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Form 990  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations) ▶ Do not enter social security numbers on this form as it may be made public ▶ Information about Form 990 and its instructions is at www.irs.gov/form990	OMB No 1545-0047 2014 Open to Public Inspection
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A For the 2014 calendar year, or tax year beginning 09-01-2014 , and ending 08-31-2015

B Check if applicable ☐ Address change ☐ Name change ☐ Initial return ☐ Final return/terminated ☐ Amended return ☐ Application pending	C Name of organization HOUSTON LIVESTOCK SHOW AND RODEO INC		D Employer identification number 74-1142851
	% JENNIFER HAZELTON Doing business as		E Telephone number (832) 667-1000
	Number and street (or P O box if mail is not delivered to street address) THREE NRG PARK	Room/suite	
	City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77054		G Gross receipts \$ 126,850,028
	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)
I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () (Insert no) ☐ 4947(a)(1) or ☐ 527		H(c) Group exemption number	
J Website: www.hlsr.com			

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities SEE SCHEDULE O		
	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	401
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	386
	5 Total number of individuals employed in calendar year 2014 (Part V, line 2a)	5	1,438
6 Total number of volunteers (estimate if necessary)	6	31,000	
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	-413,223	
b Net unrelated business taxable income from Form 990-T, line 34	7b	-413,223	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	41,093,265	41,979,863
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	73,555,599	74,319,848
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	8,452,991	7,958,075
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	-575,160	-406,991
		122,526,695	123,850,795
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	12,659,065	11,116,141
	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)	15,663,023	17,053,203
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) <u>8,143,352</u>		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	73,457,773	77,204,573
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	101,779,861	105,373,917
	19 Revenue less expenses Subtract line 18 from line 12	20,746,834	18,476,878
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	254,358,522	251,204,792
	21 Total liabilities (Part X, line 26)	72,513,597	66,144,535
	22 Net assets or fund balances Subtract line 21 from line 20	181,844,925	185,060,257

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				2016-06-29	
	Signature of officer			Date	
	JENNIFER HAZELTON CFO				
	Type or print name and title				
Paid Preparer Use Only	Prnt/Type preparer's name ERIC M MCNEIL		Preparer's signature ERIC M MCNEIL		Date
	Firm's name ▶ PricewaterhouseCoopers LLP		Check ☐ if self-employed		PTIN P00460263
	Firm's address ▶ 2001 MARKET ST SUITE 1800 PHILADELPHIA, PA 19103		Firm's EIN ▶ Phone no (267) 330-3000		

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

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

SEE 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 \$	76,561,830	including grants of \$	0) (Revenue \$	74,373,202)
	-	The 2015 Houston Livestock Show and Rodeo set the 20-day total attendance record with entertaining 2,483,193 visitors (all activities on the grounds) - The RODEOHOUSTON paid attendance record of 1,377,477 fans enjoyed action-packed rodeo performances and superstars in concert Seven 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 232,380 people in attendance from FEBRUARY 26-FEBRUARY 28 - RODEOHOUSTON committed more than \$2 1 million to its contestants in 2015 - The 2015 RODEOHOUSTON BP Super Series, an international, invitation-only rodeo, featuring some of the world's top cowboys and cowgirls in five three-day series - With the entire purse provided by RODEOHOUSTON, and no entry fees required by the contestants, rodeo athletes competed for a share of \$1 69 million in prize money, and each event champion walked away from NRG 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 22, 2015 This invitation-only, one-day event featured champion athletes from eight of the best rodeos in the United States and Canada Contestants competed in Bareback Riding, Barrel Racing, Bull Riding, Saddle Bronc Riding and Steer Wrestling With a total purse of \$250,000, the Super Shootout is among the richest one-day rodeo events in the world Each champion earned \$25,000 and a champion buckle - This year's livestock competitions and horse shows boasted 30,476 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 - Eight Grand Champion and Reserve Grand Champion junior market and school art auction lots set or matched world or Show records - Junior auction sales totaled \$12,087,550 - The Houston Livestock Show and Rodeo Champion Wine Auction brought in \$1,916,500, including a price of \$232,000 for the Grand Champion Best of Show, and a price of \$200,000 for the Reserve Grand Champion Best of Show - The Ranching and Wildlife Auction totaled \$267,500 - Nearly \$7 3 million in premiums and awards were paid to junior show exhibitors and calf scramble participants in the 2015 Show - The Houston Livestock Show and Rodeo contributed over \$11 9 million to the Houston Livestock Show and Rodeo Educational Fund in support of \$16 7 million in scholarship, grant, and educational program awards - Approximately 31,000 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 committees donated their time and talent to the show, reducing expenses and assisting in the above listed program accomplishments				

4b	(Code)	(Expenses \$ 11,116,141 including grants of \$ 11,116,141)	(Revenue \$ 0)
	Houston Livestock Show and Rodeo makes grants to the affiliated organization Houston Livestock Show & Rodeo Educational Fund (EIN 76-0260204) in support of approximately \$16.7 million in scholarships and educational grants awarded		

[illegible]

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

4e	Total program service expenses	87,677,971
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Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? 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 Yes	
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 domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	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? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b	Yes	
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c	Yes	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response 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.	3,495	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	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	1,438
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 FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).			
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. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?		8	
9a Did the sponsoring organization make any taxable distributions under section 4966?		9a	
b Did the sponsoring 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		
	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		
1b	Enter the number of voting members included in line 1a, above, who are independent		
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?	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?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?	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?	Yes	
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	Yes	
8b	Each committee with authority to act on behalf of the governing body?	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		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?		No
10b	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?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?		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	Yes	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	Yes	
13	Did the organization have a written whistleblower policy?	Yes	
14	Did the organization have a written document retention and destruction policy?	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?		
15a	The organization's CEO, Executive Director, or top management official	Yes	
15b	Other officers or key employees of the organization	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?		No
16b	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?		

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, address, and telephone number of the person who possesses the organization's books and records ▶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)						(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			

Part VII

(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			

1b	Sub-Total			
c	Total from continuation sheets to Part VII, Section A			
d	Total (add lines 1b and 1c)	3,076,627	0	694,479

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 ▶32

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
LD SYSTEMS INC, PO BOX 10620 HOUSTON, TX 77206	AUDIO/VIDEO SERVICES	6,417,154
RAY CAMMACK SHOWS INC, 4950 West Southern Ave LAVEEN, AZ 85339	CARNIVAL SERVICES	3,599,105
TRANSPORTATION MANAGEMENT SERVICES, 17810 MEETING HOUSE ROAD SUITE 200 SANDY SPRING, MD 20860	TRANSPORTATION	3,196,046
ARAMARK SPORTS AND ENTERTAINMENT, TWO NRG PARK HOUSTON, TX 77054	FOOD SERVICE	2,021,831
ARAMARK FACILITY SERVICES, TWO NRG PARK HOUSTON, TX 77054	CLEANING SERVICES	1,738,495

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 ▶82

Part VIII

Statement of Revenue

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

			(A)	(B)	(C)	(D)
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns 1a				
	b	Membership dues 1b	4,222,411			
	c	Fundraising events 1c	458,524			
	d	Related organizations 1d				
	e	Government grants (contributions) 1e				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	37,298,928			
	g	Noncash contributions included in lines 1a-1f \$	279,535			
	h	Total. Add lines 1a-1f	41,979,863			
Program Service Revenue	2a	RODEO SHOW RECEIPT	Business Code			
			711300	74,319,848	74,319,848	
	b					
	c					
	d					
	e					
	f	All other program service revenue				
	g	Total. Add lines 2a–2f	74,319,848			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	2,800,001			2,800,001
	4	Income from investment of tax-exempt bond proceeds	0			
	5	Royalties	0			
	6a	Gross rents	(i) Real	(ii) Personal		
			425,273			
			692,215			
			-266,942	0		
	b	Less rental expenses				
	c	Rental income or (loss)				
	d	Net rental income or (loss)	-266,942		-266,942	
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other		
			5,158,074			
			0			
			5,158,074			
	b	Less cost or other basis and sales expenses				
	c	Gain or (loss)				
	d	Net gain or (loss)	5,158,074			5,158,074
	8a	Gross income from fundraising events (not including \$ 458,524 of contributions reported on line 1c) See Part IV, line 18				
	a		320,900			
	b	Less direct expenses b	368,022			
	c	Net income or (loss) from fundraising events	-47,122			-47,122
	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		1,725,969			
	b	Less cost of goods sold b	1,938,996			
	c	Net income or (loss) from sales of inventory	-213,027	53,354	-266,381	
	Miscellaneous Revenue		Business Code			
	11a	SCHAEFER RANCHWEAR E-MAIL OFFER TO MEMBERS	900099	27,000	27,000	
	b	PANHANDLE SLIM E-MAIL OFFER TO VOLUNTEERS	900099	17,400	17,400	
	c	DIVA DIAMOND/MAVERICK'S E-MAIL OFFER TO MEMBERS	900099	13,500	13,500	
	d	All other revenue		62,200	62,200	
	e	Total. Add lines 11a–11d	120,100			
	12	Total revenue. See Instructions	123,850,795	74,373,202	-413,223	7,910,953

