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Form 990  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)	OMB No 1545-0047 2012 Open to Public Inspection
	▶ The organization may have to use a copy of this return to satisfy state reporting requirements	

A For the 2012 calendar year, or tax year beginning 09-01-2012 , 2012, and ending 08-31-2013

B Check if applicable ☒ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending	C Name of organization HOUSTON LIVESTOCK SHOW AND RODEO INC		D Employer identification number 74-1142851
	Doing Business As		
	Number and street (or P O box if mail is not delivered to street address) THREE NRG PARK Suite	Room/suite	E Telephone number (832) 667-1000
	City or town, state or country, and ZIP + 4 HOUSTON, TX 77054		G Gross receipts \$ 119,895,446
	F Name and address of principal officer JENNIFER HAZELTON Three NRG Park HOUSTON, TX 77054		H(a) Is this a group return for affiliates? ☐ Yes ☒ No H(b) Are all affiliates included? ☐ Yes ☐ No If "No," attach a list (see instructions) H(c) Group exemption number ▶
I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () ◀ (Insert no) ☐ 4947(a)(1) or ☐ 527			
J Website: ▶ www.hlsr.com			

K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ☐	L Year of formation 1932	M State of legal domicile TX
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Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities ATTACHMENT 1		
	2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	369
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	343
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	1,172
	6 Total number of volunteers (estimate if necessary)	6	28,000
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	-297,116
7b Net unrelated business taxable income from Form 990-T, line 34	7b	-297,116	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	33,224,548	36,254,199
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	64,590,580	76,664,799
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	3,271,913	4,854,200
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	-328,178	-226,664
		100,758,863	117,546,534
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	9,573,687	11,964,150
	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)	13,613,490	14,570,724
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ☒ 7,070,184		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	61,844,959	72,597,768
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	85,032,136	99,132,642
	19 Revenue less expenses Subtract line 18 from line 12	15,726,727	18,413,892
	Net Assets or Fund Balances		Beginning of Current Year
20 Total assets (Part X, line 16)		178,677,283	225,971,564
21 Total liabilities (Part X, line 26)		50,256,024	70,668,075
22 Net assets or fund balances Subtract line 21 from line 20		128,421,259	155,303,489

Part II Signature Block

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

Sign Here	Signature of officer			2014-07-14			
	JENNIFER HAZELTON CFO Type or print name and title						
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check ☐ if self-employed	PTIN
	Firm's name  PricewaterhouseCoopers LLP					Firm's EIN 	
	Firm's address  1201 Louisiana Suite 2900 Houston, TX 77002					Phone no (713) 356-4000	

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

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

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

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.

Form **990** (2012)

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 Yes	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? 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	No
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? 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	No
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 Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, 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	No
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)

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? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a	Yes	
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b	Yes	
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c	Yes	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
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)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 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	3,332			
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	1,172			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	Yes			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	Yes			
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b	Yes			
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a				No
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a				No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b				No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c				
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible 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 8822?	7c				No
d	If "Yes," indicate the number of Forms 8822 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		
1a	369		
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			
b	Enter the number of voting members included in line 1a, above, who are independent		
1b	343		
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	Yes
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	Yes
b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

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

		Yes	No
10a	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	No
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 JENNIFER HAZELTON THREE NRG PARK HOUSTON, TX (832) 667-1225

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

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 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

[illegible]

Part VII

1b	Sub-Total			
c	Total from continuation sheets to Part VII, Section A			
d	Total (add lines 1b and 1c)	3,450,127	0	808,343

2 Total number of individuals (including but not limited to those listed in Item 1) who received more than \$100,000 of reportable compensation from the organization. 12

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
RAY CAMMACK SHOWS INC , 4950 WEST SOUTHERN AVE LAVEEN AZ 85339	CARNIVAL SERVICES	2,972,112
LD SYSTEMS INC , PO BOX 10620 HOUSTON TX 77206	AUDIO/VIDEO SERVICES	3,403,280
TRANSPORTATION MANAGEMENT SERVICES , 17810 MEETING HOUSE ROAD SUITE 200 SANDY SPRING MD 20860	TRANSPORTATION	2,538,862
ARAMARK SPORTS AND ENTERTAINMENT , 1101 MARKET ST 12TH FLOOR PHILADELPHIA PA 19107	CLEANING SERVICES	2,483,625
GEORGE STRAIT PRODUCTIONS INC , F/S/O GOERGE STRAIT NASHVILLE TN 37115	Entertainment	5,399,373
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 ▶74		

Part VIII

Statement of Revenue

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

				(A)	(B)	(C)	(D)
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . .	1a				
	b	Membership dues	1b	3,782,891			
	c	Fundraising events	1c	571,928			
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	31,899,380			
	g	Noncash contributions included in lines 1a-1f \$		157,648			
	h	Total. Add lines 1a-1f		36,254,199			
Program Service Revenue	2a	RODEO SHOW RECEIPT	Business Code 711300	76,664,799	76,664,799		
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		76,664,799			
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		2,439,224		
4		Income from investment of tax-exempt bond proceeds		0			
5		Royalties		0			
6a		(i) Real					
		(ii) Personal					
		Gross rents					
		Less rental expenses					
b		705,132					
c		Rental income or (loss)					
d		-229,093					
d		Net rental income or (loss)		-229,093		-229,093	
7a		(i) Securities					
		(ii) Other					
		Gross amount from sales of assets other than inventory					
		Less cost or other basis and sales expenses					
b							
c		Gain or (loss)					
d		2,414,976					
d		Net gain or (loss)		2,414,976			2,414,976
8a		Gross income from fundraising events (not including \$ 571,929 of contributions reported on line 1c) See Part IV, line 18					
a	231,413						
b	Less direct expenses		272,708				
c	Net income or (loss) from fundraising events		-41,295			-41,295	
9a	Gross income from gaming activities See Part IV, line 19						
a							
b	Less direct expenses						
c	Net income or (loss) from gaming activities		0				
10a	Gross sales of inventory, less returns and allowances						
a	1,391,196						
b	Less cost of goods sold		1,371,072				
c	Net income or (loss) from sales of inventory		20,124	111,747	-91,623		
Miscellaneous Revenue		Business Code					
11a	COCA-COLA SPONSORSHIP	900099	10,000		10,000		
b	RELIANT ENERGY EMAIL OFFER TO MEMBERS	900099	13,600		13,600		
c							
d	All other revenue						
e	Total. Add lines 11a-11d		23,600				
12	Total revenue. See Instructions		117,546,534	76,776,546	-297,116	4,812,905	

