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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning 10-01-2009 , and ending 09-30-2010

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
MOODY GARDENS INC

Number and street (or P O box number if mail is not delivered to street address) Room/suite
ONE HOPE BOULEVARD

City or town, state, and ZIP code
GALVESTON, TX 77554

A Employer identification number
76-0288131

B Telephone number (see page 10 of the instructions)
(409) 744-4673

C If exemption application is pending, check here ☐
D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* $ 37,673,075

J Accounting method ☐ Cash ☑ Accrual
☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	125,901	125,901	125,901	
	4	Dividends and interest from securities	38,566	38,566	38,566	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	6,774			
	b	Gross sales price for all assets on line 6a 290,597				
	7	Capital gain net income (from Part IV, line 2)		6,774		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances 39,313,416				
	b	Less Cost of goods sold 3,176,489				
	c	Gross profit or (loss) (attach schedule)	36,136,927			
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	36,308,168	171,241	164,467	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	293,700		293,700	
	14	Other employee salaries and wages	8,414,340		8,414,340	
	15	Pension plans, employee benefits	199,849		199,849	
	16a	Legal fees (attach schedule)	53,726	0	53,726	0
	b	Accounting fees (attach schedule)	97,603	0	97,603	0
	c	Other professional fees (attach schedule)	21,980	8,586	13,394	
	17	Interest	55,628		55,628	
	18	Taxes (attach schedule) (see page 14 of the instructions)	1,085,808		1,085,808	
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	27,206,918		27,206,918	
	24	**Total operating and administrative expenses.** Add lines 13 through 23	37,429,552	8,586	37,420,966	0
	25	Contributions, gifts, grants paid	19,870,800			19,870,800
	26	**Total expenses and disbursements.** Add lines 24 and 25	57,300,352	8,586	37,420,966	19,870,800
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-20,992,184			
	b	**Net investment income** (if negative, enter -0-)		162,655		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,170,159	636,194	636,194
	2	Savings and temporary cash investments	7,526,096	10,249,222	10,249,222
	3	Accounts receivable ▶ 455,519			
		Less allowance for doubtful accounts ▶	319,292	455,519	455,519
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable	37,595,840	22,323,098	22,323,098
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	2,298,921	2,186,956	2,186,956
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,058,483	1,132,702	1,132,702
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	654,462	689,384	689,384
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	50,623,253	37,673,075	37,673,075
Liabilities	17	Accounts payable and accrued expenses	12,199,010	13,348,130	
	18	Grants payable			
	19	Deferred revenue	331,192	472,808	
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)	1,466,499	8,177,598	
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	13,996,701	21,998,536	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	-3,083,081	-9,820,768	
	25	Temporarily restricted	38,783,862	24,569,536	
	26	Permanently restricted	925,771	925,771	
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	36,626,552	15,674,539	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	50,623,253	37,673,075	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	36,626,552
2	Enter amount from Part I, line 27a	2	-20,992,184
3	Other increases not included in line 2 (itemize) ▶	3	40,171
4	Add lines 1, 2, and 3	4	15,674,539
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	15,674,539

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	JANET JORDAN THERAPY FUND - SEE ATTACHMENT	P		
b	RESERVE FUND - SEE ATTACHMENT	P		
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	288,972		282,198	6,774
b	1,625		1,625	
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				6,774
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	6,774
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	19,366,695	11,413,898	1 696764
2007	15,188,539	10,735,764	1 414761
2006	12,794,150	10,847,697	1 179435
2005	3,798,130	8,998,635	0 422078
2004	8,052,608	7,130,658	1 129294

2	**Total** of line 1, column (d).	2	5 842332
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	1 168466
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.	4	13,594,272
5	Multiply line 4 by line 3.	5	15,884,445
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,627
7	Add lines 5 and 6.	7	15,886,072
8	Enter qualifying distributions from Part XII, line 4.	8	19,870,800

