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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

2017

Open to Public Inspection

A For the 2017 calendar year, or tax year beginning 09-01-2017 , and ending 08-31-2018

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

C Name of organization
HOUSTON LIVESTOCK SHOW AND RODEO INC
% JENNIFER HAZELTON
Doing business as

Number and street (or P O box if mail is not delivered to street address) 3 NRG PARK
Room/suite

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

D Employer identification number
74-1142851

E Telephone number
(832) 667-1000

G Gross receipts $ 143,588,907

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

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

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

H(c) Group exemption number ▶

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

J Website: ▶ www hlsr com

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

L Year of formation 1932

M State of legal domicile TX

Part I Summary

1 Briefly describe the organization's mission or most significant activities
SEE SCHEDULE O

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

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	417
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	409
5	Total number of individuals employed in calendar year 2017 (Part V, line 2a)	**5**	1,230
6	Total number of volunteers (estimate if necessary)	**6**	33,000
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	-274,765
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	-275,044

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	40,203,116	42,726,528
9	Program service revenue (Part VIII, line 2g)	83,593,145	86,904,968
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,277,564	12,051,725
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-548,314	-382,002
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	125,525,511	141,301,219
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	14,833,165	7,194,208
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)	18,874,734	18,671,273
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶9,370,020		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	83,554,257	90,327,600
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	117,262,156	116,193,081
19	Revenue less expenses Subtract line 18 from line 12	8,263,355	25,108,138

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	276,771,580	351,149,076
21	Total liabilities (Part X, line 26)	62,979,371	111,941,592
22	Net assets or fund balances Subtract line 21 from line 20	213,792,209	239,207,484

Part II Signature Block

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

Sign Here

Signature of officer — Date: 2019-07-12

JENNIFER HAZELTON CFO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ERIC M MCNEIL	ERIC M MCNEIL			P00460263

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

Firm's address ▶ 2001 MARKET ST SUITE 1800
PHILADELPHIA, PA 19103

Phone no (267) 330-3000

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

SEE SCHEDULE O

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 $ 88,454,697 including grants of $ 0) (Revenue $ 86,904,106)
See Additional Data

4b (Code) (Expenses $ 7,194,208 including grants of $ 7,194,208) (Revenue $ 0)
See Additional Data

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

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

4e **Total program service expenses ▶** 95,648,905

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4	Yes	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		No
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*	11a	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b	Yes	
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d		No
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f		No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b	Yes	
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or other assistance to or for any foreign organization? *If "Yes," complete Schedule F, Parts II and IV*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or other assistance to or for foreign individuals? *If "Yes," complete Schedule F, Parts III and IV*	16		No
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I* (see instructions)	17		No
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	Yes	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No

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

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

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . .	**1a**	3,472		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	**1b**	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		**1c**	Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	**2a**	1,230		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)		**2b**	Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year? . . .		**3a**	Yes	
b	If "Yes," has it filed a Form 990-T for this year? *If "No" to line 3b, provide an explanation in Schedule O* . . .		**3b**	Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . .		**4a**		No
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR)				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .		**5a**		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		**5b**		No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		**5c**		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? . . .		**6a**		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		**6b**		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		**7a**	Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		**7b**	Yes	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		**7c**		No
d	If "Yes," indicate the number of Forms 8282 filed during the year	**7d**			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		**7e**		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .		**7f**		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		**7g**		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		**7h**		
8	**Sponsoring organizations maintaining donor advised funds.** Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?		**8**		
9a	Did the sponsoring organization make any taxable distributions under section 4966? . . .		**9a**		
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person? . . .		**9b**		
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	**10a**			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	**10b**			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	**11a**			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	**11b**			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		**12a**		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	**12b**			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O		**13a**		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	**13b**			
c	Enter the amount of reserves on hand	**13c**			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		**14a**		No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .		**14b**		

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

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

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	417		
	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	409		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3			No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4			No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5			No
6	Did the organization have members or stockholders?	6		Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		Yes	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?	8a		Yes	
b	Each committee with authority to act on behalf of the governing body?	8b		Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9			No

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

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

Section C. Disclosure

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

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

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

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

20 State the name, address, and telephone number of the person who possesses the organization's books and records
▶JENNIFER HAZELTON 3 NRG PARK HOUSTON, TX 77054 (832) 667-1000

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) ▶								3,119,767	0	817,692

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 ▶ 35

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
LD SYSTEMS INC, PO BOX 10620 HOUSTON, TX 77206	AUDIO/VIDEO SERVICES	4,174,675
RAY CAMMACK SHOWS INC, 4950 WEST SOUTHERN AVE LAVEEN, AZ 85339	CARNIVAL SERVICES	3,922,225
TRANSPORTATION MANAGEMENT SERVICES, 17810 MEETING HOUSE ROAD SUITE 200 SANDY SPRING, MD 20860	TRANSPORTATION	2,580,331
8TEN INC, 3310 WEST END AVE NO 400 NASHVILLE, TN 37203	ENTERTAINMENT SRVS	2,376,904
ARAMARK SPORTS AND ENTERTAINMENT, TWO NRG PARK HOUSTON, TX 77054	FOOD SERVICES	1,981,697

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 ▶ 65

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	4,787,177			
c Fundraising events	1c	545,498			
d Related organizations	1d				
e Government grants (contributions)	1e				
f All other contributions, gifts, grants, and similar amounts not included above	1f	37,393,853			
g Noncash contributions included in lines 1a-1f $ 54,061					
h **Total.** Add lines 1a-1f		42,726,528			
Program Service Revenue	Business Code				
2a RODEO SHOW RECEIPT	711300	86,904,968	86,904,968		
b					
c					
d					
e					
f All other program service revenue					
g **Total.** Add lines 2a–2f		86,904,968			
3 Investment income (including dividends, interest, and other similar amounts)		2,620,522		28,553	2,591,969
4 Income from investment of tax-exempt bond proceeds		0			
5 Royalties		0			
	(i) Real	(ii) Personal			
6a Gross rents	434,646				
b Less rental expenses	690,263				
c Rental income or (loss)	-255,617	0			
d Net rental income or (loss)		-255,617		-255,617	
	(i) Securities	(ii) Other			
7a Gross amount from sales of assets other than inventory	9,431,203				
b Less cost or other basis and sales expenses					
c Gain or (loss)	9,431,203				
d Net gain or (loss)		9,431,203			9,431,203
Other Revenue 8a Gross income from fundraising events (not including $ 545,498 of contributions reported on line 1c) See Part IV, line 18	a 391,922				
b Less direct expenses	b 469,744				
c Net income or (loss) from fundraising events		-77,822			-77,822
9a Gross income from gaming activities See Part IV, line 19	a 0				
b Less direct expenses	b 0				
c Net income or (loss) from gaming activities		0			
10a Gross sales of inventory, less returns and allowances	a 1,069,118				
b Less cost of goods sold	b 1,127,681				
c Net income or (loss) from sales of inventory		-58,563	-862	-57,701	
Miscellaneous Revenue	Business Code				
11a COCA-COLA SPONSORSHIP	900099	10,000		10,000	
b					
c					
d All other revenue					
e **Total.** Add lines 11a–11d		10,000			
12 Total revenue. See Instructions		141,301,219	86,904,106	-274,765	11,945,350

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	7,194,208	7,194,208		
2 Grants and other assistance to domestic individuals See Part IV, line 22	0			
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals See Part IV, line 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	1,781,392	155,621	1,623,467	2,304
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	100,245			100,245
7 Other salaries and wages	12,526,854	8,114,802	3,373,303	1,038,749
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions)	1,343,561	674,176	562,216	107,169
9 Other employee benefits	1,896,623	1,151,070	607,202	138,351
10 Payroll taxes	1,022,598	602,837	341,672	78,089
11 Fees for services (non-employees)				
a Management	0			
b Legal	469,526		469,526	
c Accounting	132,316		124,983	7,333
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	188,112		188,112	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	23,417,870	21,912,509	411,562	1,093,799
12 Advertising and promotion	3,962,590	3,478,113	101,675	382,802
13 Office expenses	2,004,458	1,494,390	171,810	338,258
14 Information technology	1,085,387	80,974	998,617	5,796
15 Royalties	0			
16 Occupancy	1,872,387	1,630,494		241,893
17 Travel	164,867	143,738	-11,627	32,756
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	61,389	14,653	41,450	5,286
20 Interest	2,105,644	2,105,644		
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	4,593,814	3,975,832	523,832	94,150
23 Insurance	1,153,581	562,552	512,589	78,440
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a ENTERTAINER EXPENSE	12,358,914	12,355,939		2,975
b FOOD AND BEVERAGE SERVICES	8,161,104	3,939,480	287,855	3,933,769
c EQUIPMENT RENTAL & MAINT	7,800,253	7,389,317	200,162	210,774
d CONTRIBUTIONS TO SHOW EXHIB	7,756,369	7,756,369		
e All other expenses	13,039,019	10,916,187	645,750	1,477,082
25 **Total functional expenses.** Add lines 1 through 24e	116,193,081	95,648,905	11,174,156	9,370,020
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	15,408,766	1	22,503,712
	2	Savings and temporary cash investments	0	2	0
	3	Pledges and grants receivable, net	0	3	0
	4	Accounts receivable, net	1,987,514	4	1,774,547
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0	5	0
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L	0	6	0
	7	Notes and loans receivable, net	7,053,889	7	6,294,379
	8	Inventories for sale or use	401,455	8	336,055
	9	Prepaid expenses and deferred charges	856,386	9	1,756,005
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D — 10a: 221,402,217			
	b	Less accumulated depreciation — 10b: 51,555,418	101,266,057	10c	169,846,799
	11	Investments—publicly traded securities	121,659,999	11	113,821,681
	12	Investments—other securities See Part IV, line 11	25,250,482	12	23,299,526
	13	Investments—program-related See Part IV, line 11	0	13	0
	14	Intangible assets	0	14	0
	15	Other assets See Part IV, line 11	2,887,032	15	11,516,372
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	276,771,580	16	351,149,076
Liabilities	17	Accounts payable and accrued expenses	7,177,846	17	5,997,098
	18	Grants payable	0	18	0
	19	Deferred revenue	28,124,274	19	37,009,614
	20	Tax-exempt bond liabilities	0	20	0
	21	Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0	22	0
	23	Secured mortgages and notes payable to unrelated third parties	14,246,201	23	57,896,636
	24	Unsecured notes and loans payable to unrelated third parties	0	24	0
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	13,431,050	25	11,038,244
	26	**Total liabilities.** Add lines 17 through 25	62,979,371	26	111,941,592
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	213,792,209	27	239,207,484
	28	Temporarily restricted net assets	0	28	0
	29	Permanently restricted net assets	0	29	0
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	213,792,209	33	239,207,484
	34	Total liabilities and net assets/fund balances	276,771,580	34	351,149,076

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	141,301,219
2	Total expenses (must equal Part IX, column (A), line 25)	2	116,193,081
3	Revenue less expenses Subtract line 2 from line 1	3	25,108,138
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	213,792,209
5	Net unrealized gains (losses) on investments	5	-1,943,456
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	2,250,593
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	239,207,484

