

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a

Revenues included in Form 990, Part VIII, line 1

► \$ _____

b

Assets included in Form 990, Part X

► \$ _____

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

Cat No 52283D

Schedule D (Form 990) 2011

Part III

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

3

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

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

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

5

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

☐ Yes

☐ No

Part IV

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

1a

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

☐ Yes

☐ No

b

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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

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

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

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

	(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a Beginning of year balance	327,353	322,853	315,797	304,081	
b Contributions					
c Investment earnings or losses	2,134	4,500	7,056	11,716	
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	329,487	327,353	322,853	315,797	

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶

c

Term endowment ▶

3a

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

(i)

unrelated organizations

(ii)

related organizations

3a(i)

Yes

No

3a(ii)

Yes

No

b

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

3b

Yes

No

4

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

Part VI

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

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		18,555,195	8,445,766	10,109,429
c Leasehold improvements				
d Equipment		5,969,666	2,724,852	3,244,814
e Other				
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c.) ▶				13,354,243

Schedule D (Form 990) 2011

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)	127,808,745
2	Total expenses (Form 990, Part IX, column (A), line 25)	28,260,212
3	Excess or (deficit) for the year Subtract line 2 from line 1	-451,467
4	Net unrealized gains (losses) on investments	81,064
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV)	
9	Total adjustments (net) Add lines 4 - 8	81,064
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	-370,403

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return		
1	Total revenue, gains, and other support per audited financial statements	127,845,656
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12	
a	Net unrealized gains on investments2a81,064	
b	Donated services and use of facilities2b	
c	Recoveries of prior year grants2c	
d	Other (Describe in Part XIV)2d	
e	Add lines 2a through 2d2e81,064	
3	Subtract line 2e from line 1327,764,592	
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 7b4a	
b	Other (Describe in Part XIV)4b44,153	
c	Add lines 4a and 4b4c44,153	
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)527,808,745	

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return		
1	Total expenses and losses per audited financial statements	128,216,059
2	Amounts included on line 1 but not on Form 990, Part IX, line 25	
a	Donated services and use of facilities2a	
b	Prior year adjustments2b	
c	Other losses2c	
d	Other (Describe in Part XIV)2d	
e	Add lines 2a through 2d2e0	
3	Subtract line 2e from line 1328,216,059	
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 7b4a	
b	Other (Describe in Part XIV)4b44,153	
c	Add lines 4a and 4b4c44,153	
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)528,260,212	

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
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	THE INITIAL PRINCIPAL CONTRIBUTION IS PERMANENTLY RESTRICTED AND THE EARNINGS FROM THIS IS TO BE USED TO FUND SCHOLARSHIPS
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	THERE ARE NO UNCERTAIN TAX POSITIONS UNDER FIN 48
		PART XII, LINE 4B - RECLASS OF SPECIAL EVENTS EXPENSES \$44,153 PART XIII, LINE 4C- RECLASS OF SPECIAL EVENTS EXPENSES \$44,153

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization
SAN ANTONIO LIVESTOCK EXPOSITION INC

Employer identification number
74-1075466

Part I

General Information on Grants and Assistance

- 1

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

☒ Yes ☐ No
- 2

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

Part II

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
See Additional Data Table							

2

Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶

3

Enter total number of other organizations listed in the line 1 table ▶

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
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 THE ORGANIZATION GIVES OUT GRANTS AND SCHOLARSHIPS TO SCHOOLS AND OTHER TAX EXEMPT ENTITIES TO FURTHER THEIR EXEMPT PURPOSE THE ORGANIZATION REQUIRES THE AWARDED ENTITIES TO SUBMIT REPORTS RELATED TO THE USEAGE OF THE FUNDS RECEIVED, WHICH HELPS IN THE DETERMINATION OF FUTURE AWARDS

Software ID:

Software Version:

EIN: 74-1075466

Name: SAN ANTONIO LIVESTOCK EXPOSITION INC

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ABILENE CRHISTIAN UNIVERSITYACU BOX 29007 ABILENE,TX 79699	75-0851900	501 (C)(3)	16,600				SCHOLARSHIPS FOR STUDENTS
ALAMO COLLEGES FOUNDATION INC 201 W SHERIDAN SUITE C-3 SAN ANTONIO,TX 78204	74-2422589	501 (C)(3)	86,750				SCHOLARSHIPS FOR STUDENTS
ALAMO COMMUNITY COLLEGE DISTRICT201 W SHERIDAN SAN ANTONIO,TX 78204	74-6002173	PUBLIC SCHOOL	104,615				SCHOLARSHIPS FOR STUDENTS
ANGELO STATE UNIVERSITYPO BOX 11015 SAN ANGELO,TX 76909	75-6002403	PUBLIC SCHOOL	103,219				SCHOLARSHIPS FOR STUDENTS
BAYLOR UNIVERSITYONE BEAR PLACE WACO,TX 76798	74-1159753	501 (C)(3)	9,706				SCHOLARSHIPS FOR STUDENTS
BEXAR COUNTY MASTER GARDENERS3355 CHERRY RIDGE DR 208 SAN ANTONIO,TX 78230	74-2600978	501 (C)(3)	35,250				GENERAL SUPPORT
BLINN COLLEGE 902 COLLEGE AVE BRENHAM,TX 77833	74-6000400	PUBLIC SCHOOL	73,250				SCHOLARSHIPS FOR STUDENTS
CLARENDON COLLEGEPO BOX 968 CLARENDON,TX 79226	75-6055652	PUBLIC SCHOOL	10,250				SCHOLARSHIPS FOR STUDENTS
FRANK PHILLIPS COLLEGEPO BOX 5118 BORGER,TX 79008	75-6001630	PUBLIC SCHOOL	5,250				SCHOLARSHIPS FOR STUDENTS
GRAYSON COUNTY COLLEGE6101 GRAYSON COLLEGE DENISON,TX 75020	75-1169719	PUBLIC SCHOOL	7,250				SCHOLARSHIPS FOR STUDENTS
HOLLYCHASE LP DBA AVEDA INSTITUTE SAN ANTONIO250 E GRAYSON ST SUITE 101 SAN ANTONIO,TX 78215	20-1446359	PUBLIC SCHOOL	10,300				SCHOLARSHIPS FOR STUDENTS
HOWARD PAYNE UNIVERSITY1000 FISK AVE BROWNWOOD,TX 76801	75-0800653	501 (C)(3)	11,500				SCHOLARSHIPS FOR STUDENTS
LUBBOCK CHRISTIAN UNIVERSITY5601 19TH ST LUBBOCK,TX 79407	75-0950119	501 (C)(3)	10,000				SCHOLARSHIPS FOR STUDENTS
LYME ACADEMY OF FINE ARTS INC DBA LYME ACADEMY COLLEGE OF FINE ARTS84 LYME ST OLD LYME,CT 060942210	06-0942210	501 (C)(3)	7,064				SCHOLARSHIPS FOR STUDENTS
MISS RODEO AMERICA SCHOLARSHIP FUNDATION 27906 CUMBRES PUEBLO,CO 81006	68-0406740	501 (C)(3)	10,000				GENERAL SUPPORT/SCHOLARSHIPS FOR STUDENTS
NAVARRO COLLEGE3200 W 7TH AVE CORSICAN,TX 75110	75-6002129	PUBLIC SCHOOL	12,050				SCHOLARSHIPS FOR STUDENTS
NORTH CENTRAL TEXAS COLLEGE 1525 W CALIFORNIA GAINESVILLE,TX 76240	75-1050382	PUBLIC SCHOOL	8,000				SCHOLARSHIPS FOR STUDENTS
OUR LADY OF THE LAKE UNIVERSITY 411 SW 24TH ST SAN ANTONIO,TX 78207	74-1109631	501 (C)(3)	83,000				SCHOLARSHIPS FOR STUDENTS
PRAIRIE VIEW A&M UNIVERSITY PO BOX 1005 PRAIRIE VIEW,TX 77446	74-6001078	PUBLIC SCHOOL	22,375				SCHOLARSHIPS FOR STUDENTS
SAM HOUSTON STATE UNIVERSITYPO BOX 2537 HUNTSVILLE,TX 77341	74-6001430	PUBLIC SCHOOL	79,500				SCHOLARSHIPS FOR STUDENTS