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter ________ (attach copy of letter if necessary–see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	1,627
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	1,627
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,627
6	Credits/Payments				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	3,785		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	6,785
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	5,158
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 5,158	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9	Yes	
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶ WWW MOODYGARDENS COM

14 The books are in care of ▶ JOHN PETERSON Telephone no ▶ (409) 683-4220

Located at ▶ ONE HOPE BLVD galveston TX ZIP+4 ▶ 77554

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. Yes No

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No

b If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? — **1b** — No

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? — **1c** — No

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☑ No

If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions). — **2b**

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No

b If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)* — **3b**

			Yes	No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
JOHN ZENDT ONE HOPE BLVD GALVESTON,TX 77554	PRESIDENT/DIRECTOR 40 0	167,250	9,299	0
GARVIN O'NEIL ONE HOPE BLVD GALVESTON,TX 77554	HOTEL GENERAL MGR 40 0	140,000	8,370	0
JAMIE WEIR ONE HOPE BLVD GALVESTON,TX 77554	DIRECTOR OF SALES 40 0	137,372	8,565	0
URS SCHMID ONE HOPE BLVD GALVESTON,TX 77554	HOTEL CHEF 40 0	123,518	7,729	0
JOHN PETERSON ONE HOPE BLVD GALVESTON,TX 77554	TREASURER/CONTROLLER 40 0	104,000	6,930	0
Total number of other employees paid over $50,000 ▶				26

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
MORRIS ARCHITECTS 1001 FANNIN SUITE 300 HOUSTON, TX 77002	ARCHITECTS	3,516,655
PANNELL KERR FORSTER OF TEXAS PC 5847 SAN FELIPE SUITE 2400 HOUSTON, TX 77057	AUDITING & TAXATION	97,603
1859 HISTORIC HOTELS LTD 2302 POST OFFICE STREET SUITE 500 GALVESTON, TX 77550	PAYROLL PROCESSING	87,335
KRISTI J MOERS 2118 HIGHLAND BAY CR KATY, TX 77450	CONSULTANT	67,200
CHPA CONSULTING ENGINEERS INC 7660 WOODWAY DR 400 HOUSTON, TX 77063	ENGINEERS	97,608
Total number of others receiving over $50,000 for professional services . . . . ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 CONSTRUCTION/MAINTENANCE/RENOVATION OF FACILITIES AT MOODY GARDENS FOR THE PARK BOARD OF TRUSTEES, WHICH INCLUDE A MUSEUM, AQUARIUM, AND HOTEL	19,870,800
2 OPERATION OF PUBLIC FACILITIES AT MOODY GARDENS HOTEL CONFERENCE CENTER, AQUARIUM, IMAX THEATER, RAINFOREST AND OTHER FACILITIES FOR THE PARK BOARD OF TRUSTEES	37,420,966
3 RENOVATION, MANAGEMENT, OPERATION AND MAINTENANCE OF THE GOLF COURSE FOR THE CITY OF GALVESTON	0
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions **3**	
Total. Add lines 1 through 3. . . . . ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,095,593
b	Average of monthly cash balances	1b	9,790,836
c	Fair market value of all other assets (see page 24 of the instructions)	1c	2,914,862
d	**Total** (add lines 1a, b, and c)	1d	13,801,291
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	13,801,291
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	207,019
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,594,272
6	**Minimum investment return.** Enter 5% of line 5	6	679,714

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☑ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	
2a	Tax on investment income for 2009 from Part VI, line 5	2a			
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	0
3	Distributable amount before adjustments Subtract line 2c from line 1			3	0
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	0
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	0

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	19,870,800
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	19,870,800
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	1,627
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	19,869,173