Part XII Financial Statements and Reporting

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

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

Additional Data

Software ID:

Software Version:

EIN: 74-1142851

Name: HOUSTON LIVESTOCK SHOW AND RODEO INC

Form 990 (2017)

Form 990, Part III, Line 4a:

- THE 2018 HOUSTON LIVESTOCK SHOW AND RODEO HAD A 20-DAY TOTAL ATTENDANCE OF 2,408,550 VISITORS (ALL ACTIVITIES ON THE GROUNDS) - THE RODEOHOUSTON PAID ATTENDANCE RECORD OF 1,346,388 FANS ENJOYED ACTION-PACKED RODEO PERFORMANCES AND SUPERSTARS IN CONCERT FIVE RODEOHOUSTON PERFORMANCES LANDED IN THE LIST OF THE SHOWS TOP 25 PAID RODEO ATTENDANCE RECORDS - THE WORLDS CHAMPIONSHIP BAR-B-QUE CONTEST HELPED KICK OFF THE SHOW WITH 215,476 PEOPLE IN ATTENDANCE FROM FEBRUARY 22-24 - RODEOHOUSTON COMMITTED $2 17 MILLION TO ITS CONTESTANTS IN 2018 - THE 2018 RODEOHOUSTON SUPER SERIES INVITED THE WORLDS TOP RODEO ATHLETES TO COMPETE IN SEVEN EVENTS, FEBRUARY 27 - MARCH 17 - RODEO ATHLETES COMPETED FOR A SHARE OF $1 748 MILLION IN PRIZE MONEY EACH EVENT CHAMPION WALKED AWAY FROM NRG STADIUM WITH $50,000, PLUS HIS OR HER WINNINGS FROM THE PRELIMINARY ROUNDS - THE RODEOHOUSTON SUPER SHOOTOUT NORTH AMERICAS CHAMPIONS, PRESENTED BY CROWN ROYAL, WAS HELD SUNDAY, MARCH 18, 2018 THIS ONE-DAY EVENT FEATURED CHAMPION ATHLETES FROM EIGHT OF THE BEST RODEOS IN THE U S AND CANADA CONTESTANTS COMPETED AS INDIVIDUALS, AND AS PART OF A TEAM CONSISTING OF EVENT CHAMPIONS FROM EACH OF THE EIGHT RODEOS WITH A TOTAL PURSE OF $250,000, THE SUPER SHOOTOUT IS AMONG THE RICHEST ONE-DAY RODEO EVENTS IN THE WORLD EACH CHAMPION EARNED $25,000, AND TEAM MEMBERS EARNED AN ADDITIONAL $2,500 EACH FOR THEIR SHARE OF $12,500 FOR THE WINNING TEAM - THIS YEARS LIVESTOCK COMPETITIONS AND HORSE SHOWS BOASTED 33,949 ENTRIES - FIVE JUNIOR AUCTION GRAND CHAMPION AND RESERVE GRAND CHAMPION LOTS SET OR MATCHED WORLD OR SHOW RECORDS - JUNIOR AUCTION SALES TOTALED $15,141,680 - THE JUNIOR COMMERCIAL STEER SALE TOTALED $644,106 (LIVE AUCTION OF CHOICE STEERS) - THE HOUSTON LIVESTOCK SHOW AND RODEO CHAMPION WINE AUCTION BROUGHT IN $2,431,041 - THE RANCHING AND WILDLIFE AUCTION TOTALED $519,920 - CALF SCRAMBLE AND JUDGING CONTEST WINNERS RECEIVED 365 CERTIFICATES, EACH WORTH $2,250, TO APPLY TOWARD THE PURCHASE OF A REGISTERED BEEF HEIFER, STEER OR DAIRY CALF TO EXHIBIT AT THE 2019 HOUSTON LIVESTOCK SHOW CERTIFICATE PREMIUMS TOTALED $821,250 - THE HOUSTON LIVESTOCK SHOW AND RODEO CONTRIBUTED MORE THAN $26 MILLION IN 2018 - $14,271,000 IN SCHOLARSHIPS TO BE AWARDED THIS SUMMER - $8,125,250 FOR JUNIOR SHOW EXHIBITORS AND CALF SCRAMBLE PARTICIPANTS - $3,726,820 IN EDUCATIONAL PROGRAM GRANTS - $586,040 IN GRADUATE ASSISTANTSHIPS MORE THAN 33,000 VOLUNTEERS ON MORE THAN 100 DIFFERENT COMMITTEES DONATED THEIR TIME AND TALENT TO THE SHOW, REDUCING EXPENSES AND ASSISTING IN THE ABOVE LISTED PROGRAM ACCOMPLISHMENTS

Form 990, Part III, Line 4b:

Houston Livestock Show and Rodeo makes grants to the affiliated organization Houston Livestock Show & Rodeo Educational Fund (EIN 76-0260204) in support of approximately $18 7 million in scholarships and educational grants awarded

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 A WINNE III CHAIRMAN OF THE BOARD	10 0 1 0	X		X				0	0	0
THOMAS J BAKER III VP/DIRECTOR (STARTING 6/1/18)	5 0 0 0	X		X				0	0	0
ROGER CAMP VP/DIRECTOR	5 0 0 0	X		X				0	0	0
ANDREW CANTU VP/DIRECTOR (THROUGH 5/31/18)	5 0 0 0	X		X				0	0	0
MICHAEL C CURLEY VP/DIRECTOR	5 0 0 0	X		X				0	0	0
JOHN W DAUBERT VP/DIRECTOR	5 0 0 0	X		X				0	0	0
EDWIN DECORA VP/DIRECTOR (STARTING 6/1/18)	5 0 0 0	X		X				0	0	0
TERENCE H FONTAINE VP/DIRECTOR	5 0 0 0	X		X				0	0	0
MICHAEL W GALVAN VP/DIRECTOR	5 0 0 0	X		X				0	0	0
BUTCH GUERRERO VP/DIRECTOR (STARTING 6/1/18)	5 0 0 0	X		X				0	0	0

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
WILLIAM D HANNA VP/DIRECTOR (STARTING 6/1/18)	50 00	X		X				0	0	0
JEFFREY JEFF HAYES VP/DIRECTOR	50 00	X		X				0	0	0
JAMES ALAN KENT VP/DIRECTOR	50 00	X		X				0	0	0
KELLY J LARKIN MD VP/DIRECTOR	50 00	X		X				0	0	0
GREGORY N MILLER VP/DIRECTOR (THROUGH 5/31/18)	50 00	X		X				0	0	0
ROBERT M MOSS VP/DIRECTOR	50 00	X		X				0	0	0
GARY RAYMOND NESLONEY VP/DIRECTOR (THROUGH 5/31/18)	50 00	X		X				0	0	0
MICHAEL K O'KELLEY VP/DIRECTOR (THROUGH 5/31/18)	50 00	X		X				0	0	0
ROBBIE SMITH VP/DIRECTOR (THROUGH 5/31/18)	50 00	X		X				0	0	0
EMMETT STORY VP/DIRECTOR (STARTING 6/1/18)	50 00	X		X				0	0	0

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
ARCHIE R THOMPSON VP/DIRECTOR	5 0 0 0	X		X				0	0	0
WENDY VANDEVENTER VP/DIRECTOR	5 0 0 0	X		X				0	0	0
TAYLOR WHITAKER VP/DIRECTOR	5 0 0 0	X		X				0	0	0
TONYA YURGENSON-JACKS VP/DIRECTOR (STARTING 6/1/18)	5 0 0 0	X		X				0	0	0
JIM BLOODWORTH EXECUTIVE COMMITTEE	2 5 0 25	X						0	0	0
DON A BUCKALEW EXECUTIVE COMMITTEE	2 5 0 25	X						0	0	0
BRADY F CARRUTH EXECUTIVE COMMITTEE	2 5 0 25	X						0	0	0
J M CLEPPER EXEC COMMITTEE (THROUGH 3/18)	2 5 0 25	X						0	0	0
TILMAN J FERTITTA EXECUTIVE COMMITTEE	2 5 0 25	X						0	0	0
G RAY HINSLEY III EXECUTIVE COMMITTEE	2 5 0 25	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			
WAYNE HOLLIS JR EXECUTIVE COMMITTEE	2 5 0 25	X						0	0	0
JP HUNNICUTT III EXECUTIVE COMMITTEE	2 5 0 25	X						0	0	0
DON D JORDAN EXECUTIVE COMMITTEE	2 5 0 25	X						0	0	0
JACK A LYONS EXECUTIVE COMMITTEE	2 5 0 25	X						0	0	0
ED MCMAHON EXECUTIVE COMMITTEE	2 5 0 25	X						0	0	0
PAT MANN PHILLIPS EXEC COMMITTEE(START 6/1/18)	2 5 0 25	X						0	0	0
CHRIS RICHARDSON EXECUTIVE COMMITTEE	2 5 0 25	X						0	0	0
CHARLES R ROBINSON EXECUTIVE COMMITTEE	2 5 0 25	X						0	0	0
WESLEY SINOR EXECUTIVE COMMITTEE	2 5 0 25	X						0	0	0
JOHN O SMITH EXECUTIVE COMMITTEE	2 5 0 25	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			
PAUL G SOMERVILLE EXECUTIVE COMMITTEE	2 5 0 25	X						0	0	0
KEITH A STEFFEK EXECUTIVE COMMITTEE	2 5 0 25	X						0	0	0
RH STEVENS EXECUTIVE COMMITTEE	2 5 0 25	X						0	0	0
JOE VAN MATRE EXECUTIVE COMMITTEE	2 5 0 25	X						0	0	0
P MICHAEL WELLS EXECUTIVE COMMITTEE	2 5 0 25	X						0	0	0
JAMES M WINDHAM JR EXECUTIVE COMMITTEE	2 5 0 25	X						0	0	0
JJ ACY DIRECTOR	1 0 0 0	X						0	0	0
JOSEPH ADAMEK DIRECTOR	1 0 0 0	X						0	0	0
MARY JANE ALBERT DIRECTOR (THROUGH 6/1/18)	1 0 0 0	X						0	0	0
GARY DEAN ALLEN DIRECTOR	1 0 0 0	X						0	0	0