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SAN ANTONIO BOTANICAL SOCIETY555 FUNSTON PLACE SAN ANTONIO,TX 78209	74-2178792	501 (C)(3)	5,875				GENERAL SUPPORT
SAN ANTONIO AREA FOUNDATION FOR YOUNG WOMEN'S LEADERSHIP ACADEMY110 BROADWAY SUITE 230 SAN ANTONIO,TX 78205	74-6065414	501 (C)(3)	16,999				GENERAL SUPPORT
SAVANNAH COLLEGE OF ART & DESIGNPO BOX 2701 SAVANNAH,GA 31402	58-1357177	501 (C)(3)	21,146				SCHOLARSHIPS FOR STUDENTS
SCHREINER UNIVERSITY2100 MEMORIAL BLVD KERRVILLE,TX 78028	74-1193459	501 (C)(3)	61,157				SCHOLARSHIPS FOR STUDENTS
SOUTH PLAINS COLLEGE1401 S COLLEGE AVE LEVELLAND,TX 79336	75-6004667	PUBLIC SCHOOL	20,375				SCHOLARSHIPS FOR STUDENTS
ST MARY'S UNIVERSITYONE CAMINO SANTA MARIA SAN ANTONIO,TX 78228	74-1143128	501 (C)(3)	12,500				SCHOLARSHIPS FOR STUDENTS
STEPHEN F AUSTIN STATE UNIVERSITY1936 NORTH ST NACOGDOCHES,TX 75962	75-6002514	PUBLIC SCHOOL	9,000				SCHOLARSHIPS FOR STUDENTS
SUL ROSS STATE UNIVERSITYPO BOX C-144 ALPINE,TX 79832	74-6000027	PUBLIC SCHOOL	34,500				SCHOLARSHIPS FOR STUDENTS
SW TEXAS JUNIOR COLLEGE2401 GARNER FIELD RD UVALDE,TX 78801	74-6002420	PUBLIC SCHOOL	22,000				SCHOLARSHIPS FOR STUDENTS
TARLETON STATE UNIVERSITY1333 W WASHINGTON STEPHENVILLE,TX 76401	75-6001870	PUBLIC SCHOOL	137,547				SCHOLARSHIPS FOR STUDENTS
TEXAS A&M FOUNDATION401 GEORGE BUSH DR COLLEGE STATION,TX 77840	74-2245072	501 (C)(3)	44,000				GENERAL SUPPORT
TEXAS A&M UNIVERSITY401 GEORGE BUSH DR COLLEGE STATION,TX 77840	74-6000531	PUBLIC SCHOOL	725,146				SCHOLARSHIPS FOR STUDENTS
TEXAS A&M UNIVERSITY CORPUS CHRISTI 6300 OCEAN DR CORPUS CHRISTI,TX 78412	74-1760663	PUBLIC SCHOOL	11,000				SCHOLARSHIPS FOR STUDENTS
TEXAS A&M UNIVERSITY AT GALVESTONPO BOX 1675 GALVESTON,TX 77553	74-2125225	PUBLIC SCHOOL	5,500				SCHOLARSHIPS FOR STUDENTS
TEXAS A&M UNIVERSITY AT SAN ANTONIO 1450 GILLETTE BLVD SAN ANTONIO,TX 78224	26-4168896	PUBLIC SCHOOL	12,625				SCHOLARSHIPS FOR STUDENTS
TEXAS A&M UNIVERSITY KINGSVILLE700 UNIVERSITY BLVD KINGSVILLE,TX 78363	74-6001530	PUBLIC SCHOOL	86,568				SCHOLARSHIPS FOR STUDENTS
TEXAS A&M SAN ANTONIO FOUNDATIONONE UNIVERSITY WAY SAN ANTONIO,TX 78224	26-0895198	501 (C)(3)	15,000				GENERAL SUPPORT/SCHOLARSHIPS FOR STUDENTS
TEXAS CHRISTIAN UNIVERSITYPO BOX 297011 FORT WORTH,TX 76129	75-0827465	501 (C)(3)	8,648				SCHOLARSHIPS FOR STUDENTS
TEXAS FFA FOUNDATION614 E 12TH ST AUSTIN,TX 78701	74-2520515	501 (C)(3)	50,000				SCHOLARSHIPS FOR STUDENTS
TEXAS LUTHERAN UNIVERSITY1000 WEST COURT ST SEGUIN,TX 78155	74-1109748	501 (C)(3)	11,750				SCHOLARSHIPS FOR STUDENTS