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII **Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				0
2 Undistributed income, if any, as of the end of 2008				
a Enter amount for 2008 only.			0	
b Total for prior years 2007 , 2006 , 2005		0		
3 Excess distributions carryover, if any, to 2009				
a From 2004. 0				
b From 2005. 0				
c From 2006. 0				
d From 2007. 0				
e From 2008. 0				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 19,870,800				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2009 distributable amount.				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2005. . . . 0				
b Excess from 2006. . . . 0				
c Excess from 2007. . . . 0				
d Excess from 2008. . . . 0				
e Excess from 2009. . . . 0				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☑ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	**(b)** 2008	**(c)** 2007	**(d)** 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				0
b 85% of line 2a	0				0
c Qualifying distributions from Part XII, line 4 for each year listed	19,870,800	19,366,695	15,188,539	12,794,150	67,220,184
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	19,870,800	19,366,695	15,188,539	12,794,150	67,220,184
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets	37,673,075	50,623,253	20,980,635	22,714,399	131,991,362
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .	453,143	380,463	357,859	361,590	1,553,055
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CITY OF GALVESTON 823 ROSENBURG GALVESTON, TX 77550	N/A	N/A	RENOVATION/MANAGEMENT/OPERATION/MAINTENANCE OF THE GOLF COURSE AT MOODY GARDENS	0
PARK BOARD OF TRUSTEES OF THE CITY OF GALVESTON 2504 CHURCH STREET GALVESTON, TX 77550	N/A	N/A	CONSTRUCTION/MAINTENANCE/RENOVATION OF FACILITIES AT MOODY GARDENS	19,870,800
Total . . . . ▶ **3a**				19,870,800
b *Approved for future payment*				
PARK BOARD OF TRUSTEES OF THE CITY OF GALVESTON 2504 CHURCH STREET GALVESTON, TX 77550	N/A	N/A	CONSTRUCTION/MAINTENANCE/RENOVATION OF FACILITIES AT MOODY GARDENS	0
CITY OF GALVESTON 823 ROSENBERG GALVESTON, TX 77550	N/A	N/A	RENOVATION/MANAGEMENT/OPERATION/MAINTENANCE OF THE GOLF COURSE AT MOODY GARDENS	0
ISLAND STAR PERFORMANCES ONE HOPE BOULEVARD GALVESTON, TX 77550	N/A	N/A	MANAGEMENT AND BOOKKEEPING SERVICES ASSOCIATED WITH THE PROMOTION AND PRODUCTION OF LIVE MUSICAL/THEATRICAL PERFORMANCES AT MOODY GARDENS	0
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a See Additional Data Table					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	125,901	
4 Dividends and interest from securities. . . .			14	38,566	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	6,774	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				171,241	36,136,927

13 **Total.** Add line 12, columns (b), (d), and (e). 13 36,308,168

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
1A	REVENUES RECEIVED FROM THE OPERATION OF A HOTEL, PUBLIC
1A	REVENUES RECEIVED FROM THE OPERATION OF THE MUNICIPAL GOLF

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	**1a(1)**		**No**
	(2) Other assets.	**1a(2)**		**No**
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
	(4) Reimbursement arrangements.	**1b(4)**		**No**
	(5) Loans or loan guarantees.	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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 taxpayer or fiduciary) is based on all information of which preparer has any knowledge

****** 2011-08-05 ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	Preparer's identifying number (see **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code	Pannell Kerr Forster of Texas PC 5847 San Felipe Suite 2400 Houston, TX 770573092	EIN Phone no (713) 860-1400	

Additional Data

Software ID: 09000054
Software Version: 09-8.7
EIN: 76-0288131
Name: MOODY GARDENS INC