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.	11,964,150	11,964,150		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	0			
4	Benefits paid to or for members.	0			
5	Compensation of current officers, directors, trustees, and key employees.	2,119,381	1,152,509	747,718	219,154
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	110,582			110,582
7	Other salaries and wages.	8,694,014	5,671,453	2,403,713	618,848
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	1,642,341	841,011	647,074	154,256
9	Other employee benefits.	1,169,874	624,821	412,625	132,428
10	Payroll taxes.	834,532	484,419	281,337	68,776
11	Fees for services (non-employees):				
a	Management.	0			
b	Legal.	358,427		358,427	
c	Accounting.	108,848	2,602	104,377	1,869
d	Lobbying.	0			
e	Professional fundraising services. See Part IV, line 17.	0			
f	Investment management fees.	153,864		153,864	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	18,069,516	16,404,274	794,810	870,432
12	Advertising and promotion.	3,072,775	2,754,925	108,318	209,532
13	Office expenses.	1,634,322	1,185,810	190,819	257,693
14	Information technology.	615,021	11,467	601,269	2,285
15	Royalties.	0			
16	Occupancy.	1,901,719	1,650,600		251,119
17	Travel.	135,370	47,299	67,096	20,975
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19	Conferences, conventions, and meetings.	15,181	4,634	8,767	1,780
20	Interest.	774,079	774,079		
21	Payments to affiliates.	0			
22	Depreciation, depletion, and amortization.	2,856,861	2,419,966	352,478	84,417
23	Insurance.	634,256	403,685	185,272	45,299
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	ENTERTAINER EXPENSES	14,612,336	14,599,256		13,080
b	CONTRIBUTIONS TO SHOW EXHIBIT	6,256,012	6,256,012		
c	EQUIPMENT RENTAL & MAINTENANCE	6,075,747	5,787,832	111,901	176,014
d	FOOD AND BEVERAGE SERVICES	6,071,491	3,295,113	126,244	2,650,134
e	All other expenses	9,251,943	7,831,020	239,412	1,181,511
25	Total functional expenses. Add lines 1 through 24e.	99,132,642	84,166,937	7,895,521	7,070,184
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)		(B)
				Beginning of year		End of year
Assets	1	Cash—non-interest-bearing		24,421,724	1	20,349,490
	2	Savings and temporary cash investments		0	2	0
	3	Pledges and grants receivable, net		0	3	0
	4	Accounts receivable, net		1,382,396	4	2,280,296
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		0	5	0
	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		0	6	0
	7	Notes and loans receivable, net		0	7	4,169,351
	8	Inventories for sale or use		531,228	8	535,522
	9	Prepaid expenses and deferred charges		715,180	9	1,047,730
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a113,025,329			
	b	Less accumulated depreciation	10b31,534,078	39,895,396	10c	81,491,251
	11	Investments—publicly traded securities		111,457,602	11	114,110,290
	12	Investments—other securities See Part IV, line 11		0	12	0
	13	Investments—program-related See Part IV, line 11		0	13	0
	14	Intangible assets		0	14	0
	15	Other assets See Part IV, line 11		273,757	15	1,987,634
	16	Total assets. Add lines 1 through 15 (must equal line 34)		178,677,283	16	225,971,564
Liabilities	17	Accounts payable and accrued expenses		2,595,689	17	3,206,276
	18	Grants payable		0	18	0
	19	Deferred revenue		0	19	0
	20	Tax-exempt bond liabilities		7,775,000	20	6,625,000
	21	Escrow or custodial account liability Complete Part IV of Schedule D		0	21	0
	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		0	22	0
	23	Secured mortgages and notes payable to unrelated third parties		0	23	27,500,000
	24	Unsecured notes and loans payable to unrelated third parties		0	24	0
	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		39,885,335	25	33,336,799
	26	Total liabilities. Add lines 17 through 25		50,256,024	26	70,668,075
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		128,421,259	27	155,303,489
	28	Temporarily restricted net assets		0	28	0
	29	Permanently restricted net assets		0	29	0
	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		128,421,259	33	155,303,489
	34	Total liabilities and net assets/fund balances		178,677,283	34	225,971,564

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	117,546,534
2	Total expenses (must equal Part IX, column (A), line 25)	2	99,132,642
3	Revenue less expenses Subtract line 2 from line 1	3	18,413,892
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	128,421,259
5	Net unrealized gains (losses) on investments	5	5,150,242
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	3,318,096
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	155,303,489

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? 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	2a	No
2b	Were the organization's financial statements audited by an independent accountant? 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	2b	Yes
2c	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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes
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
3b	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	

Additional Data

Software ID:

Software Version:

EIN: 74-1142851

Name: HOUSTON LIVESTOCK SHOW AND RODEO INC

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

(A) Name and Title	(B) Average hours per week (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)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
RH Stevens Chairman of the Board	10 0	X		X						
Jim Bloodworth Executive Committee	2 5	X								
Don A Buckalew Executive Committee	2 5	X								
John Causey Executive Committee	2 5	X								
J M Clepper Executive Committee	2 5	X								
John T Cook Executive Committee	2 5	X								
Tilman J Fertitta Executive Committee	2 5	X								
Wayne Hollis Jr Executive Committee	2 5	X								
Don D Jordan Executive Committee	2 5	X								
Jack A Lyons Chairman Elect	2 5	X								
Ed McMahon Executive Committee	2 5	X								
Louis M Pearce Jr Executive Committee	2 5	X								
Chris Richardson Executive Committee	2 5	X								
Charles R Robinson Executive Committee	2 5	X								
John O Smith Executive Committee	2 5	X								
Paul G Somerville Executive Committee	2 5	X								
Keith A Steffek Executive Committee	2 5	X								
P Michael Wells Executive Committee	2 5	X								
James M Windham Jr Executive Committee	2 5	X								
Roger Bethune Vice President/Director	5 0	X		X						
Curtis Brenner Director	1 0	X								
Jerry M Crews Vice President/Director	5 0	X		X						
Rey Gonzales Director	1 0	X								
Larry Ray Kerbow Sr Vice President/Director	5 0	X		X						
Robert B Kneppler Vice President/Director	5 0	X		X						

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (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)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Paul Lehnhoff Vice President/Director	5 0	X		X						
Edgar D Lester Vice President/Director	5 0	X		X						
Jeff Lewis DDS Vice President/Director	5 0	X		X						
Glenn Llie Vice President/Director	5 0	X		X						
Michael S McKinney Vice President/Director	5 0	X		X						
Mark Melton Vice President/Director	5 0	X		X						
Yance S Montalbano Director	1 0	X								
Gerald Lynn Nunez Vice President/Director	5 0	X		X						
Gary E Parks Vice President/Director	5 0	X		X						
Tim Ping Vice President/Director	5 0	X		X						
Steven L Roe Director	1 0	X						2,638		
Darryl A Schroeder Director	1 0	X								
Pam Springer Director	1 0	X						789		
Hugh Dennis Steger Vice President/Director	5 0	X		X						
Jim Van Hoozer Vice President/Director	5 0	X		X						
Joe Van Matre Vice President/Director	5 0	X		X						
Pat Walker Vice President/Director	5 0	X		X						
P Michael Wells Jr Vice President/Director	5 0	X		X						
JJ Acy Director	1 0	X								
Eduardo Aguirre Jr Director	1 0	X								
Mary Jane Albert Director	1 0	X								
Jimmie Allen Director	1 0	X								
Mark A Anawaty Director	1 0	X								
Scott Anderson Director	1 0	X								
Jerry J Andrew Director	1 0	X								