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
JIMMIE ALLEN DIRECTOR	10.00	X						0	0	0
RUSSELL ALLEN DIRECTOR	10.00	X						0	0	0
LINDA ALONZO-SAENZ DIRECTOR	10.00	X						0	0	0
SCOTT ANDERSON DIRECTOR	10.00	X						0	0	0
STACY STIDHAM ANDERSON DIRECTOR (STARTING 6/1/18)	10.00	X						0	0	0
MARIE DENISE ARCOS DIRECTOR	10.00	X						0	0	0
JEFFREY D ARONOFF DIRECTOR	10.00	X						0	0	0
SKIP AVARA DIRECTOR	10.00	X						0	0	0
SAM AYERS DIRECTOR	10.00	X						0	0	0
STEPHANIE BAIRD DIRECTOR	10.00	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			
DAVID BAKER DIRECTOR	1 0 0 0	X						0	0	0
CONNARD BARKER DIRECTOR	1 0 0 0	X						0	0	0
LINDA SUE BARNES DIRECTOR	1 0 0 0	X						0	0	0
FRANK T BARNETT DIRECTOR	1 0 0 0	X						0	0	0
LOUIS BART DIRECTOR	1 0 0 0	X						0	0	0
JASON BEAL DIRECTOR	1 0 0 0	X						0	0	0
C A BEASLEY DIRECTOR	1 0 0 0	X						0	0	0
ROBERT L BECKER JR DIRECTOR	1 0 0 0	X						0	0	0
STUART BEKEN DIRECTOR	1 0 0 0	X						0	0	0
MICHAEL MICKEY BELL DIRECTOR	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
MAY BENTLEY DIRECTOR	1 0 0 0	X						0	0	0
ROGER BETHUNE DIRECTOR	1 0 0 0	X						0	0	0
LARRY BIEDIGER JR DIRECTOR	1 0 0 0	X						0	0	0
JIM BILLINGS DIRECTOR	1 0 0 0	X						0	0	0
TUCKER BLAIR DIRECTOR (THROUGH 6/1/18)	1 0 0 0	X						0	0	0
MIKE BLASINGAME DIRECTOR	1 0 0 0	X						0	0	0
BRYAN JAY BLONDER MD DIRECTOR	1 0 0 0	X						0	0	0
FRED BOAS DIRECTOR	1 0 0 0	X						0	0	0
DANNY R BOATMAN DIRECTOR	1 0 0 0	X						0	0	0
TERRY BODKIN-AGRIS DIRECTOR	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
WILLIAM C BOOHER DIRECTOR	1 0 0 0	X						0	0	0
M DAVID BOOTHE DIRECTOR	1 0 0 0	X						0	0	0
DOUGLAS B BOSCH DIRECTOR	1 0 0 0	X						0	0	0
DWIGHT BOYKINS DIRECTOR	1 0 0 0	X						0	0	0
CLAIR BRANCH DIRECTOR	1 0 0 0	X						0	0	0
CLAIR BARCLAY BRANCH DIRECTOR	1 0 0 0	X						0	0	0
JOHN R BRANIFF DIRECTOR	1 0 0 0	X						0	0	0
JOHN R BRANIFF JR DIRECTOR	1 0 0 0	X						0	0	0
MIKE BREM DIRECTOR	1 0 0 0	X						0	0	0
CURTIS BRENNER DIRECTOR	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
KAREN BRIDGES DIRECTOR (THROUGH 6/1/18)	1 0 0 0	X						0	0	0
BRANDON LEE BRIDWELL DIRECTOR	1 0 0 0	X						0	0	0
JIM BROCK DIRECTOR	1 0 0 0	X						0	0	0
PAM BROOKS DIRECTOR	1 0 0 0	X						0	0	0
TERRY MACK BROWN DIRECTOR	1 0 0 0	X						0	0	0
JANE BURNAP DIRECTOR	1 0 0 0	X						0	0	0
TIM BURNS DIRECTOR	1 0 0 0	X						0	0	0
THOMAS A BURT DIRECTOR	1 0 0 0	X						0	0	0
GEORGE A BUSCHARDT DIRECTOR	1 0 0 0	X						0	0	0
GEORGE A BUSCHARDT JR DIRECTOR	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
JL BUTERA DIRECTOR	10.00	X						0	0	0
RICHARD B BUTLER DIRECTOR	10.00	X						0	0	0
KEVIN E CAGLE DIRECTOR	10.00	X						0	0	0
ROBERT BOB CAIN DIRECTOR	10.00	X						0	0	0
ROGER CAMPBELL DIRECTOR (THROUGH 6/1/18)	10.00	X						0	0	0
ROXIE REGAN CAMPBELL DIRECTOR	10.00	X						0	0	0
RUDY CANO DIRECTOR	10.00	X						0	0	0
BETH CARDONO DIRECTOR (THROUGH 6/1/18)	10.00	X						0	0	0
LARRY L CARROLL DIRECTOR	10.00	X						0	0	0
VICTOR CASTANEDA DIRECTOR	10.00	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
JOHN M CAUSEY DIRECTOR (STARTING 6/1/18)	1 0 0 0	X						0	0	0
MICHAEL W CHAMBERS DIRECTOR	1 0 0 0	X						0	0	0
JOSEPH E CHASTANG DIRECTOR	1 0 0 0	X						0	0	0
GENE W CLARK DIRECTOR (THROUGH 6/1/18)	1 0 0 0	X						0	0	0
CHAD J CLAY DIRECTOR	1 0 0 0	X						0	0	0
ROBERT CLAY DIRECTOR	1 0 0 0	X						0	0	0
JILL CLEMENT EXECUTIVE DIR -ADMIN & TICKETS	50 0 0 0	X						187,490	0	79,060
MICHAEL E CLEPPER DIRECTOR	1 0 0 0	X						0	0	0
CURTIS CLERKLEY DIRECTOR	1 0 0 0	X						0	0	0
MATTHEW T CONE DIRECTOR	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
THOMAS R CONNER DIRECTOR (THROUGH 6/1/18)	1 0 0 0	X						0	0	0
HOWARD THOMAS CORDELL DIRECTOR	1 0 0 0	X						0	0	0
JERRY M CREWS DIRECTOR	1 0 0 0	X						0	0	0
SANDRA L CROOK DIRECTOR (STARTING 6/1/18)	1 0 0 0	X						0	0	0
CHRIS CUNNINGHAM DIRECTOR	1 0 0 0	X						0	0	0
DAN D'ARMOND DIRECTOR	1 0 0 0	X						0	0	0
CHUCK DAVIS DIRECTOR	1 0 0 0	X						0	0	0
ROBERT N DAVIS DIRECTOR	1 0 0 0	X						0	0	0
TOM C DAVIS DIRECTOR	1 0 0 0	X						0	0	0
CARL BO DAWSON DIRECTOR (STARTING 6/1/18)	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
GARY ALAN DEBAKEY DIRECTOR	1 0 0 0	X						0	0	0
GARY DEITCHER DIRECTOR	1 0 0 0	X						0	0	0
JOHN GUS YONNY DEMERIS DIRECTOR (STARTING 6/1/18)	1 0 0 0	X						0	0	0
GEORGE A DEMONTROND III DIRECTOR	1 0 0 0	X						0	0	0
CARL DETERING JR DIRECTOR	1 0 0 0	X						0	0	0
CR DEVINE DIRECTOR	1 0 0 0	X						0	0	0
TOM E DOMPIER DIRECTOR	1 0 0 0	X						0	0	0
RODNEY E DOUTEL DIRECTOR	1 0 0 0	X						0	0	0
ANDREW DOW DIRECTOR	1 0 0 0	X						0	0	0
DOUGLAS L DOYLE DIRECTOR	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
KEVIN D DUKE DIRECTOR	1 0 0 0	X						0	0	0
FREEMAN B DUNN DIRECTOR	1 0 0 0	X						0	0	0
KELLY DUNNAVANT DIRECTOR	1 0 0 0	X						0	0	0
JOHN L EBELING DIRECTOR	1 0 0 0	X						0	0	0
STEVE B EHRIG DIRECTOR	1 0 0 0	X						0	0	0
JAMIE EHRMAN DIRECTOR	1 0 0 0	X						0	0	0
ROY L ELLEDGE JR DIRECTOR	1 0 0 0	X						0	0	0
JOHN D ELLIS JR DIRECTOR	1 0 0 25	X						0	0	0
CHRIS ENNIS DIRECTOR	1 0 0 0	X						0	0	0
JAMES C EPPS III DIRECTOR	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
SUZANNE H EPPS DIRECTOR	10.00	X						0	0	0
WARNER D ERVIN DIRECTOR	10.00	X						0	0	0
STEPHEN ESTES DIRECTOR	10.00	X						0	0	0
RONNIE EUBANKS DIRECTOR	10.00	X						0	0	0
MELBA W EVELER DIRECTOR	10.00	X						0	0	0
AL FARRACK DIRECTOR (THROUGH 6/1/18)	10.00	X						0	0	0
CAROLYN FAULK DIRECTOR	10.00	X						0	0	0
CHARLES FISHER DIRECTOR	10.00	X						0	0	0
THOMAS G FLEISSNER DIRECTOR	10.00	X						0	0	0
CHARLENE CASEY FLOYD DIRECTOR	10.00	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
ALAN FOLGER DIRECTOR	1 0 0 0	X						0	0	0
MICHAEL S FRANCISCO DIRECTOR	1 0 0 0	X						0	0	0
LLOYD R FRENCH IV DIRECTOR (STARTING 6/1/18)	1 0 0 0	X						0	0	0
MATTHEW R FUQUA DIRECTOR	1 0 0 0	X						0	0	0
RICHARD LEE FUQUA II DIRECTOR	1 0 0 0	X						0	0	0
A L FURNACE DIRECTOR	1 0 0 0	X						0	0	0
STEVE GANEY DIRECTOR	1 0 0 0	X						0	0	0
JUAN GARCIA DIRECTOR	1 0 0 0	X						0	0	0
GARY T GARRISON DIRECTOR	1 0 0 0	X						0	0	0
DIANE GAUTREAUX DIRECTOR	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
EDWARD GAYLORD DIRECTOR	1 0 0 0	X						0	0	0
GEORGE B GEORGIADES DIRECTOR	1 0 0 0	X						0	0	0
CARRUTH GERAULT DIRECTOR	1 0 0 0	X						0	0	0
GREG N GERHART DIRECTOR	1 0 0 0	X						0	0	0
JOHN GIANNUKOS DIRECTOR	1 0 0 0	X						0	0	0
GRETCHEN GILLIAM DIRECTOR	1 0 0 0	X						0	0	0
JOHN GLITHERO DIRECTOR	1 0 0 0	X						0	0	0
GARY GLOVER DIRECTOR	1 0 0 0	X						0	0	0
REY GONZALES DIRECTOR	1 0 0 0	X						0	0	0
STEVEN H GORDON DIRECTOR	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
RANDY T GOSHORN DIRECTOR	1 0 0 0	X						0	0	0
RICKY A GREENE DIRECTOR	1 0 0 0	X						0	0	0
WAYNE GREENWALT DIRECTOR	1 0 0 0	X						0	0	0
RED GRIFFIN DIRECTOR	1 0 0 0	X						0	0	0
JOHN A GRIMES DIRECTOR	1 0 0 0	X						0	0	0
RONALD E GULIHUR DIRECTOR	1 0 0 0	X						0	0	0
ROBERT GULLEDGE DIRECTOR	1 0 0 0	X						0	0	0
RICHARD GUSTAFSON DIRECTOR	1 0 0 0	X						0	0	0
FREDA J GUZMAN DIRECTOR	1 0 0 0	X						0	0	0
JOE BRUCE HANCOCK DIRECTOR (FORMER GM)	1 0 0 0	X						246,760	0	81,544