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
E DOUGLAS MCLEOD 2302 POST OFFICE STREET GALVESTON, TX 77550	CHAIRMAN/DIRECTOR 0	4,000	0	0
LUIS R HERNANDEZ 1175 FM 802 BROWNSVILLE, TX 78521	V-P/DIRECTOR 0	3,650	0	2,599
DON CHILDRESS 5 DANSBY DRIVE E GALVESTON, TX 77551	DIRECTOR 0	3,900	0	0
ANN M MOODY 5 COLONY PARK DRIVE GALVESTON, TX 77551	DIRECTOR RESIGNED SEPT 2010 0	0	0	0
JOHN IPPOLITO PO BOX 309 AUSTIN, TX 78767	DIRECTOR, SECRETARY 0	4,100	0	2,352
JOHN ZENDT ONE HOPE BOULEVARD GALVESTON, TX 77554	PRESIDENT/DIRECTOR 40 0	167,250	9,299	0
JOHN PETERSON ONE HOPE BOULEVARD GALVESTON, TX 77554	TREASURER/CONTROLLER 40 0	104,000	6,930	0
SHERYL ROZIER 1601 WINNIE GALVESTON, TX 77550	EX-OFFICIO DIRECTOR 0	0	0	0
ALLAN MATTHEWS 7114 YOUPON DRIVE GALVESTON, TX 77551	DIRECTOR 0	350	0	0
DONALD SCHATTEL 33 MAPLE LANE GALVESTON, TX 77551	VP/DIRECTOR DECEASED AUG 2010 0	6,450	0	0
JERRI KINNEAR 4802 AVENUE Q GALVESTON, TX 77551	EX-OFFICO DIRCT OCT 09-JUN 10 0	0	0	0
MIKE RILEY ONE HOPE BLVD GALVESTON, TX 77554	PRES/DIR DECEASED NOV 2009 0	0	0	0

Form 990PF Part XVI-A Line 1 - Program service revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
1 Program service revenue	**(a)** Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
a HOTEL REVENUES					16,119,562
b AQUARIUM					4,954,084
c GIFT SHOPS					901,448
d RAINFOREST					2,605,159
e EDUCATION					488,800
f PALM BEACH					1,217,295
IMAX					3,470,732
DISCOVERY MUSEUM					1,023,369
CONVENTION CENTER					601,989
GOLF COURSE					1,454,982
MISCELLANEOUS					3,299,507

TY 2009 Accounting Fees Schedule

Name: MOODY GARDENS INC

EIN: 76-0288131

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PANNELL KERR FORSTER OF TEXAS	97,603		97,603	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2009 Depreciation Schedule

Name: MOODY GARDENS INC

EIN: 76-0288131

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included

TY 2009 Investments - Land Schedule

Name: MOODY GARDENS INC

EIN: 76-0288131

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value

TY 2009 Investments - Other Schedule

Name: MOODY GARDENS INC

EIN: 76-0288131

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
JANET JORDAN ENDOWMENT FUND		963,157	963,157
RESERVE FUND		169,545	169,545

TY 2009 Land, Etc. Schedule

Name: MOODY GARDENS INC

EIN: 76-0288131

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value

TY 2009 Legal Fees Schedule

Name: MOODY GARDENS INC

EIN: 76-0288131

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HUNTON & WILLIAMS, LLP	6,383		6,383	
GREER, HERZ & ADAMS, LLP	44,080		44,080	
BAKER & MCKENSZIE, LLP	1,647		1,647	
MUSKAT, MARTINEZ, & MAHONY LLP	1,616		1,616	

TY 2009 Other Assets Schedule

Name: MOODY GARDENS INC

EIN: 76-0288131

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DEPOSITS	22,782	29,011	29,011
INVENTORIES	486,988	540,930	540,930
AQUARIUM ANIMALS	144,692	119,443	119,443

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TY 2009 Other Expenses Schedule

