efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493196020305

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 private foundations)

▶ Do not enter Social Security numbers on this form as it may be made public By law, the IRS generally cannot redact the information on the form
▶ Information about Form 990 and its instructions is at *www.IRS.gov/form990*

OMB No 1545-0047

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 09-01-2013 , 2013, and ending 08-31-2014

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

Doing Business As

Number and street (or P O box if mail is not delivered to street address) Room/suite
THREE NRG PARK
Suite

City or town, state or province, country, and ZIP or foreign postal code
HOUSTON, TX 77054

D Employer identification number
74-1142851

E Telephone number
(832) 667-1000

G Gross receipts $ 125,536,280

F Name and address of principal officer
JENNIFER HAZELTON
THREE NRG PARK
HOUSTON, TX 77054

H(a) Is this a group return for subordinates? ☐ Yes ☑ No

H(b) Are all subordinates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status ☑ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J **Website:** ▶ www hlsr com

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1932

M State of legal domicile TX

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities
ATTACHMENT 1

2 Check this box ▶☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3	Number of voting members of the governing body (Part VI, line 1a)	3	383
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	350
5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	1,172
6	Total number of volunteers (estimate if necessary)	6	30,000
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	-579,912
b	Net unrelated business taxable income from Form 990-T, line 34	7b	-579,912

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	36,254,199	41,093,265
	9	Program service revenue (Part VIII, line 2g)	76,664,799	73,555,599
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	4,854,200	8,452,991
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-226,664	-575,160
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	117,546,534	122,526,695
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	11,964,150	12,659,065
	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)	14,570,724	15,663,023
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶8,526,017		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	72,597,768	73,457,773
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	99,132,642	101,779,861
	19	Revenue less expenses Subtract line 18 from line 12	18,413,892	20,746,834

			Beginning of Current Year	End of Year
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	225,971,564	254,358,522
	21	Total liabilities (Part X, line 26)	70,668,075	72,513,597
	22	Net assets or fund balances Subtract line 21 from line 20	155,303,489	181,844,925

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 — Date 2015-07-01

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
BRYAN MELVIN				P00845733

Firm's name ▶ PricewaterhouseCoopers LLP — Firm's EIN ▶

Firm's address ▶ 1000 LOUISIANA SUITE 5800
Houston, TX 77002 — Phone no (832) 667-1225

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

Part III **Statement of Program Service Accomplishments**

Check if Schedule O contains a response or note to any line in this Part III . . . . ☐

1 Briefly describe the organization's mission

THE 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 WITHIN THE LIVESTOCK INDUSTRY IT IS THE GENERAL POLICY OF THE SHOW 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 THE HOUSTON LIVESTOCK SHOW AND RODEO ARE USED EXCLUSIVELY TO MEET NECESSARY EXPENSES FOR ITS UPKEEP AND OPERATION AND IN FURTHERANCE OF THE EXEMPT PURPOSE OF THE ORGANIZATION

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . ☐ **Yes** ☑ **No**

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . ☐ **Yes** ☑ **No**

If "Yes," describe these changes on Schedule O

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

4a (Code) (Expenses $ 71,983,605 including grants of $) (Revenue $ 73,631,323)

The 2014 Houston Livestock Show and Rodeo set the 20-day total attendance record with entertaining 2,485,721 visitors (all activities on the grounds) The RODEOHOUSTON paid attendance record of 1,377,416 fans enjoyed action-packed rodeo performances and superstars in concert Nine RODEOHOUSTON performances landed in the list of the Show's top 20 paid Rodeo attendance records The World's Championship Bar-B-Que Contest helped kick off the Show with 249,332 people in attendance from February 27 - March 1 On Thursday, March 6, the Show announced the Houston Livestock Show and Rodeo Reba McEntire Scholarship, which will be awarded annually, from 2014 forward, through the Show's Educational Fund RODEOHOUSTON committed more than $2 1 million to its contestants in 2014 The 2014 RODEOHOUSTON BP Super Series, an international, invitation-only rodeo, featured 48 of the world's top cowboys and cowgirls in seven events With the entire purse provided by RODEOHOUSTON, and no entry fees required by the contestants, rodeo athletes competed for a share of $1 68 million in prize money, and each event champion walked away from Reliant Stadium with at least $50,000, a RODEOHOUSTON trophy saddle and a champion buckle The RODEOHOUSTON Super Shootout North America's Champions presented by Crown Royal was held Sunday, March 23, 2014 This invitation-only, one-day event featured champion athletes from 8 of the best rodeos in the United States and Canada Contestants competed in Bareback Riding, Barrel Racing, Bull Riding, Saddle Bronc Riding and new this year, Steer Wrestling With a total purse of $250,000, the Super Shootout is the richest one-day rodeo event in the world Each champion earned $25,000 and a champion buckle This year's livestock competitions and horse shows boasted 28,592 entries including Cattle, Sheep, Goats, Swine, Rabbits, Turkeys, Llamas, Alpaca, Horses, Mules, and Donkeys Hosted Judging Contests included Livestock, Meat, Poultry, Wool and Mohair, Range and Pasture Plant Identification, Dairy, Horse, Wildlife Habitat Evaluation, Floriculture, Nursery Landscape, Tractor Technician Contest and Agricultural Mechanics Contest Nine of the junior market and School Art auction Grand Champion and Reserve Grand Champion sales set or matched world records Junior auction sales totaled $11,790,086 The Houston Livestock Show and Rodeo Champion Wine Auction brought in $1,702,175, including a price of $230,000 for the Grand Champion Best of Show, and a price of $175,000 for the Reserve Grand Champion Best of Show More than 300,000 young amateur artists participated in the School Art Program in 2014, submitting projects based on Western culture, history and heritage Nearly $6 4 million in premiums and awards were paid to junior show exhibitors participating in the 2014 Show The Houston Livestock Show and Rodeo contributed over $12 6 million to the Houston Livestock Show and Rodeo Educational Fund in support of $16 5 million in scholarship, grant, and educational program awards Approximately 30,000 volunteers on more than 100 different committees donated their time and talent to the show, reducing expenses and assisting in the above listed program accomplishments

4b (Code) (Expenses $ 12,659,065 including grants of $ 12,659,065) (Revenue $)

Houston Livestock Show and Rodeo makes grants to the affiliated organization Houston Livestock Show and Rodeo Educational Fund (EIN 76 0260204) in support of approximately $16 5 million in scholarship and educational grants awarded

4c (Code) (Expenses $ including grants of $) (Revenue $)

4d Other program services (Describe in Schedule O)

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

4e **Total program service expenses** ▶ 84,642,670

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	Yes	
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 other assistance to or for any foreign organization? *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 other assistance to or for foreign individuals? *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 or other assistance to any domestic organization or government on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**21**	Yes	
22	Did the organization report more than $5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	**22**		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a*	**24a**		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	**25a**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? *If so, complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**	Yes	
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**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? *If "Yes," complete Schedule L, Part IV*	**28c**	Yes	
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	**34**	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)? *If "Yes," complete Schedule R, Part V, line 2*	**35b**		
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V . . . . ✓

					Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	3,416			
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" to line 3b, 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 8282?			7c		No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8		
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?			9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?			9b		
10	**Section 501(c)(7) organizations.** Enter					
a	Initiation fees and capital contributions included on Part VIII, line 12	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
11	**Section 501(c)(12) organizations.** Enter					
a	Gross income from members or shareholders	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b				
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b				
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O			13a		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b				
c	Enter the amount of reserves on hand	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			14a		No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*			14b		

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

Check if Schedule O contains a response or note to any line 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 383			
	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 350			
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 77054 (832) 667-1225

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

Check if Schedule O contains a response or note to any line in this Part VII . . . . ☑

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position: Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
1b Sub-Total ▶										
c Total from continuation sheets to Part VII, Section A ▶										
d Total (add lines 1b and 1c) ▶								2,994,080	0	629,930

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶25

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
LD SYSTEMS INC, PO BOX 10620 HOUSTON TX 77206	AUDIO/VIDEO SERVICES	3,372,646
RAY CAMMACK SHOWS INC, 4950 West Southern Ave LAVEEN AZ 85339	CARNIVAL SERVICES	3,189,574
TRANSPORTATION MANAGEMENT SERVICES, 17810 MEETING HOUSE ROAD SUITE 200 SANDY SPRING MD 20860	TRANSPORTATION	3,078,013
ARAMARK SPORTS AND ENTERTAINMENT, 8701 Kirby Dr HOUSTON TX 77054	CLEANING SERVICES	3,048,401
DURWOOD GREENE CONSTRUCTION INC, PO Box 1338 STAFFORD TX 77477	CONSTRUCTION SERVICE	259,864