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
JENNIFER LYNN HARMEL DIRECTOR	1 0 0 0	X						0	0	0
JEFF HARRIS DIRECTOR	1 0 0 0	X						0	0	0
KEVIN H HARRIS DIRECTOR (STARTING 6/1/18)	1 0 0 0	X						0	0	0
TOM HARRISON DIRECTOR (STARTING 6/1/18)	1 0 0 0	X						0	0	0
DARRELL N HARTMAN DIRECTOR	1 0 0 0	X						0	0	0
MICHAEL HARTWIG DIRECTOR	1 0 0 0	X						0	0	0
JASON T HAWTHORNE DIRECTOR	1 0 0 0	X						0	0	0
LANCE HEACOCK DIRECTOR	1 0 0 0	X						0	0	0
BARNEY HEDRICK DIRECTOR	1 0 0 0	X						0	0	0
MICHAEL A HEIM DIRECTOR	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
LINDA RENEE HENSON DIRECTOR	1 0 0 0	X						0	0	0
KATHLEEN KAKI HERD DIRECTOR	1 0 0 0	X						0	0	0
ANGELA HERNANDEZ DIRECTOR	1 0 0 0	X						0	0	0
ARTHUR AL HERRING DIRECTOR	1 0 0 0	X						0	0	0
JERRY H HICKMAN DIRECTOR	1 0 0 0	X						0	0	0
TOBY HICKS DIRECTOR (STARTING 6/1/18)	1 0 0 0	X						0	0	0
BRAD HILDEBRAND DIRECTOR	1 0 0 0	X						0	0	0
JEFFREY D HILDEBRAND DIRECTOR	1 0 0 0	X						0	0	0
D SCOTT HINSLEY DIRECTOR	1 0 0 0	X						0	0	0
WAYNE HINTON DIRECTOR	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
JENNIFER HIRSCH DIRECTOR	1 0 0 0	X						0	0	0
ROBERT HODGE DIRECTOR	1 0 0 0	X						0	0	0
JACQUELINE JACKIE HODGES DIRECTOR (STARTING 6/1/18)	1 0 0 0	X						0	0	0
JOHN E HOLLIS DIRECTOR	1 0 0 0	X						0	0	0
CHESTER B HOWARD DIRECTOR (THROUGH 6/1/18)	1 0 0 0	X						0	0	0
DICK HUDGINS DIRECTOR	1 0 0 0	X						0	0	0
ERIC HUEGELE DIRECTOR	1 0 0 0	X						0	0	0
PHILLIP MASON HUNT DIRECTOR	1 0 0 0	X						0	0	0
ROBERT E HUNTER DIRECTOR	1 0 0 0	X						0	0	0
JANICE HUTCHINSON DIRECTOR	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
JOHN A HUTCHISON DIRECTOR	1 0 0 0	X						0	0	0
ROBERT CHARLES HUX DIRECTOR	1 0 0 0	X						0	0	0
STEVEN EDWARD JACKSON DIRECTOR	1 0 0 0	X						0	0	0
JIM J JANKE DIRECTOR	1 0 0 0	X						0	0	0
KIRBY JANKE DIRECTOR	1 0 0 0	X						0	0	0
MICHELLE IVERSEN JEFFERY DIRECTOR (STARTING 6/1/18)	1 0 0 0	X						0	0	0
JESSIE JEWELL DIRECTOR	1 0 0 0	X						0	0	0
ALICIA B JIMERSON-KNOX DIRECTOR	1 0 0 0	X						0	0	0
DAVID JOHNSON DIRECTOR	1 0 0 0	X						0	0	0
DIANE JOHNSON DIRECTOR (STARTING 6/1/18)	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
PARKER JOHNSON DIRECTOR	1 0 0 0	X						0	0	0
CURTIS JONES DIRECTOR	1 0 0 0	X						0	0	0
JEFFREY M JONES DIRECTOR	1 0 0 0	X						0	0	0
RICK JONES DIRECTOR	1 0 0 0	X						0	0	0
RUSSELL JONES DIRECTOR (STARTING 6/1/18)	1 0 0 0	X						0	0	0
WILLIAM L JORDAN III DIRECTOR	1 0 0 0	X						0	0	0
J KELLY JOY DIRECTOR	1 0 0 0	X						0	0	0
REGAN MILLER KATZ DIRECTOR	1 0 0 0	X						0	0	0
J GROVER KELLEY DIRECTOR	1 0 0 0	X						0	0	0
THOMAS MARK KELLY DIRECTOR	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
G W KENT DIRECTOR	1 0 0 0	X						0	0	0
LARRY RAY KERBOW SR DIRECTOR	1 0 0 0	X						0	0	0
ROBERT B KNEPPLER DIRECTOR	1 0 0 0	X						0	0	0
TUCKER KNIGHT DIRECTOR	1 0 0 0	X						0	0	0
DAVID WAYNE KOONCE DIRECTOR	1 0 0 0	X						0	0	0
GARY KRAMER DIRECTOR	1 0 0 0	X						0	0	0
TOM LAIRD DIRECTOR	1 0 0 0	X						0	0	0
DANNY LANG JR DIRECTOR	1 0 0 0	X						0	0	0
KEVIN LECK DIRECTOR	1 0 0 0	X						0	0	0
PHILLIP L LEGGETT MD DIRECTOR	1 0 0 0	X						0	0	0