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (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)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Mane Denise Arcos Director	1 0	X								
Sam Ayers Director	1 0	X								
Bill Bailey Director	1 0	X						20,070		
Linda Sue Barnes Director	1 0	X								
Louis Bart Director	1 0	X								
Richard E Bean Director	1 0	X								
C A Beasley Director	1 0	X								
G M Becker Director	1 0	X								
Stuart Beken Director	1 0	X						650		
Jim Billings Director	1 0	X								
Tucker Blair Director	1 0	X								
Mike Blasingame Director	1 0	X								
Bill R Bludworth Director	1 0	X								
Danny R Boatman Director	1 0	X								
Terry Bodkin-Agris Director	1 0	X								
William C Booher Director	1 0	X								
M David Boothe Director	1 0	X								
Douglas B Bosch Director	1 0	X								
Clair Branch Director	1 0	X								
John R Braniff Director	1 0	X								
Karen Bridges Director	1 0	X								
Brandon Lee Bridwell Director	1 0	X								
Jim Brock Vice President/Director	5 0	X		X						
Roy Brock Director	1 0	X								
Terry Mack Brown Director	1 0	X								

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (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)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Susan Buddeke Director	1 0	X								
J C Burnham Director	1 0	X								
Tim Burns Director	1 0	X								
George A Buschardt Director	1 0	X								
JL Butera Director	1 0	X								
Richard B Butler Director	1 0	X								
Larry D Byars Director	1 0	X								
Roger Campbell Director	1 0	X								
Roxie Regan Campbell Director	1 0	X								
Rudy Cano Director	1 0	X								
Andrew Cantu Director	1 0	X								
Beth Cardono Director	1 0	X								
Larry L Carroll Director	1 0	X								
Brady F Carruth Executive Committee	2 5	X								
Moreland Chapman Director	1 0	X								
Joseph E Chastang Director	1 0	X								
Kelley Chisholm Director	1 0	X								
Gene W Clark Director	1 0	X								
Chad J Clay Director	1 0	X								
Michael E Clepper Director	1 0	X								
Curtis Clerkley Director	1 0	X								
Ernie Boyd Collins Director	1 0	X								
Thomas R Conner Director	1 0	X								
Mike Cook Director	1 0	X								
John L Cooper II Director	1 0	X								

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (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)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Howard Thomas Cordell Director	10	X								
John M Cotterell Director	10	X								
J Craig Cowgill Director	10	X								
Frank Crapitto Director	10	X								
Michael A Curley Director	10	X								
Michael C Curley Director	10	X								
Charles M Dalton Director	10	X								
Dan D'Armond Director	10	X								
Tom C Davis Director	10	X								
Chuck Davis Director	10	X								
Robert N Davis Director	10	X								
Gary Alan Debakey Director	10	X								
Gary Deitcher Director	10	X								
George A DeMontrond III Director	10	X								
Carl Detering Jr Director	10	X								
CR Devine Director	10	X								
Tom E Dompier Director	10	X								
Arthur J Dorr Director	10	X								
Rodney E DouteI Director	10	X								
Andrew Dow Director	10	X								
Douglas L Doyle Director	10	X								
Freeman B Dunn Director	10	X								
W T Dunn Director	10	X								
John L Ebeling Director	10	X								
Jamie Ehrman Director	10	X								

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (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)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Roy L Elledge Jr Director	1 0	X								
John D Ellis Jr Director	1 0	X								
Chris Ennis Director	1 0	X								
Suzanne H Epps Director	1 0	X								
James C Epps III Director	1 0	X								
Warner D Ervin Director	1 0	X								
Ronnie Eubanks Director	1 0	X								
Melba W Eveler Director	1 0	X								
Al Farrack Director	1 0	X								
Carolyn Faulk Director	1 0	X								
Charlene Casey Floyd Director	1 0	X								
Richard Lee Fuqua II Director	1 0	X								
A L Furnace Director	1 0	X								
Steve Ganey Director	1 0	X								
Lyndal D Garner Director	1 0	X								
Gary T Garrison Director	1 0	X								
Diane Gautreaux Director	1 0	X								
George S Gayle III Director	1 0	X								
Carruth Gerault Director	1 0	X								
Greg N Gerhart Director	1 0	X								
W Thad Gilliam Director	1 0	X								
Gary Glover Director	1 0	X								
Mike Golden Director	1 0	X								
Charles W Grant Director	1 0	X								
Ricky A Greene Director	1 0	X								

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (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)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Red Grffin Director	1 0	X								
Sidney Grisham Director	1 0	X								
Ronald E Gulihur Director	1 0	X								
Richard Gustafson Director	1 0	X								
Michael J Hajovsky Director	1 0	X								
William D Hanna Director	1 0	X								
Jeff Harris Vice President/Director	5 0	X		X						
O L Harris Director	1 0	X								
Darrell N Hartman Director	1 0	X								
Michael Hartwig Director	1 0	X								
Lance Heacock Director	1 0	X								
Barney Hedrick Director	1 0	X								
Corinne C Heiligbrodt Director	1 0	X								
Sam Henry Director	1 0	X								
Linda Renee Henson Director	1 0	X								
Kathleen Kaki Herd Director	1 0	X								
Gary Wayne Hettenbach Director	1 0	X								
Jerry H Hickman Director	1 0	X								
Robert B Higgs Director	1 0	X								
Jeffrey D Hildebrand Director	1 0	X								
Naomi Hines Director	1 0	X								
D Scott Hinsley Director	1 0	X								
G Ray Hinsley III Director	1 0	X								
F Barron Hobbs Director	1 0	X								
Robert Hodge Director	1 0	X								

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (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)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Robert V Holland Jr Director	1 0	X								
Robert M Hopson Director	1 0	X								
Kenneth Hucherson Director	1 0	X								
Dick Hudgins Director	1 0	X								
JP Hunnicutt III Director	1 0	X								
Phillip Mason Hunt Director	1 0	X								
Robert E Hunter Director	1 0	X								
Janice Hutchinson Director	1 0	X								
John A Hutchison Director	1 0	X								
Robert Charles Hux Director	1 0	X								
Steven Edward Jackson Director	1 0	X								
Kenneth A Jacobson Director	1 0	X								
Liz Peckham Jameson Director	1 0	X								
Jim J Janke Director	1 0	X								
Barbara Johnson Director	1 0	X								
Parker Johnson Director	1 0	X								
Curtis Jones Director	1 0	X								
Jeffrey M Jones Vice President/Director	5 0	X		X						
J Grover Kelley Director	1 0	X								
JD Kennedy Director	1 0	X								
G W Kent Director	1 0	X								
James Alan Kent Director	1 0	X								
Michael John Koch Director	1 0	X								
Jeanny Koop Director	1 0	X								
Danny Lang Jr Director	1 0	X								

