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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

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 04-01-2012 , 2012, and ending 03-31-2013

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

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

D Employer identification number
74-1075466

E Telephone number
(210) 225-5851

G Gross receipts $ 37,642,246

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 2012 (Part V, line 2a)	5	313
6	Total number of volunteers (estimate if necessary)	6	5,500
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

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	5,213,658	6,153,389
	9	Program service revenue (Part VIII, line 2g)	21,898,830	21,494,350
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	696,257	772,690
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	1,044,345
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	27,808,745	29,464,774
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	5,124,619	4,887,212
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	4,195,640	4,664,149
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶0		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	18,939,953	19,026,770
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	28,260,212	28,578,131
	19	Revenue less expenses Subtract line 18 from line 12	-451,467	886,643
Net Assets or Fund Balances			Beginning of Current Year	End of Year
	20	Total assets (Part X, line 16)	42,095,858	44,804,743
	21	Total liabilities (Part X, line 26)	18,233,701	19,886,919
	22	Net assets or fund balances Subtract line 21 from line 20	23,862,157	24,917,824

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

****** | 2013-10-31
Signature of officer | Date

KEITH MARTIN EXECUTIVE DIR/CEO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ARTHUR L CAMPSEY		2013-10-28		P00066680

Firm's name ▶ HAASS LINDOW & CAMPSEY PC | Firm's EIN ▶ 74-2386663

Firm's address ▶ 8122 DATAPOINT DR SUITE 830 SAN ANTONIO, TX 78229 | Phone no (210) 697-0660

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

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 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 $ 26,440,214 including grants of $ 4,887,212) (Revenue $ 22,216,441)

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 2013, 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** ▶ 26,440,214

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		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*	5		No
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*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	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.*	11a	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b		No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d		No
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f		No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a	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 and XII is optional*	12b		No
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Parts II and IV*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Parts III and IV*	16		No
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I (see instructions)*	17		No
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	Yes	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19	Yes	
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV **Checklist of Required Schedules** *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to any government or organization 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, line 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 lines 24b through 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, highest 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 employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *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 direct or indirect 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	Yes	
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, Part II, III, or IV, and Part V, line 1*	34		No
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
b	If 'Yes' to line 35a, 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		
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 11b 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, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	313			
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, securities account, or other financial account)?			4a		No
b	If "Yes," enter the name of the foreign country ▶ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?			6a		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			7a	Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b	Yes	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c		No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8		
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?			9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?			9b		
10	**Section 501(c)(7) organizations.** Enter					
a	Initiation fees and capital contributions included on Part VIII, line 12	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
11	**Section 501(c)(12) organizations.** Enter					
a	Gross income from members or shareholders	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b				
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b				
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O			13a		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b				
c	Enter the amount of reserves on hand	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			14a		No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*			14b		

Part VI **Governance, Management, and Disclosure** *For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*

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

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year . . . If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O	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 this 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 ☐ Other (explain in Schedule O)

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 during the tax year

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 (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 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 organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(1) RUSTY COLLIER VICE PRESIDENT	2 00	X						0	0	0
(2) STEVE BRIDGES CHAIRMAN OF THE BOARD	2 00	X						0	0	0
(3) FRED PETMECKY VICE 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 PRESIDENT	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/SECRETARY	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				423,935	0	421,719
(14) BETTY ROST CFO	50 00			X				157,500	0	67,807
(15) GLEN A PHILLIPS ASSISTANT EXECUTIVE DIRECT	50 00				X			162,000	0	30,423
(16) PAMELA J REW ASSISTANT EXECUTIVE DIRECT	50 00				X			155,500	0	46,270
(17) DEBBIE SCHRONK COO	50 00				X			169,800	0	47,338

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position: Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(18) CHRISTOPHER M DERBY EMPLOYEE	50 00					X		106,500	0	10,947

		(D)	(E)	(F)
1b	**Sub-Total** . . . . ▶			
c	**Total from continuation sheets to Part VII, Section A** . . . . ▶			
d	**Total (add lines 1b and 1c)** . . . . ▶	1,175,235	0	624,504

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

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization 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
JOERIS CONSTRUCTION 1390 E BITTERS SAN ANTONIO TX 78216	CONSTRUCTION/BUILDINGS	3,169,345
COLISEUM ADVISORY BOARD 3201 E HOUSTON ST SAN ANTONIO TX 78219	PROPERTY RENTAL/SERVICES	1,724,328
PRCA 101 PRO RODEO DR COLORADO SPRINGS CO 80919	RODEO/ENTERTAINMENT/ACTIVITIES	1,325,488
LADY A'D PRODUCTIONS INC PO BOX 340020 NASHVILLE TN 37203	ENTERTAINMENT	600,000
COMMUNITY ARENAS MANAGEMENT ONE ATT CENTER PARKWAY SAN ANTONIO TX 78219	MGMNT OF FACILITIES	561,374

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 ▶32

Part VIII **Statement of Revenue**

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

				(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	261,400				
	d	Related organizations . . . 1d					
	e	Government grants (contributions) 1e					
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	5,891,989				
	g	Noncash contributions included in lines 1a-1f $	275,793				
	h	**Total.** Add lines 1a-1f . . . . ▶		6,153,389			
Program Service Revenue			Business Code				
	2a	STOCK SHOW AND RODEO	711300	20,261,654	20,261,654		
	b	OTHER RELATED EVENTS AND ACTIVITI	711300	1,232,696	1,232,696		
	c						
	d						
	e						
	f	All other program service revenue					
	g	**Total.** Add lines 2a–2f . . . . ▶		21,494,350			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) . . . . ▶		548,121			548,121
	4	Income from investment of tax-exempt bond proceeds . . ▶					
	5	Royalties . . . . ▶					