Name: MOODY GARDENS INC

EIN: 76-0288131

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MARKETING	1,092,682		1,092,682	
ANIMAL AQUISITIONS	50,340		50,340	
ANIMAL CARE	173,011		173,011	
OTHER EXHIBITS	120,834		120,834	
FILM LICENSE	852,431		852,431	
REPAIRS	1,747,585		1,747,585	
FREIGHT	18,166		18,166	
SUPPLIES	747,414		747,414	
CREDIT CARD PROCESSING	478,402		478,402	
SPECIAL PROGRAMMING	379,052		379,052	
SPECIAL EVENTS	301,903		301,903	
LINEN RENTAL	125,707		125,707	
GOLF COURSE ADMINISTRATIVE	604,132		604,132	
LANDSCAPING	38,055		38,055	
CLUBHOUSE	38,297		38,297	
AMORITIZATION	25,249		25,249	
OTHER	2,631,740		2,631,740	
ADMINISTRATION	8,559,231		8,559,231	
GARDENS	874,025		874,025	
CENTRAL PLANT	4,549,790		4,549,790	
HUMAN RESOURCES	590,240		590,240	
REPAIRS & MAINTENANCE	840,510		840,510	
SALES & MARKETING	1,105,923		1,105,923	
OPERATIONS	292,877		292,877	
CENTRAL PURCHASING	239,998		239,998	
SECURITY	151,411		151,411	
TICKETING	506,375		506,375	
TRANSPORTATION	6,672		6,672	
VISITOR AND VOLUNTEER SERVICES	64,866		64,866	

TY 2009 Other Income Schedule

Name: MOODY GARDENS INC

EIN: 76-0288131

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME/(LOSS)			

TY 2009 Other Increases Schedule

Name: MOODY GARDENS INC

EIN: 76-0288131

Description	Amount
UNREALIZED APPRECIATION- MKT SECURITIES	40,171

TY 2009 Other Liabilities Schedule

Name: MOODY GARDENS INC

EIN: 76-0288131

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED COMPENSATION PAYABLE		

TY 2009 Other Professional Fees Schedule

Name: MOODY GARDENS INC

EIN: 76-0288131

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES-CONSULTING	10,973		10,973	
RECORDKEEPING/ACTUARIAL FEES	9,382	7,318	2,064	
INVESTMENT MGMT AGENCY FEE	1,625	1,268	357	

TY 2009 Sales Of Inventory Schedule

Name: MOODY GARDENS INC

EIN: 76-0288131

Category	Gross Sales	Cost of Goods Sold	Net (Gross Sales Minus Cost of Goods Sold)
HOTEL	19,296,051		19,296,051
AQUARIUM	4,954,084		4,954,084
GIFT SHOPS	901,448		901,448
RAINFOREST	2,605,159		2,605,159
EDUCATION	488,800		488,800
PALM BEACH	1,217,295		1,217,295
IMAX	3,470,732		3,470,732
DISCOVERY MUSEUM	1,023,369		1,023,369
CONVENTION CENTER	601,989		601,989
GOLF COURSE	1,454,982		1,454,982
MISCELLANEOUS	3,299,507		3,299,507

TY 2009 Taxes Schedule

Name: MOODY GARDENS INC

EIN: 76-0288131

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES-FEDERAL	956,931		956,931	
PAYROLL TAXES-STATE	128,877		128,877	