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
DANIEL E LEHANE MD DIRECTOR	1 0 0 0	X						0	0	0
SEAN LEHANE DIRECTOR (STARTING 6/1/18)	1 0 0 0	X						0	0	0
PAUL LEHNHOFF DIRECTOR	1 0 0 0	X						0	0	0
EDGAR D LESTER DIRECTOR	1 0 0 0	X						0	0	0
LAWRENCE S LEVY DIRECTOR	1 0 0 0	X						0	0	0
JEFF LEWIS DDS DIRECTOR	1 0 0 0	X						0	0	0
WA LEWIS DIRECTOR	1 0 0 0	X						0	0	0
JIM LIGHTFOOT DIRECTOR	1 0 0 0	X						0	0	0
GLENN LILIE DIRECTOR	1 0 0 0	X						0	0	0
MICHELLE LILIE DIRECTOR	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
THOMAS LIPPINCOTT DIRECTOR	1 0 0 0	X						0	0	0
PAMELA M LOGSDON DIRECTOR	1 0 0 0	X						0	0	0
P W LUCKY LONG DIRECTOR	1 0 0 0	X						0	0	0
F ALLEN LYONS DIRECTOR	1 0 0 0	X						0	0	0
THOMAS JOHN MACH DIRECTOR	1 0 0 0	X						0	0	0
STEPHEN MAHALITC DIRECTOR	1 0 0 0	X						0	0	0
SAM J MAINORD DIRECTOR	1 0 0 0	X						0	0	0
RICHARD MARBURGER DIRECTOR	1 0 0 0	X						0	0	0
BRADLEY H MARKS DIRECTOR	1 0 0 0	X						0	0	0
ROY A MARSH DIRECTOR	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
DAWNE MARTIN DIRECTOR	10 00	X						0	0	0
MICHAEL R MARTIN DIRECTOR	10 00	X						0	0	0
PHILIP MARTIN DIRECTOR	10 00	X						0	0	0
GIGI MAYORGA-WARK DIRECTOR	10 00	X						0	0	0
EDMUND JOHN MCALEER III DIRECTOR	10 00	X						0	0	0
JOE MCDANIEL DIRECTOR (THROUGH 6/1/18)	10 00	X						0	0	0
KEN D MCGUYER DIRECTOR	10 00	X						0	0	0
S CAROLINE MCINTOSH DIRECTOR	10 00	X						0	0	0
MICHAEL S MCKINNEY DIRECTOR	10 00	X						0	0	0
ANDY MCLEOD DIRECTOR	10 00	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
GARY MCMULLEN DIRECTOR	1 0 0 0	X						0	0	0
PETE A MEDINA DIRECTOR	1 0 0 0	X						0	0	0
CHARLES W MELTON DIRECTOR	1 0 0 0	X						0	0	0
MARK MELTON DIRECTOR	1 0 0 0	X						0	0	0
DONALD MIDDLETON DIRECTOR	1 0 0 0	X						0	0	0
AMY MILLER DIRECTOR	1 0 0 0	X						0	0	0
FRANK MILLER DIRECTOR (THROUGH 6/1/18)	1 0 0 0	X						0	0	0
HARRY E MILLER DIRECTOR	1 0 0 0	X						0	0	0
DOROTHY M MITCHELL DIRECTOR	1 0 0 0	X						0	0	0
J ARTHUR MONCRIEF DIRECTOR (THROUGH 11/9/17)	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
JOHN J MONTALBANO DIRECTOR	1 0 0 0	X						0	0	0
YANCE S MONTALBANO DIRECTOR	1 0 0 0	X						0	0	0
JAMES R MORA DIRECTOR	1 0 0 0	X						0	0	0
JOHN ROGER MORTON DIRECTOR	1 0 0 0	X						0	0	0
KEN C MOURSUND SR DIRECTOR	1 0 0 0	X						0	0	0
KENNETH C MOURSUND JR DIRECTOR	1 0 0 0	X						0	0	0
DAVID EUGENE MOUTON MD DIRECTOR	1 0 0 0	X						0	0	0
SHELLY DOMPIER MULANAX DIRECTOR	1 0 0 0	X						0	0	0
PHILLIP E MURPHY DIRECTOR	1 0 0 0	X						0	0	0
JAMES MICHAEL MUSHINSKI DIRECTOR	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
DEMETRIUS NAVARRO DIRECTOR	1 0 0 0	X						0	0	0
ROBINSON K NEBLETT DIRECTOR	1 0 0 0	X						0	0	0
DON W NEUENSCHWANDER DIRECTOR	1 0 0 0	X						0	0	0
DAVID R NEWCOMB DIRECTOR	1 0 0 0	X						0	0	0
LISA C NGUYEN DIRECTOR	1 0 0 0	X						0	0	0
SCOTT NICHOLS DIRECTOR	1 0 0 0	X						0	0	0
TOM R NORTHRUP DIRECTOR	1 0 0 0	X						0	0	0
ROBERT A NORWOOD DIRECTOR	1 0 0 0	X						0	0	0
GERALD LYNN NUNEZ DIRECTOR	1 0 0 0	X						0	0	0
KELLY L O'SHIELES DIRECTOR	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
R L O'SHIELES DIRECTOR	1 0 0 0	X						0	0	0
W ALLEN OWEN DIRECTOR	1 0 0 0	X						0	0	0
MARILYN ANN PAGE DIRECTOR	1 0 0 0	X						0	0	0
MICHELLE BRIDGES-PAHL DIRECTOR	1 0 0 0	X						0	0	0
ROBERT E PAINE IV DIRECTOR	1 0 0 0	X						0	0	0
CLAY A PARKER DIRECTOR (THROUGH 6/1/18)	1 0 0 0	X						0	0	0
WILLIAM BILLY PARKER DIRECTOR (STARTING 6/1/18)	1 0 0 0	X						0	0	0
GARY E PARKS DIRECTOR	1 0 0 0	X						0	0	0
JOE ERNEST PEDIGO DIRECTOR (THROUGH 6/1/18)	1 0 0 0	X						0	0	0
PATRICK D PENNINGTON DIRECTOR	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
HARRY ALLEN PERRIN DIRECTOR	1 0 0 25	X						0	0	0
PATRICK R PERRY DIRECTOR	1 0 0 0	X						0	0	0
TRISHA HILLMAN PHILIPP DIRECTOR	1 0 0 0	X						0	0	0
MICHAEL A MIKE PILLOW DIRECTOR	1 0 0 0	X						0	0	0
TIM PING DIRECTOR	1 0 0 0	X						0	0	0
BOB PORTER DIRECTOR	1 0 0 0	X						0	0	0
ERIC R POTTS DIRECTOR	1 0 0 0	X						0	0	0
OZELL PRICE DIRECTOR	1 0 0 0	X						0	0	0
TERRY R PRUITT DIRECTOR	1 0 0 0	X						0	0	0
MILTON B PURVIS DIRECTOR	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
WILLIAM L RAMSEY DIRECTOR	10.00	X						0	0	0
LON JUDE RANDAZZO DIRECTOR (THROUGH 6/1/18)	10.00	X						0	0	0
STEPHEN RAY RANSON DIRECTOR	10.00	X						0	0	0
KRISTIE L RATLIFF DIRECTOR	10.00	X						0	0	0
JEN MARIE RAU DIRECTOR	10.00	X						0	0	0
DUDLEY RAY DIRECTOR	10.00	X						0	0	0
GREGG M RAYMOND DIRECTOR	10.00	X						0	0	0
KEVIN K RECH DIRECTOR	10.00	X						0	0	0
KYLE REPPOND DIRECTOR	10.00	X						0	0	0
TONY RICH DIRECTOR	10.00	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
GORDON RICHARDSON II DIRECTOR	1 0 0 0	X						0	0	0
TODD RIDDLE DIRECTOR	1 0 0 0	X						0	0	0
GREGORY RINCON DIRECTOR	1 0 0 0	X						0	0	0
CYNTHIA GARZA ROBERTS DIRECTOR	1 0 0 0	X						0	0	0
CHARLES A ANDY ROBINSON DIRECTOR	1 0 0 0	X						0	0	0
STEVEN L ROE DIRECTOR	1 0 0 0	X						0	0	0
DARRELL ROGERS DIRECTOR	1 0 0 0	X						0	0	0
LEE ROUNTREE DIRECTOR	1 0 0 0	X						0	0	0
MAC RUFFENO DIRECTOR (STARTING 6/1/18)	1 0 0 0	X						0	0	0
PETE A RUMAN DIRECTOR	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
GINA RUMORE DIRECTOR	1 0 0 0	X						0	0	0
RANDY D RUSSELL DIRECTOR	1 0 0 0	X						0	0	0
MIKE G RUTHERFORD JR DIRECTOR	1 0 0 0	X						0	0	0
DWAYNE SABLATURA DIRECTOR	1 0 0 0	X						0	0	0
JULIE SACCO DIRECTOR (STARTING 6/1/18)	1 0 0 0	X						0	0	0
JOHN ALAN SANDLING DIRECTOR	1 0 0 0	X						0	0	0
ANNE ELISE SARTWELLE DIRECTOR	1 0 0 0	X						0	0	0
JAMES D SARTWELLE JR DIRECTOR	1 0 0 0	X						0	0	0
JAMES D JIM SARTWELLE III DIRECTOR (STARTING 6/1/18)	1 0 0 0	X						0	0	0
RALPH L SAVAGE DIRECTOR	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
NANO K SCHERRIEB DIRECTOR	1 0.00	X						0	0	0
VANESSA SCHILLACI DIRECTOR	1 0.00	X						0	0	0
JOE SCHINDLER DIRECTOR	1 0.00	X						0	0	0
GREGORY ALLAN SCHRODER DIRECTOR	1 0.00	X						0	0	0
DARRYL A SCHROEDER DIRECTOR	1 0.00	X						0	0	0
EDWARD B SCHULZ DIRECTOR	1 0.00	X						0	0	0
RICHARD SCOTT DIRECTOR	1 0.00	X						0	0	0
JULIE SHANNON DIRECTOR	1 0.00	X						0	0	0
KEN SHAW DIRECTOR	1 0.00	X						0	0	0
JEANNE SHIREY-LORD DIRECTOR	1 0.00	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
SHARON D SIMMONS DIRECTOR	1 0 0 0	X						0	0	0
DAVID LEE SMITH DIRECTOR	1 0 0 0	X						0	0	0
MARSHALL R SMITH III DIRECTOR	1 0 0 0	X						0	0	0
NAOMI SMITH DIRECTOR	1 0 0 0	X						0	0	0
PAT SMITH DIRECTOR	1 0 0 0	X						0	0	0
RYAN O SMITH DIRECTOR	1 0 0 0	X						0	0	0
JAMES S JAMIE SPRING DIRECTOR	1 0 0 0	X						0	0	0
PAM SPRINGER DIRECTOR	1 0 0 0	X						0	0	0
GEORGE WILLIAM STALLINGS DIRECTOR	1 0 0 0	X						0	0	0
LODIE STAPLETON JR DIRECTOR	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
ROBERT S STEELE DIRECTOR	10.00	X						0	0	0
GREG E STEFFEN DIRECTOR	10.00	X						0	0	0
HUGH DENNIS STEGER DIRECTOR	10.00	X						0	0	0
JAY STEWART DIRECTOR	10.00	X						0	0	0
DAVID MICHAEL STONE JR DIRECTOR	10.00	X						0	0	0
DAVID STRATTON DIRECTOR	10.00	X						0	0	0
BRENDA BAKER STUBBS DIRECTOR	10.00	X						0	0	0
CLAIRE EATON STUEWER DIRECTOR	10.00	X						0	0	0
D SCOTT SULLIVAN DIRECTOR	10.00	X						0	0	0
EDWARD SUMMEROUR DIRECTOR	10.00	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
LAURIE TARVER DIRECTOR (STARTING 6/1/18)	1 0 0 0	X						0	0	0
JAMES R TAYLOR DIRECTOR	1 0 0 0	X						0	0	0
BILL T TEAGUE DIRECTOR	1 0 0 0	X						0	0	0
ALAN L TINSLEY DIRECTOR (THROUGH 6/1/18)	1 0 0 0	X						0	0	0
RANDALL TRAHAN DIRECTOR	1 0 0 0	X						0	0	0
D WAYNE TURNER DIRECTOR	1 0 0 0	X						0	0	0
RICHARD TYLER DIRECTOR	1 0 0 0	X						0	0	0
CHRIS UNDERBRINK DIRECTOR	1 0 0 0	X						0	0	0
DUNCAN UNDERWOOD DIRECTOR	1 0 0 0	X						0	0	0
MICHAEL J UPCHURCH DIRECTOR	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
JIM VAN HOOZER DIRECTOR	1 0 0 0	X						0	0	0
JOE VARA DIRECTOR	1 0 0 0	X						0	0	0
ANDREW JOHN VAVRA JR DIRECTOR	1 0 0 0	X						0	0	0
PAT WALKER DIRECTOR	1 0 0 0	X						0	0	0
TERRY WALKER DIRECTOR	1 0 0 0	X						0	0	0
THOMAS A WALKER DIRECTOR	1 0 0 0	X						0	0	0
SHARLEEN WALKOVIAK DIRECTOR	1 0 0 0	X						0	0	0
WESLEY WARD DIRECTOR (STARTING 6/1/18)	1 0 0 0	X						0	0	0
MICHELLE VERBOIS WASAFF DIRECTOR	1 0 0 0	X						0	0	0
DONNA WEBSTER DIRECTOR	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
RICHARD WEIMAN DIRECTOR	1 0 0 0	X						0	0	0
LANCE P WELCH DIRECTOR	1 0 0 0	X						0	0	0
C THOMPSON TOMMY WELLS DIRECTOR	1 0 0 0	X						0	0	0
P MICHAEL WELLS JR DIRECTOR	1 0 0 0	X						0	0	0
CONSTANCE WHITE DIRECTOR	1 0 0 0	X						0	0	0
JUSTIN C WHITE DIRECTOR	1 0 0 0	X						0	0	0
WILLIAM R WHITE DIRECTOR	1 0 0 0	X						0	0	0
JAMES R JAMIE WHITFILL DIRECTOR	1 0 0 0	X						0	0	0
SAMM WIGGINS DIRECTOR	1 0 0 0	X						0	0	0
GREGORY TEAL WILLBANKS DIRECTOR	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
JASON PRICE WILLIAMS DIRECTOR	1 0 0 0	X						0	0	0
RODNEY W ROD WILLIAMS DIRECTOR	1 0 0 0	X						0	0	0
KIRK E WILLIAMSON DIRECTOR	1 0 0 0	X						0	0	0
GRIFFIN D WINN DIRECTOR	1 0 0 0	X						0	0	0
BRIAN J WISCHNEWSKY DIRECTOR	1 0 0 0	X						0	0	0
KEN WISE DIRECTOR	1 0 0 0	X						0	0	0
BETTY WISEMAN DIRECTOR	1 0 0 0	X						0	0	0
MICHAEL WOLLAM DIRECTOR	1 0 0 0	X						0	0	0
MELVIN WRIGHT DIRECTOR	1 0 0 0	X						0	0	0
DAVID YATES DIRECTOR	1 0 0 0	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
WILLIAM A YATES DIRECTOR	1 0 0 0	X						0	0	0
NEIL O YELDERMAN DIRECTOR	1 0 0 0	X						0	0	0
ROBIN YOUNG-ELLIS DIRECTOR	1 0 0 0	X						0	0	0
TODD ZUCKER DIRECTOR	1 0 0 0	X						0	0	0
JOEL COWLEY PRESIDENT	50 0 1 0			X				537,502	0	104,168
JENNIFER HAZELTON CHIEF FINANCIAL OFFICER	50 0 1 0			X				334,474	0	83,324
SHERRY HIBBERT GENERAL COUNSEL	50 0 0 0			X				317,443	0	92,746
JULIE BASS EXEC DIR -EXHIBITS & ATTRACT	50 0 0 0					X		184,799	0	35,203
GEORGE BAYLESS MANAGING DIRECTOR - ENTERTAIN	50 0 0 0					X		213,225	0	24,641
MICHAEL T DEMARCO EXECUTIVE DIRECTOR- OPERATIONS	50 0 0 0					X		217,746	0	90,082

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			
STEVE GUMERMAN MANAGING DIRECTOR - IS	50 0 0 0					X		205,937	0	94,433
ANDY SLOAN CHIEF INFORMATION OFFICER	50 0 0 0					X		344,805	0	113,233
DAN CHENEY FORMER VP/COO	0 0 0 0						X	329,586	0	19,258

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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

2017

Open to Public Inspection

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

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

The organization is not a private foundation because it is (For lines 1 through 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), 170(b)(1)(A)(vi), and 170 (b)(1)(A)(ix)**

