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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

2016

Open to Public Inspection

A For the 2016 calendar year, or tax year beginning 04-01-2016 , and ending 03-31-2017

B Check if applicable
☐ Address change
☐ Name change
☐ Initial return
☐ Final return/terminated
☐ Amended return
☐ Application pending

C Name of organization
SOUTHWESTERN EXPOSITION
AND LIVESTOCK SHOW

Doing business as
FORT WORTH STOCK SHOW & RODEO

Number and street (or P O box if mail is not delivered to street address) | Room/suite
PO BOX 150

City or town, state or province, country, and ZIP or foreign postal code
FORT WORTH, TX 76101

D Employer identification number
75-0575065

E Telephone number
(817) 877-2400

G Gross receipts $ 24,332,764

F Name and address of principal officer
BRADFORD S BARNES
PO BOX 150
FORT WORTH, TX 76101

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

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

H(c) Group exemption number ▶

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

J Website: ▶ WWW FWSSR COM

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

L Year of formation 1948

M State of legal domicile TX

Part I Summary

1 Briefly describe the organization's mission or most significant activities
THE CORPORATION IS ORGANIZED AND IS TO BE OPERATED EXCLUSIVELY FOR CHARITABLE, SCIENTIFIC AND EDUCATIONAL PURPOSES THE CORPORATION IS ORGANIZED TO HOLD AGRICULTURAL FAIRS AND ENCOURAGE AGRICULTURAL PURSUITS PARTICULARLY, THE CORPORATION IS ORGANIZED AND OPERATED TO ENCOURAGE AND PROMOTE THE BREEDING, RAISING AND MARKETING OF BETTER CATTLE, SWINE, SHEEP, HORSES, MULES, POULTRY AND OTHER LIVESTOCK AND FARM PRODUCTS BY THE EXHIBITION OF SAID STOCK AND FARM PRODUCTS AT PUBLIC FAIRS, AND MAY PROMOTE AND MAINTAIN RESEARCH AND EDUCATIONAL ENDEAVORS IN CONNECTION WITH THE LIVESTOCK INDUSTRY THE CORPORATION IS ADDITIONALLY FORMED TO ENCOURAGE, INSTRUCT, AND PROMOTE THE EDUCATION OF YOUTHS IN FORT WORTH, TARRANT COUNTY, TEXAS, AND ITS SURROUNDING AREAS

Activities & Governance

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**	144
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	136
5	Total number of individuals employed in calendar year 2016 (Part V, line 2a)	**5**	987
6	Total number of volunteers (estimate if necessary)	**6**	1,000
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	0
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	0

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	696,030	687,835
9	Program service revenue (Part VIII, line 2g)	19,216,792	18,187,472
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	621,310	1,096,214
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,601	952
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	20,535,733	19,972,473
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	919,349	1,359,244
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)	3,196,897	3,559,168
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶0		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	14,855,566	14,576,379
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	18,971,812	19,494,791
19	Revenue less expenses Subtract line 18 from line 12	1,563,921	477,682

Revenue

Expenses

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	26,554,885	28,567,701
21	Total liabilities (Part X, line 26)	8,388,728	7,203,678
22	Net assets or fund balances Subtract line 21 from line 20	18,166,157	21,364,023

Net Assets or Fund Balances

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

****** 2017-07-07
Signature of officer Date

BRADFORD S BARNES PRESIDENT
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CHRIS GRASHER	CHRIS GRASHER			P01401035

Firm's name ▶ WHITLEY PENN LLP — Firm's EIN ▶ 75-2393478

Firm's address ▶ 1400 WEST 7TH STREET STE 400
FT WORTH, TX 76102 — Phone no (817) 259-9100

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

THE CORPORATION IS ORGANIZED AND IS TO BE OPERATED EXCLUSIVELY FOR CHARITABLE, SCIENTIFIC AND EDUCATIONAL PURPOSES THE CORPORATION IS ORGANIZED TO HOLD AGRICULTURAL FAIRS AND ENCOURAGE AGRICULTURAL PURSUITS PARTICULARLY, THE CORPORATION IS ORGANIZED AND OPERATED TO ENCOURAGE AND PROMOTE THE BREEDING, RAISING AND MARKETING OF BETTER CATTLE, SWINE, SHEEP, HORSES, MULES, POULTRY AND OTHER LIVESTOCK AND FARM PRODUCTS BY THE EXHIBITION OF SAID STOCK AND FARM PRODUCTS AT PUBLIC FAIRS, AND MAY PROMOTE AND MAINTAIN RESEARCH AND EDUCATIONAL ENDEAVORS IN CONNECTION WITH THE LIVESTOCK INDUSTRY THE CORPORATION IS ADDITIONALLY FORMED TO ENCOURAGE, INSTRUCT, AND PROMOTE THE EDUCATION OF YOUTHS IN FORT WORTH, TARRANT COUNTY, TEXAS, AND ITS SURROUNDING AREAS

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

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

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

If "Yes," describe these changes on Schedule O

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

4a (Code) (Expenses $ 17,464,461 including grants of $) (Revenue $ 18,188,424)

EXHIBITION OF LIVESTOCK AND FARM PRODUCTS TO THE PUBLIC IN ORDER TO ENCOURAGE AND PROMOTE THE BREEDING, RAISING AND MARKETING OF BETTER CATTLE AND AGRICULTURAL PRODUCTS EACH YEAR THE STOCK SHOW ORGANIZES AND ADMINISTRATES A WORLD CLASS STOCK SHOW EVENT COMPOSED OF VARIOUS PUBLIC COMPETITIONS, EXHIBITIONS AND ENTERTAINMENT SUCH THAT THE EVENT ENHANCES INTEREST AND ENCOURAGES PARTICIPATION IN THE LIVESTOCK AND AGRI-BUSINESS FIELD BY RECOGNIZING AND REWARDING OUTSTANDING ACHIEVEMENT IN THEM THE EVENT ATTRACTS AS MANY VISITORS AS POSSIBLE FROM THROUGHOUT THE STATE, ACROSS THE NATION AND AROUND THE WORLD TO FORT WORTH, THE CITY OF THIS STOCK SHOW'S HISTORIC ORIGIN IN 1896 IN 2015, THE STOCK SHOW ATTENDANCE WAS OVER 1 2 MILLION PEOPLE

4b (Code) (Expenses $ 595,529 including grants of $ 595,529) (Revenue $)

IMPROVING AND ASSISTING THE CITY OF FORT WORTH WITH THE WILL ROGERS MEMORIAL CENTER, THE PHYSICAL FACILITIES IN WHICH THE ANNUAL STOCK SHOW EVENTS AND ITS VARIOUS ACTIVITIES ARE HELD AND WHICH ARE OTHERWISE USED FOR EQUESTRIAN AND LIVESTOCK EVENTS THROUGHOUT THE BALANCE OF THE YEAR THIS ASSISTANCE IS TO ENSURE THE FACILITIES CONTINUE TO SERVE THE NEEDS OF THE PEOPLE AND THE ORGANIZATIONS USING THEM, AND TO PRESERVE THEIR ECONOMIC IMPACT VALUE AS A MAJOR ASSET FOR THE CITY OF FORT WORTH ALL PERMANENT IMPROVEMENTS MADE TO FACILITIES BY THE STOCK SHOW ARE TO THE BENEFIT OF AND TRANSFERRED TO THE CITY OF FORT WORTH SINCE MOVING TO THE WILL ROGERS MEMORIAL CENTER IN 1944, THE ORGANIZATION HAS MADE AND TRANSFERRED IMPROVEMENTS TO THE CITY COSTING MORE THAN $60 MILLION IN CURRENT DOLLARS

4c (Code) (Expenses $ 763,715 including grants of $ 763,715) (Revenue $)