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (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)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Willard Mercier Director	1 0	X								
Glenda Michael Director	1 0	X								
Gregory N Miller Director	1 0	X								
Robert D Miller Director	1 0	X								
Dorothy M Mitchell Director	1 0	X								
J Arthur Moncrief Director	1 0	X								
John J Montalbano Director	1 0	X								
Reed Morian Director	1 0	X								
John Roger Morton Director	1 0	X								
Robert M Moss Director	1 0	X								
Ken C Moursund Sr Director	1 0	X								
David Eugene Mouton MD Director	1 0	X								
Shelly Dompier Mulanax Director	1 0	X								
Phillip E Murphy Director	1 0	X								
James Michael Mushinski Director	1 0	X								
Demetrius Navarro Director	1 0	X								
Robinson K Neblett Director	1 0	X								
Gary Raymond Nesloney Director	1 0	X								
Don W Neuenschwander Director	1 0	X								
David R Newcomb Director	1 0	X								
Tom R Northrup Director	1 0	X								
Robert A Norwood Director	1 0	X								
Michael K O'Kelley Director	1 0	X								
Kelly L O'Shieles Director	1 0	X								
R L O'Shieles Director	1 0	X								

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (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)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
W Allen Owen Director	1 0	X								
Marlyn Ann Page Director	1 0	X								
Robert E Paine IV Director	1 0	X								
Sarah Ruth Palmer Director	1 0	X								
James E Parish Director	1 0	X								
Clay A Parker Director	1 0	X								
Gary M Pearce Director	1 0	X								
Joe Ernest Pedigo Director	1 0	X								
Richard A Peebles Director	1 0	X								
Patrick D Pennington Director	1 0	X								
Harry Allen Perrin Director	1 0	X						1,211		
Patrick R Perry Director	1 0	X								
Trisha Hillman Philipp Director	1 0	X								
Garry L Plotkin Director	1 0	X								
Eric R Potts Director	1 0	X								
Ozell Price Director	1 0	X								
Stephen J Radcliffe Director	1 0	X								
Russell J Raia Director	1 0	X								
Lon Jude Randazzo Director	1 0	X								
Jen Marie Rau Director	1 0	X								
Gregg M Raymond Director	1 0	X								
Dudley Ray Director	1 0	X								
Kevin K Rech Director	1 0	X								
Joe H Rentz Jr Director	1 0	X								
Tony Rich Director	1 0	X								

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (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)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Todd Riddle Director	1 0	X								
W F Robichaux Director	1 0	X								
Lee Rountree Director	1 0	X								
Pete A Ruman Director	1 0	X								
Mike G Rutherford Jr Director	1 0	X								
John Alan Sandling Director	1 0	X								
Anne Elise Sartwelle Director	1 0	X								
James D Sartwelle Jr Director	1 0	X								
Nano K Scherrieb Director	1 0	X								
Vanessa Schillaci Director	1 0	X								
Joe Schindler Director	1 0	X								
Gregory Allan Schroder Director	1 0	X								
Edward B Schulz Director	1 0	X								
William L Scott Director	1 0	X								
Rose Marie Scott Director	1 0	X								
Ken Shaw Director	1 0	X								
Jeanne Shirey-Lord Director	1 0	X								
Brenda Baker Short Director	1 0	X								
Sharon D Simmons Director	1 0	X								
Wesley Sinor Vice President/Director	5 0	X		X						
Ken Sloan Director	1 0	X								
David B Smith Sr Director	1 0	X								
Marshall R Smith III Director	1 0	X								
Robbie Smith Director	1 0	X								
Barry Smotherman Director	1 0	X								

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (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)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
George William Stallings Director	1 0	X								
Lodie Stapleton Jr Director	1 0	X								
Robert S Steele Director	1 0	X								
Edward Stone Director	1 0	X								
R Hugh Sutton Director	1 0	X								
James R Taylor Director	1 0	X								
Bill T Teague Director	1 0	X								
Archie R Thompson Director	1 0	X								
Alan L Tinsley Director	1 0	X								
D Wayne Turner Director	1 0	X								
Richard Tyler Director	1 0	X								
Michael J Upchurch Director	1 0	X								
John A Van De Wiele Director	1 0	X								
Joe Vara Director	1 0	X								
Andrew John Vavra Jr Director	1 0	X								
Joel M Verbois Director	1 0	X								
Mary Ellen Verbois Director	1 0	X								
Dennis A Vickery Director	1 0	X								
John Porter Wade Director	1 0	X								
TW Wald Director	1 0	X								
Terry Walker Director	1 0	X								
Sharleen Walkoviak Vice President/Director	5 0	X		X						
Mark S Walls Director	1 0	X								
Larry Eugene Walters Director	1 0	X								
Donna Webster Director	1 0	X								

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (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)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Richard Weiman Director	1 0	X								
C Thompson Tommy Wells Director	1 0	X						1,850		
Constance White Director	1 0	X								
Justin C White Director	1 0	X								
Gregory Teal Willbanks Director	1 0	X								
Rodney W Rod Williams Director	1 0	X								
Griffin D Winn Director	1 0	X								
James A Winne III Executive Committee	2 5	X								
Reed Glenn Wood Director	1 0	X								
Melvin Wright Director	1 0	X								
William A Yates Director	1 0	X								
Robin Young-Ellis Director	1 0	X								
Todd Zucker Director	1 0	X								
Stephanie Baird Director	1 0	X								
Connard Barker Director	1 0	X								
John R Braniff Jr Director	1 0	X								
Pam Brooks Director	1 0	X								
Jane Burnap Director	1 0	X								
Roger Camp Director	1 0	X								
Kevin D Duke Director	1 0	X								
John Glithero Director	1 0	X								
Butch Guerrero Director	1 0	X								
Robert Gulledge Director	1 0	X								
Jeffrey Jeff Hayes Director	1 0	X								
Bonnie Herndon Director	1 0	X								

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (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)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Arthur Al Herring Director	1 0	X								
Chester B Howard Director	1 0	X								
Kevin Leck Director	1 0	X								
Randy Lee Director	1 0	X								
Joe McDaniel Director	1 0	X								
Patricia Pat Mann Phillips Director	1 0	X								
Alex Prince Director	1 0	X								
Dwayne Sablatura Director	1 0	X								
Emmett Story Director	1 0	X								
David Stratton Director	1 0	X								
Randall Trahan Director	1 0	X								
Duncan Underwood Director	1 0	X								
Taylor Whitaker Director	1 0	X								
Samm Wiggins Director	1 0	X								
Ken Wise Director	1 0	X								
Betty Wiseman Director	1 0	X								
David Yates Vice President/Director	5 0	X		X						
Frank T Barnett Director	1 0	X								
Robert L Becker Jr Director	1 0	X								
James P Berger Director	1 0	X								
Fred Boas Director	1 0	X								
John W Daubert Director	1 0	X								
Alan Folger Director	1 0	X								
Matthew R Fuqua Director	1 0	X								
Michael W Galvan Director	1 0	X								

