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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

2010

For calendar year 2010, or tax year beginning 10-01-2010 , and ending 09-30-2011

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

Name of foundation
MOODY GARDENS INC

A Employer identification number
76-0288131

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

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

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

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)* ▶$ 19,008,649

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)	5,988,875			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	30,790	30,790	30,790	
	4	Dividends and interest from securities	37,816	37,816	37,816	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	6,563			
	b	Gross sales price for all assets on line 6a 601,764				
	7	Capital gain net income (from Part IV, line 2)		6,563		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances 51,899,525				
	b	Less Cost of goods sold 3,823,160				
	c	Gross profit or (loss) (attach schedule)	48,076,365			
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	54,140,409	75,169	68,606	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	302,000		302,000	
	14	Other employee salaries and wages	9,000,687		9,000,687	
	15	Pension plans, employee benefits	194,316		194,316	
	16a	Legal fees (attach schedule)	123,381	0	123,381	0
	b	Accounting fees (attach schedule)	90,175	0	90,175	0
	c	Other professional fees (attach schedule)	17,687	9,245	8,442	
	17	Interest	133,534		133,534	
	18	Taxes (attach schedule) (see page 14 of the instructions)	1,205,668		1,205,668	
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	28,603,583		28,603,583	
	24	**Total operating and administrative expenses.** Add lines 13 through 23	39,671,031	9,245	39,661,786	0
	25	Contributions, gifts, grants paid	27,007,564			27,007,564
	26	**Total expenses and disbursements.** Add lines 24 and 25	66,678,595	9,245	39,661,786	27,007,564
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-12,538,186			
	b	**Net investment income** (if negative, enter -0-)		65,924		
	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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	636,194	1,022,213	1,022,213
	2	Savings and temporary cash investments	10,249,222	13,294,787	13,294,787
	3	Accounts receivable ▶ 599,789			
		Less allowance for doubtful accounts ▶	455,519	599,789	599,789
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable	22,323,098	0	0
	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	2,186,956	2,135,705	2,135,705
	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)	1,132,702	1,146,084	1,146,084
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	689,384	810,071	810,071
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	37,673,075	19,008,649	19,008,649
Liabilities	17	Accounts payable and accrued expenses	13,348,130	3,301,402	
	18	Grants payable			
	19	Deferred revenue	472,808	494,121	
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)	8,177,598	12,095,918	
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	21,998,536	15,891,441	
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	-9,820,768	-49,355	
	25	Temporarily restricted	24,569,536	2,240,792	
	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)	15,674,539	3,117,208	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	37,673,075	19,008,649	

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	15,674,539
2	Enter amount from Part I, line 27a	2	-12,538,186
3	Other increases not included in line 2 (itemize) ▶	3	-19,145
4	Add lines 1, 2, and 3	4	3,117,208
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	3,117,208

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 FUND-SEE ATTACHMENT 20 PG 8	P		
b	RESERVE FUND - SEE ATTACHMENT 20 PG 9	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	406,561		390,022	16,539
b	195,203		205,179	-9,976
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(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	
a				16,539
b				-9,976
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	6,563
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))
2009	19,869,173	13,594,272	1 461584
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

2	**Total** of line 1, column (d).	2	6 174622
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 234924
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	16,401,884
5	Multiply line 4 by line 3.	5	20,255,080
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	659
7	Add lines 5 and 6.	7	20,255,739
8	Enter qualifying distributions from Part XII, line 4.	8	27,007,564

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	659
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	659
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	659
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	5,158		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	5,158
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	4,499
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 4,499	**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 2010 or the taxable year beginning in 2010 (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)*

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

16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 2010 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 2010.)*		3b		
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 2010?		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 BOULEVARD GALVESTON,TX 77554	PRESIDENT/DIRECTOR 40 0	174,950	8,605	0
JAMIE WEIR ONE HOPE BOULEVARD GALVESTON,TX 77554	DIRECTOR OF SALES 40 0	140,770	8,624	0
GARVIN O'NEIL ONE HOPE BOULEVARD GALVESTON,TX 77554	HOTEL GEN MANAGER 40 0	140,670	8,555	0
URS SCHMID ONE HOPE BOULEVARD GALVESTON,TX 77554	HOTEL CHEF 40 0	125,065	7,929	0
JOHN PETERSON ONE HOPE BOULEVARD GALVESTON,TX 77554	TREASURER/CONTROLLER 40 0	104,000	7,087	0
Total number of other employees paid over $50,000 ▶				30

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	937,859
PANNELL KERR FORSTER OF TEXAS PC 5847 SAN FELIPE SUITE 2400 HOUSTON,TX 77057	AUDITING & TAXATION	90,175
1859 HISTORIC HOTELS LTD 2302 POST OFFICE STREET SUITE 500 GALVESTON,TX 77550	PAYROLL PROCESSING	82,008
WIZARD WORKS PRODUCT DEVELOPMENT COMP 40 BROADWAY ALBANY,NY 12202	CONSULTANTS	104,758
GREER HERZ AND ADAMS LLP ONE MOODY PLAZA GALVESTON,TX 775507998	ATTORNEYS	48,381
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	27,007,564
2 OPERATION OF PUBLIC FACILITIES AT MOODY GARDENS HOTEL CONFERENCE CENTER, AQUARIUM, THEATER PRODUCTIONS, RAINFOREST AND OTHER FACILITIES FOR THE PARK BOARD OF TRUSTEES	39,661,786
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 24 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	1,139,393
b	Average of monthly cash balances	1b	12,601,208
c	Fair market value of all other assets (see page 24 of the instructions)	1c	2,911,058
d	**Total** (add lines 1a, b, and c)	1d	16,651,659
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	16,651,659
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	249,775
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,401,884
6	**Minimum investment return.** Enter 5% of line 5	6	820,094