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 domestic organizations and domestic governments. See Part IV, line 21.	11,116,141	11,116,141		
2	Grants and other assistance to domestic individuals. See Part IV, line 22.	0			
3	Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. 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.	2,403,087	767,849	1,551,881	83,357
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	160,740			160,740
7	Other salaries and wages.	11,122,475	7,265,290	2,942,197	914,988
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	1,147,714	607,182	423,560	116,972
9	Other employee benefits.	1,243,538	701,249	417,247	125,042
10	Payroll taxes.	975,649	565,150	330,714	79,785
11	Fees for services (non-employees):				
a	Management.	0			
b	Legal.	221,080		221,080	
c	Accounting.	133,829	11,000	122,829	
d	Lobbying.	0			
e	Professional fundraising services. See Part IV, line 17.	0			
f	Investment management fees.	161,547		161,547	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	19,736,426	18,340,591	435,932	959,903
12	Advertising and promotion.	3,169,357	2,932,870	46,670	189,817
13	Office expenses.	1,659,654	1,164,370	201,982	293,302
14	Information technology.	1,017,474	94,957	917,433	5,084
15	Royalties.	0			
16	Occupancy.	1,959,539	1,687,715		271,824
17	Travel.	88,386	36,533	39,967	11,886
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19	Conferences, conventions, and meetings.	22,573	7,236	13,497	1,840
20	Interest.	842,885	842,885		
21	Payments to affiliates.	0			
22	Depreciation, depletion, and amortization.	3,685,642	3,175,170	424,920	85,552
23	Insurance.	1,030,034	503,161	451,293	75,580
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	9,990,324	9,988,224		2,100
b	CONTRIBUTIONS TO SHOW EXHIBIT	7,787,317	7,787,317		
c	EQUIPMENT RENTAL & MAINT	7,598,676	7,225,259	182,073	191,344
d	FOOD AND BEVERAGE SERVICES	6,947,906	3,563,818	281,247	3,102,841
e	All other expenses	11,151,924	9,294,004	386,525	1,471,395
25	Total functional expenses. Add lines 1 through 24e.	105,373,917	87,677,971	9,552,594	8,143,352
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)		(B)
				Beginning of year		End of year
Assets	1	Cash—non-interest-bearing		17,583,670	1	21,676,111
	2	Savings and temporary cash investments		0	2	0
	3	Pledges and grants receivable, net		0	3	0
	4	Accounts receivable, net		2,016,805	4	2,489,316
	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		8,583,727	7	7,586,529
	8	Inventories for sale or use		1,152,505	8	559,981
	9	Prepaid expenses and deferred charges		1,181,234	9	720,404
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a130,078,122			
	b	Less accumulated depreciation	10b37,827,777	91,503,307	10c	92,250,345
	11	Investments—publicly traded securities		106,778,257	11	97,805,618
	12	Investments—other securities See Part IV, line 11		24,936,930	12	27,134,708
	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		622,087	15	981,780
	16	Total assets. Add lines 1 through 15 (must equal line 34)		254,358,522	16	251,204,792
Liabilities	17	Accounts payable and accrued expenses		5,434,003	17	5,701,288
	18	Grants payable		0	18	0
	19	Deferred revenue		24,132,538	19	27,534,300
	20	Tax-exempt bond liabilities		5,425,000	20	0
	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	22,571,429
	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		10,022,056	25	10,337,518
	26	Total liabilities. Add lines 17 through 25		72,513,597	26	66,144,535
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		181,844,925	27	185,060,257
	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		181,844,925	33	185,060,257
	34	Total liabilities and net assets/fund balances		254,358,522	34	251,204,792

Part XI Reconciliation 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	123,850,795
2	Total expenses (must equal Part IX, column (A), line 25)	2	105,373,917
3	Revenue less expenses Subtract line 2 from line 1	3	18,476,878
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	181,844,925
5	Net unrealized gains (losses) on investments	5	-14,245,015
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	-1,016,531
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	185,060,257

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

Additional Data

Software ID:

Software Version:

EIN: 74-1142851

Name: HOUSTON LIVESTOCK SHOW AND RODEO INC

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Jack A Lyons Chairman of the Board	10 0 1 0	X		X				0	0	0
(1) Jim Brock Vice President/Director	5 0 0 0	X		X				0	0	0
(2) Andrew Cantu VP/Director (starting 6/1/15)	5 0 0 0	X		X				0	0	0
(3) Curtis Clerkley Vice President/Director	5 0 0 0	X		X				0	0	0
(4) Jerry M Crews VP/Director (through 5/31/15)	5 0 0 0	X		X				0	0	0
(5) Ronald E Gulihur Vice President/Director	5 0 0 0	X		X				0	0	0
(6) Jeff Harris VP/DIRECTOR (THROUGH 5/31/15)	5 0 0 0	X		X				0	0	0
(7) Parker Johnson Vice President/Director	5 0 0 0	X		X				0	0	0
(8) Jeffrey M Jones Vice President/Director	5 0 0 0	X		X				0	0	0
(9) Robert B Kneppler VP/Director (through 5/31/15)	5 0 0 0	X		X				0	0	0
(10) Jeff Lewis DDS VP/Director (through 5/31/15)	5 0 0 0	X		X				0	0	0
(11) Gregory N Miller VP/Director (starting 6/1/15)	5 0 0 0	X		X				0	0	0
(12) Gary Raymond Nesloney VP/Director (starting 6/1/15)	5 0 0 0	X		X				0	0	0
(13) Gerald Lynn Nunez VP/Director (through 5/31/15)	5 0 0 0	X		X				0	0	0
(14) Michael K O'Kelley VP/Director (starting 6/1/15)	5 0 0 0	X		X				0	0	0
(15) PATRICIA Pat Mann Phillips VP/Director (starting 6/1/15)	5 0 0 0	X		X				0	0	0
(16) Tony Rich Vice President/Director	5 0 0 0	X		X				0	0	0
(17) Ken Shaw Vice President/Director	5 0 0 0	X		X				0	0	0
(18) Wesley Sinor Vice President/Director	5 0 0 0	X		X				0	0	0
(19) Robbie Smith VP/Director (starting 6/1/15)	5 0 0 0	X		X				0	0	0
(20) Hugh Dennis Steger VP/Director (through 5/31/15)	5 0 0 0	X		X				0	0	0
(21) James R Taylor Vice President/Director	5 0 0 0	X		X				0	0	0
(22) Joe Van Matre VP/Director (through 5/31/15)	5 0 0 0	X		X				0	0	0
(23) Sharleen Walkoviak Vice President/Director	5 0 0 0	X		X				0	0	0
(24) David Yates Vice President/Director	5 0 0 0	X		X				0	0	0