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 ▶76

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII . . . . ☐

Section	Line	Description		Amount	(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a					
	b	Membership dues	1b	4,414,707				
	c	Fundraising events	1c	604,444				
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	36,074,114				
	g	Noncash contributions included in lines 1a-1f $		265,281				
	h	**Total.** Add lines 1a-1f ▶			41,093,265			
Program Service Revenue				Business Code				
	2a	RODEO SHOW RECEIPT		711300	73,555,599	73,555,599		
	b							
	c							
	d							
	e							
	f	All other program service revenue						
	g	**Total.** Add lines 2a–2f ▶			73,555,599			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ▶			2,205,809			2,205,809
	4	Income from investment of tax-exempt bond proceeds ▶			0			
	5	Royalties ▶			0			
			(i) Real	(ii) Personal				
	6a	Gross rents	471,063					
	b	Less rental expenses	744,292					
	c	Rental income or (loss)	-273,229	0				
	d	Net rental income or (loss) ▶			-273,229		-273,229	
			(i) Securities	(ii) Other				
	7a	Gross amount from sales of assets other than inventory	6,247,182					
	b	Less cost or other basis and sales expenses						
	c	Gain or (loss)	6,247,182					
	d	Net gain or (loss) ▶			6,247,182			6,247,182
	8a	Gross income from fundraising events (not including $ 604,444 of contributions reported on line 1c) See Part IV, line 18	a	179,800				
	b	Less direct expenses	b	250,772				
	c	Net income or (loss) from fundraising events ▶			-70,972			-70,972
	9a	Gross income from gaming activities See Part IV, line 19	a					
	b	Less direct expenses	b					
	c	Net income or (loss) from gaming activities ▶			0			
	10a	Gross sales of inventory, less returns and allowances	a	1,743,562				
	b	Less cost of goods sold	b	2,014,521				
	c	Net income or (loss) from sales of inventory ▶			-270,959	75,724	-346,683	
		Miscellaneous Revenue		Business Code				
	11a	COCA-COLA SPONSORSHIP		900099	10,000		10,000	
	b	RELIANT ENERGY E-MAIL OFFER TO VOLUNTEERS		900099	6,000		6,000	
	c	LUCCHESE E-MAIL OFFER TO VOLUNTEERS		900099	15,000		15,000	
	d	All other revenue			9,000		9,000	
	e	**Total.** Add lines 11a–11d ▶			40,000			
	12	**Total revenue.** See Instructions ▶			122,526,695	73,631,323	-579,912	8,382,019

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 or note to any line 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	12,659,065	12,659,065		
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	2,256,230	778,705	1,391,809	85,716
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	174,542			174,542
7 Other salaries and wages	10,076,438	6,593,090	2,631,187	852,161
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	1,007,381	523,013	389,154	95,214
9 Other employee benefits	1,220,487	667,757	412,198	140,532
10 Payroll taxes	927,945	526,005	326,382	75,558
11 Fees for services (non-employees)				
a Management	0			
b Legal	251,125		251,125	
c Accounting	118,820	2,500	114,262	2,058
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	153,228		153,228	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	18,989,626	17,504,551	512,166	972,909
12 Advertising and promotion	3,820,728	2,913,171	93,599	813,958
13 Office expenses	1,567,274	1,091,014	203,235	273,025
14 Information technology	872,973	40,905	826,796	5,272
15 Royalties . .	0			
16 Occupancy	1,985,351	1,622,247		363,104
17 Travel	78,582	40,408	15,643	22,531
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	47,171	11,786	34,005	1,380
20 Interest	1,126,098	1,126,098		
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	3,093,988	2,618,467	390,654	84,867
23 Insurance	866,425	431,918	362,033	72,474
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	9,412,784	9,408,419		4,365
b CONTRIBUTIONS TO SHOW EXHIBITO	7,066,976	7,066,976		
c EQUIPMENT RENTAL & MAINT	6,716,161	6,347,749	139,984	228,428
d FOOD AND BEVERAGE SERVICES	6,394,270	3,440,751	121,123	2,832,396
e All other expenses	10,896,193	9,228,075	242,591	1,425,527
25 **Total functional expenses.** Add lines 1 through 24e	101,779,861	84,642,670	8,611,174	8,526,017
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 or note to any line in this Part X . . . . ☑

				(A) Beginning of year		(B) End of year
Assets	1	Cash–non-interest-bearing		20,349,490	1	17,583,670
	2	Savings and temporary cash investments		0	2	0
	3	Pledges and grants receivable, net		0	3	0
	4	Accounts receivable, net		2,280,296	4	2,016,805
	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		4,169,351	7	8,583,727
	8	Inventories for sale or use		535,522	8	1,152,505
	9	Prepaid expenses and deferred charges		1,047,730	9	1,181,234
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 125,772,451			
	b	Less accumulated depreciation	10b 34,269,144	81,491,251	10c	91,503,307
	11	Investments—publicly traded securities		108,420,835	11	106,778,257
	12	Investments—other securities See Part IV, line 11		5,689,455	12	24,936,930
	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		1,987,634	15	622,087
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		225,971,564	16	254,358,522
Liabilities	17	Accounts payable and accrued expenses		3,206,276	17	5,434,003
	18	Grants payable		0	18	0
	19	Deferred revenue		0	19	24,132,538
	20	Tax-exempt bond liabilities		6,625,000	20	5,425,000
	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		27,500,000	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		33,336,799	25	10,022,056
	26	**Total liabilities.** Add lines 17 through 25		70,668,075	26	72,513,597
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		155,303,489	27	181,844,925
	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		155,303,489	33	181,844,925
	34	Total liabilities and net assets/fund balances		225,971,564	34	254,358,522

Part XI **Reconcilliation of Net Assets**

Check if Schedule O contains a response or note to any line in this Part XI . . . . ☑

1	Total revenue (must equal Part VIII, column (A), line 12)	1	122,526,695
2	Total expenses (must equal Part IX, column (A), line 25)	2	101,779,861
3	Revenue less expenses Subtract line 2 from line 1	3	20,746,834
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	155,303,489
5	Net unrealized gains (losses) on investments	5	7,590,781
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	-1,796,179
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	181,844,925

Part XII **Financial Statements and Reporting**

Check if Schedule O contains a response or note to any line in this Part XII . . . . ☑

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ Other ____________ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		No
	If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
	If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☐ Separate basis ☑ Consolidated basis ☐ Both consolidated and separate basis			
c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	Yes	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

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: Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
RH Stevens CHAIRMAN OF THE BOARD	10 0 0 0	X		X				0	0	0
Jack A Lyons CHAIRMAN OF THE BOARD	10 0 0 0	X		X				0	0	0
Roger Bethune Vice President/Director	5 0 0 0	X		X				0	0	0
Jim Brock Vice President/Director	5 0 0 0	X		X				0		
Curtis Clerkley Vice President/Director	5 0 0 0	X		X				0		
Jerry M Crews Vice President/Director	5 0 0 0	X		X				0		
Ronald E Gulihur Vice President/Director	5 0 0 0	X		X				0		
Jeff Harris Vice President/Director	5 0 0 0	X		X				0		
Parker Johnson Vice President/Director	5 0 0 0	X		X				0		
Jeffrey M Jones Vice President/Director	5 0 0 0	X		X				0		
Larry Ray Kerbow Sr Vice President/Director	5 0 0 0	X		X				0		
Robert B Kneppler Vice President/Director	5 0 0 0	X		X				0		
Jeff Lewis DDS Vice President/Director	5 0 0 0	X		X				0		
Glenn Lilie Vice President/Director	5 0 0 0	X		X				0		
Mark Melton Vice President/Director	5 0 0 0	X		X				0		
Gerald Lynn Nunez Vice President/Director	5 0 0 0	X		X				0		
Gary E Parks Vice President/Director	5 0 0 0	X		X				0		
Tony Rich Vice President/Director	5 0 0 0	X		X				0		
Ken Shaw Vice President/Director	5 0 0 0	X		X				0		
Wesley Sinor Vice President/Director	5 0 0 0	X		X				0		
Hugh Dennis Steger Vice President/Director	5 0 0 0	X		X				0		
James R Taylor Vice President/Director	5 0 0 0	X		X				0		
Joe Van Matre VICE PRESIDENT/DIRECTOR	5 0 0 0	X		X				0		
Sharleen Walkoviak VICE PRESIDENT/DIRECTOR	5 0 0 0	X		X				0		
P Michael Wells Jr VICE PRESIDENT/DIRECTOR	5 0 0 0	X		X				0		