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (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)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Cynthia Garza Director	1 0	X								
Edward Gaylord Director	1 0	X								
Jessie Jewell Director	1 0	X								
Thomas Mark Kelly Director	1 0	X								
Kelly J Larkin MD Director	1 0	X								
William L Ramsey Director	1 0	X								
Mike Rose Director	1 0	X								
Randy D Russell Director	1 0	X								
Richard Scott Director	1 0	X								
Julie Shannon Director	1 0	X								
Claire Eaton Stuewer Director	1 0	X								
D Scott Sullivan Director	1 0	X								
Edward Summerour Director	1 0	X								
Wendy Vandeventer Director	1 0	X								
Thomas A Walker Director	1 0	X								
Kirk E Williamson Director	1 0	X								
Rodney E Windham Director	1 0	X								
Michael Wollam Director	1 0	X								
Joe Bruce Hancock Jr General Manager, Director	50 0	X			X			263,129	0	78,412
Jill Clement Executive Director-Tickets	50 0	X						149,000		35,534
Joe Mcdaniel Director	1 0	X								
Irven E Wagner President/CEO, Director	50 0			X	X			1,067,943		96,951
M Leroy Shafer Vice President/COO, Director	50 0			X	X			314,844		49,896
Jennifer Hazelton Chief Financial Officer	50 0			X	X			259,647		63,552
Joel Cowley Executive Director-Agriculture	50 0			X		X		163,503		61,680

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (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)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Sherry Hibbert General Counsel	50 0			X				252,244		48,674
Andy Sloan Chief Information Officer	50 0					X		282,467		93,981
Mary S Martin Executive Director - Marketing	50 0					X		180,901		97,061
Steve Gumerman Managing Director - IS	50 0					X		168,556		70,677
Michael DeMarco Executive Director-Operations	50 0					X		158,671		65,112
Elizabeth Greer Executive Director-Exhibits	50 0					X		161,314		46,813

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

Part I

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

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

- 1

☐

A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2

☐

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

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____
- 5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7

☐

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)
- 8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9

☒

An organization that normally receives (1) more than 33¹/₃% 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 33¹/₃% 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?

(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?

(ii)

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

(iii)

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

h

☐

Provide the following information about the supported organization(s)
- | | Yes | No |
|----------|-----|----|
| 11g(i) | | No |
| 11g(ii) | | No |
| 11g(iii) | | No |
- | (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions)) | (iv) Is the organization in col (i) listed in your governing document? | | (v) Did you notify the organization in col (i) of your support? | | (vi) Is the organization in col (i) organized in the U S ? | | (vii) Amount of monetary support |
|------------------------------------|----------|--|--|----|---|----|--|----|----------------------------------|
| | | | Yes | No | Yes | No | Yes | No | |
| | | | | | | | | | |
| | | | | | | | | | |
| Total | | | | | | | | | |
- For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990EZ.

Cat No 11285F

Schedule A (Form 990 or 990-EZ) 2012

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

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 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.")	23,050,987	27,447,396	30,158,603	33,224,548	36,254,199	150,135,733
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	50,357,810	51,658,333	60,574,457	64,590,580	76,664,799	303,845,979
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total. Add lines 1 through 5	73,408,797	79,105,729	90,733,060	97,815,128	112,918,998	453,981,712
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	6,747,541	6,963,114	8,074,063	8,262,380	10,198,022	40,245,120
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	6,747,541	6,963,114	8,074,063	8,262,380	10,198,022	40,245,120
8 Public support (Subtract line 7c from line 6.)						413,736,592

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	73,408,797	79,105,729	90,733,060	97,815,128	112,918,998	453,981,712
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	3,329,674	4,393,157	3,523,894	3,734,228	4,306,459	19,287,412
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	3,329,674	4,393,157	3,523,894	3,734,228	4,306,459	19,287,412
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	0	0	0	0	0	0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0
13 Total support. (Add lines 9, 10c, 11, and 12.)	76,738,471	83,498,886	94,256,954	101,549,356	117,225,457	473,269,124
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	87.421%	
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	87.340%	

Section D. Computation of Investment Income Percentage			
17	Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	4 075 %
18	Investment income percentage from 2011 Schedule A, Part III, line 17	18	4 230 %
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 C

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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

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

OMB No 1545-0047

2012

Open to Public Inspection

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

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

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

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

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

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

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

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

1

Provide a description of the organization’s direct and indirect political campaign activities in Part IV

2

Political expenditures

▶ \$

3

Volunteer hours

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

1

Enter the amount of any excise tax incurred by the organization under section 4955

▶ \$

2

Enter the amount of any excise tax incurred by organization managers under section 4955

▶ \$

3

If the organization incurred a section 4955 tax, did it file Form 4720 for this year?

Yes

No

4a

Was a correction made?

Yes

No

b

If “Yes,” describe in Part IV

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

1

Enter the amount directly expended by the filing organization for section 527 exempt function activities

▶ \$

2

Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities

▶ \$

3

Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b

▶ \$

4

Did the filing organization file Form 1120-POL for this year?

Yes

No

5

Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization’s funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

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

Part II-A

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

- A
- Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B
- Check ☐ if the filing organization checked box A and "limited control" provisions apply

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

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount	30,000	30,000	30,000	30,000	120,000
b Lobbying ceiling amount (150% of line 2a, column(e))					180,000
c Total lobbying expenditures	150,000	150,000	150,000	150,000	600,000
d Grassroots nontaxable amount	7,500	7,500	7,500	7,500	30,000
e Grassroots ceiling amount (150% of line 2d, column (e))					45,000
f Grassroots lobbying expenditures	0	0	0		0

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

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

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

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

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

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

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, line 2, and Part II-B, line 1. Also, complete this part for any additional information.