MNB

ASSETS DISPOSED

MOODY GRDNS INC-J. JORDAN ENDOWMENT
ACCOUNT: 1850085100

FOR THE PERIOD 10/01/09 THROUGH 09/30/10

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	ADJUSTED COST	REALIZED GAIN/LOSS
01/07/10	85.0000	ARRIS GROUP INC	983.17	1,045.46-	62.29-
07/07/10	50.0000	DISCOVER FINL SVCS	686.10	708.94-	22.84-
07/08/10	25,000.0000	FHLB 4.500% 6/03/15	25,718.75	24,687.50-	1,031.25
10/15/09	122.4800	FHLMC GD PL #E01085 5.500% 12/01/16	122.48	120.45-	2.03
11/16/09	98.5400	FHLMC GD PL #E01085 5.500% 12/01/16	98.54	96.91-	1.63
12/15/09	141.1300	FHLMC GD PL #E01085 5.500% 12/01/16	141.13	138.79-	2.34
01/15/10	139.0500	FHLMC GD PL #E01085 5.500% 12/01/16	139.05	136.75-	2.30
02/16/10	129.8000	FHLMC GD PL #E01085 5.500% 12/01/16	129.80	127.65-	2.15
03/15/10	141.0200	FHLMC GD PL #E01085 5.500% 12/01/16	141.02	138.68-	2.34
04/15/10	88.7800	FHLMC GD PL #E01085 5.500% 12/01/16	88.78	87.31-	1.47
05/17/10	122.5200	FHLMC GD PL #E01085 5.500% 12/01/16	122.52	120.49-	2.03
06/15/10	95.6700	FHLMC GD PL #E01085 5.500% 12/01/16	95.67	94.09-	1.58
07/15/10	109.5200	FHLMC GD PL #E01085 5.500% 12/01/16	109.52	107.71-	1.81
08/16/10	116.6100	FHLMC GD PL #E01085 5.500% 12/01/16	116.61	114.68-	1.93
09/15/10	159.3400	FHLMC GD PL #E01085 5.500% 12/01/16	159.34	156.70-	2.64
		TOTAL FHLMC GD PL #E01085 5.500% 12/01/16	1,464.46	1,440.21-	24.25
07/27/10	0.0050	FRONTIER COMMUNICATIONS CORP	0.04	0.04-	0.00
12/30/09	0.0569	HOST HOTELS & RESORTS, INC	0.68	1.17-	0.49-
03/29/10	51.0000	HOST HOTELS & RESORTS, INC	713.16	793.34-	80.18-
		TOTAL HOST HOTELS & RESORTS, INC	713.84	794.51-	80.67-

MNB

ASSETS DISPOSED

MOODY GRDNS INC-J. JORDAN ENDOWMENT
ACCOUNT: 1850085100

FOR THE PERIOD 10/01/09 THROUGH 09/30/10

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	ADJUSTED COST	REALIZED GAIN/LOSS
11/19/09	25.0000	MCDONALDS CORP	1,615.50	738.99-	876.51
12/28/09	150.0000	MOTOROLA INC	1,250.33	2,299.87-	1,049.54-
11/12/09	30.0000	OCEANEERING INTL INC	1,661.66	530.57-	1,131.09
10/27/09	0.6500	PFIZER INC	11.27	26.36-	15.09-
10/13/09	361.2200	SEI DAILY INCOME TR TREAS #38 CL A	361.22	361.22-	0.00
10/14/09	25,803.6400	SEI DAILY INCOME TR TREAS #38 CL A	25,803.64	25,803.64-	0.00
10/27/09	749.4900	SEI DAILY INCOME TR TREAS #38 CL A	749.49	749.49-	0.00
10/29/09	25,000.0000	SEI DAILY INCOME TR TREAS #38 CL A	25,000.00	25,000.00-	0.00
11/04/09	5,475.9100	SEI DAILY INCOME TR TREAS #38 CL A	5,475.91	5,475.91-	0.00
11/12/09	213.8900	SEI DAILY INCOME TR TREAS #38 CL A	213.89	213.89-	0.00
11/24/09	30,220.4700	SEI DAILY INCOME TR TREAS #38 CL A	30,220.47	30,220.47-	0.00
11/27/09	761.3800	SEI DAILY INCOME TR TREAS #38 CL A	761.38	761.38-	0.00
12/22/09	1,905.7400	SEI DAILY INCOME TR TREAS #38 CL A	1,905.74	1,905.74-	0.00
12/24/09	8.8000	SEI DAILY INCOME TR TREAS #38 CL A	8.80	8.80-	0.00
01/26/10	757.8300	SEI DAILY INCOME TR TREAS #38 CL A	757.83	757.83-	0.00
01/27/10	25,000.0000	SEI DAILY INCOME TR TREAS #38 CL A	25,000.00	25,000.00-	0.00
02/09/10	1,931.6800	SEI DAILY INCOME TR TREAS #38 CL A	1,931.68	1,931.68-	0.00
02/18/10	2,503.6900	SEI DAILY INCOME TR TREAS #38 CL A	2,503.69	2,503.69-	0.00
02/26/10	766.6400	SEI DAILY INCOME TR TREAS #38 CL A	766.64	766.64-	0.00
03/01/10	25,488.0500	SEI DAILY INCOME TR TREAS #38 CL A	25,488.05	25,488.05-	0.00
03/26/10	778.0500	SEI DAILY INCOME TR TREAS #38 CL A	778.05	778.05-	0.00
03/29/10	24,286.8400	SEI DAILY INCOME TR TREAS #38 CL A	24,286.84	24,286.84-	0.00
04/15/10	1,287.7100	SEI DAILY INCOME TR TREAS #38 CL A	1,287.71	1,287.71-	0.00
04/27/10	814.8600	SEI DAILY INCOME TR TREAS #38 CL A	814.86	814.86-	0.00
05/17/10	24,718.5500	SEI DAILY INCOME TR TREAS #38 CL A	24,718.55	24,718.55-	0.00
05/26/10	765.2000	SEI DAILY INCOME TR TREAS #38 CL A	765.20	765.20-	0.00