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

(A) Name and Title	(B) Average hours per week (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			
(26) Jim Bloodworth Executive Committee	2 5 0 25	X						0	0	0
(1) Don A Buckalew Executive Committee	2 5 0 25	X						0	0	0
(2) Brady F Carruth Executive Committee	2 5 0 0	X						0	0	0
(3) John Causey Exec Committee(THROUGH 7/4/15)	2 5 0 25	X						0	0	0
(4) J M Clepper Executive Committee	2 5 0 25	X						0	0	0
(5) Tilman J Fertitta Executive Committee	2 5 0 25	X						0	0	0
(6) Wayne Hollis Jr Executive Committee	2 5 0 25	X						0	0	0
(7) JP Hunnicutt III Executive Committee	2 5 0 0	X						0	0	0
(8) Don D Jordan Executive Committee	2 5 0 25	X						0	0	0
(9) Ed McMahon Executive Committee	2 5 0 25	X						0	0	0
(10) Chris Richardson Executive Committee	2 5 0 25	X						0	0	0
(11) Charles R Robinson Executive Committee	2 5 0 25	X						0	0	0
(12) John O Smith Executive Committee	2 5 0 25	X						0	0	0
(13) Paul G Somerville Executive Committee	2 5 0 25	X						0	0	0
(14) Keith A Steffek Executive Committee	2 5 0 25	X						0	0	0
(15) RH Stevens Executive Committee	2 5 0 25	X						0	0	0
(16) P Michael Wells Executive Committee	2 5 0 25	X						0	0	0
(17) James M Windham Jr Executive Committee	2 5 0 25	X						0	0	0
(18) James A Winne III Executive Committee	2 5 0 0	X						0	0	0
(19) JJ Acy Director	1 0 0 0	X						0	0	0
(20) Joseph Adamek Director	1 0 0 0	X						0	0	0
(21) Eduardo Aguirre Jr Director	1 0 0 0	X						0	0	0
(22) Mary Jane Albert Director	1 0 0 0	X						0	0	0
(23) Gary Dean Allen Director	1 0 0 0	X						0	0	0
(24) Jimmie Allen Director	1 0 0 0	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (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			
(51) Russell Allen Director	1 0 0 0	X						0	0	0
(1) Scott Anderson Director	1 0 0 0	X						0	0	0
(2) Jerry J Andrew Director (THROUGH 12/24/14)	1 0 0 0	X						0	0	0
(3) Marie Denise Arcos Director	1 0 0 0	X						0	0	0
(4) Sam Ayers Director	1 0 0 0	X						0	0	0
(5) Bill Bailey Director	1 0 0 0	X						20,755	0	0
(6) Stephanie Baird Director	1 0 0 0	X						0	0	0
(7) David Baker Director	1 0 0 0	X						0	0	0
(8) Thomas J Baker III Director	1 0 0 0	X						0	0	0
(9) Connard Barker Director	1 0 0 0	X						0	0	0
(10) Linda Sue Barnes Director	1 0 0 0	X						0	0	0
(11) Frank T Barnett Director	1 0 0 0	X						0	0	0
(12) Louis Bart Director	1 0 0 0	X						0	0	0
(13) Jason Beal Director	1 0 0 0	X						0	0	0
(14) Richard E Bean Director (THROUGH 1/15/15)	1 0 0 0	X						0	0	0
(15) C A Beasley Director	1 0 0 0	X						0	0	0
(16) G M Becker DIRECTOR (THROUGH 9/20/14)	1 0 0 0	X						0	0	0
(17) Robert L Becker Jr Director	1 0 0 0	X						0	0	0
(18) Stuart Beken Director	1 0 0 0	X						0	0	0
(19) James P Berger Director	1 0 0 0	X						0	0	0
(20) Roger Bethune Director	1 0 0 0	X						0	0	0
(21) Jim Billings Director	1 0 0 0	X						0	0	0
(22) Tucker Blair Director	1 0 0 0	X						0	0	0
(23) Mike Blasingame Director	1 0 0 0	X						0	0	0
(24) Bill R Bludworth Director	1 0 0 0	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (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			
(76) Fred Boas Director	1 0 0 0	X						0	0	0
(1) Danny R Boatman Director	1 0 0 0	X						0	0	0
(2) Terry Bodkin-Agris Director	1 0 0 0	X						0	0	0
(3) William C Booher Director	1 0 0 0	X						0	0	0
(4) M David Boothe Director	1 0 0 0	X						0	0	0
(5) Douglas B Bosch Director	1 0 0 0	X						0	0	0
(6) CLAIR BRANCH DIRECTOR	1 0 0 0	X						0	0	0
(7) CLAIR BARCLAY BRANCH Director (STARTING 6/1/15)	1 0 0 0	X						0	0	0
(8) John R Braniff Director	1 0 0 0	X						0	0	0
(9) John R Braniff Jr Director	1 0 0 0	X						0	0	0
(10) Mike Brem Director	1 0 0 0	X						0	0	0
(11) Curtis Brenner Director	1 0 0 0	X						0	0	0
(12) Karen Bridges Director	1 0 0 0	X						0	0	0
(13) Michelle Bridges-Pahl Director	1 0 0 0	X						0	0	0
(14) Brandon Lee Bridwell Director	1 0 0 0	X						0	0	0
(15) Roy Brock Director (THROUGH 5/31/15)	1 0 0 0	X						0	0	0
(16) Pam Brooks Director	1 0 0 0	X						0	0	0
(17) Terry Mack Brown Director	1 0 0 0	X						0	0	0
(18) Susan Buddeke Director	1 0 0 0	X						0	0	0
(19) Jane Burnap Director	1 0 0 0	X						0	0	0
(20) Tim Burns Director	1 0 0 0	X						0	0	0
(21) Thomas A Burt Director (STARTING 6/1/15)	1 0 0 0	X						0	0	0
(22) George A Buschardt Director	1 0 0 0	X						0	0	0
(23) JL Butera Director	1 0 0 0	X						0	0	0
(24) Richard B Butler Director	1 0 0 0	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (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			
(101) Larry D Byars Director	1 0 0 0	X						0	0	0
(1) Kevin E Cagle Director	1 0 0 0	X						0	0	0
(2) Roger Camp Director	1 0 0 0	X						0	0	0
(3) Roger Campbell Director	1 0 0 0	X						0	0	0
(4) Roxie Regan Campbell Director	1 0 0 0	X						0	0	0
(5) Rudy Cano Director	1 0 0 0	X						0	0	0
(6) Beth Cardono Director	1 0 0 0	X						0	0	0
(7) Larry L Carroll Director	1 0 0 0	X						0	0	0
(8) Moreland Chapman Director (THROUGH 5/31/15)	1 0 0 0	X						0	0	0
(9) Joseph E Chastang Director	1 0 0 0	X						0	0	0
(10) Gene W Clark Director	1 0 0 0	X						0	0	0
(11) Chad J Clay Director	1 0 0 0	X						0	0	0
(12) Robert Clay Director	1 0 0 0	X						0	0	0
(13) Jill Clement EXECUTIVE DIR -TICKETS & ADMIN	50 0 0 0	X						171,208	0	52,948
(14) Michael E Clepper Director	1 0 0 0	X						0	0	0
(15) Ernie Boyd Collins Director (THROUGH 5/31/15)	1 0 0 0	X						0	0	0
(16) Thomas R Conner Director	1 0 0 0	X						0	0	0
(17) Mike Cook Director (THROUGH 5/31/15)	1 0 0 0	X						0	0	0
(18) John L Cooper II Director (THROUGH 10/2/14)	1 0 0 0	X						0	0	0
(19) Howard Thomas Cordell Director	1 0 0 0	X						0	0	0
(20) Michael A Curley Director	1 0 0 0	X						0	0	0
(21) Michael C Curley Director	1 0 0 0	X						0	0	0
(22) Dan D'Armond Director	1 0 0 0	X						0	0	0
(23) John W Daubert Director	1 0 0 0	X						0	0	0
(24) Chuck Davis Director	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(126) Robert N Davis Director	1 0 0 0	X						0	0	0
(1) Tom C Davis Director	1 0 0 0	X						0	0	0
(2) Gary Alan Debakey Director	1 0 0 0	X						0	0	0
(3) Edwin DeCora Director	1 0 0 0	X						0	0	0
(4) Gary Deitcher Director	1 0 0 0	X						0	0	0
(5) George A DeMontrond III Director	1 0 0 0	X						0	0	0
(6) Carl Detering Jr Director	1 0 0 0	X						0	0	0
(7) CR Devine Director	1 0 0 0	X						0	0	0
(8) Tom E Dompier Director	1 0 0 0	X						0	0	0
(9) Arthur J Dorr Director (THROUGH 8/12/15)	1 0 0 0	X						0	0	0
(10) Rodney E Doutel Director	1 0 0 0	X						0	0	0
(11) Andrew Dow Director	1 0 0 0	X						0	0	0
(12) Douglas L Doyle Director	1 0 0 0	X						0	0	0
(13) Kevin D Duke Director	1 0 0 0	X						0	0	0
(14) Freeman B Dunn Director	1 0 0 0	X						0	0	0
(15) W T Dunn Director	1 0 0 0	X						0	0	0
(16) John L Ebeling Director	1 0 0 0	X						0	0	0
(17) Jamie Ehrman Director	1 0 0 0	X						0	0	0
(18) Roy L Elledge Jr Director	1 0 0 0	X						0	0	0
(19) John D Ellis Jr Director	1 0 0 25	X						0	0	0
(20) Chris Ennis Director	1 0 0 0	X						0	0	0
(21) James C Epps III Director	1 0 0 0	X						0	0	0
(22) Suzanne H Epps Director	1 0 0 0	X						0	0	0
(23) Warner D Ervin Director	1 0 0 0	X						0	0	0
(24) Stephen Estes Director (STARTING 6/1/15)	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(151) Ronnie Eubanks Director	1 0 0 0	X						0	0	0
(1) Melba W Eveler Director	1 0 0 0	X						0	0	0
(2) Al Farrack Director	1 0 0 0	X						0	0	0
(3) Carolyn Faulk Director	1 0 0 0	X						0	0	0