(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) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grant ")	41,093,265	41,979,863	40,486,130	40,203,116	42,726,528	206,488,902
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 **Total.** Add lines 1 through 3	41,093,265	41,979,863	40,486,130	40,203,116	42,726,528	206,488,902
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)						6,248,994
6 **Public support.** Subtract line 5 from line 4						200,239,908

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a)2013	(b)2014	(c)2015	(d)2016	(e)2017	(f)Total
7 Amounts from line 4	41,093,265	41,979,863	40,486,130	40,203,116	42,726,528	206,488,902
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,281,223	2,827,011	2,161,975	2,211,005	2,628,905	12,110,119
9 Net income from unrelated business activities, whether or not the business is regularly carried on	0	0	0	0	0	0
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part VI)	179,800	320,900	282,630	226,463	391,922	1,401,715
11 **Total support.** Add lines 7 through 10						220,000,736

12	Gross receipts from related activities, etc (see instructions)	12	393,861,757

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 2017 (line 6, column (f) divided by line 11, column (f))	14	91 018 %
15	Public support percentage for 2016 Schedule A, Part II, line 14	15	90 858 %

16a **33 1/3% support test—2017.** 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—2016.** 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—2017.** 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—2016.** 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) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	41,093,265	41,979,863	40,486,130	40,203,116	42,726,528	206,488,902
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	73,555,599	74,342,282	75,549,098	83,546,746	86,868,032	393,861,757
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 **Total.** Add lines 1 through 5	114,648,864	116,322,145	116,035,228	123,749,862	129,594,560	600,350,659
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	10,604,037	11,743,142	10,453,903	11,595,204	12,164,883	56,561,169
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b	10,604,037	11,743,142	10,453,903	11,595,204	12,164,883	56,561,169
8 **Public support.** (Subtract line 7c from line 6)						543,789,490

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
9 Amounts from line 6	114,648,864	116,322,145	116,035,228	123,749,862	129,594,560	600,350,659
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,281,223	2,827,011	2,161,975	2,211,005	2,628,905	12,110,119
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	2,281,223	2,827,011	2,161,975	2,211,005	2,628,905	12,110,119
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	0	0	0	0	0	0
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part VI)	179,800	320,900	282,630	226,463	391,922	1,401,715
13 **Total support.** (Add lines 9, 10c, 11, and 12)	117,109,887	119,470,056	118,479,833	126,187,330	132,615,387	613,862,493

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 2017 (line 8, column (f) divided by line 13, column (f))	15	88 585 %
16	Public support percentage from 2016 Schedule A, Part III, line 15	16	88 637 %

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2017** (line 10c, column (f) divided by line 13, column (f))	17	1 973 %
18	Investment income percentage from **2016** Schedule A, Part III, line 17	18	2 009 %

19a **33 1/3% support tests—2017.** 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—2016.** 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 (explain in Part VI) **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 2017 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-2017**	**(iii) Distributable Amount for 2017**
1 Distributable amount for 2017 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2017 (reasonable cause required-- explain in Part VI) See instructions			
3 Excess distributions carryover, if any, to 2017			
a			
b From 2013.			
c From 2014.			
d From 2015.			
e From 2016.			
f **Total** of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2017 distributable amount			
i Carryover from 2012 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2017 from Section D, line 7 $			
a Applied to underdistributions of prior years			
b Applied to 2017 distributable amount			
c Remainder Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2017, if any Subtract lines 3g and 4a from line 2 If the amount is greater than zero, explain in Part VI See instructions			
6 Remaining underdistributions for 2017 Subtract lines 3h and 4b from line 1 If the amount is greater than zero, explain in Part VI See instructions			
7 **Excess distributions carryover to 2018.** Add lines 3j and 4c			
8 Breakdown of line 7			
a Excess from 2013.			
b Excess from 2014.			
c Excess from 2015.			
d Excess from 2016.			
e Excess from 2017.			

Additional Data

Software ID:

Software Version:

EIN: 74-1142851

Name: HOUSTON LIVESTOCK SHOW AND RODEO INC

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 C (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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

▶**Complete if the organization is described below.** ▶**Attach to Form 990 or Form 990-EZ.**
▶**Information about Schedule C (Form 990 or 990-EZ) and its instructions is at** ***www.irs.gov/form990*****.**

OMB No 1545-0047

2017

Open to Public Inspection

If the organization answered "Yes" on Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then
- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes" on Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then
- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered "Yes" on Form 990, Part IV, Line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then
- Section 501(c)(4), (5), or (6) organizations Complete Part III

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

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

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV (see instructions for definition of "political campaign activities")

2 Political campaign activity expenditures (see instructions) ▶ $

3 Volunteer hours for political campaign activities (see instructions)

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

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

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

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No

4a Was a correction made? ☐ Yes ☐ No

b If "Yes," describe in Part IV

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

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

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

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

4 Did the filing organization file **Form 1120-POL** for this year? ☐ Yes ☐ No

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

	(a) Name	**(b)** Address	**(c)** EIN	**(d)** Amount paid from filing organization's funds If none, enter -0-	**(e)** Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-
1					
2					
3					
4					
5					
6					

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

A Check ▶ ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

B Check ▶ ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		
b Total lobbying expenditures to influence a legislative body (direct lobbying)	150,000	
c Total lobbying expenditures (add lines 1a and 1b)	150,000	
d Other exempt purpose expenditures	106,673,061	
e Total exempt purpose expenditures (add lines 1c and 1d)	106,823,061	
f Lobbying nontaxable amount Enter the amount from the following table in both columns	1,000,000	
g Grassroots nontaxable amount (enter 25% of line 1f)	250,000	
h Subtract line 1g from line 1a If zero or less, enter -0-		
i Subtract line 1f from line 1c If zero or less, enter -0-		

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over $500,000	20% of the amount on line 1e
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000
Over $17,000,000	$1,000,000

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? ☐ **Yes** ☑ **No**

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

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) Total
2a Lobbying nontaxable amount	1,000,000	1,000,000	1,000,000	1,000,000	4,000,000
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000
c Total lobbying expenditures	150,000	150,000	150,000	150,000	600,000
d Grassroots nontaxable amount	250,000	250,000	250,000	250,000	1,000,000
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000
f Grassroots lobbying expenditures	0	0			0

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

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

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

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

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

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

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, lines 1 and 2 (see instructions), and Part II-B, line 1 Also, complete this part for any additional information

Return Reference	Explanation	

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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

2017

Open to Public Inspection

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.
Complete if the organization answered "Yes" 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	118,575	120,716,200		120,834,775
b Buildings				
c Leasehold improvements		37,303,786	16,105,972	21,197,814
d Equipment		39,973,067	24,876,299	15,096,768
e Other		23,290,589	10,573,147	12,717,442
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c))* ▶				169,846,799

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) ALTERNATIVE INVESTMENTS	23,299,526	F
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. *(Column (b) must equal Form 990, Part X, col (B) line 12)* ▶	23,299,526	

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	0
PENSION LIABILITY	8,861,779
DEPOSITS	1,875,050
INTEREST RATE SWAP AGREEMENT, FMV	301,415
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	11,038,244

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

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

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

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

Part XIII Supplemental Information

Provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b Also complete this part to provide any additional information

Return Reference	Explanation	

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

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SCHEDULE F (Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

► Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.
► Attach to Form 990.
► Information about Schedule F (Form 990) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2017

Open to Public Inspection

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) Central America and the Caribbean			Investments		5,199,051
(2)					
(3)					
(4)					
(5)					
3a Sub-total					5,199,051
b Total from continuation sheets to Part I					
c **Totals** (add lines 3a and 3b)					5,199,051

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

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

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

3 Enter total number of other organizations or entities . . . . . ▶

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

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

Part IV Foreign Forms

1	Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes,"the organization may be required to file Form 926, Return by a U S Transferor of Property to a Foreign Corporation (see Instructions for Form 926)*	☑ Yes	☐ No
2	Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U S Owner (see Instructions for Forms 3520 and 3520-A, do not file with Form 990)*	☐ Yes	☑ No
3	Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U S Persons with Respect to Certain Foreign Corporations (see Instructions for Form 5471)*	☑ Yes	☐ No
4	Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)*	☐ Yes	☑ No
5	Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U S Persons with Respect to Certain Foreign Partnerships (see Instructions for Form 8865)*	☑ Yes	☐ No
6	Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713, do not file with Form 990)*	☐ Yes	☑ No

Part V **Supplemental Information**

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

ReturnReference	Explanation

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SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" on Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a

▶ **Attach to Form 990 or Form 990-EZ.**

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

OMB No 1545-0047

2017

Open to Public Inspection

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

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

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

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

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

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

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

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

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

		(a) Event #1 SILENT AUCTION (event type)	(b) Event #2 WESTERN GALA (event type)	(c) Other events 5 (total number)	(d) Total events (add col (a) through col (c))
Revenue	1 Gross receipts	224,489	220,906	492,025	937,420
	2 Less Contributions	164,989	45,956	334,553	545,498
	3 Gross income (line 1 minus line 2)	59,500	174,950	157,472	391,922
Direct Expenses	4 Cash prizes				
	5 Noncash prizes	0	2,696	38,454	41,150
	6 Rent/facility costs	54,809	0	55,191	110,000
	7 Food and beverages	0	124,009	41,613	165,622
	8 Entertainment	6,500	3,300	20,000	29,800
	9 Other direct expenses	16,141	54,696	52,335	123,172
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				469,744
	11 Net income summary Subtract line 10 from line 3, column (d) ▶				-77,822

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ____% ☐ No	☐ Yes ____% ☐ No	☐ Yes ____% ☐ No	
	7 Direct expense summary Add lines 2 through 5 in column (d) ▶				
	8 Net gaming income summary Subtract line 7 from line 1, column (d) ▶				

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

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

b If "No," explain _____

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

b If "Yes," explain _____

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

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

13 Indicate the percentage of gaming activity conducted in

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

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

Name ▶ ----------

Address ▶ ----------

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

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

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

Name ▶ ----------

Address ▶

----

16 Gaming manager information

Name ▶ ----------

Gaming manager compensation ▶ $----------

Description of services provided ▶ ----------

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

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

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

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

Return Reference	Explanation

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Schedule 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

2017

Open to Public Inspection

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

Part I General Information on Grants and Assistance

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

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments.