	(i) Real	(ii) Personal
6a Gross rents		
b Less rental expenses		
c Rental income or (loss)		

		(A)	(B)	(C)	(D)
d	Net rental income or (loss) . . . . ▶				

	(i) Securities	(ii) Other
7a Gross amount from sales of assets other than inventory	6,605,580	30,090
b Less cost or other basis and sales expenses	6,394,203	16,898
c Gain or (loss)	211,377	13,192

			(A)	(B)	(C)	(D)
d	Net gain or (loss) . . . . ▶		224,569			224,569
8a	Gross income from fundraising events (not including $ 261,400 of contributions reported on line 1c) See Part IV, line 18 . . a	1,508,751				
b	Less direct expenses . . . b	1,186,497				
c	Net income or (loss) from fundraising events . . ▶		322,254			322,254
9a	Gross income from gaming activities See Part IV, line 19 . . . a	530,663				
b	Less direct expenses . . . b	161,244				
c	Net income or (loss) from gaming activities . . . ▶		369,419	369,419		
10a	Gross sales of inventory, less returns and allowances . a	771,302				
b	Less cost of goods sold . . b	418,630				
c	Net income or (loss) from sales of inventory . . ▶		352,672	352,672		
	Miscellaneous Revenue	Business Code				
11a						
b						
c						
d	All other revenue					
e	**Total.** Add lines 11a–11d . . . . . . ▶					
12	**Total revenue.** See Instructions . . . . . ▶		29,464,774	22,216,441	0	1,094,944

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)

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	4,887,212	4,887,212		
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	1,175,235	485,235	690,000	
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	2,476,776	2,396,672	80,104	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	534,792		534,792	
9	Other employee benefits	241,011	111,011	130,000	
10	Payroll taxes	236,335	185,657	50,678	
11	Fees for services (non-employees)				
a	Management				
b	Legal	15,065		15,065	
c	Accounting	15,175		15,175	
d	Lobbying				
e	Professional fundraising services See Part IV, line 17				
f	Investment management fees				
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)				
12	Advertising and promotion	1,240,749	1,240,749		
13	Office expenses				
14	Information technology				
15	Royalties . .				
16	Occupancy	1,549,227	1,389,227	160,000	
17	Travel	10,567	4,144	6,423	
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	951,293	707,010	244,283	
23	Insurance				
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a	LIVESTOCK AUCTIONS PREM	4,964,921	4,964,921		
b	ENTERTAINMENT - RODEO	3,550,371	3,550,371		
c	RODEO PRODUCTION	2,108,346	2,108,346		
d	TRASH REMOVAL/SHOW CLEA	691,724	691,724		
e	All other expenses	3,929,332	3,717,935	211,397	
25	**Total functional expenses.** Add lines 1 through 24e	28,578,131	26,440,214	2,137,917	0
26	**Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

			(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing	7,727,625	1	7,629,269
	2	Savings and temporary cash investments	5,529,186	2	4,398,792
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	2,478,742	4	3,224,154
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use	46,714	8	47,997
	9	Prepaid expenses and deferred charges	160,923	9	162,969
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D — 10a: 25,303,885			
	b	Less accumulated depreciation — 10b: 11,961,719	13,354,243	10c	13,342,166
	11	Investments—publicly traded securities	10,037,759	11	12,198,862
	12	Investments—other securities See Part IV, line 11	2,705,918	12	3,753,804
	13	Investments—program-related See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11	54,748	15	46,730
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	42,095,858	16	44,804,743
Liabilities	17	Accounts payable and accrued expenses	1,719,188	17	1,902,790
	18	Grants payable	10,734,636	18	12,859,537
	19	Deferred revenue	32,204	19	19,937
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22	Loans and other 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	5,747,673	25	5,104,655
	26	**Total liabilities.** Add lines 17 through 25	18,233,701	26	19,886,919
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	23,350,445	27	24,352,719
	28	Temporarily restricted net assets	281,776	28	335,169
	29	Permanently restricted net assets	229,936	29	229,936
		Organizations that do not follow SFAS 117 (ASC 958), 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	23,862,157	33	24,917,824
	34	Total liabilities and net assets/fund balances	42,095,858	34	44,804,743

Part XI Reconcilliation 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	29,464,774
2	Total expenses (must equal Part IX, column (A), line 25)	2	28,578,131
3	Revenue less expenses Subtract line 2 from line 1	3	886,643
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	23,862,157
5	Net unrealized gains (losses) on investments	5	169,024
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	24,917,824

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?	2a		No
	If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
	If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☑ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	Yes	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

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

2012

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

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

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

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

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

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

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

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

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

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

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

a ☐ Type I **b** ☐ Type II **c** ☐ Type III - Functionally integrated **d** ☐ Type III - Non-functionally integrated

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

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

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

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	**11g(i)**		
(ii) A family member of a person described in (i) above?	**11g(ii)**		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	**11g(iii)**		

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

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

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support** (Add lines 7 through 10)						

12 Gross receipts from related activities, etc (see instructions) | 12 |

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** . . . . ▶☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) | 14 |