(4) Charlene Casey Floyd Director	1 0 0 0	X						0	0	0
(5) Alan Folger Director	1 0 0 0	X						0	0	0
(6) Michael S Francisco Director	1 0 0 0	X						0	0	0
(7) Matthew R Fuqua Director	1 0 0 0	X						0	0	0
(8) Richard Lee Fuqua II Director	1 0 0 0	X						0	0	0
(9) A L Furnace Director	1 0 0 0	X						0	0	0
(10) Michael W Galvan Director	1 0 0 0	X						0	0	0
(11) Steve Ganey Director	1 0 0 0	X						0	0	0
(12) Juan Garcia Director (STARTING 6/1/15)	1 0 0 0	X						0	0	0
(13) Lyndal D Garner Director	1 0 0 0	X						0	0	0
(14) Gary T Garrison Director	1 0 0 0	X						0	0	0
(15) Diane Gautreaux Director	1 0 0 0	X						0	0	0
(16) Edward Gaylord Director	1 0 0 0	X						0	0	0
(17) Carruth Gerault Director	1 0 0 0	X						0	0	0
(18) Greg N Gerhart Director	1 0 0 0	X						0	0	0
(19) John Giannukos Director	1 0 0 0	X						0	0	0
(20) W Thad Gilliam Director (THROUGH 8/18/15)	1 0 0 0	X						0	0	0
(21) John Glithero Director	1 0 0 0	X						0	0	0
(22) Gary Glover Director	1 0 0 0	X						0	0	0
(23) Rey Gonzales Director	1 0 0 0	X						0	0	0
(24) Steven H Gordon Director (STARTING 6/1/15)	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(176) Ricky A Greene Director	1 0 0 0	X						0	0	0
(1) Red Griffin Director	1 0 0 0	X						0	0	0
(2) Sidney Grisham Director	1 0 0 0	X						0	0	0
(3) Butch Guerrero Director	1 0 0 0	X						0	0	0
(4) Robert Gulledege Director	1 0 0 0	X						0	0	0
(5) Richard Gustafson Director	1 0 0 0	X						0	0	0
(6) Michael J Hajovsky Director (THROUGH 5/31/15)	1 0 0 0	X						0	0	0
(7) Joe Bruce Hancock JR GENERAL MANAGER, DIRECTOR	50 0 0 0	X						295,853	0	87,240
(8) William D Hanna Director	1 0 0 0	X						0	0	0
(9) Jennifer Lynn Harmel Director (STARTING 6/1/15)	1 0 0 0	X						0	0	0
(10) Darrell N Hartman Director	1 0 0 0	X						0	0	0
(11) Michael Hartwig Director	1 0 0 0	X						0	0	0
(12) Jeffrey JEFF Hayes Director	1 0 0 0	X						0	0	0
(13) Lance Heacock Director	1 0 0 0	X						0	0	0
(14) Barney Hednck Director	1 0 0 0	X						0	0	0
(15) Michael A Heim Director	1 0 0 0	X						0	0	0
(16) Linda Renee Henson Director	1 0 0 0	X						0	0	0
(17) Kathleen KAKI Herd Director	1 0 0 0	X						0	0	0
(18) Angela Hernandez Director (STARTING 6/1/15)	1 0 0 0	X						0	0	0
(19) Bonnie Herndon Director (THROUGH 5/4/15)	1 0 0 0	X						0	0	0
(20) Arthur AL Herring Director	1 0 0 0	X						0	0	0
(21) Gary Wayne Hettenbach Director (THROUGH 5/31/15)	1 0 0 0	X						0	0	0
(22) Jerry H Hickman Director	1 0 0 0	X						0	0	0
(23) Brad Hildebrand Director (STARTING 6/1/15)	1 0 0 0	X						0	0	0
(24) Jeffrey D Hildebrand Director	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(201) Naomi Hines Director	1 0 0 0	X						0	0	0
(1) D Scott Hinsley Director	1 0 0 0	X						0	0	0
(2) G Ray Hinsley III Director	1 0 0 0	X						0	0	0
(3) Jennifer Hirsch Director	1 0 0 0	X						0	0	0
(4) Robert Hodge Director	1 0 0 0	X						0	0	0
(5) Robert V Holland Jr Director	1 0 0 0	X						0	0	0
(6) Chester B Howard Director	1 0 0 0	X						0	0	0
(7) Kenneth Hucherson Director	1 0 0 0	X						0	0	0
(8) Dick Hudgins Director	1 0 0 0	X						0	0	0
(9) Eric Huegele Director	1 0 0 0	X						0	0	0
(10) Phillip Mason Hunt Director	1 0 0 0	X						0	0	0
(11) Robert E Hunter Director	1 0 0 0	X						0	0	0
(12) Janice Hutchinson Director	1 0 0 0	X						0	0	0
(13) John A Hutchison Director	1 0 0 0	X						0	0	0
(14) Robert Charles Hux Director	1 0 0 0	X						0	0	0
(15) Steven Edward Jackson Director	1 0 0 0	X						0	0	0
(16) Liz Peckham Jameson Director (through 5/31/15)	1 0 0 0	X						0	0	0
(17) Jim J Janke Director	1 0 0 0	X						0	0	0
(18) Jessie Jewell Director	1 0 0 0	X						0	0	0
(19) Curtis Jones Director	1 0 0 0	X						0	0	0
(20) William L Jordan III Director (STARTING 6/1/15)	1 0 0 0	X						0	0	0
(21) J Kelly Joy Director (STARTING 6/1/15)	1 0 0 0	X						0	0	0
(22) J Grover Kelley Director	1 0 0 0	X						0	0	0
(23) Thomas Mark Kelly Director	1 0 0 0	X						0	0	0
(24) JD Kennedy Director (through 5/31/15)	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(226) G W Kent Director	1 0 0 0	X						0	0	0
(1) James Alan Kent Director	1 0 0 0	X						0	0	0
(2) Larry Ray Kerbow Sr Director	1 0 0 0	X						0	0	0
(3) Michael John Koch Director	1 0 0 0	X						0	0	0
(4) David Wayne Koonce Director	1 0 0 0	X						0	0	0
(5) Jeanny Koop Director (through 5/31/15)	1 0 0 0	X						0	0	0
(6) Tom Laird Director (STARTING 6/1/15)	1 0 0 0	X						0	0	0
(7) Danny Lang Jr Director	1 0 0 0	X						0	0	0
(8) Kelly J Larkin MD Director	1 0 0 0	X						0	0	0
(9) Kevin Leck Director	1 0 0 0	X						0	0	0
(10) Phillip L Leggett MD Director	1 0 0 0	X						0	0	0
(11) Daniel E Lehane MD Director	1 0 0 0	X						0	0	0
(12) Paul Lehnhoff Director	1 0 0 0	X						0	0	0
(13) Edgar D Lester Director	1 0 0 0	X						0	0	0
(14) Lawrence S Levy Director	1 0 0 0	X						0	0	0
(15) WA Lewis Director	1 0 0 0	X						0	0	0
(16) Jim Lightfoot Director	1 0 0 0	X						0	0	0
(17) Glenn Lile Director	1 0 0 0	X						0	0	0
(18) Michelle Lile Director (STARTING 6/1/15)	1 0 0 0	X						0	0	0
(19) Thomas Lippincott Director	1 0 0 0	X						0	0	0
(20) Robert N Livemore Director	1 0 0 0	X						0	0	0
(21) Ronald Logan Director	1 0 0 0	X						0	0	0
(22) Pamela M Logsdon Director (STARTING 6/1/15)	1 0 0 0	X						0	0	0
(23) P W Lucky Long Director	1 0 0 0	X						0	0	0
(24) F Allen Lyons Director (STARTING 6/1/15)	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(251) Jimmy Lyons Director	1 0 0 0	X						0	0	0
(1) Thomas John Mach Director (STARTING 6/1/15)	1 0 0 0	X						0	0	0
(2) Sam J Mainord Director	1 0 0 0	X						0	0	0
(3) Richard Marburger Director	1 0 0 0	X						0	0	0
(4) Willis M Marburger Director	1 0 0 0	X						0	0	0
(5) Bradley H Marks Director	1 0 0 0	X						0	0	0
(6) Robert A Marsh Director	1 0 0 0	X						0	0	0
(7) Roy A Marsh Director	1 0 0 0	X						0	0	0
(8) Barry Mayfield Director	1 0 0 0	X						0	0	0
(9) Gigi Mayorga-Wark Director	1 0 0 0	X						0	0	0
(10) Edmund John McAleer III Director (STARTING 6/1/15)	1 0 0 0	X						0	0	0
(11) Joe McDaniel Director	1 0 0 0	X						0	0	0
(12) Ken D McGuyer Director	1 0 0 0	X						0	0	0
(13) S Caroline McIntosh Director	1 0 0 0	X						0	0	0
(14) Michael S McKinney Director	1 0 0 0	X						0	0	0
(15) Andy McLeod Director	1 0 0 0	X						0	0	0
(16) Gary McMullen Director	1 0 0 0	X						0	0	0
(17) Charles W Melton Director	1 0 0 0	X						0	0	0
(18) Mark Melton Director	1 0 0 0	X						0	0	0
(19) Donald Middleton Director	1 0 0 0	X						0	0	0
(20) Frank Miller Director (STARTING 6/1/15)	1 0 0 0	X						0	0	0
(21) Regan Miller Director (STARTING 6/1/15)	1 0 0 0	X						0	0	0
(22) Robert D Miller Director (through 5/31/15)	1 0 0 0	X						0	0	0
(23) Dorothy M Mitchell Director	1 0 0 0	X						0	0	0
(24) J Arthur Moncrief Director	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(276) John J Montalbano Director	1 0 0 0	X						0	0	0
(1) Yance S Montalbano Director	1 0 0 0	X						0	0	0
(2) Reed Morian Director	1 0 0 0	X						0	0	0
(3) John Roger Morton Director	1 0 0 0	X						0	0	0
(4) Robert M Moss Director	1 0 0 0	X						0	0	0
(5) Ken C Moursund Sr Director	1 0 0 0	X						0	0	0
(6) David Eugene Mouton MD Director	1 0 0 0	X						0	0	0
(7) Shelly Dompier Mulanax Director	1 0 0 0	X						0	0	0
(8) Phillip E Murphy Director	1 0 0 0	X						0	0	0
(9) James Michael Mushinski Director	1 0 0 0	X						0	0	0
(10) Demetrius Navarro Director	1 0 0 0	X						0	0	0
(11) Robinson K Neblett Director	1 0 0 0	X						0	0	0