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position: Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
David Yates VICE PRESIDENT/DIRECTOR	5 0 0 0	X		X				0		
Jim Bloodworth EXECUTIVE COMMITTEE	2 5 0 0	X						0		
Don A Buckalew EXECUTIVE COMMITTEE	2 5 0 0	X						0		
Brady F Carruth EXECUTIVE COMMITTEE	2 5 0 0	X						0		
John Causey EXECUTIVE COMMITTEE	2 5 0 0	X						0		
J M Clepper EXECUTIVE COMMITTEE	2 5 0 0	X						0		
Tilman J Fertitta EXECUTIVE COMMITTEE	2 5 0 0	X						0		
Wayne Hollis Jr EXECUTIVE COMMITTEE	2 5 0 0	X						0		
JP Hunnicutt III EXECUTIVE COMMITTEE	2 5 0 0	X						0		
Don D Jordan EXECUTIVE COMMITTEE	2 5 0 0	X						0		
Ed McMahon EXECUTIVE COMMITTEE	2 5 0 0	X						0		
Chris Richardson EXECUTIVE COMMITTEE	2 5 0 0	X						0		
Charles R Robinson EXECUTIVE COMMITTEE	2 5 0 0	X						0		
John O Smith EXECUTIVE COMMITTEE	2 5 0 0	X						0		
Paul G Somerville EXECUTIVE COMMITTEE	2 5 0 0	X						0		
Keith A Steffek EXECUTIVE COMMITTEE	2 5 0 0	X						0		
P Michael Wells EXECUTIVE COMMITTEE	2 5 0 0	X						0		
James M Windham Jr EXECUTIVE COMMITTEE	2 5 0 0	X						0		
James A Winne III EXECUTIVE COMMITTEE	2 5 0 0	X						0		
John T Cook EXECUTIVE COMMITTEE	2 5 0 0	X						0		
JJ Acy DIRECTOR	1 0 0 0	X						0		
Joseph Adamel DIRECTOR	1 0 0 0	X						0		
Eduardo Aguirre Jr DIRECTOR	1 0 0 0	X						0		
Mary Jane Albert DIRECTOR	1 0 0 0	X						0		
Gary Dean Allen DIRECTOR	1 0 0 0	X						0		

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee) Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
Jimmie Allen DIRECTOR	1 0 0 0	X						0		
Scott Anderson DIRECTOR	1 0 0 0	X						0		
Jerry J Andrew DIRECTOR	1 0 0 0	X						0		
Marie Denise Arcos DIRECTOR	1 0 0 0	X						0		
Sam Ayers DIRECTOR	1 0 0 0	X						0		
Bill Bailey DIRECTOR	1 0 0 0	X						20,871		0
Stephanie Baird DIRECTOR	1 0 0 0	X						0		
David Baker DIRECTOR	1 0 0 0	X						0		
Thomas J Baker III DIRECTOR	1 0 0 0	X						0		
Connard Barker DIRECTOR	1 0 0 0	X						0		
Linda Sue Barnes DIRECTOR	1 0 0 0	X						0		
Frank T Barnett DIRECTOR	1 0 0 0	X						0		
Louis Bart DIRECTOR	1 0 0 0	X						0		
Jason Beal DIRECTOR	1 0 0 0	X						0		
Richard E Bean DIRECTOR	1 0 0 0	X						0		
C A Beasley DIRECTOR	1 0 0 0	X						0		
G M Becker DIRECTOR	1 0 0 0	X						0		
Robert L Becker Jr DIRECTOR	1 0 0 0	X						0		
Stuart Beken DIRECTOR	1 0 0 0	X						0		
James P Berger DIRECTOR	1 0 0 0	X						0		
Jim Billings DIRECTOR	1 0 0 0	X						0		
Tucker Blair DIRECTOR	1 0 0 0	X						0		
Mike Blasingame DIRECTOR	1 0 0 0	X						0		
Bill R Bludworth DIRECTOR	1 0 0 0	X						0		
Fred Boas DIRECTOR	1 0 0 0	X						0		

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee) Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
Danny R Boatman DIRECTOR	1 0 0 0	X						0		
Terry Bodkin-Agris DIRECTOR	1 0 0 0	X						0		
William C Booher DIRECTOR	1 0 0 0	X						0		
M David Boothe DIRECTOR	1 0 0 0	X						0		
Douglas B Bosch DIRECTOR	1 0 0 0	X						0		
Clair Branch DIRECTOR	1 0 0 0	X						0		
John R Braniff DIRECTOR	1 0 0 0	X						0		
John R Braniff Jr DIRECTOR	1 0 0 0	X						0		
Mike Brem DIRECTOR	1 0 0 0	X						0		
Curtis Brenner DIRECTOR	1 0 0 0	X						0		
Karen Bridges DIRECTOR	1 0 0 0	X						0		
Michelle Bridges-Pahl DIRECTOR	1 0 0 0	X						0		
Brandon Lee Bridwell DIRECTOR	1 0 0 0	X						0		
Roy Brock DIRECTOR	1 0 0 0	X						0		
Pam Brooks DIRECTOR	1 0 0 0	X						0		
Terry Mack Brown DIRECTOR	1 0 0 0	X						0		
Susan Buddeke DIRECTOR	1 0 0 0	X						0		
Jane Burnap DIRECTOR	1 0 0 0	X						0		
Tim Burns DIRECTOR	1 0 0 0	X						0		
George A Buschardt DIRECTOR	1 0 0 0	X						0		
JL Butera DIRECTOR	1 0 0 0	X						0		
Richard B Butler DIRECTOR	1 0 0 0	X						0		
Larry D Byars DIRECTOR	1 0 0 0	X						0		
Kevin E Cagle DIRECTOR	1 0 0 0	X						0		
Roger Camp DIRECTOR	1 0 0 0	X						0		

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position: Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
Roger Campbell DIRECTOR	1 0 0 0	X						0		
Roxie Regan Campbell DIRECTOR	1 0 0 0	X						0		
Rudy Cano DIRECTOR	1 0 0 0	X						0		
Andrew Cantu DIRECTOR	1 0 0 0	X						0		
Beth Cardono DIRECTOR	1 0 0 0	X						0		
Larry L Carroll DIRECTOR	1 0 0 0	X						0		
Moreland Chapman DIRECTOR	1 0 0 0	X						0		
Joseph E Chastang DIRECTOR	1 0 0 0	X						0		
Kelley Chisholm DIRECTOR	1 0 0 0	X						0		
Gene W Clark DIRECTOR	1 0 0 0	X						0		
Chad J Clay DIRECTOR	1 0 0 0	X						0		
Robert Clay DIRECTOR	1 0 0 0	X						0		
Jill Clement EXECUTIVE DIRECTOR-tickets	50 0 0 0	X						164,267		41,328
Michael E Clepper DIRECTOR	1 0 0 0	X						0		
Ernie Boyd Collins DIRECTOR	1 0 0 0	X						0		
Thomas R Conner DIRECTOR	1 0 0 0	X						0		
Mike Cook DIRECTOR	1 0 0 0	X						0		
John L Cooper II DIRECTOR	1 0 0 0	X						0		
Howard Thomas Cordell DIRECTOR	1 0 0 0	X						0		
Michael A Curley DIRECTOR	1 0 0 0	X						0		
Michael C Curley DIRECTOR	1 0 0 0	X						0		
Dan D'Armond DIRECTOR	1 0 0 0	X						0		
Charles M Dalton DIRECTOR	1 0 0 0	X						0		
John W Daubert DIRECTOR	1 0 0 0	X						0		
Chuck Davis DIRECTOR	1 0 0 0	X						0		

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position: Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
Robert N Davis DIRECTOR	1 0 0 0	X						0		
Tom C Davis DIRECTOR	1 0 0 0	X						0		
Gary Alan Debakey DIRECTOR	1 0 0 0	X						0		
Edwin DeCora DIRECTOR	1 0 0 0	X						0		
Gary Deitcher DIRECTOR	1 0 0 0	X						0		
George A DeMontrond III DIRECTOR	1 0 0 0	X						0		
Carl Detering Jr DIRECTOR	1 0 0 0	X						0		
CR Devine DIRECTOR	1 0 0 0	X						0		
Tom E Dompier DIRECTOR	1 0 0 0	X						0		
Arthur J Dorr DIRECTOR	1 0 0 0	X						0		
Rodney E Doutel DIRECTOR	1 0 0 0	X						0		
Andrew Dow DIRECTOR	1 0 0 0	X						0		
Douglas L Doyle DIRECTOR	1 0 0 0	X						0		
Kevin D Duke DIRECTOR	1 0 0 0	X						0		
Freeman B Dunn DIRECTOR	1 0 0 0	X						0		
W T Dunn DIRECTOR	1 0 0 0	X						0		
John L Ebeling DIRECTOR	1 0 0 0	X						0		
Jamie Ehrman DIRECTOR	1 0 0 0	X						0		
Roy L Elledge Jr DIRECTOR	1 0 0 0	X						0		
John D Ellis Jr DIRECTOR	1 0 0 0	X						0		
Chris Ennis DIRECTOR	1 0 0 0	X						0		
James C Epps III DIRECTOR	1 0 0 0	X						0		
Suzanne H Epps DIRECTOR	1 0 0 0	X						0		
Warner D Ervin DIRECTOR	1 0 0 0	X						0		
Ronnie Eubanks DIRECTOR	1 0 0 0	X						0		