IN SUPPORT OF OUR MISSION, THE SOUTHWESTERN EXPOSITION AND LIVESTOCK SHOW IS COMMITTED TO ADVANCING THE EDUCATION OF ADULTS AND YOUTH ALIKE BY PROVIDING LEARNING OPPORTUNITIES AND PROVIDING SCHOLARSHIP OPPORTUNITIES FOR THE YOUTH OF TEXAS IN ADDITION TO PROVIDING EDUCATIONAL GRANTS AND CONTRIBUTIONS TO VARIOUS CHARITABLE ORGANIZATIONS, THE STOCK SHOW MAINTAINS A VARIETY OF SCHOLARSHIP PROGRAMS THROUGH VARIOUS STOCK SHOW DEPARTMENTS EACH DEPARTMENT IS RESPONSIBLE FOR RAISING THEIR SCHOLARSHIP FUNDS EACH YEAR AND THE SCHOLARSHIPS ARE AWARDED BY THE VARIOUS DEPARTMENT SUPERINTENDANTS BASED ON DEPARTMENT SPECIFIC GOALS THE SCHOLARSHIPS ARE PAID OUT BY THE STOCK SHOW DIRECTLY TO THE COLLEGE OR UNIVERSITY, ON A SEMESTER BASIS, IN AMOUNTS RANGING FROM $500 TO $2,000 PER SEMESTER (BASED ON TOTAL AMOUNT AWARDED AND EIGHT SEMESTERS OF COLLEGE) ONCE ENROLLMENT HAS BEEN VERIFIED EACH SEMESTER BY THE COLLEGE OR UNIVERSITY OF THE RECIPIENT'S CHOICE IN ADDITION TO THE STOCK SHOW SCHOLARSHIP PROGRAMS, THE STOCK SHOW SUPPORTS SEVERAL ORGANIZATIONS AND THEIR EXISTING SCHOLARSHIP PROGRAMS THE STOCK SHOW WAS ABLE TO PROVIDE OVER 420 SCHOLARSHIPS AND EDUCATIONAL GRANTS THIS YEAR

4d Other program services (Describe in Schedule O)

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

4e **Total program service expenses ▶** 18,823,705

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		No
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		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	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a	Yes	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b		No
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or 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		No
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No

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

			Yes	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**		
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? *If "Yes," complete Schedule I, Parts I and II*	**21**	Yes	
22	Did the organization report more than $5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	**22**	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K If "No," go to line 25a*	**24a**		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		
25a	**Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	**25a**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? *If "Yes," complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**	Yes	
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**	Yes	
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	**28c**	Yes	
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	**34**	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	**35a**		No
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	**35b**		
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V **Statements Regarding Other IRS Filings and Tax Compliance**

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . .	**1a**	175		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	**1b**	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	**1c**		Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	**2a**	987		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	**2b**		Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year? . . .	**3a**			No
b	If "Yes," has it filed a Form 990-T for this year? *If "No" to line 3b, provide an explanation in Schedule O* . . .	**3b**			
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . .	**4a**			No
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for 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	1a	144		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O				
b	Enter the number of voting members included in line 1a, above, who are independent	1b	136		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		2	Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		5		No
6	Did the organization have members or stockholders?		6	Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		7a	Yes	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?		8a	Yes	
b	Each committee with authority to act on behalf of the governing body?		8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*		9		No

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

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	Yes	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	12c	Yes	
13	Did the organization have a written whistleblower policy?	13	Yes	
14	Did the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you made these available Check all that apply

☐ Own website ☐ Another's website ☑ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, address, and telephone number of the person who possesses the organization's books and records ▶BRADFORD S BARNES 3400 BURNETT TANDY DRIVE FORT WORTH, TX 76107 (817) 877-2400

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			
See Additional Data Table										

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (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			
See Additional Data Table										
1b Sub-Total ▶										
c Total from continuation sheets to Part VII, Section A ▶										
d Total (add lines 1b and 1c) ▶								1,800,321	0	440,041

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 ▶ 10

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
RAFTER G RODEO COMPANY 9140 CR 353 TERRELL, TX 75161	RODEO STOCK CONTRACTOR	536,411
DAVID HUDGINS 839 DEER TRL GORDON, TX 76454	MAINTENANCE SERVICES	273,033
HAHNFELD HOFFER STANFORD 200 BAILEY AVE STE 200 FORT WORTH, TX 76107	ARCHITECT CONTRACTOR	223,367
NRG 3101 SWEETBRIAR LN FORT WORTH, TX 76109	LIVE ENTERTAINMENT CONTRACTOR	220,000
COBURN'S CATERING 801 N MAIN ST FORT WORTH, TX 76164	CATERING CONTRACTOR	216,165

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 ▶ 15

Part VIII Statement of Revenue

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns . .	1a			
	b Membership dues . .	1b			
	c Fundraising events . .	1c			
	d Related organizations	1d			
	e Government grants (contributions)	1e			
	f All other contributions, gifts, grants, and similar amounts not included above	1f 687,835			
	g Noncash contributions included in lines 1a-1f $ _____				
	h Total. Add lines 1a-1f . . . . . ▶	687,835			

Program Service Revenue		Business Code				
	2a RODEO & LIVESTOCK SHOW	900099	18,187,472	18,187,472		
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f . . . . ▶		18,187,472			

Other Revenue					
	3 Investment income (including dividends, interest, and other similar amounts) . . . . . ▶	351,750			351,750
	4 Income from investment of tax-exempt bond proceeds ▶				
	5 Royalties . . . . . ▶				
		(i) Real	(ii) Personal		
	6a Gross rents				
	b Less rental expenses				
	c Rental income or (loss)				
	d Net rental income or (loss) . . . . . ▶				
		(i) Securities	(ii) Other		
	7a Gross amount from sales of assets other than inventory	5,097,257			
	b Less cost or other basis and sales expenses	4,352,793			
	c Gain or (loss)	744,464			
	d Net gain or (loss) . . . . . ▶	744,464			744,464
	8a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . a				
	b Less direct expenses . . . b				
	c Net income or (loss) from fundraising events . . ▶				
	9a Gross income from gaming activities See Part IV, line 19 . . . a				
	b Less direct expenses . . . b				
	c Net income or (loss) from gaming activities . . ▶				
	10a Gross sales of inventory, less returns and allowances . . a	8,450			
	b Less cost of goods sold . . b	7,498			
	c Net income or (loss) from sales of inventory . . ▶	952	952		
	Miscellaneous Revenue	Business Code			
	11a				
	b				
	c				
	d All other revenue				
	e Total. Add lines 11a-11d . . . . . ▶				
	12 Total revenue. See Instructions . . . . . ▶	19,972,473	18,188,424	0	1,096,214

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) Fundraisingexpenses
1 Grants and other assistance to domestic organizations and domestic governments See Part IV, line 21	920,844	920,844		
2 Grants and other assistance to domestic individuals See Part IV, line 22	438,400	438,400		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals See Part IV, line 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	525,059	420,047	105,012	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	2,186,022	1,967,420	218,602	
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions)	540,926	454,378	86,548	
9 Other employee benefits				
10 Payroll taxes	307,161	273,373	33,788	
11 Fees for services (non-employees)				
a Management				
b Legal	65,178		65,178	
c Accounting	47,816	11,954	35,862	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees	126,096		126,096	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	96,828	96,828		
12 Advertising and promotion	592,564	592,564		
13 Office expenses	49,517	49,517		
14 Information technology	40,556	40,556		
15 Royalties				
16 Occupancy	176,027	176,027		
17 Travel	31,282	31,282		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	117,681	117,681		
23 Insurance	444,135	444,135		
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 STOCK SHOW	6,278,465	6,278,465		
b LIVESTOCK SALE	4,113,218	4,113,218		
c RODEO	2,256,473	2,256,473		
d POSTAGE	58,512	58,512		
e All other expenses	82,031	82,031		
25 **Total functional expenses.** Add lines 1 through 24e	19,494,791	18,823,705	671,086	0
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