(12) Don W Neuenschwander Director	1 0 0 0	X						0	0	0
(13) David R Newcomb Director	1 0 0 0	X						0	0	0
(14) Tom R Northrup Director	1 0 0 0	X						0	0	0
(15) Robert A Norwood Director	1 0 0 0	X						0	0	0
(16) Kelly L O'Shieles Director	1 0 0 0	X						0	0	0
(17) R L O'Shieles Director	1 0 0 0	X						0	0	0
(18) W Allen Owen Director	1 0 0 0	X						0	0	0
(19) Marilyn ANN Page Director	1 0 0 0	X						0	0	0
(20) Robert E Paine IV Director	1 0 0 0	X						0	0	0
(21) Sarah Ruth Palmer Director	1 0 0 0	X						0	0	0
(22) James E Parsh Director	1 0 0 0	X						0	0	0
(23) Clay A Parker Director	1 0 0 0	X						0	0	0
(24) Gary E Parks Director	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(301) Joe Ernest Pedigo Director	1 0 0 0	X						0	0	0
(1) Patrick D Pennington Director	1 0 0 0	X						0	0	0
(2) Harry Allen Perrin Director	1 0 0 25	X						0	0	0
(3) Patrick R Perry Director	1 0 0 0	X						0	0	0
(4) Trisha Hillman Philipp Director	1 0 0 0	X						0	0	0
(5) Tim Ping Director	1 0 0 0	X						0	0	0
(6) Eric R Potts Director	1 0 0 0	X						0	0	0
(7) Ozell Price Director	1 0 0 0	X						0	0	0
(8) Alex Prince Director	1 0 0 0	X						0	0	0
(9) Terry R Pruitt Director (STARTING 6/1/15)	1 0 0 0	X						0	0	0
(10) William L Ramsey Director	1 0 0 0	X						0	0	0
(11) Lon Jude Randazzo Director	1 0 0 0	X						0	0	0
(12) Jen Marie Rau Director	1 0 0 0	X						0	0	0
(13) Dudley Ray Director	1 0 0 0	X						0	0	0
(14) Gregg M Raymond Director	1 0 0 0	X						0	0	0
(15) Kevin K Rech Director	1 0 0 0	X						0	0	0
(16) Kyle Reppond Director (STARTING 6/1/15)	1 0 0 0	X						0	0	0
(17) Todd Riddle Director	1 0 0 0	X						0	0	0
(18) Gregory Rincon Director (STARTING 6/1/15)	1 0 0 0	X						0	0	0
(19) Cynthia Garza Roberts Director	1 0 0 0	X						0	0	0
(20) W F Robichaux Director (through 5/31/15)	1 0 0 0	X						0	0	0
(21) Steven L Roe Director	1 0 0 0	X						0	0	0
(22) Mike Rose Director	1 0 0 0	X						0	0	0
(23) Lee Rountree Director	1 0 0 0	X						0	0	0
(24) Pete A Ruman Director	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(326) Randy D Russell Director	1 0 0 0	X						0	0	0
(1) Mike G Rutherford JR Director	1 0 0 0	X						0	0	0
(2) Dwayne Sablatura Director	1 0 0 0	X						0	0	0
(3) John Alan Sandling Director	1 0 0 0	X						0	0	0
(4) Anne Elise Sartwelle Director	1 0 0 0	X						0	0	0
(5) James D Sartwelle Jr Director	1 0 0 0	X						0	0	0
(6) Ralph L Savage Director	1 0 0 0	X						0	0	0
(7) Nano K Scherrieb Director	1 0 0 0	X						0	0	0
(8) Vanessa Schillaci Director	1 0 0 0	X						0	0	0
(9) Joe Schindler Director	1 0 0 0	X						0	0	0
(10) Gregory Allan Schroder Director	1 0 0 0	X						0	0	0
(11) Darryl A Schroeder Director	1 0 0 0	X						0	0	0
(12) Edward B Schulz Director	1 0 0 0	X						0	0	0
(13) Richard Scott Director	1 0 0 0	X						0	0	0
(14) Rose Marie Scott Director (through 7/11/15)	1 0 0 0	X						0	0	0
(15) Julie Shannon Director	1 0 0 0	X						0	0	0
(16) Jeanne Shirey-Lord Director	1 0 0 0	X						0	0	0
(17) Sharon D Simmons Director	1 0 0 0	X						0	0	0
(18) David B Smith Sr Director	1 0 0 0	X						0	0	0
(19) Marshall R Smith III Director	1 0 0 0	X						0	0	0
(20) Pat Smith Director (STARTING 6/1/15)	1 0 0 0	X						0	0	0
(21) Ryan O Smith Director (STARTING 6/1/15)	1 0 0 0	X						0	0	0
(22) Pam Springer Director	1 0 0 0	X						0	0	0
(23) George William Stallings Director	1 0 0 0	X						0	0	0
(24) Lodie Stapleton Jr Director	1 0 0 0	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (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			
(351) Robert S Steele Director	1 0 0 0	X						0	0	0
(1) Gina Steere Director (STARTING 6/1/15)	1 0 0 0	X						0	0	0
(2) Greg E Steffen Director (STARTING 6/1/15)	1 0 0 0	X						0	0	0
(3) Edward Stone Director	1 0 0 0	X						0	0	0
(4) Emmett Story Director	1 0 0 0	X						0	0	0
(5) David Stratton Director	1 0 0 0	X						0	0	0
(6) Brenda Baker Stubbs Director	1 0 0 0	X						0	0	0
(7) Claire Eaton Stuewer Director	1 0 0 0	X						0	0	0
(8) D Scott Sullivan Director	1 0 0 0	X						0	0	0
(9) Edward Summerour Director	1 0 0 0	X						0	0	0
(10) R Hugh Sutton Director	1 0 0 0	X						0	0	0
(11) Bill T Teague Director	1 0 0 0	X						0	0	0
(12) Archie R Thompson Director	1 0 0 0	X						0	0	0
(13) Alan L Tinsley Director	1 0 0 0	X						0	0	0
(14) Randall Trahan Director	1 0 0 0	X						0	0	0
(15) D Wayne Turner Director	1 0 0 0	X						0	0	0
(16) Richard Tyler Director	1 0 0 0	X						0	0	0
(17) Chns Underbrink Director (STARTING 6/1/15)	1 0 0 0	X						0	0	0
(18) Duncan Underwood Director	1 0 0 0	X						0	0	0
(19) Michael J Upchurch Director	1 0 0 0	X						0	0	0
(20) John A Van De Wiele Director	1 0 0 0	X						0	0	0
(21) Wendy Vandeventer Director	1 0 0 0	X						0	0	0
(22) Jim Van Hoozer Director	1 0 0 0	X						0	0	0
(23) Joe Vara Director	1 0 0 0	X						0	0	0
(24) Andrew John Vavra Jr Director	1 0 0 0	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (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			
(376) Joel M Verbois Director (through 5/31/15)	1 0 0 0	X						0	0	0
(1) John Porter Wade Director (through 5/31/15)	1 0 0 0	X						0	0	0
(2) TW Wald Director	1 0 0 0	X						0	0	0
(3) Terry Walker Director	1 0 0 0	X						0	0	0
(4) Pat Walker Director	1 0 0 0	X						0	0	0
(5) Thomas A Walker Director	1 0 0 0	X						0	0	0
(6) Larry Eugene Walters Director	1 0 0 0	X						0	0	0
(7) Michelle Verbois Wasaff Director	1 0 0 0	X						0	0	0
(8) Donna Webster Director	1 0 0 0	X						0	0	0
(9) Richard Weiman Director	1 0 0 0	X						0	0	0
(10) C Thompson TOMMY Wells Director	1 0 0 0	X						0	0	0
(11) P Michael Wells Jr Director	1 0 0 0	X						0	0	0
(12) Taylor Whitaker Director	1 0 0 0	X						0	0	0
(13) Constance White Director	1 0 0 0	X						0	0	0
(14) Justin C White Director	1 0 0 0	X						0	0	0
(15) William R White Director	1 0 0 0	X						0	0	0
(16) Samm Wiggins Director	1 0 0 0	X						0	0	0
(17) Gregory Teal Willbanks Director	1 0 0 0	X						0	0	0
(18) Jason Price Williams Director (STARTING 6/1/15)	1 0 0 0	X						0	0	0
(19) Rodney W ROD Williams Director	1 0 0 0	X						0	0	0
(20) Kirk E Williamson Director	1 0 0 0	X						0	0	0
(21) Rodney E Windham Director	1 0 0 0	X						0	0	0
(22) Griffin D Winn Director	1 0 0 0	X						0	0	0
(23) Ken Wise Director	1 0 0 0	X						0	0	0
(24) Betty Wiseman Director	1 0 0 0	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (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			
(401) Michael Wollam Director	1 0 0 0	X						0	0	0
(1) Reed Glenn Wood Director	1 0 0 0	X						0	0	0
(2) Melvin Wright Director	1 0 0 0	X						0	0	0
(3) William A Yates Director	1 0 0 0	X						0	0	0
(4) Robin Young-Ellis Director	1 0 0 0	X						0	0	0
(5) Todd Zucker Director	1 0 0 0	X						0	0	0
(6) JOEL COWLEY PRESIDENT	50 0 0 0			X				501,762	0	76,771
(7) DAN CHENEY VP/COO (STARTING 10/1/14)	50 0 0 0			X				88,028	0	3,509
(8) M LEROY SHAFER VP/COO, DIRECTOR(THRU 9/30/14)	50 0 0 0			X				342,088	0	-3,006
(9) JENNIFER HAZELTON CHIEF FINANCIAL OFFICER	50 0 0 0			X				283,706	0	60,058
(10) SHERRY HIBBERT GENERAL COUNSEL	50 0 0 0			X				284,651	0	68,432
(11) ANDY SLOAN CHIEF INFORMATION OFFICER	50 0 0 0					X		313,278	0	84,535
(12) MARY S MARTIN EXECUTIVE DIRECTOR - MARKETING	50 0 0 0					X		208,218	0	80,093
(13) STEVE GUMERMAN MANAGING DIRECTOR - IS	50 0 0 0					X		189,215	0	66,607
(14) MICHAEL DEMARCO EXECUTIVE DIRECTOR- OPERATIONS	50 0 0 0					X		191,688	0	60,887
(15) GEORGE BAYLESS MANAGING DIRECTOR - ENTERTAIN	50 0 0 0					X		186,177	0	56,405