15 Public support percentage for 2011 Schedule A, Part II, line 14 | 15 |

16a **33 1/3% support test—2012.** 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—2011.** If the organization did not check a 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—2012.** 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—2011.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	774,539	1,618,597	4,987,171	5,213,658	5,966,480	18,560,445
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	23,059,603	23,425,938	21,040,713	21,898,830	23,798,221	113,223,305
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	23,834,142	25,044,535	26,027,884	27,112,488	29,764,701	131,783,750
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)						131,783,750

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6	23,834,142	25,044,535	26,027,884	27,112,488	29,764,701	131,783,750
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	764,878	490,606	448,502	482,636	548,121	2,734,743
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	764,878	490,606	448,502	482,636	548,121	2,734,743
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)	24,599,020	25,535,141	26,476,386	27,595,124	30,312,822	134,518,493

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 2012 (line 8, column (f) divided by line 13, column (f))	15	97 970 %
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	97 470 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2012** (line 10c, column (f) divided by line 13, column (f))	17	2 030 %
18 Investment income percentage from **2011** Schedule A, Part III, line 17	18	2 530 %

19a **33 1/3% support tests—2012.** 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—2011.** 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.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047
2012
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 can 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 education)
- ☐ Preservation of an historically important land area
- ☐ Protection of natural habitat
- ☐ Preservation of a certified historic structure
- ☐ Preservation of open space

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

			Held at the End of the Year
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax 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 section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, 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 (ASC 958), 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 XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), 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 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ $ ________

b Assets included in Form 990, Part X ▶ $ ________

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

3 Using the organization's acquisition, 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 XIII

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 XIII and complete the following table

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

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII . . . . ☐

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	329,487	327,353	322,853	315,797	304,081
b Contributions					
c Net investment earnings, gains, and losses	1,665	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	331,152	329,487	327,353	322,853	315,797

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment ▶

b Permanent endowment ▶

c Temporarily restricted endowment ▶

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

		Yes	No
(i) unrelated organizations	3a(i)		No
(ii) related organizations	3a(ii)		No
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIII 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		19,021,682	8,963,691	10,057,991
c Leasehold improvements				
d Equipment		6,282,203	2,998,028	3,284,175
e Other				
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				13,342,166

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) FROST TOTAL RETURN BOND FUND INSTL	3,753,804	F
Total. *(Column (b) must equal Form 990, Part X, col (B) line 12)* ▶	3,753,804	

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

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

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

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

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

1 (a) Description of liability	(b) Book value
Federal income taxes	
CURRENT PORTION - SCHOLARSHIPS	2,694,637
CALF SCRAMBLE CERTIFICATES	184,800
DEFERRED COMPENSATION PAYABLE	2,225,218
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	5,104,655

2. Fin 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII ☑

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	30,661,023
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	169,024		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII)	2d			
e	Add lines **2a** through **2d**			2e	169,024
3	Subtract line **2e** from line **1**			3	30,491,999
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII)	4b	-1,027,225		
c	Add lines **4a** and **4b**			4c	-1,027,225
5	Total revenue Add lines **3** and **4c.** (This must equal Form 990, Part I, line 12)			5	29,464,774

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

1	Total expenses and losses per audited financial statements			1	29,605,356
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII)	2d			
e	Add lines **2a** through **2d**			2e	0
3	Subtract line **2e** from line **1**			3	29,605,356
4	Amounts included on Form 990, Part IX, line 25, but not on line **1:**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII)	4b	-1,027,225		
c	Add lines **4a** and **4b**			4c	-1,027,225
5	Total expenses Add lines **3** and **4c.** (This must equal Form 990, Part I, line 18)			5	28,578,131

Part XIII 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, line 2, Part XI, lines 2d and 4b, and Part XII, 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, LINE 2	THERE ARE NO UNCERTAIN TAX POSITIONS UNDER FIN 48
		PART XI, LINE 4B - RECLASS OF SPECIAL EVENTS EXPENSES $45,392 DONATION OF RAFFLE NON-CASH PRIZES $119,029 DONATION OF FUNDRAISING NON-CASH PRIZES $186,909 FUNDRAISING EXPENSES $(1,186,497) TOTAL $(1,027,225) PART XII, LINE 4C- RECLASS OF SPECIAL EVENTS EXPENSES $45,392 DONATION OF RAFFLE NON-CASH PRIZES $119,029 DONATION OF FUNDRAISING NON-CASH PRIZES $186,909 FUNDRAISING EXPENSES $(1,186,497) TOTAL $(1,027,225)

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SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a. Form 990-EZ filers are not required to complete this part.

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
SAN ANTONIO LIVESTOCK EXPOSITION INC

Employer identification number
74-1075466

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

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

- **a** ☐ Mail solicitations
- **b** ☐ Internet and email solicitations
- **c** ☐ Phone solicitations
- **d** ☐ In-person solicitations
- **e** ☐ Solicitation of non-government grants
- **f** ☐ Solicitation of government grants
- **g** ☐ Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ **Yes** ☐ **No**

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization

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

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

Part II **Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than $5,000.