			(A) Beginning of year		(B) End of year
Assets	1	Cash–non-interest-bearing	65,873	1	319,395
	2	Savings and temporary cash investments	3,076,272	2	1,980,738
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	135,952	4	189,168
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use	20,478	8	9,552
	9	Prepaid expenses and deferred charges	34,824	9	38,002
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D — 10a: 2,099,387			
	b	Less accumulated depreciation — 10b: 1,491,083	621,115	10c	608,304
	11	Investments—publicly traded securities	18,066,870	11	21,678,310
	12	Investments—other securities See Part IV, line 11	4,502,437	12	3,645,711
	13	Investments—program-related See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11	31,064	15	98,521
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	26,554,885	16	28,567,701
Liabilities	17	Accounts payable and accrued expenses	153,422	17	120,599
	18	Grants payable	4,335,123	18	4,179,023
	19	Deferred revenue	560,000	19	480,000
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	3,340,183	25	2,424,056
	26	**Total liabilities.** Add lines 17 through 25	8,388,728	26	7,203,678
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	16,223,507	27	19,139,581
	28	Temporarily restricted net assets	1,942,650	28	2,224,442
	29	Permanently restricted net assets		29	
		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	18,166,157	33	21,364,023
	34	Total liabilities and net assets/fund balances	26,554,885	34	28,567,701

Part XI Reconcilliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	19,972,473
2	Total expenses (must equal Part IX, column (A), line 25)	2	19,494,791
3	Revenue less expenses Subtract line 2 from line 1	3	477,682
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	18,166,157
5	Net unrealized gains (losses) on investments	5	1,789,097
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	931,087
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	21,364,023

Part XII Financial Statements and Reporting

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

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

Additional Data

Software ID:

Software Version:

EIN: 75-0575065

Name: SOUTHWESTERN EXPOSITION AND LIVESTOCK SHOW

Form 990 (2016)

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			
EDWARD P BASS CHAIRMAN OF THE BOARD	0 50 1 00	X		X				0	0	0
BRADFORD S BARNES PRESIDENT/GENERAL MANAGER	40 00 0 50	X		X				511,693	0	79,576
CHARLIE GEREN VICE PRESIDENT	0 50	X		X				800	0	0
CHARLES B MONCRIEF SECRETARY	0 50	X		X				0	0	0
RANDY RODGERS TREASURER	0 50	X		X				0	0	0
W R WATT JR PRESIDENT EMERITUS	0 50 0 50	X		X				0	0	0
DAN L ADAMS DIRECTOR	0 50	X						0	0	0
ELAINE B AGATHER DIRECTOR	0 50	X						0	0	0
ROSE ALVAREZ DIRECTOR	0 50	X						0	0	0
WILLIAM C ANDERSON DIRECTOR	0 50	X						0	0	0