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position: Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
Melba W Eveler DIRECTOR	1 0 0 0	X						0		
Al Farrack DIRECTOR	1 0 0 0	X						0		
Carolyn Faulk DIRECTOR	1 0 0 0	X						0		
Charlene Casey Floyd DIRECTOR	1 0 0 0	X						0		
Alan Folger DIRECTOR	1 0 0 0	X						0		
Michael S Francisco DIRECTOR	1 0 0 0	X						0		
Matthew R Fuqua DIRECTOR	1 0 0 0	X						0		
Richard Lee Fuqua II DIRECTOR	1 0 0 0	X						0		
A L Furnace DIRECTOR	1 0 0 0	X						0		
Michael W Galvan DIRECTOR	1 0 0 0	X						0		
Steve Ganey DIRECTOR	1 0 0 0	X						0		
Lyndal D Garner DIRECTOR	1 0 0 0	X						0		
Gary T Garrison DIRECTOR	1 0 0 0	X						0		
Cynthia Garza DIRECTOR	1 0 0 0	X						0		
Diane Gautreaux DIRECTOR	1 0 0 0	X						0		
George S Gayle III DIRECTOR	1 0 0 0	X						0		
Edward Gaylord DIRECTOR	1 0 0 0	X						0		
Carruth Gerault DIRECTOR	1 0 0 0	X						0		
Greg N Gerhart DIRECTOR	1 0 0 0	X						0		
John Giannukos DIRECTOR	1 0 0 0	X						0		
W Thad Gilliam DIRECTOR	1 0 0 0	X						0		
John Glithero DIRECTOR	1 0 0 0	X						0		
Gary Glover DIRECTOR	1 0 0 0	X						0		
Mike Golden DIRECTOR	1 0 0 0	X						0		
Rey Gonzales DIRECTOR	1 0 0 0	X						0		

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position: Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
Ricky A Greene DIRECTOR	1 0 0 0	X						0		
Red Griffin DIRECTOR	1 0 0 0	X						0		
Sidney Grisham DIRECTOR	1 0 0 0	X						0		
Butch Guerrero DIRECTOR	1 0 0 0	X						0		
Robert Gulledge DIRECTOR	1 0 0 0	X						0		
Richard Gustafson DIRECTOR	1 0 0 0	X						0		
Michael J Hajovsky DIRECTOR	1 0 0 0	X						0		
Joe Bruce Hancock JR GENERAL MANAGER, DIRECTOR	50 0 0 0	X			X			279,612		80,578
William D Hanna DIRECTOR	1 0 0 0	X						0		
Darrell N Hartman DIRECTOR	1 0 0 0	X						0		
Michael Hartwig DIRECTOR	1 0 0 0	X						0		
Jeffrey Jeff Hayes DIRECTOR	1 0 0 0	X						0		
Lance Heacock DIRECTOR	1 0 0 0	X						0		
Barney Hedrick DIRECTOR	1 0 0 0	X						0		
Michael A Heim DIRECTOR	1 0 0 0	X						0		
Linda Renee Henson DIRECTOR	1 0 0 0	X						0		
Kathleen Kaki Herd DIRECTOR	1 0 0 0	X						0		
Bonnie Herndon DIRECTOR	1 0 0 0	X						0		
Arthur Al Herring DIRECTOR	1 0 0 0	X						0		
Gary Wayne Hettenbach DIRECTOR	1 0 0 0	X						0		
Jerry H Hickman DIRECTOR	1 0 0 0	X						0		
Robert B Higgs DIRECTOR	1 0 0 0	X						0		
Jeffrey D Hildebrand DIRECTOR	1 0 0 0	X						0		
Naomi Hines DIRECTOR	1 0 0 0	X						0		
D Scott Hinsley DIRECTOR	1 0 0 0	X						0		

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position: Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
G Ray Hinsley III DIRECTOR	1 0 0 0	X						0		
Jennifer Hirsch DIRECTOR	1 0 0 0	X						0		
Robert Hodge DIRECTOR	1 0 0 0	X						0		
Robert V Holland Jr DIRECTOR	1 0 0 0	X						0		
Chester B Howard DIRECTOR	1 0 0 0	X						0		
Kenneth Hucherson DIRECTOR	1 0 0 0	X						0		
Dick Hudgins DIRECTOR	1 0 0 0	X						0		
Eric Huegele DIRECTOR	1 0 0 0	X						0		
Phillip Mason Hunt DIRECTOR	1 0 0 0	X						0		
Robert E Hunter DIRECTOR	1 0 0 0	X						0		
Janice Hutchinson DIRECTOR	1 0 0 0	X						0		
John A Hutchison DIRECTOR	1 0 0 0	X						0		
Robert Charles Hux DIRECTOR	1 0 0 0	X						0		
Steven Edward Jackson DIRECTOR	1 0 0 0	X						0		
Liz Peckham Jameson DIRECTOR	1 0 0 0	X						0		
Jim J Janke DIRECTOR	1 0 0 0	X						0		
Jessie Jewell DIRECTOR	1 0 0 0	X						0		
Curtis Jones DIRECTOR	1 0 0 0	X						0		
J Grover Kelley DIRECTOR	1 0 0 0	X						0		
Thomas Mark Kelly DIRECTOR	1 0 0 0	X						0		
JD Kennedy DIRECTOR	1 0 0 0	X						0		
G W Kent DIRECTOR	1 0 0 0	X						0		
James Alan Kent DIRECTOR	1 0 0 0	X						0		
Michael John Koch DIRECTOR	1 0 0 0	X						0		
David Wayne Koonce DIRECTOR	1 0 0 0	X						0		

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position: Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
Jeanny Koop DIRECTOR	1 0 0 0	X						0		
Danny Lang Jr DIRECTOR	1 0 0 0	X						0		
Kelly J Larkin MD DIRECTOR	1 0 0 0	X						0		
Kevin Leck DIRECTOR	1 0 0 0	X						0		
Phillip L Leggett MD DIRECTOR	1 0 0 0	X						0		
Daniel E Lehane MD DIRECTOR	1 0 0 0	X						0		
Paul Lehnhoff DIRECTOR	1 0 0 0	X						0		
Edgar D Lester DIRECTOR	1 0 0 0	X						0		
Lawrence S Levy DIRECTOR	1 0 0 0	X						0		
WA Lewis DIRECTOR	1 0 0 0	X						0		
Jim Lightfoot DIRECTOR	1 0 0 0	X						0		
Thomas Lippincott DIRECTOR	1 0 0 0	X						0		
Robert N Livermore DIRECTOR	1 0 0 0	X						0		
Ronald Logan DIRECTOR	1 0 0 0	X						0		
P W Lucky Long DIRECTOR	1 0 0 0	X						0		
Gary R Look DIRECTOR	1 0 0 0	X						0		
Jimmy Lyons DIRECTOR	1 0 0 0	X						0		
Sam J Mainord DIRECTOR	1 0 0 0	X						0		
Richard Marburger DIRECTOR	1 0 0 0	X						0		
Willis M Marburger DIRECTOR	1 0 0 0	X						0		
Bradley H Marks DIRECTOR	1 0 0 0	X						0		
Robert A Marsh DIRECTOR	1 0 0 0	X						0		
Roy A Marsh DIRECTOR	1 0 0 0	X						0		
Barry Mayfield DIRECTOR	1 0 0 0	X						0		
Gigi Mayorga-Wark DIRECTOR	1 0 0 0	X						0		

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee) Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
Joe McDaniel DIRECTOR	1 0 0 0	X						0		
Ken D McGuyer DIRECTOR	1 0 0 0	X						0		
S Caroline Mcintosh DIRECTOR	1 0 0 0	X						0		
Michael S McKinney DIRECTOR	1 0 0 0	X						0		
Andy McLeod DIRECTOR	1 0 0 0	X						0		
Gary McMullen DIRECTOR	1 0 0 0	X						0		
Charles W Melton DIRECTOR	1 0 0 0	X						0		
Willard Mercier DIRECTOR	1 0 0 0	X						0		
Donald Middleton DIRECTOR	1 0 0 0	X						0		
Gregory N Miller DIRECTOR	1 0 0 0	X						0		
Robert D Miller DIRECTOR	1 0 0 0	X						0		
Dorothy M Mitchell DIRECTOR	1 0 0 0	X						0		
J Arthur Moncrief DIRECTOR	1 0 0 0	X						0		
John J Montalbano DIRECTOR	1 0 0 0	X						0		
Yance S Montalbano DIRECTOR	1 0 0 0	X						0		
Reed Morian DIRECTOR	1 0 0 0	X						0		
John Roger Morton DIRECTOR	1 0 0 0	X						0		
Robert M Moss DIRECTOR	1 0 0 0	X						0		
Ken C Moursund Sr DIRECTOR	1 0 0 0	X						0		
David Eugene Mouton MD DIRECTOR	1 0 0 0	X						0		
Shelly Dompier Mulanax DIRECTOR	1 0 0 0	X						0		
Phillip E Murphy DIRECTOR	1 0 0 0	X						0		
James Michael Mushinski DIRECTOR	1 0 0 0	X						0		
Demetrius Navarro DIRECTOR	1 0 0 0	X						0		
Robinson K Neblett DIRECTOR	1 0 0 0	X						0		