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

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization HOUSTON LIVESTOCK SHOW AND RODEO INC	Employer identification number 74-1142851
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Part I

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 in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g
- a

☐

Type I. A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization **You must complete Part IV, Sections A and B.**
- b

☐

Type II. A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s) **You must complete Part IV, Sections A and C.**
- c

☐

Type III functionally integrated. A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) **You must complete Part IV, Sections A, D, and E.**
- d

☐

Type III non-functionally integrated. A supporting organization operated in connection with its supported organization(s) that is not functionally integrated The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) **You must complete Part IV, Sections A and D, and Part V.**
- e

☐

Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization
- f

Enter the number of supported organizations _____
- g

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 listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
Total						

Part II

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

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	30,158,603	33,224,548	36,254,199	41,093,265	41,979,863	182,710,478
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 Total. Add lines 1 through 3	30,158,603	33,224,548	36,254,199	41,093,265	41,979,863	182,710,478
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)						7,529,240
6 Public support. Subtract line 5 from line 4						175,181,238

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
7 Amounts from line 4	30,158,603	33,224,548	36,254,199	41,093,265	41,979,863	182,710,478
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,122,126	2,168,523	2,510,186	2,281,223	2,827,011	11,909,069
9 Net income from unrelated business activities, whether or not the business is regularly carried on	0	0	0	0	0	0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)	158,490	242,704	273,329	206,990	348,239	1,229,752
11 Total support. Add lines 7 through 10						195,849,299
12 Gross receipts from related activities, etc. (see instructions)					12	349,727,717
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage		
14 Public support percentage for 2014 (line 6, column (f) divided by line 11, column (f))	14	89.447 %
15 Public support percentage for 2013 Schedule A, Part II, line 14	15	88.000 %
16a 33 1/3% support test—2014. 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—2013. 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—2014. 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 VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		
b 10%-facts-and-circumstances test—2013. 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 VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		

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

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	30,158,603	33,224,548	36,254,199	41,093,265	41,979,863	182,710,478
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	60,574,457	64,590,580	76,664,799	73,555,599	74,342,282	349,727,717
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	90,733,060	97,815,128	112,918,998	114,648,864	116,322,145	532,438,195
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	8,074,063	8,262,380	10,198,022	10,604,037	11,743,142	48,881,644
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	8,074,063	8,262,380	10,198,022	10,604,037	11,743,142	48,881,644
8 Public support (Subtract line 7c from line 6.)						483,556,551

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
9 Amounts from line 6	90,733,060	97,815,128	112,918,998	114,648,864	116,322,145	532,438,195
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,122,126	2,168,523	2,510,186	2,281,223	2,827,011	11,909,069
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	2,122,126	2,168,523	2,510,186	2,281,223	2,827,011	11,909,069
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 VI.)	158,490	242,704	273,329	206,990	348,239	1,229,752
13 Total support. (Add lines 9, 10c, 11, and 12.)	93,013,676	100,226,355	115,702,513	117,137,077	119,497,395	545,577,016
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage			
15 Public support percentage for 2014 (line 8, column (f) divided by line 13, column (f))	15	88.632%	
16 Public support percentage from 2013 Schedule A, Part III, line 15	16	87.494%	

Section D. Computation of Investment Income Percentage			
17	Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f))	17	2 183 %
18	Investment income percentage from 2013 Schedule A, Part III, line 17	18	3 952 %
19a	33 1/3% support tests—2014. 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—2013. 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

Supporting Organizations

(Complete only if you checked a box on line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.	1	
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).	2	
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.	3a	
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.	3b	
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.	3c	
4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes" and if you checked 11a or 11b in Part I, answer (b) and (c) below.	4a	
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations. . . .	4b	
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.	4c	
5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).	5a	
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?	5b	
c Substitutions only. Was the substitution the result of an event beyond the organization's control?	5c	
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (a) its supported organizations, (b) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (c) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI .	6	
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in IRC 4958(c)(3)(C)), a family member of a substantial contributor, or a 35-percent controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990) .	7	
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part II of Schedule L (Form 990).	8	
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI .	9a	
b Did one or more disqualified persons (as defined in line 9(a)) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI .	9b	
c Did a disqualified person (as defined in line 9(a)) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI .	9c	
10a Was the organization subject to the excess business holdings rules of IRC 4943 because of IRC 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer b below.	10a	
b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings).	10b	
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?	11a	
b A family member of a person described in (a) above?	11b	
c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.	11c	

Part IV

Supporting Organizations (continued)

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised or controlled the supporting organization.		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (1) a written notice describing the type and amount of support provided during the prior tax year, (2) a copy of the Form 990 that was most recently filed as of the date of notification, and (3) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		

Section E. Type III Functionally-Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions)			
a ☐ The organization satisfied the Activities Test. Complete line 2 below.			
b ☐ The organization is the parent of each of its supported organizations. Complete line 3 below.			
c ☐ The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).			
2 <u>Activities Test</u> Answer (a) and (b) below.		Yes	No
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.	2a		
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.	2b		
3 <u>Parent of Supported Organizations</u> Answer (a) and (b) below.			
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.	3a		
b Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.	3b		

Part V – Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov 20, 1970 **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year)	1	
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI) _____		
2	Acquisition indebtedness applicable to non-exempt use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	☐ Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions)		

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI) See instructions	
7 Total annual distributions. Add lines 1 through 6	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions	
9 Distributable amount for 2014 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2014	(iii) Distributable Amount for 2014
1 Distributable amount for 2014 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2014 (reasonable cause required--see instructions)			
3 Excess distributions carryover, if any, to 2014			
a From 2009.			
b From 2010.			
c From 2011.			
d From 2012.			
e From 2013.			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2014 distributable amount			
i Carryover from 2009 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2014 from Section D, line 7 \$			
a Applied to underdistributions of prior years			
b Applied to 2014 distributable amount			
c Remainder Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2014, if any Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions)			
6 Remaining underdistributions for 2014 Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions)			
7 Excess distributions carryover to 2015. Add lines 3j and 4c			
8 Breakdown of line 7			
a From 2010.			
b From 2011.			
c From 2012.			
d From 2013.			
e From 2014.			