			(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col (a) through col (c))
			GO RODEO GALA (event type)	FASHION SHOW (event type)	5 (total number)	
Revenue	1	Gross receipts	572,289	256,636	941,226	1,770,151
	2	Less Contributions	120,814		140,586	261,400
	3	Gross income (line 1 minus line 2)	451,475	256,636	800,640	1,508,751
Direct Expenses	4	Cash prizes			500	500
	5	Noncash prizes	118,627		68,282	186,909
	6	Rent/facility costs			97,328	97,328
	7	Food and beverages	125,010	29,228	135,138	289,376
	8	Entertainment	29,146	12,776	86,948	128,870
	9	Other direct expenses	65,997	38,589	378,928	483,514
	10	Direct expense summary Add lines 4 through 9 in column (d)				(1,186,497)
	11	Net income summary Combine line 3, column (d), and line 10				322,254

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

			(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1	Gross revenue			530,663	530,663
Direct Expenses	2	Cash prizes				
	3	Non-cash prizes			119,029	119,029
	4	Rent/facility costs				
	5	Other direct expenses			42,215	42,215
	6	Volunteer labor	☐ Yes ☐ No	☐ Yes ☐ No	☑ Yes 100 000 % ☐ No	
	7	Direct expense summary Add lines 2 through 5 in column (d)				161,244
	8	Net gaming income summary Combine lines 1 and 7 in column (d)				369,419

9 Enter the state(s) in which the organization operates gaming activities TX

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☑ No

b If "No," explain

TEXAS DOES NOT REQUIRE REGISTRATION OF ACTIVITIES AT THIS TIME

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

b If "Yes," explain

Does the organization operate gaming activities with nonmembers? . . . . ☐ Yes ☑ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? . . . . ☐ Yes ☑ No

13 Indicate the percentage of gaming activity operated in

a The organization's facility	**13a**	100 000 %
b An outside facility	**13b**	

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

Name ▶ BETTY ROST

Address ▶ PO BOX 200230
SAN ANTONIO,TX 78220

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? . . . . ☐ Yes ☑ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ ______________ and the amount of gaming revenue retained by the third party ▶ $ ______________

c If "Yes," enter name and address of the third party

Name ▶

Address ▶

16 Gaming manager information

Name ▶ NONE

Gaming manager compensation ▶ $

Description of services provided ▶ THERE IS NO FORMAL GAMING MANAGER ALL IS VOLUNTEER WITH THE HELP OF THE STAFF

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? . . . . ☐ Yes ☑ No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

Identifier	Return Reference	Explanation

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

2012

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. Part II can be duplicated 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. Part III can be duplicated 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, Part III, column (b), 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

Additional Data

Return to Form

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)	24,182				SCHOLARSHIPS FOR STUDENTS
ALAMO COLLEGES FOUNDATION INC201 W SHERIDAN SUITE C-3 SAN ANTONIO,TX 78204	74-2422589	501 (C)(3)	108,500				SCHOLARSHIPS FOR STUDENTS
ANGELO STATE UNIVERSITYPO BOX 11015 SAN ANGELO,TX 76909	75-6002403	PUBLIC SCHOOL	108,586				SCHOLARSHIPS FOR STUDENTS
BAYLOR UNIVERSITYONE BEAR PLACE WACO,TX 76798	74-1159753	501 (C)(3)	11,706				SCHOLARSHIPS FOR STUDENTS
BEXAR COUNTY MASTER GARDENERS3355 CHERRY RIDGE DR 208 SAN ANTONIO,TX 78230	74-2600978	501 (C)(3)	36,600				GENERAL SUPPORT
BLINN COLLEGE902 COLLEGE AVE BRENHAM,TX 77833	74-6000400	PUBLIC SCHOOL	66,875				SCHOLARSHIPS FOR STUDENTS
CLARENDON COLLEGEPO BOX 968 CLARENDON,TX 79226	75-6055652	PUBLIC SCHOOL	6,000				SCHOLARSHIPS FOR STUDENTS
HAPPY HILL ACADEMY 3846 N HWY 144 GRANBURY,TX 76048	51-0236530	501 (C)(3)	50,000				SCHOLARSHIPS FOR STUDENTS
HOWARD PAYNE UNIVERSITY1000 FISK AVE BROWNWOOD,TX 76801	75-0800653	501 (C)(3)	13,000				SCHOLARSHIPS FOR STUDENTS
LINCOLN EDUCATIONAL SERVICES DBA LINCOLN COLLEGE OF TECHNOLOGY 2915 ALOUETTE DR GRAND PRAIRIE,TX 75052	22-2074593	PUBLIC SCHOOL	16,800				SCHOLARSHIPS FOR STUDENTS
LUBBOCK CHRISTIAN UNIVERSITY5601 19TH ST LUBBOCK,TX 79407	75-0950119	501 (C)(3)	18,000				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
MCLENNAN COLLEGE1400 COLLEGE DR WACO,TX 76708	74-1541260	PUBLIC SCHOOL	10,250				SCHOLARSHIPS FOR STUDENTS
MCMURRY UNIVERSITY BOX 308 MCMURRY STATION ABILENE,TX 79697	75-0855633	501 (C)(3)	5,000				SCHOLARSHIPS FOR STUDENTS
NORTH CENTRAL TEXAS COLLEGE1525 W CALIFORNIA GAINESVILLE,TX 76240	75-1050382	PUBLIC SCHOOL	7,000				SCHOLARSHIPS FOR STUDENTS
OUR LADY OF THE LAKE UNIVERSITY411 SW 24TH ST SAN ANTONIO,TX 78207	74-1109631	501 (C)(3)	70,625				SCHOLARSHIPS FOR STUDENTS
PRAIRIE VIEW A&M UNIVERSITYPO BOX 1005 PRAIRIE VIEW,TX 77446	74-6001078	PUBLIC SCHOOL	39,125				SCHOLARSHIPS FOR STUDENTS
RICE UNIVERSITY6100 MAIN ST HOUSTON,TX 77005	74-1109620	501 (C)(3)	5,000				SCHOLARSHIPS FOR STUDENTS
SAM HOUSTON STATE UNIVERSITYPO BOX 2537 HUNTSVILLE,TX 77341	74-6001430	PUBLIC SCHOOL	86,625				SCHOLARSHIPS FOR STUDENTS
SAN ANTONIO BOTANICAL SOCIETY555 FUNSTON PLACE SAN ANTONIO,TX 78209	74-2178792	501 (C)(3)	6,200				GENERAL SUPPORT