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

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
LARRY ANFIN DIRECTOR	0 50	X						0	0	0
DAVE APPLETON DIRECTOR	0 50	X						1,000	0	0
BILL BARCLAY DIRECTOR	0 50	X						0	0	0
LEE M BASS DIRECTOR	0 50	X						0	0	0
GLENN BECK DIRECTOR	0 50	X						0	0	0
ED FARMER BEGGS II DIRECTOR	0 50	X						0	0	0
GEORGE BEGGS IV DIRECTOR	0 50	X						0	0	0
MIKE BERRY DIRECTOR	0 50	X						0	0	0
PETE BONDS DIRECTOR	0 50	X						0	0	0
BECKY RENFRO BORBOLLA DIRECTOR	0 50	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
JOHN P BOSWELL DIRECTOR	0 50	X						0	0	0
MARTIN C BOWEN DIRECTOR	0 50	X						0	0	0
VON R BOX DIRECTOR	0 50	X						900	0	0
MADELON L BRADSHAW DIRECTOR	0 50	X						0	0	0
STEPHEN L BROTHERTON DIRECTOR	0 50	X						0	0	0
JON BRUMLEY DIRECTOR	0 50	X						0	0	0
JONNY BRUMLEY DIRECTOR	0 50	X						0	0	0
JIM CALHOUN JR DIRECTOR	0 50	X						0	0	0
MATTHEW CARTER DIRECTOR	0 50	X						0	0	0
JEFFREY H CONNER DIRECTOR	0 50	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			
A V CORPENING III DIRECTOR	0 50	X						0	0	0
J T DICKENSON DIRECTOR	0 50	X						0	0	0
W CRAIG DOYLE DIRECTOR	0 50	X						0	0	0
RALPH H DUGGINS DIRECTOR	0 50	X						0	0	0
ROY J EATON DIRECTOR	0 50	X						580	0	0
CRAWFORD EDWARDS DIRECTOR	0 50	X						0	0	0
REBECCA CLEGG EMERY DIRECTOR	0 50	X						0	0	0
JAY EWING DIRECTOR	0 50	X						150	0	0
CHRIS FARLEY DIRECTOR	0 50	X						0	0	0
TOM FELLER DIRECTOR	0 50	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			
ROB FELTON DIRECTOR	0 50	X						0	0	0
TED FORD DIRECTOR	0 50	X						150	0	0
DAVID GALLAGHER DIRECTOR	0 50	X						0	0	0
GILBERT GAMEZ JR DIRECTOR	0 50	X						250	0	0
GILBERT GAMEZ III DIRECTOR	0 50	X						1,100	0	0
JOHN T GAVIN DIRECTOR	0 50	X						0	0	0
BOB GLENN DIRECTOR	0 50	X						450	0	0
FRANK H GOLDTHWAITE JR DIRECTOR	0 50	X						0	0	0
ROB GREEN DIRECTOR	0 50	X						0	0	0
GARY GRIFFIN DIRECTOR	0 50	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			
MICHELE HAHNFELD DIRECTOR	0 50	X						0	0	0
JOSH HARBUCK DIRECTOR	0 50	X						0	0	0
CHRIS HARRISON DIRECTOR	0 50	X						200	0	0
MICHAEL B HARRISON DIRECTOR	0 50	X						400	0	0
DEBRA JOHNSON HEAD DIRECTOR	0 50	X						0	0	0
JOHN HERNANDEZ DIRECTOR	0 50	X						0	0	0
ROBERT HEROD DIRECTOR	0 50	X						2,400	0	0
J D JOHNSON DIRECTOR	0 50	X						0	0	0
KATE JOHNSON DIRECTOR	0 50	X						2,050	0	0
ROLAND K JOHNSON DIRECTOR	0 50	X						350	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			
SHERMAN JONES DIRECTOR	0 50	X						1,100	0	0
JIM KELLEY DIRECTOR	0 50	X						350	0	0
DEE KELLY JR DIRECTOR	0 50	X						0	0	0
J LUTHER KING JR DIRECTOR	0 50	X						0	0	0
SCOTT KLEBERG DIRECTOR	0 50	X						0	0	0
WILLIAM A LANDRETH JR DIRECTOR	0 50	X						0	0	0
MARK LANSFORD DIRECTOR	0 50	X						300	0	0
R MIKE LANSFORD DIRECTOR	0 50	X						300	0	0
ROBERT M LANSFORD DIRECTOR	0 50	X						400	0	0
CHARLES R LASATER DIRECTOR	0 50	X						2,100	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			
KENNETH K LEIBER DIRECTOR	0 50	X						400	0	0
JASON LESIKAR DIRECTOR	0 50	X						400	0	0
JOHN L LEWIS DIRECTOR	0 50	X						800	0	0
JAMES E LINK DIRECTOR	0 50	X						0	0	0
RAYMOND P LOPEZ DIRECTOR	0 50	X						170	0	0
MANUEL LOPEZ III DIRECTOR	0 50	X						0	0	0
BRIAN LUIG DIRECTOR	0 50	X						0	0	0
LOUIS E MARTIN III DIRECTOR	0 50	X						0	0	0
WILSON MARTIN DIRECTOR	0 50	X						0	0	0
DAVID MCDAVID DIRECTOR	0 50	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			
RONNIE MCNUTT DIRECTOR	0 50	X						3,000	0	0
WILLIAM W MEADOWS DIRECTOR	0 50	X						0	0	0
CLAYTON E MELTON DIRECTOR	0 50	X						0	0	0
JOHN MENZIES DIRECTOR	0 50	X						500	0	0
ROBERT H MERRILL DIRECTOR	0 50	X						0	0	0
A M MICALLEF DIRECTOR	0 50	X						0	0	0
MARY BETH MILLETT DIRECTOR	0 50	X						1,000	0	0
BILLY MINICK DIRECTOR	0 50	X						0	0	0
PAM MINICK DIRECTOR	0 50	X						1,000	0	0
BILL MOBLY DIRECTOR	0 50	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			
KIT MONCRIEF DIRECTOR	0 50	X						0	0	0
MIKE MONCRIEF DIRECTOR	0 50	X						0	0	0
JOSEPH A MONTELEONE DIRECTOR	0 50	X						0	0	0
WM DAVID MOORE DIRECTOR	0 50	X						0	0	0
JAMIE MORGAN DIRECTOR	0 50	X						0	0	0
J TYLER MORRIS DIRECTOR	0 50	X						0	0	0
GREG MORSE DIRECTOR	0 50	X						0	0	0
CARL MULLINS DIRECTOR	0 50	X						0	0	0
STORMY MULLINS DIRECTOR	0 50	X						2,850	0	0
DAN NANCE DIRECTOR	0 50	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			
FLN NEVE DIRECTOR	0 50	X						0	0	0
PHILIP E NORWOOD DIRECTOR	0 50	X						0	0	0
S DALE OUSLEY DIRECTOR	0 50	X						1,050	0	0
J C PACE III DIRECTOR	0 50	X						0	0	0
HOWARD PENA DIRECTOR	0 50	X						0	0	0
ROSS PEROT JR DIRECTOR	0 50	X						0	0	0
GERALD H PERRY DIRECTOR	0 50	X						650	0	0
G MARTIN PHILLIPS DIRECTOR	0 50	X						71,175	0	0
ROY T PITCOCK DIRECTOR	0 50	X						0	0	0
BILL POTEET III DIRECTOR	0 50	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			
TRENT PRIM DIRECTOR	0 50	X						1,100	0	0
SCOTT PRINCE DIRECTOR	0 50	X						0	0	0
CHRIS QUINN DIRECTOR	0 50	X						0	0	0
F D QUINN III DIRECTOR	0 50	X						250	0	0
WILLIAM D RATLIFF III DIRECTOR	0 50	X						0	0	0
BRECK RAY DIRECTOR	0 50 0 10	X						0	0	0
GARY RAY DIRECTOR	0 50	X						0	0	0
THOMAS B REYNOLDS DIRECTOR	0 50	X						0	0	0
MARTIN RICHTER DIRECTOR	0 50	X						1,400	0	0
MARTY RICHTER DIRECTOR	0 50	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			
MARY MARGARET RICHTER DIRECTOR	0 50	X						0	0	0
KELLY RILEY DIRECTOR	0 50	X						250	0	0
GORDON H ROBERTS DIRECTOR	0 50	X						0	0	0
CHARLIE ROYER III DIRECTOR	0 50	X						0	0	0
EDDIE SANDOVAL III DIRECTOR	0 50	X						400	0	0
MIKE SANDS DIRECTOR	0 50	X						500	0	0
THOMAS B SAUNDERS V DIRECTOR	0 50	X						113,585	0	0
CHRIS SCHARBAUER DIRECTOR	0 50	X						0	0	0
PHILIP L SCHUTTS DIRECTOR	0 50	X						7,350	0	0
MORRIS L SHEATS II DIRECTOR	0 50	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			
JOHN R THOMPSON JR DIRECTOR	0 50	X						0	0	0
THEO THOMPSON DIRECTOR	0 50	X						1,400	0	0
RANDY UPSHAW DIRECTOR	0 50	X						500	0	0
ROSARIO VILLALPANDO DIRECTOR	0 50	X						0	0	0
ADAM J WALDECK DIRECTOR	0 50	X						0	0	0
MICHAEL D WARNER DIRECTOR	0 50	X						0	0	0
RANDY WATSON DIRECTOR	0 50	X						0	0	0
A B WHARTON DIRECTOR	0 50	X						0	0	0
J R WILLIAMS III DIRECTOR	0 50 0 20	X						0	0	0
PHILIP C WILLIAMSON DIRECTOR	0 50	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			
JAMES WOOD DIRECTOR	0 50	X						0	0	0
RODNEY WOODSON DIRECTOR	0 50	X						0	0	0
BOB R WRIGHT DIRECTOR	0 50	X						0	0	0
GEORGE M YOUNG JR DIRECTOR	0 50	X						0	0	0
L O BRIGHTBILL III HONORARY VICE PRESIDENT	0 50			X				0	0	0
R A BROWN HONORARY VICE PRESIDENT	0 50			X				0	0	0
R A CANTRELL JR HONORARY VICE PRESIDENT	0 50			X				0	0	0
I B CHAPMAN II HONORARY VICE PRESIDENT	0 50			X				0	0	0
JOHN B COLLIER IV HONORARY VICE PRESIDENT	0 50			X				0	0	0
RICHARD L CONNOR HONORARY VICE PRESIDENT	0 50			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			
EARL COX HONORARY VICE PRESIDENT	0 50			X				0	0	0
DAN CRAINE HONORARY VICE PRESIDENT	0 50			X				0	0	0
WILLIAM S DAVIS HONORARY VICE PRESIDENT	0 50			X				0	0	0
JOHN E DUDLEY HONORARY VICE PRESIDENT	0 50			X				0	0	0
JACK W FERRILL HONORARY VICE PRESIDENT	0 50			X				0	0	0
GENE GRAY HONORARY VICE PRESIDENT	0 50			X				0	0	0
HARRY G HANSEN HONORARY VICE PRESIDENT	0 50			X				0	0	0
MARCUS HILL HONORARY VICE PRESIDENT	0 50			X				0	0	0
EDWARD HUDSON JR HONORARY VICE PRESIDENT	0 50			X				0	0	0
T E JERNIGAN HONORARY VICE PRESIDENT	0 50			X				600	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			
WAYNE C JORDAN HONORARY VICE PRESIDENT	0 50			X				0	0	0
ARVIL J LEWIS HONORARY VICE PRESIDENT	0 50			X				0	0	0
G MALCOLM LOUDEN HONORARY VICE PRESIDENT	0 50			X				0	0	0
ANNE W MARION HONORARY VICE PRESIDENT	0 50			X				0	0	0
KAYE BUCK MCDERMOTT HONORARY VICE PRESIDENT	0 50			X				0	0	0
WILLIAM E MCKAY HONORARY VICE PRESIDENT	0 50			X				0	0	0
JOHN L MERRILL HONORARY VICE PRESIDENT	0 50			X				0	0	0
W A MONCRIEF JR HONORARY VICE PRESIDENT	0 50			X				0	0	0
BOB MOORHOUSE HONORARY VICE PRESIDENT	0 50			X				0	0	0
FRANK L NEVE III HONORARY VICE PRESIDENT	0 50			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			
GARY H PACE HONORARY VICE PRESIDENT	0 50			X				0	0	0
LEONARD PAUL HONORARY VICE PRESIDENT	0 50			X				0	0	0
JOHN V ROACH HONORARY VICE PRESIDENT	0 50			X				0	0	0
MARSHALL T ROBINSON HONORARY VICE PRESIDENT	0 50			X				0	0	0
CHARLES R ROLLINS HONORARY VICE PRESIDENT	0 50			X				0	0	0
ABEL SANCHEZ HONORARY VICE PRESIDENT	0 50			X				0	0	0
TOM B SAUNDERS IV HONORARY VICE PRESIDENT	0 50			X				0	0	0
W A SCHMID III HONORARY VICE PRESIDENT	0 50			X				0	0	0
ALAN SCHUTTS HONORARY VICE PRESIDENT	0 50			X				0	0	0
JOHN EARL SEELIG HONORARY VICE PRESIDENT	0 50			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			
BOB SEMPLE HONORARY VICE PRESIDENT	0 50			X				0	0	0
DAVID J SIMONS HONORARY VICE PRESIDENT	0 50			X				0	0	0
JOHN M STEVENSON HONORARY VICE PRESIDENT	0 50			X				0	0	0
VERNELL STURNS HONORARY VICE PRESIDENT	0 50			X				0	0	0
FRANK P TALLEY JR HONORARY VICE PRESIDENT	0 50			X				0	0	0
CLIFF TEINERT HONORARY VICE PRESIDENT	0 50			X				0	0	0
F HOWARD WALSH JR HONORARY VICE PRESIDENT	0 50			X				0	0	0
DON E WEEKS HONORARY VICE PRESIDENT	0 50			X				0	0	0
BERT WILLIAMS HONORARY VICE PRESIDENT	0 50			X				0	0	0
J ROGER WILLIAMS HONORARY VICE PRESIDENT	0 50			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			
TOM L WOODWARD HONORARY VICE PRESIDENT	0 50			X				700	0	0
BRUCE MCCARTY EXECUTIVE VICE PRESIDENT	40 00			X				183,277	0	64,610
GINNY BROWN ACCOUNTING MANAGER	40 00					X		135,200	0	54,008
DANA LEWIS ADMINISTRATIVE MANAGER	40 00					X		147,767	0	84,813
PAM WRIGHT DEPARTMENT MANAGER	40 00					X		146,950	0	33,520
SUSIE MITCHELL HEIL ADMINISTRATIVE ASSISTANT	40 00					X		110,450	0	58,580
STEFAN MARCHMAN DEPARTMENT MANAGER	40 00					X		114,632	0	28,820
LAUREN LOVELACE DEPARTMENT MANAGER	40 00					X		117,049	0	16,556
JESSICA BIRGE DEPARTMENT CO-MANAGER	40 00					X		106,943	0	19,558