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. 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.**

▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at**

www.irs.gov/form990.

OMB No 1545-0047

2014

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) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then

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

Name of the organization HOUSTON LIVESTOCK SHOW AND RODEO INC	Employer identification number 74-1142851
--	--

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

1	Provide a description of the organization's direct and indirect political campaign activities in Part IV	
2	Political expenditures	▶ \$
3	Volunteer hours	

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

1	Enter the amount of any excise tax incurred by the organization under section 4955	▶ \$
2	Enter the amount of any excise tax incurred by organization managers under section 4955	▶ \$
3	If the organization incurred a section 4955 tax, did it file Form 4720 for this year?	☐ Yes ☐ No
4a	Was a correction made?	☐ Yes ☐ No
b	If "Yes," describe in Part IV	

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

1	Enter the amount directly expended by the filing organization for section 527 exempt function activities	▶ \$
2	Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities	▶ \$
3	Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b	▶ \$
4	Did the filing organization file Form 1120-POL for this year?	☐ Yes ☐ No
5	Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV	

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

Part II-A

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)															
b Total lobbying expenditures to influence a legislative body (direct lobbying)		150,000													
c Total lobbying expenditures (add lines 1a and 1b)		150,000													
d Other exempt purpose expenditures		97,080,209													
e Total exempt purpose expenditures (add lines 1c and 1d)		97,230,209													
f Lobbying nontaxable amount Enter the amount from the following table in both columns		1,000,000													
<table><tr><td>If the amount on line 1e, column (a) or (b) is:</td><td>The lobbying nontaxable amount is:</td></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g Grassroots nontaxable amount (enter 25% of line 1f)		250,000													
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-															
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 separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2011	(b) 2012	(c) 2013	(d) 2014	(e) Total
2a Lobbying nontaxable amount	1,000,000	1,000,000	1,000,000	1,000,000	4,000,000
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000
c Total lobbying expenditures	150,000	150,000	150,000	150,000	600,000
d Grassroots nontaxable amount	250,000	250,000	250,000	250,000	1,000,000
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000
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)		(b)
		Yes	No	Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?			
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c	Media advertisements?			
d	Mailings to members, legislators, or the public?			
e	Publications, or published or broadcast statements?			
f	Grants to other organizations for lobbying purposes?			
g	Direct contact with legislators, their staffs, government officials, or a legislative body?			
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i	Other activities?			
j	Total. Add lines 1c through 1i.			
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b	If "Yes," enter the amount of any tax incurred under section 4912.			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912.			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A

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

1	Were substantially all (90% or more) dues received nondeductible by members?	1	Yes	No
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, lines 1 and 2 (see instructions), and Part II-B, line 1. Also, complete this part for any additional information.

Return Reference	Explanation

[illegible]

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.

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization HOUSTON LIVESTOCK SHOW AND RODEO INC	Employer identification number 74-1142851
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Part I 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 value of contributions to (during year)	
3	Aggregate value of grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No	

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

1

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

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

2

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

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

3

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

4

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

5

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

☐ Yes ☐ No

6

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

7

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

8

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

☐ Yes ☐ No

9

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

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

1a

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

b

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

(i) Revenue 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

Revenue included in Form 990, Part VIII, line 1 ▶ \$ _____

b

Assets included in Form 990, Part X ▶ \$ _____

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

Cat No 52283D

Schedule D (Form 990) 2014

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

- 3

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

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other
- 4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII
- 5

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

☐ Yes

☐ No

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

- 1a

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

☐ Yes

☐ No
- b

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

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance
- | | |
|----|--------|
| | Amount |
| 1c | |
| 1d | |
| 1e | |
| 1f | |
- 2a

Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?

☐ Yes

☐ No
- b

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

☐

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

- | | (a)Current year | (b)Prior year | b (c)Two years back | (d)Three years back | (e)Four years back |
|----|--|---------------|---------------------|---------------------|--------------------|
| 1a | Beginning of year balance | | | | |
| b | Contributions | | | | |
| c | Net investment earnings, gains, and losses | | | | |
| d | Grants or scholarships | | | | |
| e | Other expenditures for facilities and programs | | | | |
| f | Administrative expenses | | | | |
| g | End of year balance | | | | |
- 2

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

Board designated or quasi-endowment
- b

Permanent endowment
- c

Temporarily restricted endowment

The percentages in lines 2a, 2b, and 2c should equal 100%
- 3a

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

unrelated organizations

(ii)

related organizations
- b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?
- | | | |
|--------|-----|----|
| | Yes | No |
| 3a(i) | | |
| 3a(ii) | | |
| 3b | | |
- 4

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

Part VI Land, Buildings, and Equipment. 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	59,300,427		59,362,827
b Buildings				
c Leasehold improvements		31,185,356	13,179,471	18,005,885
d Equipment		23,789,396	18,225,197	5,564,199
e Other		15,740,543	6,423,109	9,317,434
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				92,250,345

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 (losses) 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

[illegible]

SCHEDULE F

(Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.
▶ Attach to Form 990.

▶ Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Open to Public
Inspection

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

Part I

General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☐ No

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) Central America and the Caribbean	0	0	Investments		6,125,696
(2)					
(3)					
(4)					
(5)					
3a Sub-total	0	0			6,125,696
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	0	0			6,125,696

Part II

Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									

2

Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ▶

3

Enter total number of other organizations or entities ▶

Part III

Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

- 1

Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)*

☒ Yes ☐ No
- 2

Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A; do not file with Form 990)*

☐ Yes ☒ No
- 3

Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with Respect to Certain Foreign Corporations. (see Instructions for Form 5471)*

☒ Yes ☐ No
- 4

Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)*

☐ Yes ☒ No
- 5

Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with Respect to Certain Foreign Partnerships. (see Instructions for Form 8865)*

☐ Yes ☒ No
- 6

Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713; do not file with Form 990)*

☐ Yes ☒ No

Additional Data

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

Part V **Supplemental Information**

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

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.

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

OMB No 1545-0047

2014

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.

Revenue			(a) Event #1	(b) Event #2	(c) Other events	(d) Total events	
			<u>SILENT AUCTION</u>	<u>WESTERN GALA</u>	<u>5</u>	(add col (a) through	
			(event type)	(event type)	(total number)	col (c))	
1	Gross receipts	. . .	185,532	144,750	449,142	779,424	
2	Less Contributions	. .	123,132	74,750	260,642	458,524	
3	Gross income (line 1 minus line 2)	. . .	62,400	70,000	188,500	320,900	
Direct Expenses	4	Cash prizes	. . .				
	5	Noncash prizes	. .	2,765	4,000	37,212	43,977
	6	Rent/facility costs	. .	43,839	5,377	58,348	107,564
	7	Food and beverages	.	0	62,614	37,448	100,062
	8	Entertainment	. . .	6,550	3,000	12,650	22,200
	9	Other direct expenses	.	22,851	45,108	26,260	94,219
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶					(368,022)
	11	Net income summary Subtract line 10 from line 3, column (d) ▶					-47,122

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

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

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

a Is the organization licensed to conduct 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 conduct 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 activities conducted 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

\$ and the \$

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 provide any additional information (see instructions).

Return Reference	Explanation
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Schedule G (Form 990 or 990-EZ) 2014

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

2014

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 Domestic Organizations and Domestic Governments. 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 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)	11,116,141		N/A	N/A	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

1

3

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

0

Part III

Grants and Other Assistance to Domestic Individuals. 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
FORM 990, SCHEDULE I, PART I, LINE 2	GRANT POLICY HOUSTON LIVESTOCK SHOW AND RODEO MAKES GRANTS TO THE AFFILIATED ORGANIYATION 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.