Identifier	Return Reference	Explanation
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SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

Part I

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

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes☐ No	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds 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
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

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

▶ \$ _____

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

Cat No 52283D

Schedule D (Form 990) 2012

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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

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

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part 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	b (c)Two years back	(d)Three years back	(e)Four years back
1a	Beginning of year balance				
b	Contributions				
c	Net investment earnings, gains, and losses				
d	Grants or scholarships				
e	Other expenditures for facilities and programs				
f	Administrative expenses				
g	End of year balance				

2

Provide the estimated percentage of the 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

(i)

unrelated organizations

(ii)

related organizations

b

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

	Yes	No
3a(i)		
3a(ii)		
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	62,400	50,143,267		50,205,667
b Buildings				
c Leasehold improvements		28,035,608	15,433,951	12,601,657
d Equipment		19,779,430	11,445,039	8,334,391
e Other		15,004,624	4,655,088	10,349,536
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				81,491,251

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

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

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

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
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Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 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	
		<u>SILENT AUCTION</u> (event type)	<u>BLACK HERITAGE</u> (event type)	<u>5</u> (total number)	(add col (a) through col (c))	
Revenue	1	Gross receipts	194,247	119,287	489,808	803,342
	2	Less Contributions . . .	151,647	42,287	377,995	571,929
	3	Gross income (line 1 minus line 2)	42,600	77,000	111,813	231,413
Direct Expenses	4	Cash prizes				
	5	Noncash prizes . . .	1,577	4,144	15,315	21,036
	6	Rent/facility costs . . .	44,776		58,113	102,889
	7	Food and beverages .		16,197	31,703	47,900
	8	Entertainment	5,000	19,706	7,910	32,616
	9	Other direct expenses .	14,053	20,273	33,941	68,267
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶				(272,708)
	11	Net income summary Combine line 3, column (d), and line 10 ▶				-41,295

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1	Gross revenue			
	2	Cash prizes			
	3	Non-cash prizes			
	4	Rent/facility costs			
	5	Other direct expenses . . .			
Direct Expenses	6	Volunteer labor			
	7	Direct expense summary Add lines 2 through 5 in column (d) ▶			
	8	Net gaming income summary Combine lines 1 and 7 in column (d) ▶			

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

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

b If "No," explain _____

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

b If "Yes," explain _____

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

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

13 Indicate the percentage of gaming activity operated in

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

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

Name ▶

Address ▶

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ 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 ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

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

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

Part IV 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
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Schedule I
(Form 990)

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

Department of the Treasury
Internal Revenue Service

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. 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
(1) HOUSTON LIVESTOCK SHOW & RODEO EDUCATIONAL FUND PO BOX 20070 HOUSTON,TX 77225	76-0260204	501(C)(3)	11,964,150				THE EDUCATION FUND SUPPORTS HLSR'S PURPOSE

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

Schedule J
(Form 990)

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
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

Part I

Questions Regarding Compensation

	Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☐ First-class or charter travel ☐ Travel for companions ☒ Tax idemnification and gross-up payments ☐ Discretionary spending account ☐ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☐ Health or social club dues or initiation fees ☐ Personal services (e g , maid, chauffeur, chef)		
b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1bYes	
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?	2Yes	
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 ☒ Independent compensation consultant ☒ Form 990 of other organizations ☐ Written employment contract ☒ Compensation survey or study ☒ Approval by the board or compensation committee		
4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization		
a Receive a severance payment or change-of-control payment?	4aYes	
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4bYes	
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 accrued 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				
See Additional Data Table								

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
COMPENSATION INFORMATION		SENIOR MANAGERS HAVE SPLIT DOLLAR LIFE INSURANCE POLICY. TAXABLE BENEFIT IS REPORTED ON W-2 AND SALARY IS GROSSED UP TO COVER THE TAX ON THIS BENEFIT. NOT PROVIDED ON ANY OTHER BENEFITS. The former president Irven Wagner participated in a deferred compensation plan each year of his employment. The funds are held by the Show and do not vest until three years of service are completed after each award. Column (b)(iii) reflects the payout of the deferred compensation earned in previous years as follows: \$239,117 for 2009-2011 years and \$266,751 for 2010-2012 year. As he has left the Show, he will never receive the 2010 and 2011 deferred compensation. The remaining amount of \$1,134 is the taxable value of Wagner's life insurance benefits. There are no other employees that participate in a deferred compensation arrangement. The amounts in Column C reflect the pension expense related to the defined benefit plan. These amounts were not paid to the employees.

Software ID:
Software Version:
EIN: 74-1142851
Name: HOUSTON LIVESTOCK SHOW AND RODEO INC

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
Irven E Wagner	(i) (ii)	460,941	100,000	507,002	76,441	20,510	1,164,894	333,333
M Leroy Shafer	(i) (ii)	301,348	7,500	5,996	34,502	15,394	364,740	
Andy Sloan	(i) (ii)	275,174	6,000	1,293	73,471	20,510	376,448	
Joe Bruce Hancock Jr	(i) (ii)	255,123	6,000 0	2,006 0	57,902 0	20,510 0	341,541 0	0
Jennifer Hazelton	(i) (ii)	253,247	6,000	400	54,556	8,996	323,199	
Mary S Martin	(i) (ii)	174,895	4,000	2,006	81,621	15,440	277,962	
Steve Gumerman	(i) (ii)	164,756	3,800	0	50,293	20,384	239,233	
Joel Cowley	(i) (ii)	158,855	4,000	648	41,367	20,313	225,183	
Michael DeMarco	(i) (ii)	153,378	4,000	1,293	56,345	8,767	223,783	
Elizabeth Greer	(i) (ii)	156,772	4,000	542	38,046	8,767	208,127	
Jill Clement	(i) (ii)	145,500	3,500	0	20,330	15,204	184,534	
Sherry Hibbert	(i) (ii)	246,086	4,500	1,658	39,097	9,577	300,918	

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.

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2012

Open to Public Inspection

Name of the organization HOUSTON LIVESTOCK SHOW AND RODEO INC	Employer identification number 74-1142851
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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?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?	(i) Written agreement?	
			To	From			Yes	No		Yes	No
Total ▶ \$											

Part III Grants or Assistance Benefitting Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of 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
See Additional Data Table					

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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Additional Data

Software ID:
Software Version:
EIN: 74-1142851
Name: HOUSTON LIVESTOCK SHOW AND RODEO INC

Form 990, Schedule L, Part IV - Business Transactions Involving Interested Persons

(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) Lone Star Exhibits	Owned by Board Member	889,420	PROVIDER OF PRODUCT		No
(2) Murphy Buckle Company	Owned by Board Member	688,995	PROVIDER OF PRODUCT		No
(3) SignTex Imaging	OWNED BY BOARD MEMBER	365,975	PROVIDER OF PRODUCT		No
(4) THE LARYAT COMPANY	OWNED BY FAMILY OF MEMBER	203,340	PROVIDER OF PRODUCT		No
(5) EDMINSTER HINSHAW RUSS ASSOCIATES	OWNED BY FAMILY OF MEMBER	121,983	PROVIDER OF PRODUCT		No
(6) DURWOOD GREENE CONSTRUCTION CO	OWNED BY VICE PRESIDENT	254,519	PROVIDER OF PRODUCT		No
(7) ALL TEXAS FENCE	Owned by Board Member	154,402	PROVIDER OF PRODUCT		No
(8) MANDOLA'S CATERING	Owned by Board Member	101,875	PROVIDER OF PRODUCT		No
(9) Bayou City Event Center	Owned by Board Member	101,143	PROVIDER OF PRODUCT		No
(10) EXECUTIVE TOYS	Owned by Board Member	165,324	PROVIDER OF PRODUCT		No

SCHEDULE M
(Form 990)

Noncash Contributions

OMB No 1545-0047

2012

Open to Public Inspection

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

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

Part I

Types of Property

	(a) Check if applicable	(b) Number of contributions 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	X	3	157,648	VALUE ON RECEIPT
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (_____)				
26 Other ► (_____)				
27 Other ► (_____)				
28 Other ► (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement29

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?