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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

2016

Open to Public Inspection

Name of the organization
SOUTHWESTERN EXPOSITION AND LIVESTOCK SHOW

Employer identification number
75-0575065

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 12, 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 (Form 990 or 990-EZ))

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 agricultural research organization described in **170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land grant college of agriculture See instructions Enter the name, city, and state of the college or university

10 ☑ 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)

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

12 ☐ 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 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g

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- 10 above (see instructions))	(iv) Is the organization listed in your governing document? Yes	(iv) No	(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
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, 8, or 9 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)2012	(b)2013	(c)2014	(d)2015	(e)2016	(f)Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grant ")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a)2012	(b)2013	(c)2014	(d)2015	(e)2016	(f)Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part VI)						
11 **Total support.** Add lines 7 through 10						

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

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2016 (line 6, column (f) divided by line 11, column (f)) **14**

15 Public support percentage for 2015 Schedule A, Part II, line 14 **15**

16a **33 1/3% support test—2016.** 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—2015.** 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—2016.** 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—2015.** 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 III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 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)2012	(b)2013	(c)2014	(d)2015	(e)2016	(f)Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	457,876	575,060	633,938	694,980	687,835	3,049,689
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	15,951,536	17,051,095	18,580,810	19,219,347	18,195,922	88,998,710
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5	16,409,412	17,626,155	19,214,748	19,914,327	18,883,757	92,048,399
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year	18,392	4,443	91,950	89,473	119,935	324,193
c Add lines 7a and 7b	18,392	4,443	91,950	89,473	119,935	324,193
8 **Public support.** (Subtract line 7c from line 6)						91,724,206

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a)2012	(b)2013	(c)2014	(d)2015	(e)2016	(f)Total
9 Amounts from line 6	16,409,412	17,626,155	19,214,748	19,914,327	18,883,757	92,048,399
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	288,487	356,631	437,724	336,553	351,750	1,771,145
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	288,487	356,631	437,724	336,553	351,750	1,771,145
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part VI)						
13 **Total support.** (Add lines 9, 10c, 11, and 12)	16,697,899	17,982,786	19,652,472	20,250,880	19,235,507	93,819,544

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 2016 (line 8, column (f) divided by line 13, column (f))	15	97 770 %
16	Public support percentage from 2015 Schedule A, Part III, line 15	16	97 810 %

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2016** (line 10c, column (f) divided by line 13, column (f))	17	1 890 %
18	Investment income percentage from **2015** Schedule A, Part III, line 17	18	1 970 %

19a **33 1/3% support tests—2016.** 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—2015.** 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 12 of Part I If you checked 12a of Part I, complete Sections A and B If you checked 12b of Part I, complete Sections A and C If you checked 12c of Part I, complete Sections A, D, and E If you checked 12d 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 12a or 12b 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 (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) 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 section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? *If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ)*	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 I of Schedule L (Form 990 or 990-EZ)*	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 9a) 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 9a) 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 section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? *If "Yes," answer line 10b 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		

Part IV Supporting Organizations (continued)

			Yes	No
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		

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*	1		
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*	2		

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)*	1		

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, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?	1		
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)*	2		
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*	3		

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)

			Yes	No
2	Activities Test **Answer (a) and (b) below.**			
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	Parent of Supported Organizations **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)

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

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 2016 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-2016**	**(iii) Distributable Amount for 2016**
1 Distributable amount for 2016 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2016 (reasonable cause required--see instructions)			
3 Excess distributions carryover, if any, to 2016			
a			
b			
c From 2013.			
d From 2014.			
e From 2015.			
f **Total** of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2016 distributable amount			
i Carryover from 2011 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2016 from Section D, line 7 $			
a Applied to underdistributions of prior years			
b Applied to 2016 distributable amount			
c Remainder Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2016, if any Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions)			
6 Remaining underdistributions for 2016 Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions)			
7 **Excess distributions carryover to 2017.** Add lines 3j and 4c			
8 Breakdown of line 7			
a			
b Excess from 2013.			
c Excess from 2014.			
d Excess from 2015.			
e Excess from 2016.			

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

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," on 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

2016

Open to Public Inspection

Name of the organization
SOUTHWESTERN EXPOSITION
AND LIVESTOCK SHOW

Employer identification number
75-0575065

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" on 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" on Form 990, Part IV, line 7.

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

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

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

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

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

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

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

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

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, 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" on 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 on 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 on Form 990, Part VIII, line 1 ▶ $ _____

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

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

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

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

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

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

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

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

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

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

2a Did the organization include an amount on Form 990, Part X, line 21, 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" on Form 990, Part IV, line 10.