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position: Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
Gary Raymond Nesloney DIRECTOR	1 0 0 0	X						0		
Don W Neuenschwander DIRECTOR	1 0 0 0	X						0		
David R Newcomb DIRECTOR	1 0 0 0	X						0		
Tom R Northrup DIRECTOR	1 0 0 0	X						0		
Robert A Norwood DIRECTOR	1 0 0 0	X						0		
Michael K O'Kelley DIRECTOR	1 0 0 0	X						0		
Kelly L O'Shieles DIRECTOR	1 0 0 0	X						0		
R L O'Shieles DIRECTOR	1 0 0 0	X						0		
W Allen Owen DIRECTOR	1 0 0 0	X						0		
Marilyn Ann Page DIRECTOR	1 0 0 0	X						0		
Robert E Paine IV DIRECTOR	1 0 0 0	X						0		
Sarah Ruth Palmer DIRECTOR	1 0 0 0	X						0		
James E Parish DIRECTOR	1 0 0 0	X						0		
Clay A Parker DIRECTOR	1 0 0 0	X						0		
Gary M Pearce DIRECTOR	1 0 0 0	X						0		
Joe Ernest Pedigo DIRECTOR	1 0 0 0	X						0		
Patrick D Pennington DIRECTOR	1 0 0 0	X						0		
Harry Allen Perrin DIRECTOR	1 0 0 0	X						0		
Patrick R Perry DIRECTOR	1 0 0 0	X						0		
Trisha Hillman Philipp DIRECTOR	1 0 0 0	X						0		
Patricia Pat Mann Philipps DIRECTOR	1 0 0 0	X						0		
Tim Ping DIRECTOR	1 0 0 0	X						0		
Eric R Potts DIRECTOR	1 0 0 0	X						0		
Ozell Price DIRECTOR	1 0 0 0	X						0		
Alex Prince DIRECTOR	1 0 0 0	X						0		

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position: Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
William L Ramsey DIRECTOR	1 0 0 0	X						0		
Lon Jude Randazzo DIRECTOR	1 0 0 0	X						0		
Jen Marie Rau DIRECTOR	1 0 0 0	X						0		
Dudley Ray DIRECTOR	1 0 0 0	X						0		
Gregg M Raymond DIRECTOR	1 0 0 0	X						0		
Kevin K Rech DIRECTOR	1 0 0 0	X						0		
Todd Riddle DIRECTOR	1 0 0 0	X						0		
W F Robichaux DIRECTOR	1 0 0 0	X						0		
Steven L Roe DIRECTOR	1 0 0 0	X						0		
Mike Rose DIRECTOR	1 0 0 0	X						0		
Lee Rountree DIRECTOR	1 0 0 0	X						0		
Pete A Ruman DIRECTOR	1 0 0 0	X						0		
Randy D Russell DIRECTOR	1 0 0 0	X						0		
Mike G Rutherford Jr DIRECTOR	1 0 0 0	X						0		
Dwayne Sablatura DIRECTOR	1 0 0 0	X						0		
John Alan Sandling DIRECTOR	1 0 0 0	X						0		
Anne Elise Sartwelle DIRECTOR	1 0 0 0	X						0		
James D Sartwelle Jr DIRECTOR	1 0 0 0	X						0		
Ralph L Savage DIRECTOR	1 0 0 0	X						0		
Nano K Scherrieb DIRECTOR	1 0 0 0	X						0		
Vanessa Schillaci DIRECTOR	1 0 0 0	X						0		
Joe Schindler DIRECTOR	1 0 0 0	X						0		
Gregory Allan Schroder DIRECTOR	1 0 0 0	X						0		
Darryl A Schroeder DIRECTOR	1 0 0 0	X						0		
Edward B Schulz DIRECTOR	1 0 0 0	X						0		

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee) Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
William L Scott DIRECTOR	1 0 0 0	X						0		
Rose Marie Scott DIRECTOR	1 0 0 0	X						0		
Richard Scott DIRECTOR	1 0 0 0	X						0		
Julie Shannon DIRECTOR	1 0 0 0	X						0		
Jeanne Shirey-Lord DIRECTOR	1 0 0 0	X						0		
Sharon D Simmons DIRECTOR	1 0 0 0	X						0		
Ken Sloan DIRECTOR	1 0 0 0	X						0		
David B Smith Sr DIRECTOR	1 0 0 0	X						0		
Marshall R Smith III DIRECTOR	1 0 0 0	X						0		
Robbie Smith DIRECTOR	1 0 0 0	X						0		
Barry Smotherman DIRECTOR	1 0 0 0	X						0		
Pam Springer DIRECTOR	1 0 0 0	X						0		
George William Stallings DIRECTOR	1 0 0 0	X						0		
Lodie Stapleton Jr DIRECTOR	1 0 0 0	X						0		
Robert S Steele DIRECTOR	1 0 0 0	X						0		
Edward Stone DIRECTOR	1 0 0 0	X						0		
Emmett Story DIRECTOR	1 0 0 0	X						0		
David Stratton DIRECTOR	1 0 0 0	X						0		
Brenda Baker Stubbs DIRECTOR	1 0 0 0	X						0		
Claire Eaton Stuewer DIRECTOR	1 0 0 0	X						0		
D Scott Sullivan DIRECTOR	1 0 0 0	X						0		
Edward Summerour DIRECTOR	1 0 0 0	X						0		
R Hugh Sutton DIRECTOR	1 0 0 0	X						0		
Bill T Teague DIRECTOR	1 0 0 0	X						0		
Archie R Thompson DIRECTOR	1 0 0 0	X						0		

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
Alan L Tinsley DIRECTOR	1 0 0 0	X						0		
Randall Trahan DIRECTOR	1 0 0 0	X						0		
D Wayne Turner DIRECTOR	1 0 0 0	X						0		
Richard Tyler DIRECTOR	1 0 0 0	X						0		
Duncan Underwood DIRECTOR	1 0 0 0	X						0		
Michael J Upchurch DIRECTOR	1 0 0 0	X						0		
Wendy Vandeventer DIRECTOR	1 0 0 0	X						0		
John A Van De Wiele DIRECTOR	1 0 0 0	X						0		
Jim Van Hoozer DIRECTOR	1 0 0 0	X						0		
Joe Vara DIRECTOR	1 0 0 0	X						0		
Andrew John Vavra Jr DIRECTOR	1 0 0 0	X						0		
Joel M Verbois DIRECTOR	1 0 0 0	X						0		
Mary Ellen Verbois DIRECTOR	1 0 0 0	X						0		
John Porter Wade DIRECTOR	1 0 0 0	X						0		
TW Wald DIRECTOR	1 0 0 0	X						0		
Terry Walker DIRECTOR	1 0 0 0	X						0		
Pat Walker DIRECTOR	1 0 0 0	X						0		
Thomas A Walker DIRECTOR	1 0 0 0	X						0		
Larry Eugene Walters DIRECTOR	1 0 0 0	X						0		
Michelle Verbois Wasaff DIRECTOR	1 0 0 0	X						0		
Donna Webster DIRECTOR	1 0 0 0	X						0		
Richard Weiman DIRECTOR	1 0 0 0	X						0		
C Thompson Tommy Wells DIRECTOR	1 0 0 0	X						0		
Taylor Whitaker DIRECTOR	1 0 0 0	X						0		
Constance White DIRECTOR	1 0 0 0	X						0		

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
Justin C White DIRECTOR	1 0 0 0	X						0		
William R White DIRECTOR	1 0 0 0	X						0		
Samm Wiggins DIRECTOR	1 0 0 0	X						0		
Gregory Teal Willbanks DIRECTOR	1 0 0 0	X						0		
Rodney W Rod Williams DIRECTOR	1 0 0 0	X						0		
Kirk E Williamson DIRECTOR	1 0 0 0	X						0		
Rodney E Windham DIRECTOR	1 0 0 0	X						0		
Griffin D Winn DIRECTOR	1 0 0 0	X						0		
Ken Wise DIRECTOR	1 0 0 0	X						0		
Betty Wiseman DIRECTOR	1 0 0 0	X						0		
Michael Wollam DIRECTOR	1 0 0 0	X						0		
Reed Glenn Wood DIRECTOR	1 0 0 0	X						0		
Melvin Wright DIRECTOR	1 0 0 0	X						0		
William A Yates DIRECTOR	1 0 0 0	X						0		
Robin Young-Ellis DIRECTOR	1 0 0 0	X						0		
Todd Zucker DIRECTOR	1 0 0 0	X						0		
JOEL COWLEY PRESIDENT	50 0 0 0			X				267,545		54,576
M LEROY SHAFER VICE PRESIDENT/COO, DIRECTOR	50 0 0 0			X				501,789		13,357
JENNIFER HAZELTON CHIEF FINANCIAL OFFICER	50 0 0 0			X				273,636	0	50,841
SHERRY HIBBERT GENERAL COUNSEL	50 0 0 0			X				249,536		53,543
ANDY SLOAN CHIEF INFORMATION OFFICER	50 0 0 0					X		280,273		80,560
MARY S MARTIN EXECUTIVE DIRECTOR - MARKETING	50 0 0 0					X		201,446		81,569
Steve Gumerman MANAGING DIRECTOR - IS	50 0 0 0					X		178,804		60,446
Michael DeMarco EXECUTIVE DIRECTOR-OPERATIONS	50 0 0 0					X		180,458		55,574
Elizabeth Greer EXECUTIVE DIRECTOR-EXHIBITS	50 0 0 0					X		180,588		41,857