MNB

ASSETS DISPOSED

MOODY GRDNS INC-J. JORDAN ENDOWMENT
ACCOUNT: 1850085100

FOR THE PERIOD 10/01/09 THROUGH 09/30/10

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	ADJUSTED COST	REALIZED GAIN/LOSS
06/28/10	774.6500	SEI DAILY INCOME TR TREAS #38 CL A	774.65	774.65-	0.00
07/07/10	11,796.9100	SEI DAILY INCOME TR TREAS #38 CL A	11,796.91	11,796.91-	0.00
07/27/10	246.8900	SEI DAILY INCOME TR TREAS #38 CL A	246.89	246.89-	0.00
08/26/10	778.1900	SEI DAILY INCOME TR TREAS #38 CL A	778.19	778.19-	0.00
09/27/10	797.8100	SEI DAILY INCOME TR TREAS #38 CL A	797.81	797.81-	0.00
		TOTAL SEI DAILY INCOME TR TREAS #38 CL A	213,994.09	213,994.09-	0.00
11/06/09	75.0000	STANLEY WORKS	3,595.50	2,073.84-	1,521.66
07/14/10	50.0000	STARWOOD HOTELS & RESORTS	2,213.96	691.76-	1,522.20
10/14/09	75.0000	SUPERVALU INC	1,146.93	1,211.89-	64.96-
04/22/10	25,000.0000	THOMSON CORP 6.200% 1/05/12	27,101.75	24,847.07-	2,254.68
03/02/10	65.0000	TJX COS INC	2,656.74	1,623.59-	1,033.15
02/17/10	50.0000	VIACOM INC-B W/I	1,437.43	2,433.67-	996.24-
10/09/09	25.0000	WATSON PHARMACEUTICALS INC	921.13	581.00-	340.13
10/13/09	35.0000	ZIMMER HLDGS INC	1,799.20	2,468.98-	669.78-
		TOTAL ASSETS DISPOSED	288,971.85	282,198.34-	6,773.51

THE REALIZED GAIN/LOSS NOTED ABOVE IS BASED ON THE FEDERAL TAX COST VALUE OF THE POSITION SOLD, NOT THE ADJUSTED BOOK VALUE.