Complete if the organization answered "Yes" 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 noncash assistance	(h) Purpose of grant or assistance
(1) HOUSTON LIVESTOCK SHOW & RODEO EDUCATIONAL FUND 3 NRG Park HOUSTON, TX 77054	76-0260204	501(C)(3)	7,194,208		N/A	N/A	THE EDUCATION FUND SUPPORTS HLSR'S PURPOSE

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

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶ 0

Part III **Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" 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 noncash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(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
FORM 990, SCHEDULE I, PART I, LINE 2	GRANT POLICY HOUSTON LIVESTOCK SHOW AND RODEO MAKES GRANTS TO THE AFFILIATED ORGANIZATION, HOUSTON LIVESTOCK SHOW AND RODEO EDUCATIONAL FUND (EIN 76-0260204), IN SUPPORT OF SCHOLARSHIP AND EDUCATIONAL GRANTS AWARDED

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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

2017

Open to Public Inspection

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate box(es) if the organization provided any of the following to or for a person listed 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**	Yes	
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 nonfixed 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				
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
FORM 990, SCHEDULE J, PART I, LINE 1A	Senior managers have split dollar life insurance policy Taxable benefit is reported on W-2 and salary is grossed up to cover the tax on this benefit not provided on any other benefits
FORM 990, SCHEDULE J, PART I, LINE 4A	JOE BRUCE HANCOCK RECEIVED SEVERANCE PAYMENTS TOTALING $74,475
FORM 990, SCHEDULE J, PART II	JOE BRUCE HANCOCK WAS ONLY A DIRECTOR OF THE ORGANIZATION FOR THE TAX YEAR SEPTEMBER 1, 2017 THROUGH AUGUST 31, 2018 THE COMPENSATION REPORTED RELATES ONLY TO HIS SERVICE AS GENERAL MANAGER OF THE ORGANIZATION THROUGH JUNE 2017

Additional Data

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1JILL CLEMENT EXECUTIVE DIR -ADMIN & TICKETS	(I)	169,753	16,000	1,737	50,350	28,710	266,550	0
	(II)	0	0	0	0	0	0	0
1JOE BRUCE HANCOCK DIRECTOR (FORMER GM)	(I)	148,751	20,000	78,009	59,682	21,862	328,304	0
	(II)		0	0	0	0	0	0
2DAN CHENEY FORMER VP/COO	(I)	278,487	50,000	1,099	9,855	9,403	348,844	0
	(II)	0	0	0	0	0	0	0
3JOEL COWLEY PRESIDENT	(I)	436,528	97,740	3,234	74,794	29,374	641,670	0
	(II)	0	0	0	0	0	0	0
4JENNIFER HAZELTON CHIEF FINANCIAL OFFICER	(I)	310,072	23,000	1,402	70,440	12,884	417,798	0
	(II)	0	0	0	0	0	0	0
5SHERRY HIBBERT GENERAL COUNSEL	(I)	291,360	20,000	6,083	79,862	12,884	410,189	0
	(II)	0	0	0	0	0	0	0
6JULIE BASS EXEC DIR -EXHIBITS & ATTRACT	(I)	167,617	16,500	682	6,386	28,817	220,002	0
	(II)	0	0	0	0	0	0	0
7GEORGE BAYLESS MANAGING DIRECTOR - ENTERTAIN	(I)	205,316	5,000	2,909	2,393	22,248	237,866	0
	(II)	0	0	0	0	0	0	0
8MICHAEL T DEMARCO EXECUTIVE DIRECTOR-OPERATIONS	(I)	191,855	22,000	3,891	77,518	12,564	307,828	0
	(II)	0	0	0	0	0	0	0
9STEVE GUMERMAN MANAGING DIRECTOR - IS	(I)	201,068	3,870	999	65,300	29,133	300,370	0
	(II)	0	0	0	0	0	0	0
10ANDY SLOAN CHIEF INFORMATION OFFICER	(I)	317,335	23,000	4,470	83,859	29,374	458,038	0
	(II)	0	0	0	0	0	0	0

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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

2017

Open to Public Inspection

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and 501(c)(29) organizations only)

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

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected? 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
See Additional Data Table					

Part V Supplemental Information

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

Return Reference	Explanation

Additional Data

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

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

(a) Name of interested person	**(b)** Relationship between interested person and the organization	**(c)** Amount of transaction	**(d)** Description of transaction	**(e)** Sharing of organization's revenues?	
				Yes	**No**
(1) Lone Star ExhibitsLET IT FLY EVENT	OWNED BY BOARD MEMBER	823,652	PROVIDER OF PRODUCT		No
(1) Murphy Buckle Company	OWNED BY BOARD MEMBER	717,561	PROVIDER OF PRODUCT		No

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

(a) Name of interested person	**(b)** Relationship between interested person and the organization	**(c)** Amount of transaction	**(d)** Description of transaction	**(e)** Sharing of organization's revenues?	
				Yes	**No**
(3) STI Graphics Inc	OWNED BY BOARD MEMBERS	894,818	PROVIDER OF PRODUCT		No
(1) Executive Toys	OWNED BY BOARD MEMBER	141,209	PROVIDER OF PRODUCT		No

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(5) HERRING CONSTRUCTION CO	OWNED BY BOARD MEMBER	344,260	PERFORMANCE OF SERVICE		No
(1) BAYOU CITY EVENT CENTER	OWNED BY BOARD MEMBER	199,055	PROVIDER OF FACILITY		No

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(7) JOANNA PEDIGO	DAUGHTER-IN-LAW OF BOARD MEMBER	89,215	EMPLOYEE COMPENSATION		No

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SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No 1545-0047

2017

Open to Public Inspection

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

Part I Types of Property

		(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1	Art—Works of art				
2	Art—Historical treasures				
3	Art—Fractional interests				
4	Books and publications				
5	Clothing and household goods				
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities—Publicly traded	X	6	54,061	VALUE ON RECEIPT
10	Securities—Closely held stock				
11	Securities—Partnership, LLC, or trust interests				
12	Securities—Miscellaneous				
13	Qualified conservation contribution—Historic structures				
14	Qualified conservation contribution—Other				
15	Real estate—Residential				
16	Real estate—Commercial				
17	Real estate—Other				
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶ (_____)				
26	Other ▶ (_____)				
27	Other ▶ (_____)				
28	Other ▶ (_____)				

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

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

Part II **Supplemental Information.**

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

Return Reference	Explanation

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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

2017

Open to Public Inspection

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number

74-1142851

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART I , LINE 1 & FORM 990, PART III, LINE 1	ORGANIZATION'S MISSION THE HOUSTON LIVESTOCK SHOW AND RODEO PROMOTES AGRICULTURE BY HOSTIN G AN ANNUAL, FAMILY-FRIENDLY EXPERIENCE THAT EDUCATES AND ENTERTAINS THE PUBLIC, SUPPORTS TEXAS YOUTH, SHOWCASES WESTERN HERTIAGE AND PROVIDES YEAR-ROUND EDUCATIONAL SUPPORT WITHIN THE COMMUNITY FORM 990, PART VI, SECTION A, LINE 2 FAMILY AND BUSINESS RELATIONSHIPS THE FOLLOWING RELATIONSHIPS EXIST BETWEEN OFFICERS AND DIRECTORS DOUGLAS DOYLE & JAMES R TA YLOR BUSINESS RELATIONSHIP RONNIE EUBANKS & JIM LIGHTFOOT BUSINESS RELATIONSHIP GERALD L YNN NUNEZ & STEVE L ROE BUSINESS RELATIONSHIP YANCE S MONTALBANO & JOHN J MONTALBANO BUSINESS RELATIONSHIP GERALD LYNN NUNEZ & JAMES MICHAEL MUSHINSKI BUSINESS RELATIONSHIP R obert B Kneppler, JACK A LYONS, ROBERT E PAINE IV, RYAN O SMITH, & REGAN MILLER KATZ BUSINESS RELATIONSHIP JAMES M WINDHAM JR & EDGAR D LESTER BUSINESS RELATIONSHIP ROBERT CHARLES HUX, BRADY F CARRUTH, RED GRIFFIN, & HUGH DENNIS STEGER BUSINESS RELATIONSHIP C HRIS ENNIS & RICHARD WEIMAN BUSINESS RELATIONSHIP Michelle Bridges-Pahl & J P HUNNICUTT III BUSINESS RELATIONSHIP JIM BLOODWORTH, MICHAEL T DEMARCO, DON P JORDAN, JOHN O SMIT H, P MICHAEL WELLS JR , & JAMES M WINDHAM JR BUSINESS RELATIONSHIP CHRIS RICHARDSON, J ENNIFER HIRSCH, & MATTHEW R FUQUA BUSINESS RELATIONSHIP EDWARD Gaylord, Terry Mack Brown , & Kirk E Williamson BUSINESS RELATIONSHIP Joe Van Matre & James A Winne III BUSINESS RELATIONSHIP HUGH Dennis Steger & Robert Clay BUSINESS RELATIONSHIP LAURIE TARVER & PAME LA M LOGSDON BUSINESS RELATIONSHIP RUSSELL ALLEN, TODD RIDDLE, & GARY ALAN DEBAKEY BUSI NESS RELATIONSHIP J M CLEPPER, MICHAEL E CLEPPER, & MICHAEL "MICKEY" BELL BUSINESS RELA TIONSHIP ROBERT N DAVIS & TOM C DAVIS BUSINESS AND FAMILY RELATIONSHIP J GROVER KELLEY & NANO K SCHERRIEB BUSINESS AND FAMILY RELATIONSHIP CHARLES W MELTON & MARK MELTON BU SINESS AND FAMILY RELATIONSHIP P W LUCKY LONG & CHRIS UNDERBRINK BUSINESS RELATIONSHIP J OHN O SMITH, JOE VAN MATRE, MICHAEL S MCKINNEY, & CLAY A PARKER BUSINESS RELATIONSHIP JIM J JANKE & KIRBY JANKE BUSINESS AND FAMILY RELATIONSHIP GLENN LILIE & MICHELLE LILIE BUSINESS AND FAMILY RELATIONSHIP TODD RIDDLE & JOE VAN MATRE BUSINESS RELATIONSHIP DAVID WAYNE KOONCE & RALPH L SAVAGE BUSINESS RELATIONSHIP D SCOTT HINSLEY & G RAY HINSLEY I II BUSINESS AND FAMILY RELATIONSHIP JAMES D SARTWELLE JR & JAMES D "JIM" SARTWELLE III BUSINESS AND FAMILY RELATIONSHIP TOM E DOMPIER & SHELLY DOMPIER MULANAX FAMILY RELATIO NSHIP ROY L ELLEDGE JR & BRENDA BAKER STUBBS FAMILY RELATIONSHIP SUZANNE H EPPS & JAME S C EPPS III FAMILY RELATIONSHIP G W KENT & JAMES ALAN KENT FAMILY RELATIONSHIP KEN C MOURSUND SR & KENNETH C MOURSUND JR FAMILY RELATIONSHIP EDWARD B SCHULZ & JEFFREY "J EFF" HAYES FAMILY RELATIONSHIP R L O'SHIELES & KELLY O'SHIELES FAMILY RELATIONSHIP R H STEVENS & JAMES R TAYLOR FAMILY RELATIONSHIP R H STEVENS & Robert L Becker Jr FAMIL Y RELATIONSHIP JAMES R TAYLOR