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			
IRVEN E WAGNER FORMER PRESIDENT	50 0 0 0						X	215,255		15,701

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493196020305

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.
▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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 2013 (line 6, column (f) divided by line 11, column (f)) | 14 |

15 Public support percentage for 2012 Schedule A, Part II, line 14 | 15 |

16a **33 1/3% support test—2013.** 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—2012.** 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—2013.** 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—2012.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶☐

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	27,447,396	30,158,603	33,224,548	36,254,199	41,093,265	168,178,011
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	51,658,333	60,574,457	64,590,580	76,664,799	73,555,599	327,043,768
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	79,105,729	90,733,060	97,815,128	112,918,998	114,648,864	495,221,779
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	6,963,114	8,074,063	8,262,380	10,198,022	10,604,037	44,101,616
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	6,963,114	8,074,063	8,262,380	10,198,022	10,604,037	44,101,616
8 **Public support** (Subtract line 7c from line 6)						451,120,163

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6	79,105,729	90,733,060	97,815,128	112,918,998	114,648,864	495,221,779
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	4,393,157	3,523,894	3,734,228	4,306,459	4,420,434	20,378,172
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	4,393,157	3,523,894	3,734,228	4,306,459	4,420,434	20,378,172
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)	83,498,886	94,256,954	101,549,356	117,225,457	119,069,298	515,599,951

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 2013 (line 8, column (f) divided by line 13, column (f))	15	87 494 %
16	Public support percentage from 2012 Schedule A, Part III, line 15	16	87 421 %

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2013** (line 10c, column (f) divided by line 13, column (f))	17	3 952 %
18	Investment income percentage from **2012** Schedule A, Part III, line 17	18	4 075 %

19a **33 1/3% support tests—2013.** 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—2012.** 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.** 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

Return Reference	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. ▶ Information about Schedule C (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

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	Employer identification number
HOUSTON LIVESTOCK SHOW AND RODEO INC	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	

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

		(a)	(b)
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)** 2010	**(b)** 2011	**(c)** 2012	**(d)** 2013	**(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	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) Yes	(a) No	(b) 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

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

Return Reference	Explanation

Part IV Supplemental Information ***(continued)***

Return Reference	Explanation

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93493196020305

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
▶ Attach to Form 990. ▶ See separate instructions. ▶ Information about Schedule D (Form 990) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

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

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶________

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶________

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ ________

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

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

(ii) Assets included in Form 990, Part X ▶ $ ________

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

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

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

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

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

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other

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

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

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

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

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

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

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

		(a) Current year	(b) Prior year	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

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

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

Part VI Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. 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	56,480,971		56,543,371
b Buildings				
c Leasehold improvements		29,635,595	11,702,212	17,933,383
d Equipment		21,710,817	17,226,592	4,484,225
e Other		17,882,668	5,340,340	12,542,328
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ►				91,503,307

Part VII Investments—Other Securities. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other (A) MARKETABLE ALT INVESTMENTS	18,366,693	F
(B) EMERGING MARKETS FUND	3,410,370	F
(C) NONMARKETABLE PRIVATE EQUITY	3,159,867	F
Total. *(Column (b) must equal Form 990, Part X, col (B) line 12)* ▶	24,936,930	

Part VIII Investments—Program Related. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX Other Assets. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11d See Form 990, Part X, line 15

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

Part X Other Liabilities. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1 (a) Description of liability	(b) Book value
Federal income taxes	0
INTEREST SWAP AGREEMENT	387,282
DEPOSITS	1,723,235
PENSION LIABILITY	7,911,539
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	10,022,056

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

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

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. Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

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

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

Return Reference	Explanation

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a.
▶Attach to Form 990 or Form 990-EZ. ▶See separate instructions.
▶Information about Schedule G (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

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

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

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

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

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

	(i) Name and address of individual or entity (fundraiser)	**(ii)** Activity	**(iii)** Did fundraiser have custody or control of contributions?		**(iv)** Gross receipts from activity	**(v)** Amount paid to (or retained by) fundraiser listed in col **(i)**	**(vi)** Amount paid to (or retained by) organization
			Yes	**No**			
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							
Total . . . . ▶							

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

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

			(a) Event #1 SILENT AUCTION (event type)	(b) Event #2 BLACK HERITAGE (event type)	(c) Other events 5 (total number)	(d) Total events (add col (a) through col (c))
Revenue	1	Gross receipts . . .	173,795	136,132	474,317	784,244
	2	Less Contributions . .	121,995	59,132	423,317	604,444
	3	Gross income (line 1 minus line 2) . . .	51,800	77,000	51,000	179,800
Direct Expenses	4	Cash prizes . . .				
	5	Noncash prizes . .	3,415	1,426	15,738	20,579
	6	Rent/facility costs . .	44,035		14,984	59,019
	7	Food and beverages .				
	8	Entertainment . . .				
	9	Other direct expenses .	26,335	74,250	70,589	171,174
	10	Direct expense summary Add lines 4 through 9 in column (d) . . . . ▶				(250,772)
	11	Net income summary Subtract line 10 from line 3, column (d) . . . . ▶				-70,972

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				
Direct Expenses	2	Cash prizes				
	3	Non-cash prizes . . .				
	4	Rent/facility costs . . .				
	5	Other direct expenses . .				
	6	Volunteer labor . . .	☐ Yes ______ % ☐ No	☐ Yes ______ % ☐ No	☐ Yes ______ % ☐ No	
	7	Direct expense summary Add lines 2 through 5 in column (d) . . . . ▶				
	8	Net gaming income summary Subtract line 7 from line 1, column (d) . . . . ▶				

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

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

b If "No," explain ______

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

b If "Yes," explain ______

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

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

13 Indicate the percentage of gaming activity operated in

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

14 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.** 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).

Return Reference	Explanation

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493196020305

Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

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

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990
▶ Information about Schedule I (Form 990) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Open to Public Inspection

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 Three NRG Park HOUSTON,TX 77054	76-0260204	501(C)(3)	12,659,065				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.** Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Return Reference	**Explanation**
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, line 23.
► Attach to Form 990. ► See separate instructions.
► Information about Schedule J (Form 990) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

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

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

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

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

(A) Name and Title		**(B)** Breakdown of W-2 and/or 1099-MISC compensation			**(C)** Retirement and other deferred compensation	**(D)** Nontaxable benefits	**(E)** Total of columns (B)(i)-(D)	**(F)** Compensation reported as deferred in prior Form 990
		(i) Base compensation	**(ii)** Bonus & incentive compensation	**(iii)** Other reportable compensation				
See Additional Data Table								

Part III Supplemental Information

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

Return Reference	Explanation
COMPENSATION INFORMATION	IRVEN E WAGNER SERVED AS PRESIDENT AND CEO OF THE ORGANIZATION UNTIL APRIL 2013 AS A FORMER OFFICER FOR THE PURPOSES OF THE FISCAL YEAR 2014, HIS COMPENSATION FOR 2013 CALENDAR YEAR IS INCLUDED IN PART VII, SECTION A AND SCHEDULE J, PART II 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 AMOUNTS IN COLUMN C REFLECT THE PENSION EXPENSE RELATED TO THE DEFINED BENEFIT PLAN THESE AMOUNTS WERE NOT PAID TO THE EMPLOYEES

Additional Data

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				
Jill Clement EXECUTIVE DIRECTOR-tickets	(i) (ii)	152,267	12,000		21,378	19,950	205,595	
Joe Bruce Hancock JR GENERAL MANAGER, DIRECTOR	(i) (ii)	255,465	22,000	2,147	60,427	20,151	360,190	
IRVEN E WAGNER FORMER PRESIDENT	(i) (ii)	140,255	75,000		10,779	4,922	230,956	
JOEL COWLEY PRESIDENT	(i) (ii)	256,142 0	10,000	1,403	35,015	19,561	322,121 0	
M LEROY SHAFER VICE PRESIDENT/COO, DIRECTOR	(i) (ii)	395,162 0	100,000	6,627	-2,097	15,454	515,146 0	
JENNIFER HAZELTON CHIEF FINANCIAL OFFICER	(i) (ii)	251,211 0	22,000	425	41,623	9,218	324,477 0	
SHERRY HIBBERT GENERAL COUNSEL	(i) (ii)	232,693 0	15,000	1,843	40,982	12,561	303,079 0	
ANDY SLOAN CHIEF INFORMATION OFFICER	(i) (ii)	263,802 0	15,000	1,471	60,409	20,151	360,833 0	
MARY S MARTIN EXECUTIVE DIRECTOR - MARKETING	(i) (ii)	189,299 0	10,000	2,147	66,025	15,544	283,015 0	
Steve Gumerman MANAGING DIRECTOR - IS	(i) (ii)	175,424 0	3,380		40,060	20,386	239,250 0	
Michael DeMarco EXECUTIVE DIRECTOR-OPERATIONS	(i) (ii)	168,987 0	10,000	1,471	46,547	9,027	236,032 0	
Elizabeth Greer EXECUTIVE DIRECTOR-EXHIBITS	(i) (ii)	167,996 0	12,000	592	32,830	9,027	222,445 0	