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

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

Yes

No

No

Yes

No

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
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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization HOUSTON LIVESTOCK SHOW AND RODEO INC	Employer identification number 74-1142851
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Identifier	Return Reference	Explanation
REVIEW OF FORM 990	PART VI, SECTION B, QUESTION 11A	
CONFLICT OF INTEREST POLICY	PART VI, SECTION B, QUESTION 12c	HLSR distributes a conflict of interest/Form 990 questionnaire annually The completed questionnaires are reviewed by HLSR's general counsel and are provided to accounting for disclosure on the tax return where appropriate
COMPENSATION POLICY	PART VI, SECTION B, QUESTION 15b	Houston Livestock Show and Rodeo has a compensation committee which reviews performance of the CEO annually The compensation committee recommends or reviews and approves compensation for the CEO and all of senior management The committee uses compensation studies done by outside consultants in their decision making process
DOCUMENTS MADE AVAILABLE TO THE PUBLIC	PART VI, SECTION C, QUESTION 19	HLSR's governing documents, conflicts of interest policy, and financial statements are made available to the public by request In addition, summarized financials are available on the Show's website (www.hlsr.com)
OFFICER AND DIRECTOR RELATIONS	PART VI, SECTION A, QUESTION 2	THE FOLLOWING OFFICERS AND DIRECTORS HAVE A BUSINESS RELATIONSHIP WITH EACH OTHER WORK FOR PEARCE INDUSTRIES RICHARD BEAN LOUIS M PEARCE JR GARY M PEARCE JIM EPPS BOARD MEMBERS OF 100 CLUB OF HOUSTON CLAIR BRANCH DARRYL A SCHROEDER JAMES M 'JIM' CLEPPER JERRY CREWS JOHN J MONTALBANO JOHN VAN DE WIELE J L 'BUBBA' BUTERA JERRY JOHNSTON ANDREW JOHN R BRANIFF GEORGE A DEMONTROND III ROSS D MARGRAVES GARRY L PLOTKIN FREEMAN B DUNN CLARENCE F KENDALL II Randy D Russell N M "Mack" Brown Charlie D Worthen WORK FOR CASETECH INTERNATIONAL LARRY CARROLL LON RANDAZZO WORK AS REAL ESTATE BROKER JERRY M CREWS ED MCMAHON BOARD MEMBERS FOR ELVES AND MORE CHARITY TOM C DAVIS J M CLEPPER SELLS TO D L DOYLE CONSTRUCTION CO CARL DETERING JR DOUGLAS DOYLE EMPLOYED BY D L DOYLE CONSTRUCTION CO DOUGLAS DOYLE JAMES R TAYLOR EMPLOYED BY CANNONBALL TRUCKING, INC RONALD EUBANKS JIM LIGHTFOOT PARTNERS IN JOINT REAL ESTATE VENTURES KEN JACOBSON GERALD LYNN NUNEZ EMPLOYED BY HOMETRUST MORTGAGE KEN JACOBSON GERALD LYNN NUNEZ BOARD OF DIRECTORS OF MY FRIENDS FOUNDATION LUCKY LONG DON NEUENSCHWANDER DAVID MOUTON, M D MIKE WELLS BILL BLUDWORTH BILL STALLINGS EMPLOYED BY MONTALBANO LUMBER CO YANCE MONTALBANO JOHN MONTALBANO EMPLOYED BY METRO VALUATION SERVICES GERALD LYNN NUNEZ JAMES MUSHINSKI WORKS AT JOHN L WORTHAM & SON, LP JACK LYONS ROBERT E PAINE BOARD OF DIRECTORS OF HARRIS COUNTY SPORTS & CONVENTION CENTER BILLY TEAGUE JOHN MONTALBANO BOARD OF DIRECTORS OF MARY J HAMILTON, CONDIOS FOUNDATION ANDREW VAVRA TOM DAVIS PHILLIP LEGGETT SAM AYERS BOARD OF TRUSTEES OF TEXAS 4-H YOUTH DEVELOPMENT FOUNDATION JOHN WADE BARRON HOBBS EDWARD "BERRY" SUMMEROUR JOEL COWLEY DIRECTORS AND MEMBERS OF EXECUTIVE COMMITTEE OF TITLE DATA, INC JAMES WINDHAM E D LESTER RESIDENTIAL GENERAL CONTRACTOR FOR HLSR GERAULT CARRUTH DIRECTORS AND SHAREHOLDERS OF AGGREDYNE, INC ROBERT HUX BRADY CARRUTH RED GRIFFIN DENNIS STEGER JOE VAN MATRE BOARD OF DIRECTORS OF CATHOLIC CHARITIES OF THE ARCHDIOCESE OF GALVESTON-HOUSTON KEVIN RECH JEFFREY HILDEBRAND WORKS FOR CAMP CONSTRUCTION ROGER CAMP MIKE KOCH BOARD OF DIRECTORS OF THE MONTGOMERY COUNTY FAIR DON BUCKALEW JOHN CAUSEY ANDREW CANTU ROBERT DAVIS BUSINESS RELATIONSHIP WITH C D AVIS BROTHERS CONSTRUCTION ANDREW VAVRA TOM DAVIS BOB DAVIS OWNERS OF AUTO GLASS INSTALLERS JOE BRUCE HANCOCK LARRY KERBOW BOARD OF DIRECTORS OF THE FRIENDS OF JSAC ROY BROCK DIANE GAUTREAUX LARRY WALTERS JEN MARIE RAU BILL LAWLER JOE VAN MATRE BOARD OF DIRECTORS OF RANCHER'S RIDE LARRY BYARS JOE PEDIGO GERALD LYNN NUNEZ JILL CLEMENT CHRISTOPHER ENNIS' COMPANY CHRISTOPHER ENNIS RICHARD WEIMAN WORK FOR SIGNTEX IMAGING LP J M CLEPPER (FATHER) MICHAEL E CLEPPER (SON) OWNERS OF DAVIS BROTHERS CONSTRUCTION ROBERT DAVIS (BROTHER) TO M C DAVIS (BROTHER) OWNERS OF DUNN ENTERPRISES FREEMAN DUNN (FATHER) W T DUNN (SON) COMMON OWNERSHIP IN SEVERAL BUSINESSES DAVIS SCOTT HINSLEY (BROTHER) RAY HINSLEY (BROTHER) 2 5% INTEREST IN FAMILY LTD PARTNERSHIP JAMES GROVER KELLEY (BROTHER) NANO KELLEY SCHERRIEB (SISTER) OWNERS OF LANG INVESTIGATIONS DANNY LANG SR (FATHER) DANNY LANG JR (SON) OWNERS OF RM BROTHERS DEVELOPMENT LLC ROY MARSH (BROTHER) ROBERT MARSH (BROTHER) OWNERS OF MELTON ELECTRIC, INC CHARLES MELTON (FATHER) MARK MELTON (SON) OWNERS OF PEARCE INDUSTRIES LOUIS M PEARCE JR (FATHER) GARY PEARCE (SON) EMPLOYED BY WM JONES WILLIAM M JONES (FATHER) MICHAEL JEFFREY JONES (SON) THE FOLLOWING OFFICERS AND DIRECTORS HAVE A FAMILY RELATIONSHIP WITH EACH OTHER JOE VARA (UNCLE) MARIE D ARCOS (NIECE) JERRY ANDREW (MOTHER) KAKI HERD (DAUGHTER) NATHAN M BROWN (FATHER) TERRY BROWN (SON) PETER RUMAN (FATHER-IN-LAW) KELLEY CHISHOLM (SON-IN-LAW) MICHAEL A CURLEY (FATHER) MICHAEL C CURLEY (SON) H H MOORE (FATHER-IN-LAW) ERNST DAVIS (SON-IN-LAW) TOM DOMPIER (FATHER) SHELLY MULANAX (DAUGHTER) ROY E LLEDGE (FATHER) BRENDA SHORT (STEP-DAUGHTER) SUZANNE EPPS (MOTHER) JAMES C EPPS (SON) TOMMY HILDEBRAND (FATHER) JEFF HILDEBRAND (SON) G R "RAY" HINSLEY (BROTHER) D SCOTT HINSLEY (BROTHER) LIZ JAMESON (SISTER-IN-LAW) PAT GILBERT (BROTHER-IN-LAW) WILLIAM JONES (FATHER) MICHAEL J JONES (SON) G W KENT (BROTHER) J D KENT (BROTHER) DANNY LANG SR (UNCLE) STUART LANG III (NEPHEW) DANNY MARBURGER (FATHER) RICHARD MARBURGER (SON) WILLARD MERCIER (FATHER-IN-LAW) EDWARD SCHULZ (SON-IN-LAW) KEN C MOURSUND (BROTHER-IN-LAW) JOHN PORTER WADE (BROTHER-IN-LAW) H H MOORE (FATHER-IN-LAW) ROBERT NEBLETT (SON-IN-LAW) EDWARD SCHULZ (FATHER-IN-LAW) JEFFREY HAYES (SON-IN-LAW) R L BUD O'SHIELES (FATHER) KELLY O'SHIELES (DAUGHTER) PAT PENNINGTON (BROTHER-IN-LAW) CATHY CUNDIFF (SISTER-IN-LAW, STAFF MEMBER) I H PERRY (FATHER) PAT PERRY (SON) W C SARTWELLE (FATHER) ELISE SARTWELLE (DAUGHTER) JAMES SARTWELLE (UNCLE) ELISE SARTWELLE (NIECE) W C SARTWELLE (BROTHER) JAMES SARTWELLE (BROTHER) JERROL SPRINGER (HUSBAND) PAM SPRINGER (WIFE) R H STEVENS (FATHER-IN-LAW) JAMES R TAYLOR (SON-IN-LAW) MARY ELLEN VERBOIS (SISTER-IN-LAW) JOEL VERBOIS (BROTHER-IN-LAW) PERRY MICHAEL WELLS (FATHER) PERRY MICHAEL WELLS, JR (SON) PERRY MICHAEL WELLS (FATHER) C THOMPSON WELLS (SON) PERRY MICHAEL WELLS JR (BROTHER) C THOMPSON WELLS (BROTHER) R H Stevens (Father) Robert Lloyd Becker Jr (Son-in-law) James R Taylor (Brother-in-law) Robert Lloyd Becker Jr (Brother-in-law) Richard Lee Fuqua (Father) Matthew Richard Fuqua (Son) Chris Richardson (Father) Matthew Richard Fuqua (Son-in-law) Emmett Story (Uncle) Joe Vara (Nephew) Patrick Walker (Brother) Thomas A Walker (Brother)
EXPLANATION OF COMBINED AUDIT REPORT	PART XI, QUESTION 2D, PART IV, QUESTION 12	The Houston Livestock Show & Rodeo, Inc., The Houston Livestock Show & Rodeo Educational Fund (EIN 76-0260204) and Corral Club, Inc (EIN 74-2079763) have a combined audit report Houston Livestock Show & Rodeo, Inc has an audit committee charged with responsibility for the oversight of the combined audited financial statements and the selection of an independent accountant
EXECUTIVE COMMITTEE EXPLANATION	PART VI, QUESTION 6, 7, 7B	An executive committee is elected by the HLSR Board of Directors The purpose of the executive committee is to give immediate aid, counsel and authority to the officers and managers of HLSR and to carry out the rules, regulations, purposes and policies of the Board of Directors The executive committee reports to and is responsible directly to the Board of Directors During the interval between meetings of the Board of Directors, the executive committee possesses and may exercise the powers of the Board of Directors necessary or convenient for the management, control and direction of the business and affairs of HLSR
CHANGES IN NET ASSETS OR FUND BALANCES	part xi, question 5	PENSION COST 3,318,096 ----- TOTAL 3,318,096