	(a)Current year	(b)Prior year	(c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance					
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 on lines 2a, 2b, and 2c should equal 100%

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

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

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

Part VI Land, Buildings, and Equipment.
Complete if the organization answered 'Yes' on 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				
b Buildings				
c Leasehold improvements		177,553	131,035	46,518
d Equipment		150,941	105,371	45,570
e Other		1,770,893	1,254,677	516,216
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c))* ▶				608,304

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) FIXED INCOME - OTHER FUND	299,823	F
(B) MULTI-STRATEGY HEDGE FUND	254,124	F
(C) PRIVATE EQUITY FUND	2,215,958	F
(D) REAL ESTATE INVESTMENT TRUSTS	875,806	F
(D)		
(E)		
(F)		
(G)		
(H)		
Total. *(Column (b) must equal Form 990, Part X, col (B) line 12)* ▶	3,645,711	

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

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. *(Column (b) must equal Form 990, Part X, col (B) line 13)* ▶		

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 15)* ▶	

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
DEFINED BENEFIT PLAN	2,424,056
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	2,424,056

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

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

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

1	Total revenue, gains, and other support per audited financial statements			1	18,460,841
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains (losses) on investments	2a	1,789,097		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII)	2d	938,585		
e	Add lines **2a** through **2d**			2e	2,727,682
3	Subtract line **2e** from line **1**			3	15,733,159
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	126,096		
b	Other (Describe in Part XIII)	4b	4,113,218		
c	Add lines **4a** and **4b**			4c	4,239,314
5	Total revenue Add lines **3** and **4c.** (This must equal Form 990, Part I, line 12)			5	19,972,473

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

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

1	Total expenses and losses per audited financial statements			1	15,262,975
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	7,498		
e	Add lines **2a** through **2d**			2e	7,498
3	Subtract line **2e** from line **1**			3	15,255,477
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	126,096		
b	Other (Describe in Part XIII)	4b	4,113,218		
c	Add lines **4a** and **4b**			4c	4,239,314
5	Total expenses Add lines **3** and **4c.** (This must equal Form 990, Part I, line 18)			5	19,494,791

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
See Additional Data Table	

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

Additional Data

Software ID:

Software Version:

EIN: 75-0575065

Name: SOUTHWESTERN EXPOSITION AND LIVESTOCK SHOW

Supplemental Information

Return Reference	Explanation
PART X, LINE 2	FASB ASC TOPIC NO 740, INCOME TAXES, PRESCRIBES A COMPREHENSIVE MODEL FOR THE FINANCIAL S TATEMENT RECOGNITION, MEASUREMENT, PRESENTATION AND DISCLOSURE OF UNCERTAIN TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN INCOME TAX RETURNS MANAGEMENT OF THE STOCK SHOW BELIEVES THAT IT HAS NOT TAKEN A TAX POSITION THAT, IF CHALLENGED, WOULD HAVE A MATERIAL EFFECT ON THE FINANCIAL STATEMENTS THE STOCK SHOW FILES FORM 990 IN THE FEDERAL JURISDICTION WITHI N THE UNITED STATES AT MARCH 31, 2017, THE STOCK SHOW'S TAX RETURNS RELATED TO THE YEARS ENDED MARCH 31, 2014 THROUGH MARCH 31, 2016 REMAIN OPEN TO POSSIBLE EXAMINATION BY TAX AUT HORITIES NO TAX RETURNS ARE CURRENTLY UNDER EXAMINATION BY ANY TAX AUTHORITIES THE STOCK SHOW HAS NOT INCURRED ANY PENALTIES OR INTEREST UNDER FASB ASC TOPIC NO 740

Supplemental Information

Return Reference	Explanation
PART XI, LINE 2D - OTHER ADJUSTMENTS	MERCHANDISE COST OF GOODS SOLD 7,498 EFFECT OF FASB STATEMENT NO 158 FASB STATEMENT 158 REQUIRES THE ASSOCIATION TO FULLY RECOGNIZE THE CHANGE IN THE UNDERFUNDED POSITION (THE DI FFERENCE BETWEEN THE FAIR VALUE OF PLAN ASSETS AND THE BENEFIT OBLIGATION) OF ITS POSTRETI REMENT BENEFIT PLAN IN THE BALANCE SHEET 931,087

Supplemental Information

Return Reference	Explanation
PART XI, LINE 4B - OTHER ADJUSTMENTS	LIVESTOCK COST OF GOODS SOLD 4,113,218

Supplemental Information

Return Reference	Explanation
PART XII, LINE 2D - OTHER ADJUSTMENTS	MERCHANDISE COST OF GOODS SOLD 7,498

Supplemental Information

Return Reference	Explanation
PART XII, LINE 4B - OTHER ADJUSTMENTS	LIVESTOCK COST OF GOODS SOLD 4,113,218

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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," on 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

2016

Open to Public Inspection

Name of the organization
SOUTHWESTERN EXPOSITION
AND LIVESTOCK SHOW

Employer identification number
75-0575065

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" on 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

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . ▶ 11

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶ 2

Part III **Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" on 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
(1) EQUINE SCHOLARSHIPS	32	45,500			
(2) VARIOUS SCHOLARSHIPS	26	47,400			
(3) CALF SCRAMBLE STUDENT AG AWARDS AND SCHOLARSHIPS	312	237,000			
(4) HEIFER BEEF CHALLENGE SCHOLARSHIPS	33	59,500			
(5) ART CONTEST SCHOLARSHIPS	31	20,500			
(6) COMMERCIAL HEIFER SCHOLARSHIPS	14	9,000			
(7) TEXAS M A D E	10	19,500			
(7)					

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
PART I, LINE 2	FOR ALL SCHOLARSHIPS ISSUED BY THE ORGANIZATION, THE SCHOLARSHIP COMMITTEE REVIEWS THE APPLICANTS AND KEEPS A WRITTEN FILE ON EACH STUDENT AFTER THE WRITTEN CRITERIA HAS BEEN REVIEWED BY THE COMMITTEE, PROOF OF ELIGIBILITY FROM THE EDUCATIONAL INSTITUTION MUST BE VERIFIED ON BEHALF OF THE STUDENT BEFORE ANY FUNDS ARE DISBURSED GRANTS TO PUBLIC CHARITIES ARE GENERALLY PROVIDED FOR SPECIFIC PURPOSES ONLY MANAGEMENT MONITORS THE PROJECTS THROUGH THEIR COMPLETION, BUT GENERALLY DOES NOT REQUIRE ANY FORMAL REPORTING FROM THE RECIPIENT ORGANIZATION

Additional Data

Software ID:
Software Version:
EIN: 75-0575065
Name: SOUTHWESTERN EXPOSITION AND LIVESTOCK SHOW

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
BOTANICAL RESEARCH INSTITUTE 1700 UNIVERSITY DRIVE FORT WORTH, TX 76107	75-2198196	501(C)(3)	15,000				EDUCATION
CHISHOLM CHALLENGE PO BOX 204 LILLIAN, TX 76061	68-0558913	501(C)(3)	10,000				EDUCATION
FORT WORTH COPS FOR KIDS 2501 PARKVIEW DR 600 FORT WORTH, TX 76102	30-0220840	501(C)(3)	5,000				EDUCATION

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
FORT WORTH MUSEUM OF SCIENCE AND HISTORY 1600 GENDY STREET FORT WORTH, TX 76107	75-0755335	501(C)(3)	50,000				EDUCATION
NORTH TEXAS CUTTING CHAMPIONS 777 TAYLOR STREET SUITE 900 FORT WORTH, TX 76102	75-0275060	501(C)(6)	5,000				EDUCATION
NORTH TEXAS HIGH SCHOOL RODEO ASSOCIATION PO BOX 79500 SAGINAW, TX 76179	23-7322039	501(C)(4)	5,000				EDUCATION

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
SUSAN G KOMEN FOR THE CURE PO BOX 101328 FORT WORTH, TX 76185	75-1835298	501(C)(3)	23,100				EDUCATION
NATIONAL MULTICULTURAL WESTERN HERITAGE MUSEUM 2401 SCOTT AVENUE FORT WORTH, TX 76103	75-2961984	501(C)(3)	10,000				EDUCATION
MUSTANG HERITAGE FOUNDATION PO BOX 979 GEORGETOWN, TX 78626	88-0512149	501(C)(3)	22,989				EDUCATION

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
MAKE-A-WISH FOUNDATION OF N TEXAS 3509 HULEN ST STE 200 FORT WORTH, TX 76107	75-1889666	501(C)(3)	5,000				EDUCATION
JUNIOR LEAGUE OF FORT WORTH 255 BAILEY AVENUE FORT WORTH, TX 76107	75-6022377	501(C)(3)	10,000				EDUCATION
COOK CHILDRENS MEDICAL CENTER 801 7TH AVENUE FORT WORTH, TX 76104	75-2051646	501(C)(3)	41,000				EDUCATION

Form 990, Schedule I, Part III, Grants and Other Assistance to Domestic Individuals.