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
TEXAS PARKS AND WILDLIFE DEPARTMENT4200 SMITH SCHOOL ROAD AUSTIN,TX 78744	74-1680372	GOVERNMENTAL UNIT	30,000				GENERAL SUPPORT
TEXAS STATE TECHNICAL COLLEGE REGENTS CIRCLE-WACO 3801 CAMPUS DR WACO,TX 76705	75-2892470	501 (C)(3)	13,525				SCHOLARSHIPS FOR STUDENTS
TEXAS STATE UNIVERSITY601 UNIVERSITY SAN MARCOS,TX 78666	74-6002248	PUBLIC SCHOOL	61,865				SCHOLARSHIPS FOR STUDENTS
TEXAS TECH FOUNDATIONPO BOX 42123 LUBBOCK,TX 79409	75-6043842	501 (C)(3)	157,631				GENERAL SUPPORT
TEXAS TECH UNIVERSITYPO BOX 42123 LUBBOCK,TX 79409	75-6002622	PUBLIC SCHOOL	299,170				SCHOLARSHIPS FOR STUDENTS
TEXAS WILDLIFE ASSOC - FOUNDATION2800 NE LOOP 410 SAN ANTONIO,TX 78218	74-2605516	501 (C)(3)	172,200				GENERAL SUPPORT
TRINITY UNIVERSITY715 STADIUM DR SAN ANTONIO,TX 78212	74-1109633	501 (C)(3)	40,750				SCHOLARSHIPS FOR STUDENTS
UNIVERSITY OF HOUSTON SYSTEM 4800 CALHOUN RD HOUSTON,TX 77004	74-6001399	PUBLIC SCHOOL	12,000				SCHOLARSHIPS FOR STUDENTS
UNIVERSITY OF TEXAS AT ARLINGTON701 S NEDDERMAN DR ARLINGTON,TX 76019	75-6000121	PUBLIC SCHOOL	6,000				SCHOLARSHIPS FOR STUDENTS
UNIVERSITY OF TEXAS AT AUSTIN PO BOX 7758 UT STATION AUSTIN,TX 78713	74-6000203	PUBLIC SCHOOL	47,356				SCHOLARSHIPS FOR STUDENTS
UNIVERSITY OF TEXAS - PAN AMERICAN1201 WEST UNIVESITY DR EDINBURG,TX 78541	74-6002942	PUBLIC SCHOOL	5,875				SCHOLARSHIPS FOR STUDENTS
UNIVERSITY OF TEXAS AT SAN ANTONIO6900 N LOOP 1604 SAN ANTONIO,TX 78249	74-1717115	PUBLIC SCHOOL	179,296				SCHOLARSHIPS FOR STUDENTS
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER AT SA7703 FLOYD CURL DR SAN ANTONIO,TX 78229	74-1586031	PUBLIC SCHOOL	279,750				SCHOLARSHIPS FOR STUDENTS
UNIVERSITY OF THE INCARNATE WORD4301 BROADWAY SAN ANTONIO,TX 78209	74-1109661	501 (C)(3)	99,750				SCHOLARSHIPS FOR STUDENTS
UNIVERSITY OF TEXAS AT TYLER 3900 UNIVERSITY DR TYLER,TX 75799	75-1396988	PUBLIC SCHOOL	6,000				SCHOLARSHIPS FOR STUDENTS
WEATHERFORD COLLEGE225 COLLEGE PARK DR WEATHERFORD,TX 76086	75-6002862	PUBLIC SCHOOL	7,200				SCHOLARSHIPS FOR STUDENTS
WEST TEXAS A&M UNIVERSITY WTAMU BOX 60939 CANYON,TX 79016	75-6031405	PUBLIC SCHOOL	65,512				SCHOLARSHIPS FOR STUDENTS
WESTMONT COLLEGE955 LA PAZ ROAD SANTA BARBARA, CA 93108	95-1684793	501 (C)(3)	13,326				SCHOLARSHIPS FOR STUDENTS

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

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
SAN ANTONIO LIVESTOCK EXPOSITION INC

Employer identification number
74-1075466

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		
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?	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?		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement?		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?		No
b	Any related organization?		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?		No
b	Any related organization?		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		No
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?		