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)					
(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)							
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) HLSR EDUCATIONAL FUND 8334 FANNIN ST HOUSTON, TX 77054 76-0260204	SCHOLARSHIPS	TX	501(c)(3)	11	NA		No
(2) HLSR INSTITUTE FOR TEACHER EXCELLENCE 8334 FANNIN ST HOUSTON, TX 77054 76-0539447	EDUCATION	TX	501(c)(3)	11	NA		No
(3) HLSR ENDOWMENT FOUNDATION 8334 FANNIN ST HOUSTON, TX 77054 20-3612828	SCHOLARSHIPS	TX	501(c)(3)	11	NA		No
(4) HHSB INC 8334 FANNIN ST HOUSTON, TX 77054 30-0721227	PUBLIC FAIR	TX	501(c)(3)	11	NA		No

Part III

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end- of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) CORRAL CLUB INC 8334 FANNIN ST HOUSTON, TX 77054 74-2079763	BAR OPERATION	TX	NA	C CORP					

Part V

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

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

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

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

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

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

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

e Loans or loan guarantees by related organization(s)

f Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

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

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

l Performance of services or membership or fundraising solicitations for related organization(s)

m Performance of services or membership or fundraising solicitations by related organization(s)

n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

r Other transfer of cash or property to related organization(s)

s Other transfer of cash or property from related organization(s)

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

1s

No

No

No

No

No

No

No

No

No

No

No

No

Yes

Yes

No

Yes

No

No

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

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) HLSR EDUCATIONAL FUND	B, M,	11,964,150	
(2) Corral Club	M, N,	1,398,177	

Schedule R (Form 990) 2012

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

[illegible]

Software ID:
Software Version:
EIN: 74-1142851
Name: HOUSTON LIVESTOCK SHOW AND RODEO INC

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation	
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