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493196020305

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.
▶Information about Schedule L (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

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

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

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

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 . . . ▶ $

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . ▶ $

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

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

Part III Grants or Assistance Benefitting Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

Part IV **Business Transactions Involving Interested Persons.**
Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	**(b)** Relationship between interested person and the organization	**(c)** Amount of transaction	**(d)** Description of transaction	**(e)** Sharing of organization's revenues?	
				Yes	**No**
See Additional Data Table					

Part V **Supplemental Information**
Provide additional information for responses to questions on Schedule L (see instructions)

Return Reference	**Explanation**

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) Durwood Greene Construction Co	OWNED BY VICE PRESIDENT	2,295,774	PROVIDER OF PRODUCT		No
(2) Lone Star Exhibits	Owned by Board Member	940,033	PROVIDER OF PRODUCT		No
(3) Murphy Buckle Company	Owned by Board Member	776,240	PROVIDER OF PRODUCT		No
(4) SignTex Imaging	Owned by Board Member	482,236	PROVIDER OF PRODUCT		No
(5) The Laryat Company	OWNED BY FAMILY OF MEMBER	191,471	PROVIDER OF PRODUCT		No
(6) Executive Toys	Owned by Board Member	186,747	PROVIDER OF PRODUCT		No
(7) All Texas Fence	Owned by Board Member	168,981	PROVIDER OF PRODUCT		No

SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.
▶Information about Schedule M (Form 990) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining 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	5	265,281	VALUE ON RECEIPT
10 Securities—Closely held stock .				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous . .				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other . . .				
15 Real estate—Residential .				
16 Real estate—Commercial . .				
17 Real estate—Other . . .				
18 Collectibles				
19 Food inventory . . .				
20 Drugs and medical supplies .				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens . .				
24 Archeological artifacts . . .				
25 Other ▶ (____________)				
26 Other ▶ (____________)				
27 Other ▶ (____________)				
28 Other ▶ (____________)				

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

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

Part II **Supplemental Information.** 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.

Return Reference	Explanation

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493196020305

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.
► Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