Part II

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

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

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual

(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) R KEITH MARTIN	(i)	325,312	80,000	0	14,421	0	419,733	0
	(ii)	0	0	0	0	0	0	0
(2) BETTY ROST	(i)	123,785	20,000	0	7,427	0	151,212	0
	(ii)	0	0	0	0	0	0	0
(3) GLEN A PHILLIPS	(i)	124,946	20,000	0	7,497	0	152,443	0
	(ii)	0	0	0	0	0	0	0
(4) DEBBIE SCHRONK	(i)	135,089	20,000	0	8,105	0	163,194	0
	(ii)	0	0	0	0	0	0	0
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III **Supplemental Information**

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

Identifier	Return Reference	Explanation
	PART I, LINE 4B	THE FOLLOWING INDIVIDUALS WERE PARTICIPANTS IN THE SECTION 457(F) NONQUALIFIED DEFERRED COMPENSATION PLAN, FOR WHICH \$495,715 WAS EXPENSED DURING THE FISCAL YEAR ENDED MARCH 31, 2012. THE INDIVIDUALS ARE: R. KEITH MARTIN, GLEN A. PHILLIPS, PAMELAR J. REW, DEBBIE SCHRONK, AND BETTY ROSS. (NO SPECIFIC AMOUNTS HAVE BEEN ALLOCATED 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
2011
Open to Public Inspection

Name of the organization
SAN ANTONIO LIVESTOCK EXPOSITION INC

Employer identification number
74-1075466

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) TINA HAYNES	TINA HAYNES IS AN OFFICER/OWNER OF SANGER AND ALTGELT INSURANCE AGENCY	337,033	SALE HAS PROCURED INSURANCE FROM SANGER AND ALTGELT INSURANCE AGENCY FOR MANY YEARS, AND TINA HAS BECOME AN OFFICE WITH SALE DURING THE CURRENT FISCAL YEAR ENDED MARCH 31, 2011		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

2011

Open to Public Inspection

Name of the organization
SAN ANTONIO LIVESTOCK EXPOSITION INC

Employer identification number
74-1075466

Part I Types of Property

	(a) Check if applicable	(b) Number of Contributions or items contributed	(c) Contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining 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				
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				
CONSTRUCTION OF				
25 Other ► (CABINETS)	X	1	6,000	STANDARD BILLING RATES FOR SIMILAR PROJECTS
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

30a

During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

30a

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?

31

Yes

No

32a

Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?