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
SAVANNAH COLLEGE OF ART & DESIGNPO BOX 2701 SAVANNAH,GA 31402	58-1357177	501 (C)(3)	24,231				SCHOLARSHIPS FOR STUDENTS
SCHREINER UNIVERSITY 2100 MEMORIAL BLVD KERRVILLE,TX 78028	74-1193459	501 (C)(3)	60,405				SCHOLARSHIPS FOR STUDENTS
SOUTH PLAINS COLLEGE 1401 S COLLEGE AVE LEVELLAND,TX 79336	75-6004667	PUBLIC SCHOOL	22,875				SCHOLARSHIPS FOR STUDENTS
ST MARY'S UNIVERSITY ONE CAMINO SANTA MARIA SAN ANTONIO,TX 78228	74-1143128	501 (C)(3)	101,000				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	38,750				SCHOLARSHIPS FOR STUDENTS
SW TEXAS JUNIOR COLLEGE2401 GARNER FIELD RD UVALDE,TX 78801	74-6002420	PUBLIC SCHOOL	12,250				SCHOLARSHIPS FOR STUDENTS
TARLETON STATE UNIVERSITY1333 W WASHINGTON STEPHENVILLE,TX 76401	75-6001870	PUBLIC SCHOOL	126,916				SCHOLARSHIPS FOR STUDENTS
TEXAS 4-H YOUTH DEVELOPMENT FOUNDATIONPO BOX 11020 COLLEGE STATION,TX 77842	74-6091147	501 (C)(3)	12,208				SCHOLARSHIPS FOR STUDENTS AND GENERAL SUPPORT
TEXAS A&M FOUNDATION 401 GEORGE BUSH DR COLLEGE STATION,TX 77840	74-2245072	501 (C)(3)	123,379				GENERAL SUPPORT
TEXAS A&M UNIVERSITY 401 GEORGE BUSH DR COLLEGE STATION,TX 77840	74-6000531	PUBLIC SCHOOL	792,094				SCHOLARSHIPS FOR STUDENTS
TEXAS A&M UNIVERSITY COMMERCEPO BOX 3011 COMMERCE,TX 75429	75-6001353	PUBLIC SCHOOL	8,000				SCHOLARSHIPS FOR STUDENTS
TEXAS A&M UNIVERSITY AT CORPUS CHRISTI6300 OCEAN DR CORPUS CHRISTI,TX 78412	74-1760663	PUBLIC SCHOOL	20,750				SCHOLARSHIPS FOR STUDENTS
TEXAS A&M UNIVERSITY AT SAN ANTONIO1450 GILLETTE BLVD SAN ANTONIO,TX 78224	26-4168896	PUBLIC SCHOOL	9,625				SCHOLARSHIPS FOR STUDENTS
TEXAS A&M SAN ANTONIO FOUNDATIONONE UNIVERSITY WAY SAN ANTONIO,TX 78224	26-0895198	501 (C)(3)	10,500				GENERAL SUPPORT/SCHOLARSHIPS FOR STUDENTS
TEXAS AGRILIFE EXTENSION SERVICE2147 TAMU COLLEGE STATION,TX 77843	74-6000531	PUBLIC SCHOOL	33,000				GENERAL SUPPORT
TEXAS CHRISTIAN UNIVERSITYPO BOX 297011 FORT WORTH,TX 76129	75-0827465	501 (C)(3)	18,311				SCHOLARSHIPS FOR STUDENTS
TEXAS LUTHERAN UNIVERSITY1000 WEST COURT ST SEGUIN,TX 78155	74-1109748	501 (C)(3)	16,664				SCHOLARSHIPS FOR STUDENTS
TEXAS STATE TECHNICAL COLLEGE REGENTS CIRCLE-WACO3801 CAMPUS DR WACO,TX 76705	75-2892470	501 (C)(3)	16,000				SCHOLARSHIPS FOR STUDENTS
TEXAS STATE UNIVERSITY 601 UNIVERSITY SAN MARCOS,TX 78666	74-6002248	PUBLIC SCHOOL	62,516				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 TECH FOUNDATION PO BOX 42123 LUBBOCK,TX 79409	75-6043842	501 (C)(3)	213,966				GENERAL SUPPORT
TEXAS TECH UNIVERSITY PO BOX 42123 LUBBOCK,TX 79409	75-6002622	PUBLIC SCHOOL	355,167				SCHOLARSHIPS FOR STUDENTS
THE FOREVER FOUNDATION FOR TEXAS WILDLIFE2800 NE LOOP 410 SAN ANTONIO,TX 78218	74-2605516	501 (C)(3)	207,100				GENERAL SUPPORT
TRINITY UNIVERSITY715 STADIUM DR SAN ANTONIO,TX 78212	74-1109633	501 (C)(3)	36,250				SCHOLARSHIPS FOR STUDENTS
UNIVERSITY OF MARY HARDIN BAYLOR900 COLLEGE ST BELTON,TX 76513	74-1161940	501 (C)(3)	6,000				SCHOLARSHIPS FOR STUDENTS
UNIVERSITY OF NORTH TEXASPO BOX 311370 DENTON,TX 76203	75-6002149	PUBLIC SCHOOL	5,680				SCHOLARSHIPS FOR STUDENTS
UNIVERSITY OF TEXAS AT AUSTINPO BOX 7758 UT STATION AUSTIN,TX 78713	74-6000203	PUBLIC SCHOOL	30,365				SCHOLARSHIPS FOR STUDENTS
UNIVERSITY OF TEXAS AT SAN ANTONIO6900 N LOOP 1604 SAN ANTONIO,TX 78249	74-1717115	PUBLIC SCHOOL	142,754				SCHOLARSHIPS FOR STUDENTS
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER AT SA7703 FLOYD CURL DR SAN ANTONIO,TX 78229	74-1586031	PUBLIC SCHOOL	278,701				SCHOLARSHIPS FOR STUDENTS
UNIVERSITY OF THE INCARNATE WORD4301 BROADWAY SAN ANTONIO,TX 78209	74-1109661	501 (C)(3)	98,000				SCHOLARSHIPS FOR STUDENTS
WEATHERFORD COLLEGE 225 COLLEGE PARK DR WEATHERFORD,TX 76086	75-6002862	PUBLIC SCHOOL	7,250				SCHOLARSHIPS FOR STUDENTS
WEST TEXAS A&M UNIVERSITYWTAMU BOX 60939 CANYON,TX 79016	75-6031405	PUBLIC SCHOOL	50,764				SCHOLARSHIPS FOR STUDENTS
WESTMONT COLLEGE955 LA PAZ ROAD SANTA BARBARA,CA 93108	95-1684793	501 (C)(3)	13,326				SCHOLARSHIPS FOR STUDENTS
WHARTON COUNTY JUNIOR COLLEGE911 BOLING HWY WHARTON,TX 77488	74-6002562	PUBLIC SCHOOL	5,250				SCHOLARSHIPS FOR STUDENTS