990 Schedule O, Supplemental Information

Return Reference	Explanation
REVIEW OF FORM 990 - PART VI, SECTION A, QUESTION 11B	
CONFLICT OF INTEREST POLICY - PART VI, SECTION B, QUESTION 12c	HLSR DISTRIBUTES A CONFLICT OF INTEREST / FORM 990 QUESTIONNAIRE ANNUALLY THE COMPLETED Q UESTIONNAIRES ARE REVIEWED BY HLSR'S GENERAL COUNSEL AND ARE PROVIDED TO ACCOUNTING FOR DI SCLOSURE ON THE TAX RETURN WHERE APPROPRIATE
COMPENSATION POLICY - PART VI, SECTION B, QUESTION 15b	HLSR HAS A COMPENSATION COMMITTEE WHICH REVIEWS PERFORMANCE OF THE CEO ANNUALLY THE COMPE NSATION COMMITTEE RECOMMENDS OR REVIEWS AND APPROVES COMPENSATION FOR THE CEO AND ALL OTHE R SENIOR MANAGEMENT THE COMMITTEE USES COMPENSATION STUDIES DONE BY OUTSIDE CONSULTANTS I N 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 MAD E 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 FO R PEARCE INDUSTRIES RICHARD BEAN GARY M PEARCE JIM EPPS BOARD MEMBERS OF 100 CLUB OF HOU STON Clair Branch Darryl A Schroeder James M "Jim" Clepper Jerry Crews John J Montalba no John Van De Wiele J L "Bubba" Butera 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 BOARD MEMBERS FOR ELVES AND MORE CHARITY TOM C DAVIS ERIC POTTS EMPLOYED BY D L DOYLE CONSTRUCTION CO DOUGLAS DOYLE Jim Bob TAYLOR EMPLOYED BY CA NNONBALL TRUCKING, INC RONALD EUBANKS JIM LIGHTFOOT PARTNERS IN JOINT REAL ESTATE VENTURE S 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 MOUT ON, 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 M USHINSKI WORKS AT JOHN L WORTHAM & SON, LP Robert Kneppler JACK LYONS ROBERT E PAINE BO ARD OF DIRECTORS OF MARY J HAMILTON, CON DIOS FOUNDATION ANDREW VAVRA TOM DAVIS PHILLIP LEGGETT SAM AYERS BOARD OF TRUSTEES OF TEXAS 4-H YOUTH DEVELOPMENT FOUNDATION JOHN WADE B ARRON HOBBS EDWARD "BERRY" SUMMEROUR JOEL COWLEY DIRECTORS AND MEMBERS OF EXECUTIVE COMMIT TEE OF TITLE DATA, INC JAMES WINDHAM E D LESTER RESIDENTIAL GENERAL CONTRACTOR FOR HLSR CARRUTH GERAULT DIRECTORS AND SHAREHOLDERS OF AGGREDYNE, INC ROBERT HUX BRADY CARRUTH R ED GRIFFIN DENNIS STEGER BOARD OF DIRECTORS OF CATHOLIC CHARITIES OF THE ARCHDIOCESE OF GA LVESTON-HOUSTON KEVIN RECH JEFFREY HILDEBRAND WORKS FOR CAMP CONSTRUCTION ROGER CAMP MIK E KOCH BOARD OF DIRECTORS OF THE MONTGOMERY COUNTY FAIR DON BUCKALEW JOHN CAUSEY ANDREW C ANTU ROBERT DAVIS BUSINESS RELATIONSHIP WITH C DAVIS BROTHERS CONSTRUCTION ANDREW VAVRA TOM DAVIS BOB DAVIS BOARD OF DIRECTORS OF THE FRIENDS OF JSAC ROY BROCK DIANE GAUTREAUX L ARRY WALTERS JEN MARIE RAU William L LAWLER JOE VAN MATRE ED DECORA BOARD OF DIRECTORS OF RANCHER'S RIDE Larry Byars Joe Pedigo Lynn Nunez Jill Clement Mason Hunt Michelle Wasaff Jen Marie Rau DETECTION & SUPPRESSION INT CHRISTOPHER ENNIS RICHARD WEIMAN PARTNERS IN A REAL ESTATE INVESTMENT VENTURE TODD RIDDLE JOE VAN MATRE BOARD OF DIRECTORS OF THE HOUS TON APARTMENT ASSOCIATION Michelle Bridges-Pahl Mike Koch SHAREHOLDERS IN LEISURE TRAVEL ALLIANCE, INC John O Smith James E Parish Joe Van Matre William L Lawler Michael S M cKinney BOARD OF DIRECTORS OF CHASE EXPLORATION JIM BROCK D WAYNE TURNER WORKS FOR BLAZE R BUILDING INC CHRIS RICHARDSON JENNIFER HIRSCH OWNERS OF ETT LEASING Ted Gaylord Terry Mack Brown Kirk Williamson OWNERS OF 5767 LANDSCAPING ARTISTS, LP Ted Gaylord Samuel R Ayers Partners in Lucky J Ranch, LLP GP & Lucky J Ranch LLC Joe Van Matre James Winne 50/ 50 OWNERS OF AN AIRPLANE Dennis Steger Robert Clay COMPANIES CONDUCT BUSINESS WITH ONE AN OTHER Stephanie Baird (BEVCO INTERNATIONAL) Tilman Fertitta (LANDRY'S) WORK FOR SIGNTEX I MAGING LP J M CLEPPER (FATHER) MICHAEL E CLEPPER (SON) OWNERS OF DAVIS BROTHERS CONSTRUC TION ROBERT DAVIS (BROTHER) TOM C DAVIS (BROTHER) OWNERS OF DUNN ENTERPRISES FREEMAN DU NN (FATHER) W T DUNN (SON) COMMON OWNERSHIP IN SEVERAL BUSINESSES DAVIS SCOTT HINSLEY (B ROTHER) G R "RAY" HINSLEY (BROTHER) 25% INTEREST IN FAMILY LTD PARTNERSHIP JAMES GROVER KELLEY (BROTHER) NANO KELLEY SCHERRIEB (SISTER) OWNERS OF RM BROTHERS DEVELOPMENT LLC ROY MARSH (BROTHER) ROBERT MARSH (BROTHER) OWNERS OF MELTON ELECTRIC, INC CHARLES MELTON (FA THER) MARK MELTON (SON) EMPLOYED BY WM JONES & COMPANY INSURANCE WILLIAM M JONES (FATHER) MICHAEL JEFFREY JONES (SON) 45% OWNERS IN SPRING INSURANCE JERROL SPRINGER (HUSBAND) PAM SPRINGER (WIFE) 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 (S ON-IN-LAW) MICHAEL A CURLEY (FATHER) MICHAEL C CURLEY (SON) TOM DOMPIER (FATHER) SHELLY MULANAX (DAUGHTER) ROY ELLEDGE (FATHER) BRENDA STUBBS (STEP-DAUGHTER) SUZANNE EPPS (MOTHER) JAMES C EPPS (SON) LIZ JAMESON (SISTER-IN-LAW) PAT GILBERT (BROTHER-IN-LAW) G W KENT (BROTHER) J A KENT (BROTHER) DANNY LANG JR (UNCLE) STUART LANG III (NEPHEW) DANNY MARBURGE R (FATHER) RICHARD MARBURGER (SON) WILLARD MERCIER (FATHER-IN-LAW) EDWARD SCHULZ (SON-IN-L AW) KEN C MOURSUND (BROTHER-IN-LAW) JOHN PORTER WADE (BROTHER-IN-LAW) EDWARD SCHULZ (FATH ER-IN-LAW) JEFFREY HAYES (SON-IN-LAW) R L BUD O'SHIELES (FATHER) KELLY O'SHIELES (DAUGHTE R) PAT PENNINGTON (BROTHER-IN-LAW) CATHY CUNDIFF (SISTER-IN-LAW, STAFF MEMBER) W C SARTWE LLE (FATHER) ELISE SARTWELLE (DAUGHTER) JAMES SARTWELLE (UNCLE) ELISE SARTWELLE (NIECE) W C SARTWELLE (BROTHER) JAMES SARTWELLE (BROTHER) R H STEVENS (FATHER-IN-LAW) JAMES R TAYL OR (SON-IN-LAW) R H STEVENS (FATHER-IN-LAW) Robert Lloyd Becker Jr (SON-IN-LAW) JAMES R TAYLOR (BROTHER-IN-LAW) Robert Lloyd Becker Jr (BROTHER-IN-LAW) MARY ELLEN VERBOIS (SISTE R-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 (BROT HER) C THOMPSON WELLS (BROTHER) Richard Lee Fuqua (Father) Matthew Richard Fuqua (Son) Ch ris Richardson (Father) Matthew Richard Fuqua (Son-in-law) Emmett Story (Uncle) Joe Vara (Nephew) Patrick Walker (Brother) Thomas A Walker (Brother) Karen Bridges (MOTHER) Cathryn Bridges-Pahl (DAUGHTER) Michelle Verbois Wasaff (NEICE) Joel Verbois (UNCLE) Michelle Ver bois Wasaff (DAUGHTER) Mary Ellen Verbois (MOTHER) John Morton (STEP FATHER) Eric Huegele (STEP SON)
EXPLANATION OF AUDIT REPORT - PART XII, QUESTION 2C, PART IV, QUESTION 12	THE HOUSTON LIVESTOCK SHOW AND RODEO, INC , THE HOUSTON LIVESTOCK SHOW AND RODEO EDUCATION AL FUND (EIN 76-0260204), AND CORRAL CLUB, INC (EIN 74-2079763) HAVE A COMBINED AUDIT R EPORT THE HOUSTON LIVESTOCK SHOW AND RODEO, INC HAS AN AUDIT COMMITTEE CHARGED WITH RESP ONSIBILITY FOR THE OVERSIGHT OF THE COMBINED AUDITED FINANCIAL STATEMENTS AND THE SELECTIO N OF AN INDEPENDENT ACCOUNTANT
EXECUTIVE COMMITTEE EXPLANATION - PART VI, QUESTION 6, 7A, 7B	AN EXECUTIVE COMMITTEE IS ELECTED BY THE HLSR BOARD OF DIRECTORS THE PURPOSE OF THE EXECU TIVE COMMITTEE IS TO GIVE IMMEDIATE AID, COUNSEL AND AUTHORITY TO THE OFFICERS AND MANAGER S OF HLSR AND TO CARRY OUT THE RULES, REGULATIONS, PURPOSES AND POLICIES OF THE BOARD OF D IRECTORS THE EXECUTIVE COMMITTEE REPORTS TO AND IS RESPONSIBLE DIRECTLY TO THE BOARD OF D IRECTORS DURING THE INTERVAL BETWEEN MEETINGS OF THE BOARD OF DIRECTORS, THE EXECUTIVE CO MMITTEE POSSESSES AND MAY EXERCISE THE POWERS OF THE BOARD OF DIRECTORS NECESSARY OR CONVE NIENT 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 -1,796,179 ------------ TOTAL -1,796,179
ALTERNATIVE INVESTMENT SECURITIES, PART X, LINES 11 & 12	Due to a continued increase in the allocation of our investment portfolio toward alternati ve investment securities in the 2014 fiscal year, three new categories were added to the i nvestment footnote in both our combined HLSR & Educational Fund financial statements This required a reclassification of the investment balances in the 8/31/2013 financials for co mparison purposes
FORMER OFFICER'S COMPENSATION, PART VII, SECTION A	Irven E Wagner served as President and CEO of the organization until April 2013 As a for mer officer for the purposes of fiscal 2014, his compensation for the 2013 calendar year i s included in Part VII Section A and Schedule J, Part II
FORM 990 PART IX LINE 24 - OTHER EXPENSES	DESCRIPTION AWARDS - EXHIBITORS/PARTICIPAN TOTAL EXPENSES 4607170 PROGRAM SERVICES 4510655 FUNDRAISING 96515
FORM 990 PART IX LINE 24 - OTHER EXPENSES	DESCRIPTION CREDIT CARD COMMISSIONS TOTAL EXPENSES 1854594 PROGRAM SERVICES 1580394 MANAGEMENT AND GENERAL 8205 FUNDRAISING 265995
FORM 990 PART IX LINE 24 - OTHER EXPENSES	DESCRIPTION OTHER AWARDS/BADGES TOTAL EXPENSES 1354911 PROGRAM SERVICES 465874 FUNDRAISING 889037
FORM 990 PART IX LINE 24 - OTHER EXPENSES	DESCRIPTION STAR MERCHANDISE TOTAL EXPENSES 1484492 PROGRAM SERVICES 1484492
FORM 990 PART IX LINE 24 - OTHER EXPENSES	DESCRIPTION OTHER EXPENSES TOTAL EXPENSES 1595026 PROGRAM SERVICES 1186660 MANAGEMENT AND GENERAL 234386 FUNDRAISING 173980

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.
▶ Information about Schedule R (Form 990) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

Part I **Identification of Disregarded Entities** Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (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" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	No
(1) HLSR EDUCATIONAL FUND Three NRG Park HOUSTON, TX 77054 76-0260204	SCHOLARSHIPS	TX	501(c)(3)	11	NA		No
(2) HLSR INSTITUTE FOR TEACHER EXCELLENCE Three NRG Park HOUSTON, TX 77054 76-0539447	EDUCATION	TX	501(c)(3)	11	NA		No
(3) HLSR ENDOWMENT FOUNDATION Three NRG Park HOUSTON, TX 77054 20-3612828	SCHOLARSHIPS	TX	501(C)(3)	11	NA		No
(4) HHSB INC Three NRG Park 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" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

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

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

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

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

			Yes	No
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 orgranization 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	**1a**		No
b	Gift, grant, or capital contribution to related organization(s)	**1b**	Yes	
c	Gift, grant, or capital contribution from related organization(s)	**1c**		No
d	Loans or loan guarantees to or for related organization(s)	**1d**		No
e	Loans or loan guarantees by related organization(s)	**1e**		No
f	Dividends from related organization(s)	**1f**		No
g	Sale of assets to related organization(s)	**1g**		No
h	Purchase of assets from related organization(s)	**1h**		No
i	Exchange of assets with related organization(s)	**1i**		No
j	Lease of facilities, equipment, or other assets to related organization(s)	**1j**		No
k	Lease of facilities, equipment, or other assets from related organization(s)	**1k**		No
l	Performance of services or membership or fundraising solicitations for related organization(s)	**1l**		No
m	Performance of services or membership or fundraising solicitations by related organization(s)	**1m**		No
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	**1n**	Yes	
o	Sharing of paid employees with related organization(s)	**1o**	Yes	
p	Reimbursement paid to related organization(s) for expenses	**1p**		No
q	Reimbursement paid by related organization(s) for expenses	**1q**	Yes	
r	Other transfer of cash or property to related organization(s)	**1r**		No
s	Other transfer of cash or property from related organization(s)	**1s**		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 related organization	**(b)** Transaction type (a-s)	**(c)** Amount involved	**(d)** Method of determining amount involved
(1) HLSR EDUCATIONAL FUND	B, N,	12,659,065	actual
(2) CORRAL CLUB INC	n, o,	1,449,292	actual

Part VI Unrelated Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 37.
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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate 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		Yes	No	

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference	Explanation