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Return Reference	Explanation
FORM 990, PART I , LINE 1 & FORM 990, PART III, LINE 1	& Robert L Becker Jr FAMILY RELATIONSHIP P MICHAEL WELLS & P MICHAEL WELLS JR FAMI LY RELATIONSHIP P MICHAEL WELLS & C THOMPSON "TOMMY" WELLS FAMILY RELATIONSHIP P MICHA EL WELLS JR & C THOMPSON "TOMMY" WELLS FAMILY RELATIONSHIP Richard Lee Fuqua II & Matth ew R Fuqua FAMILY RELATIONSHIP Chris Richardson & Matthew R Fuqua FAMILY RELATIONSHIP Pat Walker & Thomas A Walker FAMILY RELATIONSHIP Karen Bridges & MICHELLE Bridges-Pahl FAMILY RELATIONSHIP John ROGER Morton & Eric Huegele FAMILY RELATIONSHIP JOHN R BRANIFF & JOHN R BRANIFF JR FAMILY RELATIONSHIP JEFFREY D HILDEBRAND & BRAD HILDEBRAND FAMILY RELATIONSHIP JACK A LYONS & F ALLEN LYONS FAMILY RELATIONSHIP JOHN O SMITH & RYAN O SMITH FAMILY RELATIONSHIP PATRICK D PENNINGTON & STEVEN H GORDON FAMILY RELATIONSHIP G RIFFIN D WINN & JASON PRICE WILLIAMS FAMILY RELATIONSHIP JUSTIN C WHITE & WILLIAM R WH ITE FAMILY RELATIONSHIP WAYNE HOLLIS JR & JOHN E HOLLIS FAMILY RELATIONSHIP CLAIR BRAN CH & JULIE SHANNON FAMILY RELATIONSHIP CLAIR BRANCH & CLAIR BARCLAY BRANCH FAMILY RELATI ONSHIP CLAIR BARCLAY BRANCH & JULIE SHANNON FAMILY RELATIONSHIP JIM VANHOOZER & LISA C N GUYEN FAMILY RELATIONSHIP GEORGE A BUSCHARDT & GEORGE A BUSCHARDT JR FAMILY RELATIONS HIP D SCOTT HINSLEY & G RAY HINSLEY III FAMILY RELATIONSHIP DON D JORDAN & CHRIS CUNNIN GHAM FAMILY RELATIONSHIP CHARLES R ROBINSON & CHARLES A "ANDY" ROBINSON FAMILY RELATIO NSHIP ROBBIE SMITH & LARRY BIEDIGER JR FAMILY RELATIONSHIP JAMES D SARTWELLE JR & JAME S D "JIM" SARTWELLE III FAMILY RELATIONSHIP J M CLEPPER & MICHAEL E CLEPPER FAMILY RE LATIONSHIP FORM 990, PART VI, SECTION B, LINES 1, 6, 7A & 7B EXECUTIVE COMMITTEE AN EXECUT IVE COMMITTEE IS ELECTED BY THE HLSR BOARD OF DIRECTORS THE PURPOSE OF THE EXECUTIVE COMM ITTEE IS TO GIVE IMMEDIATE AID, COUNSEL AND AUTHORITY TO THE OFFICERS AND MANAGERS OF HLSR AND TO CARRY OUT THE RULES, REGULATIONS, PURPOSES AND POLICIES OF THE BOARD OF DIRECTORS THE EXECUTIVE COMMITTEE REPORTS TO AND IS RESPONSIBLE DIRECTLY TO THE BOARD OF DIRECTORS DURING THE INTERVAL BETWEEN MEETINGS OF THE BOARD OF DIRECTORS, THE EXECUTIVE COMMITTEE P OSSESSES AND MAY EXERCISE THE POWERS OF THE BOARD OF DIRECTORS NECESSARY OR CONVENIENT FOR THE MANAGEMENT, CONTROL AND DIRECTION OF THE BUSINESS AND AFFAIRS OF HLSR FORM 990, PART VI, SECTION B, LINE 11B FORM 990 REVIEW PROCESS THE AUDIT COMMITTEE, A SUB-COMMITTEE OF T HE EXECUTIVE COMMITTEE, ALONG WITH OUTSIDE TAX SPECIALISTS, REVIEW THE RETURN WITH SENIOR MANAGEMENT THE AUDIT COMMITTEE THEN RECOMMENDS APPROVAL OF THE TAX RETURNS INCORPORATING ANY CHANGES THEY SUGGEST TO THE EXECUTIVE COMMITTEE WHICH THEN GIVE FINAL APPROVAL FORM 9 90, PART VI, SECTION B, LINE 12C CONFLICT OF INTEREST POLICY HLSR DISTRIBUTES A CONFLICT O F INTEREST/FORM 990 QUESTIONNAIRE ANNUALLY THE COMPLETED QUESTIONNAIRES ARE REVIEWED BY H LSR'S GENERAL COUNSEL AND ARE PROVIDED TO ACCOUNTING FOR DISCLOSURE ON THE TAX RETURN WHER E APPROPRIATE FORM 990, PART

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Return Reference	Explanation
FORM 990, PART I , LINE 1 & FORM 990, PART III, LINE 1	VI, SECTION B, LINES 15A & 15B COMPENSATION POLICY HOUSTON LIVESTOCK SHOW AND RODEO HAS A COMPENSATION COMMITTEE WHICH REVIEWS PERFORMANCE OF THE CEO ANNUALLY THE COMPENSATION COM MITTEE RECOMMENDS OR REVIEWS AND APPROVES COMPENSATION FOR THE CEO AND ALL OF SENIOR MANAG EMENT THE COMMITTEE USES COMPENSATION STUDIES DONE BY OUTSIDE CONSULTANTS IN THEIR DECISI ON MAKING PROCESS FORM 990, PART VI, SECTION C, LINE 19 DOCUMENTS MADE AVAILABLE TO THE P UBLIC HLSR'S GOVERNING DOCUMENTS, CONFLICTS OF INTEREST POLICY, AND FINANCIAL STATEMENTS A RE MADE AVAILABLE TO THE PUBLIC BY REQUEST IN ADDITION, SUMMARIZED FINANCIALS ARE AVAILAB LE ON THE SHOW'S WEBSITE (WWW HLSR COM) FORM 990, PART IV, LINE 12 & FORM 990, PART XII, LINE 2 EXPLANATION OF COMBINED AUDIT REPORT THE HOUSTON LIVESTOCK SHOW & RODEO, INC , THE HOUSTON LIVESTOCK SHOW & RODEO EDUCATIONAL FUND (EIN 76-0260204) AND CORRAL CLUB, INC (E IN 74-2079763) HAVE A COMBINED AUDIT REPORT HOUSTON LIVESTOCK SHOW & RODEO, INC HAS AN AUDIT COMMITTEE CHARGED WITH RESPONSIBILITY FOR THE OVERSIGHT OF THE COMBINED AUDITED FINA NCIAL STATEMENTS AND THE SELECTION OF AN INDEPENDENT ACCOUNTANT

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Return Reference	Explanation
FORM 990, PART XI, LINE 9	OTHER CHANGES IN NET ASSETS OR FUND BALANCES PENSION COSTS 2,250,593 ---------- TOTAL 2,250,593

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Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION MULTIMEDIA PRODUCTION TOTAL FEES 5005213

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Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION SECURITY/CROWD CONTROL TOTAL FEES 3027282

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Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION CLEANING AND WASTE REMOVAL TOTAL FEES 2877667

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION MEAT PROGRAM TOTAL FEES 1283749

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION CONSULTING TOTAL FEES 991884

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Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION OTHER TOTAL FEES 10232075

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Return Reference	Explanation
FORM 990 PART IX LINE 24 - OTHER EXPENSES	DESCRIPTION AWARDS-EXHIBITORS/PARTICIPANTS TOTAL EXPENSES 4840760 PROGRAM SERVICES 4798916 FUNDRAISING 41844

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Return Reference	Explanation
FORM 990 PART IX LINE 24 - OTHER EXPENSES	DESCRIPTION CREDIT CARD COMMISSIONS TOTAL EXPENSES 2880322 PROGRAM SERVICES 2189727 MANAGEMENT AND GENERAL 368550 FUNDRAISING 322045

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Return Reference	Explanation
FORM 990 PART IX LINE 24 - OTHER EXPENSES	DESCRIPTION STAR MERCHANDISE TOTAL EXPENSES 1618173 PROGRAM SERVICES 1618173

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Return Reference	Explanation
FORM 990 PART IX LINE 24 - OTHER EXPENSES	DESCRIPTION OTHER AWARDS/BADGES TOTAL EXPENSES 1514885 PROGRAM SERVICES 502716 FUNDRAISING 1012169

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Return Reference	Explanation
FORM 990 PART IX LINE 24 - OTHER EXPENSES	DESCRIPTION OTHER EXPENSES TOTAL EXPENSES 2184879 PROGRAM SERVICES 1806655 MANAGEMENT AND GENERAL 277200 FUNDRAISING 101024

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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

2017

Open to Public Inspection

Name of the organization
HOUSTON LIVESTOCK SHOW AND RODEO INC

Employer identification number
74-1142851

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II **Identification of Related Tax-Exempt Organizations** Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	(g) No
(1)HLSR EDUCATIONAL FUND 3 NRG PARK HOUSTON, TX 77054 76-0260204	SCHOLARSHIPS	TX	501(c)(3)	12, I	HLSR	Yes	
(2)HLSR INSTITUTE FOR TEACHER EXCELLENCE 3 NRG PARK HOUSTON, TX 77054 76-0539447	EDUCATION	TX	501(c)(3)	12, I	HLSR	Yes	
(3)HLSR ENDOWMENT FOUNDATION 3 NRG PARK HOUSTON, TX 77054 20-3612828	SCHOLARSHIPS	TX	501(C)(3)	12, I	HLSR	Yes	
(4)HHSB INC 3 NRG PARK HOUSTON, TX 77054 30-0721227	PUBLIC FAIR	TX	501(C)(3)	12, I	HLSR	Yes	

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity? Yes	(i) No
(1)CORRAL CLUB INC 3 NRG PARK HOUSTON, TX 77054 74-2079763	BAR OPERATION	TX	NA	C CORP					

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

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

		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	Yes	
c Gift, grant, or capital contribution from related organization(s)	1c		No
d Loans or loan guarantees to or for related organization(s)	1d		No
e Loans or loan guarantees by related organization(s)	1e		No
f Dividends from related organization(s)	1f		No
g Sale of assets to related organization(s)	1g		No
h Purchase of assets from related organization(s)	1h		No
i Exchange of assets with related organization(s)	1i		No
j Lease of facilities, equipment, or other assets to related organization(s)	1j		No
k Lease of facilities, equipment, or other assets from related organization(s)	1k		No
l Performance of services or membership or fundraising solicitations for related organization(s)	1l		No
m Performance of services or membership or fundraising solicitations by related organization(s)	1m		No
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	Yes	
o Sharing of paid employees with related organization(s)	1o	Yes	
p Reimbursement paid to related organization(s) for expenses	1p		No
q Reimbursement paid by related organization(s) for expenses	1q	Yes	
r Other transfer of cash or property to related organization(s)	1r		No
s Other transfer of cash or property from related organization(s)	1s		No

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)HLSR Educational Fund	B, N,	7,194,208	ACTUAL
(2) Corral Club Inc	N, O,	1,444,398	ACTUAL

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

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

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

Part VII **Supplemental Information**

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