(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
EQUINE SCHOLARSHIPS	32	45,500			
VARIOUS SCHOLARSHIPS	26	47,400			
CALF SCRAMBLE STUDENT AG AWARDS AND SCHOLARSHIPS	312	237,000			
HEIFER BEEF CHALLENGE SCHOLARSHIPS	33	59,500			
ART CONTEST SCHOLARSHIPS	31	20,500			

Form 990, Schedule I, Part III, Grants and Other Assistance to Domestic Individuals.

(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
COMMERCIAL HEIFER SCHOLARSHIPS	14	9,000			
TEXAS M A D E	10	19,500			

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ **Complete if the organization answered "Yes" on 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

2016

Open to Public Inspection

Name of the organization
SOUTHWESTERN EXPOSITION
AND LIVESTOCK SHOW

Employer identification number
75-0575065

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items			
	☐ First-class or charter travel	☐ Housing allowance or residence for personal use		
	☐ Travel for companions	☐ Payments for business use of personal residence		
	☐ Tax idemnification and gross-up payments	☑ Health or social club dues or initiation fees		
	☐ Discretionary spending account	☐ Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	**1b**	Yes	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	**2**	Yes	
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III			
	☑ Compensation committee	☐ Written employment contract		
	☐ Independent compensation consultant	☑ Compensation survey or study		
	☑ Form 990 of other organizations	☑ Approval by the board or compensation committee		
4	During the year, did any person listed on 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?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.			
5	For persons listed on 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?	**5b**		No
	If "Yes," on line 5a or 5b, describe in Part III			
6	For persons listed on 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?	**6b**		No
	If "Yes," on line 6a or 6b, describe in Part III			
7	For persons listed on 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 on Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regulations section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No
9	If "Yes" on 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 on 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 on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 BRADFORD S BARNES PRESIDENT/GENERAL MANAGER	(i)	339,193	172,500	0	59,729	19,847	591,269	0
	(ii)	0	0	0	0	0	0	0
2 BRUCE MCCARTY EXECUTIVE VICE PRESIDENT	(i)	165,777	17,500	0	54,677	9,933	247,887	0
	(ii)	0	0	0	0	0	0	0
3 GINNY BROWN ACCOUNTING MANAGER	(i)	120,200	15,000	0	44,075	9,933	189,208	0
	(ii)	0	0	0	0	0	0	0
4 DANA LEWIS ADMINISTRATIVE MANAGER	(i)	132,767	15,000	0	74,880	9,933	232,580	0
	(ii)	0	0	0	0	0	0	0
5 PAM WRIGHT DEPARTMENT MANAGER	(i)	131,950	15,000	0	23,587	9,933	180,470	0
	(ii)	0	0	0	0	0	0	0
6 SUSIE MITCHELL HEIL ADMINISTRATIVE ASSISTANT	(i)	100,450	10,000	0	48,729	9,851	169,030	0
	(ii)	0	0	0	0	0	0	0

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
PART I, LINE 1A	COUNTRY CLUB DUES WERE PAID ON BEHALF OF BRADFORD BARNES THE ORGANIZATION'S BOARD OF DIRECTORS DO NOT RECEIVE ANY COMPENSATION FOR SERVING IN THEIR CAPACITY AS A BOARD MEMBER, BUT CERTAIN BOARD MEMBERS DO RECEIVE COMPENSATION FOR VARIOUS SERVICES THEY PERFORM DURING THE ANNUAL SOUTHWESTERN EXPOSITION AND LIVESTOCK SHOW

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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

2016

Open to Public Inspection

Name of the organization
SOUTHWESTERN EXPOSITION AND LIVESTOCK SHOW

Employer identification number
75-0575065

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? Yes	No

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

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

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

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

Part III **Grants or Assistance 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
(1) PHILIP WILLIAMSON	EMPLOYEE/OFFICER OF WILLIAMSON-DICKIE MFG CO AND DIRECTOR OF ORGANIZATION	152,178	WILLIAMSON-DICKIE MANUFACTURING COMPANY PROVIDED SPONSORSHIPS TO THE STOCK SHOW		No
(2) AM MICALLEF	CHAIRMAN OF REATA RESTAURANT MGMT CO , LLC AND DIRECTOR OF ORGANIZATION	168,522	REATA OPERATED RESTAURANTS AND MEMBERSHIP CLUB ON THE STOCK SHOW GROUNDS UNDER A CONCESSION AGREEMENT		No
(3) JAMES WOOD	OWNER OF N TX CHEVY DEALERS AND DIRECTOR OF ORGANIZATION	212,000	NORTH TEXAS CHEVY DEALERS PROVIDED SPONSORSHIPS TO THE STOCK SHOWS		No
(4) THOMAS SAUNDERS V	INDEPENDENT CATTLEMAN AND DIRECTOR OF ORGANIZATION	113,585	MR SAUNDERS PROVIDES CATTLE AND LABOR FOR A VARIETY OF EVENTS DURING THE STOCK SHOW		No
(5) J LUTHER KING JR	OWNER AND PRINCIPAL OF LKCM AND DIRECTOR OF ORGANIZATION	102,894	LUTHER KING CAPITAL MANAGEMENT MANAGES A PORTION OF THE STOCK SHOW INVESTMENTS ON A STANDARD FEE BASIS		No

Part V **Supplemental Information**

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

Return Reference	Explanation

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SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 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