MNB

ASSETS DISPOSED

MOODY GARDENS-HOPE THERAPY RESERVE
ACCOUNT: 1850089800

FOR THE PERIOD 10/01/09 THROUGH 09/30/10

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	ADJUSTED COST	REALIZED GAIN/LOSS
10/26/09	131.6100	SEI DAILY INCOME TR PRIME OBL #34	131.61	131.61-	0.00
11/25/09	133.0300	SEI DAILY INCOME TR PRIME OBL #34	133.03	133.03-	0.00
12/24/09	132.9000	SEI DAILY INCOME TR PRIME OBL #34	132.90	132.90-	0.00
01/25/10	132.5100	SEI DAILY INCOME TR PRIME OBL #34	132.51	132.51-	0.00
02/25/10	133.2400	SEI DAILY INCOME TR PRIME OBL #34	133.24	133.24-	0.00
03/25/10	135.2700	SEI DAILY INCOME TR PRIME OBL #34	135.27	135.27-	0.00
04/26/10	141.6300	SEI DAILY INCOME TR PRIME OBL #34	141.63	141.63-	0.00
05/25/10	136.3300	SEI DAILY INCOME TR PRIME OBL #34	136.33	136.33-	0.00
06/25/10	136.4700	SEI DAILY INCOME TR PRIME OBL #34	136.47	136.47-	0.00
07/26/10	133.4500	SEI DAILY INCOME TR PRIME OBL #34	133.45	133.45-	0.00
08/25/10	137.8500	SEI DAILY INCOME TR PRIME OBL #34	137.85	137.85-	0.00
09/24/10	140.7300	SEI DAILY INCOME TR PRIME OBL #34	140.73	140.73-	0.00
		TOTAL SEI DAILY INCOME TR PRIME OBL #34	1,625.02	1,625.02-	0.00

THE REALIZED GAIN/LOSS NOTED ABOVE IS BASED ON THE FEDERAL TAX COST VALUE OF THE POSITION SOLD, NOT THE ADJUSTED BOOK VALUE.

ATTACHMENT TO FORM 990-PF
Moody Gardens
Profit (Loss) from Operations
FYE 9/30/10

The amount on line 27a does not represent the results from Moody Gardens operations because it includes non-operating income and expenses Following is a calculation of the results from Moody Gardens operations, along with a reconciliation of such results of operations back to the amount shown on line 27a

Revenue	
Hotel	19,296,051
Imax Theater	3,470,732
Aquarium	4,954,084
Discovery Museum	1,023,369
Gift Shops	901,448
Rainforest	2,605,159
Education	488,800
Palm Beach	1,217,295
Convention Center	601,989
Golf Course	1,454,982
Interest Income	122,562
Miscellaneous	3,299,507
Total Revenue	**39,435,978**
Expenses:	
Program-Specific Services	
Hotel	11,825,604
Imax Theater	1,356,526
Aquarium	1,690,075
Discovery Museum	331,696
Gift Shops	629,040
Rainforest	1,453,003
Education	218,388
Palm Beach	545,171
Convention Center	843,142
Golf Course	2,431,576
Total Program-Specific Services	**21,324,221**

ATTACHMENT TO FORM 990-PF
Moody Gardens
Profit (Loss) from Operations
FYE 9/30/10

Support Services	
Administration	8,721,533
Gardens	874,025
Central Plant	4,549,790
Human Resources	1,875,897
Repairs and Maintenance	840,510
Sales and Marketing	1,105,923
Operations	292,877
Central Purchasing	239,998
Security	151,411
Ticketing	506,375
Transportation	6,672
Visitor and Volunteer Services	64,866
Interest Expense	55,628
Total Support Services	**19,285,505**
Total Expenses	**40,609,726**
OPERATING PROFIT (LOSS)	**(1,173,748)**

Reconcilation of Operating Profit (Loss) to Line 27a of Form 990-PF:

Add Nonoperational Income	
Grants from Moody Foundation	-
Interest Income On Grant Funds	3,339
Dividends & Interest On Therapy Endowment	38,566
Realized Gain on Securities in Therapy Endowment	6,774
Subtract Nonoperational Expenses	
Assets Transferred to Park Board	(19,870,800)
Recordkeeping/Actuarial Fees for Therapy Endowment	(9,382)
Investment Management Agency Fee for Therapy Endowment	(1,625)
Other miscellaneous income	14,692
Change in Net Assets per Fin.Stmts and Line 27a of Form 990-PF	**(20,992,184)**

STATEMENT A