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
SAN ANTONIO LIVESTOCK EXPOSITION INC

Employer identification number
74-1075466

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax idemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	**1b**		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	**2**	Yes	
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III ☑ Compensation committee ☐ Written employment contract ☐ Independent compensation consultant ☑ Compensation survey or study ☑ Form 990 of other organizations ☑ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization			
a	Receive a severance payment or change-of-control payment?	**4a**		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III	**4c**		No
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		No
b	Any related organization? If "Yes," to line 5a or 5b, describe in Part III	**5b**		No
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	**6a**		No
b	Any related organization? If "Yes," to line 6a or 6b, describe in Part III	**6b**		No
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**		No
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regulations section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

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

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

(A) Name and Title		(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 as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1)R KEITH MARTIN EXECUTIVE DIRECTOR/CEO	(i)	333,935	90,000	0	416,682	0	840,617	0
	(ii)	0	0	0	0	5,037	5,037	0
(2)BETTY ROST CFO	(i)	132,500	25,000	0	62,955	0	220,455	0
	(ii)	0	0	0	0	4,852	4,852	0
(3)GLEN A PHILLIPS ASSISTANT EXECUTIVE DIRECT	(i)	137,000	25,000	0	25,571	0	187,571	0
	(ii)	0	0	0	0	4,852	4,852	0
(4)PAMELA J REW ASSISTANT EXECUTIVE DIRECT	(i)	130,500	25,000	0	41,418	0	196,918	0
	(ii)	0	0	0	0	4,852	4,852	0
(5)DEBBIE SCHRONK COO	(i)	144,800	25,000	0	42,486	0	212,286	0
	(ii)	0	0	0	0	4,852	4,852	0

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II
Also complete this part for any additional information

Identifier	Return Reference	Explanation
	PART I, LINE 4B	IN 2008, THE AUDIT, FINANCE AND COMPENSATION SUBCOMMITTEE OF THE EXECUTIVE COMMITTEE OF SALE ESTABLISHED A SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN (SERP) FOR THE EXECUTIVE LEADERSHIP OF SALE WITH THE INTENT TO PROMOTE STABILITY, RETENTION, CAPABILITY, AND ATTRACTIVENESS TO THE EXECUTIVE LEADERSHIP SINCE THE EXECUTIVE DIRECTOR HAD BEEN WORKING AT SALE SINCE 1989 AND THE OTHERS FOR SHORTER PERIODS, SALE WAS HAVING TO ACCELERATE PAYMENTS TO FUND THE PLAN THE FOLLOWING INDIVIDUALS WERE PARTICIPANTS IN THE SECTION 457(F) NONQUALIFIED DEFERRED COMPENSATION PLAN, FOR WHICH $534,792 WAS EXPENSED DURING THE FISCAL YEAR ENDED MARCH 31, 2013 THE INDIVIDUALS ARE R KEITH MARTIN, GLEN A PHILLIPS, PAMELA J REW, DEBBIE SCHRONK, AND BETTY ROSS IN ADDITION, AN ACCRUAL OF THESE BENEFITS WERE MADE FOR $543,245 FOR THE FISCAL YEAR ENDED MARCH 31, 2013 INCLUDED IN PART II, COLUMN C (BUT ALSO INCLUDES THE EMPLOYER'S CONTRIBUTION TO THEIR RETIREMENT PLAN) ARE THE CURRENT YEAR DEFERRALS FOR THE SERP THE TOTALS ARE AS FOLLOWS R KEITH MARTIN - $403,503, GLEN A PHILLIPS - $17,351, PAMELA J REW - $33,588, DEBBIE SCHRONK - $33,798, AND BETTY ROST - $55,005 A FEW OTHER THINGS CONSIDERED WHEN DRAFTING THE ARRANGEMENT TOOK INTO EFFECT 1) THE FUNDS ARE PAYABLE AT RETIREMENT AND SUBJECT TO SUBSTANTIAL RISK OF FORFEITURE 2) THE AUDIT, FINANCE AND COMPENSATION SUBCOMMITTEE HAS REVIEWED THE FORM 990, AND 3) SALE RELIED UPON REBUTTABLE PRESUMPTION GUIDELINES