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

Part I

Questions Regarding Compensation

	Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☐ First-class or charter travel ☐ Travel for companions ☒ Tax idemnification and gross-up payments ☐ Discretionary spending account ☐ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☐ Health or social club dues or initiation fees ☐ Personal services (e g , maid, chauffeur, chef)		
b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1bYes	
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2Yes	
3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III ☒ Compensation committee ☒ Independent compensation consultant ☒ Form 990 of other organizations ☐ Written employment contract ☒ Compensation survey or study ☒ Approval by the board or compensation committee		
4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization		
a Receive a severance payment or change-of-control payment?	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), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.		
5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of		
a The organization?	5a	No
b Any related organization? If "Yes," to line 5a or 5b, describe in Part III	5b	No
6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of		
a The organization?	6a	No
b Any related organization? If "Yes," to line 6a or 6b, describe in Part III	6b	No
7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	No
8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53 4958-4(a)(3)? If "Yes," describe in Part III	8	No
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9	

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column(B) 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
SCHEDULE J, PART I, LINE 1A	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

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 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 in column (B) reported as deferred in prior Form 990
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
Jill Clement, EXECUTIVE DIR -TICKETS & ADMIN	(i) (ii)	153,506 0	17,000 0	702 0	31,949 0	20,999 0	224,156 0	0 0
Joe Bruce Hancock JR, GENERAL MANAGER, DIRECTOR	(i) (ii)	273,546 0	20,000 0	2,307 0	65,917 0	21,323 0	383,093 0	0 0
JOEL COWLEY, PRESIDENT	(i) (ii)	400,252 0	100,000 0	1,510 0	55,918 0	20,853 0	578,533 0	0 0
M LEROY SHAFER, VP/COO, DIRECTOR(THRU 9/30/14)	(i) (ii)	312,608 0	24,000 0	5,480 0	-19,181 0	16,175 0	339,082 0	0 0
JENNIFER HAZELTON, CHIEF FINANCIAL OFFICER	(i) (ii)	263,594 0	19,655 0	457 0	50,109 0	9,949 0	343,764 0	0 0
SHERRY HIBBERT, GENERAL COUNSEL	(i) (ii)	262,895 0	19,750 0	2,006 0	55,002 0	13,400 0	353,053 0	0 0
ANDY SLOAN, CHIEF INFORMATION OFFICER	(i) (ii)	291,620 0	20,000 0	1,658 0	63,212 0	21,323 0	397,813 0	0 0
MARY S MARTIN, EXECUTIVE DIRECTOR - MARKETING	(i) (ii)	187,411 0	18,500 0	2,307 0	63,583 0	16,510 0	288,311 0	0 0
STEVE GUMERMAN, MANAGING DIRECTOR - IS	(i) (ii)	184,015 0	5,200 0	0 0	45,201 0	21,406 0	255,822 0	0 0
MICHAEL DEMARCO, EXECUTIVE DIRECTOR- OPERATIONS	(i) (ii)	171,530 0	18,500 0	1,658 0	51,194 0	9,693 0	252,575 0	0 0
GEORGE BAYLESS, MANAGING DIRECTOR - ENTERTAIN	(i) (ii)	180,977 0	5,200 0	0 0	39,935 0	16,470 0	242,582 0	0 0

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

OMB No 1545-0047
2014
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), section 501(c)(4), and 501(c)(29) 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?
				YesNo

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

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

Part II

Loans to and/or From Interested Persons.
Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

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

Total ▶ \$

Part III Grants or Assistance Benefiting 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	138,709	PROVIDER OF PRODUCT		No
(2) Lone Star Exhibits	Owned by Board Member	912,249	PROVIDER OF PRODUCT		No
(3) Murphy Buckle Company	Owned by Board Member	737,206	PROVIDER OF PRODUCT		No
(4) SignTex Imaging	Owned by Board Member	522,721	PROVIDER OF PRODUCT		No
(5) The Laryat Company	OWNED BY FAMILY OF MEMBER	127,110	PROVIDER OF PRODUCT		No
(6) Executive Toys	Owned by Board Member	148,167	PROVIDER OF PRODUCT		No
(7) BAYOU CITY EVENT CENTER	Owned by Board Member	114,710	PROVIDER OF PRODUCT		No
(8) TOMMIE VAUGHN MOTORS FORD	OWNED BY VICE PRESIDENT	105,262	PROVIDER OF PRODUCT		No
(9) CATHY CUNDIFF	SISTER OF BOARD MEMBER	155,503	EMPLOYEE COMPENSATION		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

2014

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	7	279,535	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

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

Yes

No

b

If "Yes," describe the arrangement in Part II

31

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

31

Yes

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

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

Cat No 51227J

Schedule M (Form 990) (2014)

Part III

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
------------------	-------------

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 990-EZ 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

2014

Open to Public
Inspection

Name of the organization HOUSTON LIVESTOCK SHOW AND RODEO INC	Employer identification number 74-1142851
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990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART I, LINE 1 & FORM 990, PART III, LINE 1	
FORM 990, PART VI, SECTION B, LINE 12C	CONFLICT OF INTEREST POLICY HLSR distributes a conflict of interest/Form 990 questionnaire annually The completed questionnaires are reviewed by HLSR's general counsel and are provided to accounting for disclosure on the tax return where appropriate
FORM 990, PART VI, SECTION B, LINES 15A & 15B	COMPENSATION POLICY Houston Livestock Show and Rodeo has a compensation committee which reviews performance of the CEO annually The compensation committee recommends or reviews and approves compensation for the CEO and all of senior management The committee uses compensation studies done by outside consultants in their decision making process
FORM 990, PART VI, SECTION C, LINE 19	DOCUMENTS MADE AVAILABLE TO THE PUBLIC HLSR's governing documents, conflicts of interest policy, and financial statements are made available to the public by request In addition, summarized financials are available on the Show's website (www.hlsr.com) FORM 990, PART X, LINES 11 & 12 ALTERNATIVE INVESTMENT SECURITIES Due to a continued increase in the allocation of our investment portfolio toward alternative investment securities in the 2015 fiscal year, three new categories were added to the investment footnote in both our combined HLSR & Educational Fund financial statements This required a reclassification of the investment balances in the 8/31/2014 financials for comparison purposes
FORM 990, PART XI, LINE 2 & FORM 990 PART IV, LINE 12	EXPLANATION OF COMBINED AUDIT REPORT The Houston Livestock Show & Rodeo, Inc , The Houston Livestock Show & Rodeo Educational Fund (EIN 76-0260204) and Corral Club, Inc (EIN 74-2079763) have a combined audit report Houston Livestock Show & Rodeo, Inc has an audit committee charged with responsibility for the oversight of the combined audited financial statements and the selection of an independent accountant
FORM 990, PART XI, LINE 9	OTHER CHANGES IN NET ASSETS OR FUND BALANCES PENSION COSTS (1,016,531) ----- TOTAL (1,016,531)
FORM 990 PART IX LINE 11G	DESCRIPTION OTHER FEES TOTAL FEES 19736426
FORM 990 PART IX LINE 24 - OTHER EXPENSES	DESCRIPTION AWARDS-EXHIBITORS/PARTICIPANTS TOTAL EXPENSES 4957371 PROGRAM SERVICES 4877763 FUNDRAISING 79608
FORM 990 PART IX LINE 24 - OTHER EXPENSES	DESCRIPTION CREDIT CARD COMMISSIONS TOTAL EXPENSES 1996427 PROGRAM SERVICES 1674555 MANAGEMENT AND GENERAL 51114 FUNDRAISING 270758
FORM 990 PART IX LINE 24 - OTHER EXPENSES	DESCRIPTION OTHER AWARDS/BADGES TOTAL EXPENSES 1373168 PROGRAM SERVICES 404414 FUNDRAISING 968754
FORM 990 PART IX LINE 24 - OTHER EXPENSES	DESCRIPTION STAR MERCHANDISE TOTAL EXPENSES 1434092 PROGRAM SERVICES 1434092
FORM 990 PART IX LINE 24 - OTHER EXPENSES	DESCRIPTION OTHER EXPENSES TOTAL EXPENSES 1390866 PROGRAM SERVICES 903180 MANAGEMENT AND GENERAL 335411 FUNDRAISING 152275

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.
▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

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, I	HLSR	Yes	
(2) HLSR INSTITUTE FOR TEACHER EXCELLENCE Three NRG Park HOUSTON, TX 77054 76-0539447	EDUCATION	TX	501(c)(3)	11, I	HLSR	Yes	
(3) HLSR ENDOWMENT FOUNDATION Three NRG Park HOUSTON, TX 77054 20-3612828	SCHOLARSHIPS	TX	501(C)(3)	11, I	HLSR	Yes	
(4) HHSB INC Three NRG Park Houston, TX 77054 30-0721227	PUBLIC FAIR	TX	501(C)(3)	11, I	HLSR	Yes	

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) Disproporionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	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.

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

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

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

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

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

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

e Loans or loan guarantees by related organization(s)

f Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

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

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

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

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

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

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

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

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

Yes

No

1a

No

1b

Yes

1c

No

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

No

1l

No

1m

No

1n

Yes

1o

Yes

1p

No

1q

Yes

1r

No

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,	11,116,141	actual
(2) CORRAL CLUB INC	N, O,	1,402,421	actual

Schedule R (Form 990) 2014

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) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Part VII **Supplemental Information**

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

Return Reference	Explanation
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