32a

Yes

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

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

Cat No 51227J

Schedule M (Form 990) 2011

Part III

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

2011

Open to Public Inspection

Name of the organization SAN ANTONIO LIVESTOCK EXPOSITION INC	Employer identification number 74-1075466
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Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 2	ONE OF THE DIRECTOR'S SPOUSE IS AN OFFICER OF A BANK THAT PROVIDES SERVICES FOR THE ORGANIZATION
	FORM 990, PART VI, SECTION A, LINE 6	THE ORGANIZATION HAS OR HAD AT LEAST 8,175 LIFE MEMBERS OVER THE COURSE OF THEIR EXISTENCE, THAT HAVE PAID ANYWHERE FROM \$100 OR \$200 IN TOTAL TO BECOME A LIFE MEMBER DURING FYE 3/31/12, A TOTAL OF \$56,400 WAS RECEIVED FROM THE CURRENT LIFE MEMBERS (282 NEW MEMBERS) THE BOARD HAS DESIGNATED THESE AND PREVIOUS FUNDS COLLECTED FROM THE LIFE MEMBERS FOR SCHOLARSHIPS
	FORM 990, PART VI, SECTION A, LINE 7A	DURING THE ANNUAL MEETING, THE ORGANIZATION ELECTS THE CURRENT YEAR'S OFFICERS FROM A SELECTED GROUP OF INDIVIDUALS NOMINATED BY THE ELECTION COMMITTEE
	FORM 990, PART VI, SECTION B, LINE 11	THE AUDIT COMMITTEE IS PRESENTED A COPY OF THE AUDIT PRIOR TO IT BEING MAILED OUT
	FORM 990, PART VI, SECTION B, LINE 11	A COPY OF THE RETURN IS REVIEWED BY AT LEAST ONE MEMBER OF THE ORGANIZATION'S AUDIT COMMITTEE
	FORM 990, PART VI, SECTION B, LINE 12C	CONFLICT OF INTEREST STATEMENTS ARE CIRCULATED TO THE STAFF AND DIRECTORS AND ANY CONFLICTING INTERESTS ARE NOTED AND FOLLOWED
	FORM 990, PART VI, SECTION B, LINE 15	THE AUDIT COMPENSATION SUB-COMMITTEE DETERMINES AND RECOMMENDS TO THE EXECUTIVE COMMITTEE AMOUNTS TO BE PAID TO THE EXECUTIVE DIRECTOR AND OTHER HIGHLY COMPENSATED EMPLOYEES (THIS IS BASED ON REVIEW OF COMPARABLE SALARIES FOR RELATED INDUSTRIES)
	FORM 990, PART VI, SECTION C, LINE 18	THE ORGANIZATION WILL FURNISH A COPY OF THEIR FORM 990 AND FORM 1023 UPON WRITTEN REQUEST
	FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION WILL FURNISH A COPY OF THEIR GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS UPON WRITTEN REQUEST
ALL OTHER FUNCTIONAL EXPENSES	FORM 990, PART X, LINE 24E	EMS/TICKET MASTER/ OTHER PROGRAM SERVICE EXPENSES 493,034 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 493,034 MATERIALS, DECO AND SUPPLIES PROGRAM SERVICE EXPENSES 418,782 MANAGEMENT AND GENERAL EXPENSES 3,533 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 422,315 WILDLIFE COMMITTEE EXPENSES PROGRAM SERVICE EXPENSES 395,018 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 395,018 CAPITAL IMPROVEMENT FEE PROGRAM SERVICE EXPENSES 385,855 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 385,855 UTILITIES PROGRAM SERVICE EXPENSES 319,034 MANAGEMENT AND GENERAL EXPENSES 14,805 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 333,839 INSURANCE PROGRAM SERVICE EXPENSES 300,277 MANAGEMENT AND GENERAL EXPENSES 31,363 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 331,640 REPAIRS AND MAINTENANCE PROGRAM SERVICE EXPENSES 313,575 MANAGEMENT AND GENERAL EXPENSES 1,860 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 315,435 PREMIUMS PAID PROGRAM SERVICE EXPENSES 312,080 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 312,080 PRINTING AND SUPPLIES PROGRAM SERVICE EXPENSES 265,545 MANAGEMENT AND GENERAL EXPENSES 18,300 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 283,845 CONTRACT SERVICES PROGRAM SERVICE EXPENSES 206,311 MANAGEMENT AND GENERAL EXPENSES 58,675 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 264,986 COMMITTEE MEETINGS/OTHER PROGRAM SERVICE EXPENSES 226,867 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 226,867 CALF SCRAMBLE WINNER AWARDS PROGRAM SERVICE EXPENSES 186,200 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 186,200 AWARDS AND RIBBONS PROGRAM SERVICE EXPENSES 168,191 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 168,191 EQUIPMENT RENTAL AND MAINTENANCE PROGRAM SERVICE EXPENSES 155,150 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 155,150 INVESTMENT FEES PROGRAM SERVICE EXPENSES 0 MANAGEMENT AND GENERAL EXPENSES 78,927 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 78,927 BANK CHARGES PROGRAM SERVICE EXPENSES 76,119 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 76,119 DECORATIONS AND SUPPLIES PROGRAM SERVICE EXPENSES 72,758 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 72,758 PARKING PROGRAM SERVICE EXPENSES 67,424 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 67,424 OTHER EXPENSE PROGRAM SERVICE EXPENSES 57,745 MANAGEMENT AND GENERAL EXPENSES 6,870 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 64,615 JUDGING AND SUPERINTENDENTS PROGRAM SERVICE EXPENSES 55,248 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 55,248 PROMOTIONAL EXPENSE PROGRAM SERVICE EXPENSES 50,269 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 50,269 ASSOCIATION DUES AND FEES PROGRAM SERVICE EXPENSES 9,482 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 9,482 DONATIONS PROGRAM SERVICE EXPENSES 250 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 250
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	UNREALIZED GAINS (NET) 81,064 TOTAL TO FORM 990, PART XI, LINE 5 81,064
CHANGE IN SELECTION PROCESS	FORM 990, PART XII, PAGE 12, LINE 2C	THERE HAS BEEN NO CHANGE FROM THE PRIOR YEAR IN THE OVERSIGHT OR SELECTION PROCESS PERFORMED BY THE BOARD IN REVIEWING THE AUDIT AND TAX RETURN AND THE SELECTION OF THE AUDITING FIRM