2016

Open to Public Inspection

Name of the organization
SOUTHWESTERN EXPOSITION AND LIVESTOCK SHOW

Employer identification number
75-0575065

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	DAN L ADAMS AND BILL BARCLAY HAVE A BUSINESS RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	MARTIN BOWEN, EDWARD P BASS, AND LEE BASS HAVE A BUSINESS RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	EDWARD P BASS AND LEE M BASS HAVE A FAMILY RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	ROBERT M LANSFORD, MARK LANSFORD, AND R MIKE LANSFORD HAVE A FAMILY RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	CHARLES B MONCRIEF, KIT MONCRIEF, BRADFORD S BARNES, CHARLIE ROYER III, ED FARMER BEGGS II, GEORGE BEGGS IV, AND CHARLIE GEREN HAVE A FAMILY RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	PAM MINICK AND BILLY MINICK HAVE A FAMILY RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	KENNETH K LEIBER, PETE BONDS, CRAWFORD EDWARDS, AND W R WATT JR HAVE A BUSINESS RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	CHRIS QUINN AND F D QUINN III HAVE A FAMILY RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	JOHN P BOSWELL, CHARLIE GEREN, GREG MORSE, AND DEE KELLY JR HAVE A BUSINESS RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	MIKE BERRY AND ROSS PEROT JR HAVE A BUSINESS RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	MATTHEW R CARTER AND EDWARD P BASS HAVE A BUSINESS RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	CRAWFORD EDWARDS, CHARLIE GEREN, MARTY RICHTER, MARY MARGARET RICHTER, MARTIN RICHTER, AND RANDY RODGERS HAVE A FAMILY RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	JON BRUMLEY AND JONNY BRUMLEY HAVE A FAMILY AND BUSINESS RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	PHILIP L SCHUTTS, ALAN SCHUTTS, AND CHARLIE ROYER III HAVE A BUSINESS RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	MORRIS L SHEATS AND JOHN R THOMPSON JR HAVE A FAMILY RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	PHILIP L SCHUTTS AND J R WILLIAMS III HAVE A FAMILY RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	RAYMOND P LOPEZ AND MANUEL LOPEZ III HAVE A FAMILY RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	RANDY RODGERS AND J LUTHER KING, JR HAVE A BUSINESS RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	TOM FELLER, RANDY WATSON, JAMIE MORGAN, AND KELLY RILEY HAVE A BUSINESS RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	LOUIS E MARTIN III AND KATE JOHNSON HAVE A FAMILY RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	JIM CALHOUN JR AND THOMAS B SAUNDERS V HAVE A FAMILY RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	W R WATT JR , RANDY RODGERS, LUTHER KING, AND BOB GLENN HAVE A BUSINESS RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	BRADFORD BARNES AND RODNEY WOODSON HAVE A BUSINESS RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	GILBERT GAMEZ JR AND CHARLIE GEREN HAVE A BUSINESS RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	FLN NEVE AND CHARLIE ROYER III HAVE A BUSINESS RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	MICHELE HAHNFELD, ADAM WALDECK, AND SHERMAN JONES HAVE A BUSINESS RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	F HOWARD WALSH, JR AND ROB GREEN HAVE A BUSINESS RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	MICHAEL B HARRISON AND CHRIS HARRISON HAVE A FAMILY RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	TRENT PRIM AND BRAD BARNES HAVE A FAMILY RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	WILLIAM ANDERSON AND WILLIAM D RATLIFF III HAVE A FAMILY RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	SCOTT PRINCE, F D QUINN III, AND FLN NEVE HAVE A BUSINESS RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	GILBERT GAMEZ, JR AND GILBERT GAMEZ, III HAVE A FAMILY RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	THEO THOMPSON AND GORDON ROBERTS HAVE A BUSINESS RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	MARTIN RICHTER, MARTY RICHTER, AND MARY MARGARET RICHTER HAVE A BUSINESS RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	PETE BONDS AND BILL ANDERSON HAVE A BUSINESS RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	MARTIN BOWEN AND MATTHEW CARTER HAVE A BUSINESS RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	WILLIAM MEADOWS, ED BASS, MARTIN BOWEN, AND JON BRUMLEY HAVE A BUSINESS RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	PHILIP SCHUTTS AND SHERMAN JONES HAVE A FAMILY RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 6	MEMBERS ARE CHOSEN BY A MAJORITY VOTE FROM A NOMINATING COMMITTEE AND ELECTED BY A MAJORIT Y VOTE OF THE MEMBERS MEMBERS DO NOT RECEIVE ANY COMPENSATION FOR SERVING IN THEIR CAPACI TY AS A MEMBER AND NO PART OF THE ORGANIZATION'S EARNINGS OR ASSETS SHALL EVER INURE TO TH E BENEFIT OF THE MEMBERS

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7A	THE MEMBERS ELECT THE BOARD OF DIRECTORS AT AN ANNUAL MEETING EACH YEAR

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11B	THE TAX RETURN IS REVIEWED IN DETAIL AND APPROVED BY THE AUDIT COMMITTEE, AND PRIOR TO IT BEING FILED A COPY IS PROVIDED TO ALL MEMBERS OF THE EXECUTIVE COMMITTEE WHICH CONSTITUTES THE GOVERNING BODY AND HAS BEEN DELEGATED WITH THE PRIMARY POWER OF GOVERNANCE BY THE BOA RD OF DIRECTORS

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 12C	THE EXECUTIVE COMMITTEE MEETS ONCE A YEAR TO DETERMINE IF ANYONE OR ANY TRANSACTION HAS VIOLATED THE CONFLICT OF INTEREST POLICY

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 15	THE COMPENSATION COMMITTEE, IN RECOMMENDING SUCH COMPENSATION, AND THE EXECUTIVE COMMITTEE , IN APPROVING SUCH COMPENSATION, SHALL FOLLOW THREE STEPS FIRST, EACH COMMITTEE SHALL ME ET IN SESSIONS COMPOSED ENTIRELY OF INDIVIDUALS WHO DO NOT HAVE A CONFLICT OF INTEREST WIT H RESPECT TO THE COMPENSATION ARRANGEMENT SECOND, EACH COMMITTEE SHALL OBTAIN AND RELY UP ON APPROPRIATE DATA AS TO COMPARABILITY PRIOR TO MAKING ITS DETERMINATION THIRD, EACH COM MITTEE SHALL ADEQUATELY DOCUMENT THE BASIS FOR ITS DETERMINATION CONCURRENTLY WITH MAKING ITS DETERMINATION

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION C, LINE 19	ALL DOCUMENTS AVAILABLE UPON REQUEST

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART XI, LINE 9	EFFECT OF FASB STATEMENT NO 158 FASB STATEMENT 158 REQUIRES THE ASSOCIATION TO FULLY RECO GNIZE THE CHANGE IN THE UNDERFUNDED POSITION (THE DIFFERENCE BETWEEN THE FAIR MARKET VALUE OF PLAN ASSETS AND THE BENEFIT OBLIGATION) OF ITS POSTRETIREMENT BENEFIT PLAN IN THE BALA NCE SHEET 931,087

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART XII, LINE 2C	THERE HAS BEEN NO CHANGE IN THE PROCESS FROM PRIOR YEARS

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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

2016

Open to Public Inspection

Name of the organization
SOUTHWESTERN EXPOSITION
AND LIVESTOCK SHOW

Employer identification number
75-0575065

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	(g) No
(1)EVENT FACILITIES FORT WORTH INC 505 MAIN SUITE 240 FORT WORTH, TX 76102 26-0011624	PROVIDE SUPPORT TO THE SOUTHWESTERN EXPOSITION & LIVESTOCK SHOW	TX	501(C)(3)	11A, TYPE I			No
(2)AGRICULTURAL DEVELOPMENT FUND PO BOX 150 FORT WORTH, TX 76101 75-1824668	TO PAY A PREMIUM/BONUS TO OWNERS OF LIVESTOCK	TX	501(C)(3)	9			No

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity? Yes	(i) No

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

		Yes	No
1 During the tax year, did the orgranization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a Receipt of **(i)** interest, **(ii)**annuities, **(iii)** royalties, or**(iv)** rent from a controlled entity	1a		No
b Gift, grant, or capital contribution to related organization(s)	1b		No
c Gift, grant, or capital contribution from related organization(s)	1c		No
d Loans or loan guarantees to or for related organization(s)	1d		No
e Loans or loan guarantees by related organization(s)	1e		No
f Dividends from related organization(s)	1f		No
g Sale of assets to related organization(s)	1g		No
h Purchase of assets from related organization(s)	1h		No
i Exchange of assets with related organization(s)	1i		No
j Lease of facilities, equipment, or other assets to related organization(s)	1j		No
k Lease of facilities, equipment, or other assets from related organization(s)	1k	Yes	
l Performance of services or membership or fundraising solicitations for related organization(s)	1l		No
m Performance of services or membership or fundraising solicitations by related organization(s)	1m		No
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	Yes	
o Sharing of paid employees with related organization(s)	1o	Yes	
p Reimbursement paid to related organization(s) for expenses	1p		No
q Reimbursement paid by related organization(s) for expenses	1q	Yes	
r Other transfer of cash or property to related organization(s)	1r		No
s Other transfer of cash or property from related organization(s)	1s		No

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)AGRICULTURAL DEVELOPMENT FUND - GENERAL & ADMINISTRATIVE EXPENSES	Q	87,097	FMV
(2)AGRICULTURAL DEVELOPMENT FUND - LIVESTOCK PREMIUMS	Q	3,760,945	FMV

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Part VII Supplemental Information

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

Return Reference	Explanation