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, line 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2012

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) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected? Yes	No

2 Enter the amount of tax incurred by 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-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization? To	From	(e) Original principal amount	(f) Balance due	(g) In default? Yes	No	(h) Approved by board or committee? Yes	No	(i) Written agreement? Yes	No
Total				▶ $								

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose 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	350,244	SALE HAS PROCURED INSURANCE FROM SANGER AND ALTGELT INSURANCE AGENCY FOR MANY YEARS, AND TINA HAS BEEN AN OFFICER WITH SALE THROUGH THE CURRENT FISCAL YEAR ENDED MARCH 31, 2013		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 organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
▸ Attach to Form 990.

OMB No 1545-0047

2012

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) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash 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 . . .				
25 Other ▸ (CONSTRUCTION OF CABINETS,ELECTRIC, ENGINEERING)	X	3	49,705	STANDARD BILLING RATES FOR SIMILAR PROJECTS
26 Other ▸ (ARCHITECT, GENERAL CONTRACTOR, FORM TOPS, PAINTING)	X	4	39,179	STANDARD BILLING RATES FOR SIMILAR PROJECTS
27 Other ▸(____________)				
28 Other ▸ (____________)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement . . . | 29 |

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

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Identifier	Return Reference	Explanation

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

2012

Open to Public Inspection

Name of the organization
SAN ANTONIO LIVESTOCK EXPOSITION INC

Employer identification number
74-1075466

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 2	ONE OF THE DIRECTORS IS AN OFFICER/PART OWNER OF A BANK THAT PROVIDES SERVICES FOR THE ORGANIZATION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	THE ORGANIZATION HAS OR HAD AT LEAST 8,439 LIFE MEMBERS OVER THE COURSE OF THEIR EXISTENCE, THAT HAVE PAID ANYWHERE FROM $100 TO $200 IN TOTAL TO BECOME A LIFE MEMBER DURING FYE 3/31/13, A TOTAL OF $52,800 WAS RECEIVED FROM THE CURRENT LIFE MEMBERS (264 NEW MEMBERS) THE BOARD HAS DESIGNATED THESE AND PREVIOUS FUNDS COLLECTED FROM THE LIFE MEMBERS FOR SCHOLARSHIPS ANNUALLY, THESE LIFE MEMBERS MEET AND CAS BALLOTS TO ELECT MEMBERS OF THE EXECUTIVE COMMITTEE, WHO PROVIDE FOR THE GOVERNANCE OF THE ORGANIZATION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7A	DURING THE ANNUAL MEETING, THE LIFE MEMBERS ELECT THE CURRENT YEAR'S OFFICERS FROM A SELECTED GROUP OF INDIVIDUALS NOMINATED BY THE ELECTION COMMITTEE.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	THE AUDIT COMMITTEE, A SUB-COMMITTEE OF THE FINANCE COMMITTEE/EXECUTIVE COMMITTEE, ALONG WITH SENIOR MANAGEMENT, REVIEWS THE FORM 990, AND ANY RECOMMENDATIONS ARE INCORPORATED IN THE RETURN, FOR WHICH THEY GIVE THEIR FINAL APPROVAL

Identifier	Return Reference	Explanation
	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.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	CONFLICT OF INTEREST STATEMENTS ARE CIRCULATED TO THE STAFF AND DIRECTORS EACH YEAR AND ANY CONFLICTING INTERESTS ARE NOTED AND FOLLOWED

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	THE FINANCE SUB-COMMITTEE OF SAN ANTONIO LIVESTOCK EXPOSITION, INC (SALE) SERVES ALSO AS THE COMPENSATION COMMITTEE, AND DETERMINES AND RECOMMENDS TO THE EXECUTIVE COMMITTEE AMOUNTS TO BE PAID TO THE EXECUTIVE DIRECTOR AND OTHER EXECUTIVE LEADERS OF SALE THE COMMITTEE USES OUTSIDE CONSULTANTS TO PERFORM COMPENSATION STUDIES TO HELP DETERMINE REASONABLE COMPENSATION AMOUNTS FOR ALL EMPLOYEES, BUT ESPECIALLY THE EXECUTIVE LEADERSHIP DURING 2008, THE COMMITTEE ESTABLISHED A SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN (SERP) FOR THE BENEFIT OF THE EXECUTIVE LEADERSHIP ITS PHILOSOPHY/PURPOSE WAS TO PROMOTE STABILITY, RETENTION CAPABILITY AND ATTRACTIVENESS TO THE EXECUTIVE LEADERSHIP, AND TO RECOGNIZE AND REWARD INDIVIDUAL AND GROUP EXCELLENCE THE SERP PLAN DESIGN FOR THE EXECUTIVE DIRECTOR, INCLUDES A TARGETED BENEFIT/LUMP SUM PAYMENT ACCORDING TO TERMS SET OUT IN THE PLAN AGREEMENT THE SERP PLAN DESIGN FOR THE OTHERS, WILL INCLUDE A DEFINED CONTRIBUTION BENEFIT THE BENEFIT IS NOT PAYABLE UNTIL AGE 66 OR DEATH, AND IS SUBJECT TO SUBSTANTIAL RISK OF FORFEITURE IF THEY LEAVE PRIOR TO AGE 66 THE EXECUTIVE DIRECTOR HAS BEEN EMPLOYED SINCE 1989, AND HAD SALE INITIATED A PLAN AT THAT TIME, THE ANNUAL COST WOULD HAVE BEEN MUCH LOWER WHILE THE OTHERS HAVE BEEN HERE FOR SHORTER PERIODS, THEIR INVOLVEMENT IS JUST AS CRITICAL TO SALE OTHER PLANS FOR RETENTION WERE REVIEWED BY THE COMMITTEES, BUT AFTER MUCH RESEARCH AND ANALYSIS, THE CURRENT PLAN WAS ADOPTED THE ANNUAL EXPENSE RELATED TO THE SERP PLAN WAS NOT INCLUDED IN THE FORM 990'S FROM PRIOR YEARS, AND SHOULD HAVE INCLUDED INFORMATION SINCE 2008

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 18	THE ORGANIZATION WILL FURNISH A COPY OF THEIR FORM 990 AND FORM 1023 UPON WRITTEN REQUEST

Identifier	Return Reference	Explanation
	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

Identifier	Return Reference	Explanation
ALL OTHER FUNCTIONAL EXPENSES	FORM 990, PART IX, LINE 24E	EMS/TICKET MASTER/ OTHER PROGRAM SERVICE EXPENSES 591,430 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 591,430 MATERIALS, DECO AND SUPPLIES PROGRAM SERVICE EXPENSES 505,713 MANAGEMENT AND GENERAL EXPENSES 3,218 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 508,931 CAPITAL IMPROVEMENT FEE PROGRAM SERVICE EXPENSES 392,170 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 392,170 UTILITIES PROGRAM SERVICE EXPENSES 350,092 MANAGEMENT AND GENERAL EXPENSES 13,362 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 363,454 INSURANCE PROGRAM SERVICE EXPENSES 322,217 MANAGEMENT AND GENERAL EXPENSES 32,641 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 354,858 REPAIRS AND MAINTENANCE PROGRAM SERVICE EXPENSES 320,607 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 320,607 PREMIUMS PAID PROGRAM SERVICE EXPENSES 312,265 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 312,265 COMMITTEE MEETINGS/OTHER PROGRAM SERVICE EXPENSES 291,942 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 291,942 PRINTING AND SUPPLIES PROGRAM SERVICE EXPENSES 263,410 MANAGEMENT AND GENERAL EXPENSES 26,276 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 289,686 CONTRACT SERVICES PROGRAM SERVICE EXPENSES 241,928 MANAGEMENT AND GENERAL EXPENSES 38,659 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 280,587 WILDLIFE COMMITTEE EXPENSES PROGRAM SERVICE EXPENSES 213,748 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 213,748 AWARDS AND RIBBONS PROGRAM SERVICE EXPENSES 194,341 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 194,341 CALF SCRAMBLE WINNER AWARDS PROGRAM SERVICE EXPENSES 184,800 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 184,800 EQUIPMENT RENTAL AND MAINTENANCE PROGRAM SERVICE EXPENSES 167,588 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 167,588 INVESTMENT FEES PROGRAM SERVICE EXPENSES 0 MANAGEMENT AND GENERAL EXPENSES 90,392 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 90,392 OTHER EXPENSE PROGRAM SERVICE EXPENSES 80,444 MANAGEMENT AND GENERAL EXPENSES 6,849 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 87,293 BANK CHARGES PROGRAM SERVICE EXPENSES 84,639 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 84,639 DECORATIONS AND SUPPLIES PROGRAM SERVICE EXPENSES 74,413 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 74,413 PARKING PROGRAM SERVICE EXPENSES 63,463 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 63,463 PROMOTIONAL EXPENSE PROGRAM SERVICE EXPENSES 60,553 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 60,553 JUDGING AND SUPERINTENDENTS PROGRAM SERVICE EXPENSES 60,013 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 60,013 ASSOCIATION DUES AND FEES PROGRAM SERVICE EXPENSES 10,526 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 10,526 DONATIONS PROGRAM SERVICE EXPENSES 4,250 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 4,250 REALLOCATION OF SALES ITEMS PROGRAM SERVICE EXPENSES -30,814 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES -30,814 REALLOCATION OF RAFFLE ASSOCIATED EXPENSES PROGRAM SERVICE EXPENSES -42,215 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES -42,215 REALLOCATION OF FUNDRAISING ASSOCIATED EXPENSES PROGRAM SERVICE EXPENSES -999,588 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES -999,588

Identifier	Return Reference	Explanation
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