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 2010 from Part VI, line 5	2a			
b	Income tax for 2010 (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	27,007,564
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	27,007,564
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	659
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	27,006,905

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				0
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.			0	
b Total for prior years 2008 , 2007 , 2006		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005. 0				
b From 2006. 0				
c From 2007. 0				
d From 2008. 0				
e From 2009. 0				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 27,007,564				
a Applied to 2009, 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 2010 distributable amount.				
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
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 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2006. . . . 0				
b Excess from 2007. . . . 0				
c Excess from 2008. . . . 0				
d Excess from 2009. . . . 0				
e Excess from 2010. . . . 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 2010, 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) 2010	**(b)** 2009	**(c)** 2008	**(d)** 2007	
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	27,007,564	19,870,800	19,366,695	15,188,539	81,433,598
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	27,007,564	19,870,800	19,366,695	15,188,539	81,433,598
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets	19,008,649	37,673,075	50,623,253	20,980,635	128,285,612
(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					
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	27,007,564
Total . . . . ▶ **3a**				27,007,564
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	30,790	
4 Dividends and interest from securities. . . .			14	37,816	
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	6,563	
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). .				75,169	48,076,365

13 **Total.** Add line 12, columns (b), (d), and (e). 13 48,151,534

(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 BEACH, CONVENTION CENTER, ANIMAL HABITAT, BOTANICAL GARDENS, THERAPEUTIC PROGRAMS FOR THE HANDICAPPED, THEATER PRODUCTIONS, MUSEUM, AND EDUCATIONAL PROGRAMS FOR THE PARK BOARD OF THE CITY OF GALVESTON REVENUES ARE DERIVED FROM ADMISSIONS, RENTALS, CONCESSIONS, AND FOOD AND BEVEAGE SALES RELATED TO OPERATIONS CONSISTENT WITH ITS CHARITABLE STATUS
1B	REVENUES RECEIVED FROM THE OPERATION OF THE MUNICIPAL GOLF COURSE FOR THE CITY OF GALVESTON REVENUES ARE DERIVED FROM GREENS FEES, RENTALS, CONCESSIONS, MERCHANDISE AND FOOD AND BEVERAGE SALES RELATED TO OPERATIONS CONSISTENT WITH ITS CHARITABLE STATUS

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

******	2012-07-31	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

Preparer's Signature	J DEL WALKER	Date	Check if self-employed ☐	PTIN
Firm's name	Pannell Kerr Forster of Texas PC	Firm's EIN	
	5847 San Felipe Suite 2400		
Firm's address	Houston, TX 770573092	Phone no (713) 860-1400	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of organization	**Employer identification number**
MOODY GARDENS INC	76-0288131

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule—

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on lin H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
MOODY GARDENS INC

Employer identification number
76-0288131

Part I **Contributors** (see Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MOODY FOUNDATION 2302 POST OFFICE ST GALVESTON, TX 77550	$ 5,988,875	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
MOODY GARDENS INC

Employer identification number
76-0288131

Part II Noncash Property (see Instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
MOODY GARDENS INC

Employer identification number
76-0288131

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** (Complete columns **(a)** through **(e) and** the following line entry)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Additional Data

Software ID:
Software Version:
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	4,350	0	0
LUIS R HERNANDEZ 1175 FM 802 BROWNSVILLE, TX 78521	V-P/DIRECTOR/AUDIT COMM CHAIR 0	4,350	0	3,320
DON CHILDRESS 5 DANSBY DRIVE E GALVESTON, TX 77551	DIRECTOR 0	4,950	0	0
JOHN IPPOLITO PO BOX 309 AUSTIN, TX 78767	DIRECTOR, SECRETARY 0	4,600	0	2,810
JOHN ZENDT ONE HOPE BOULEVARD GALVESTON, TX 77554	PRESIDENT/DIRECTOR 40 0	174,950	8,605	0
JOHN PETERSON ONE HOPE BOULEVARD GALVESTON, TX 77554	TREASURER/CONTROLLER 40 0	104,000	7,087	0
SHERYL ROZIER 1601 WINNIE GALVESTON, TX 77550	EX-OFFICIO DIR oct 10-may 11 0	0	0	0
ALLAN MATTHEWS 7114 YOUPON DRIVE GALVESTON, TX 77551	DIRECTOR 0	4,800	0	0
Craig Brown 2019 Ave N 1/2 Galveston, TX 77550	Ex-Officio Dir started June 11 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					18,603,971
b AQUARIUM					5,680,113
c GIFT SHOPS					1,180,156
d RAINFOREST					4,796,523
e EDUCATION					500,150
f PALM BEACH					2,140,424
THEATER PRODUCTIONS					4,378,547
DISCOVERY MUSEUM					1,399,143
CONVENTION CENTER					518,262
GOLF COURSE					1,532,409
MISCELLANEOUS					7,346,667

TY 2010 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	90,175		90,175	

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

TY 2010 Depreciation Schedule

Name: MOODY GARDENS INC

EIN: 76-0288131

TY 2010 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		970,991	970,991
RESERVE FUND		175,093	175,093

TY 2010 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 2010 Legal Fees Schedule

Name: MOODY GARDENS INC

EIN: 76-0288131

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GREER, HERZ & ADAMS, LLP	48,381		48,381	
BAKER & MCKENZIE, LLP	3,786		3,786	
MISCELLANEOUS	3,361		3,361	
HILL & FINKEL, LLP	45,391		45,391	
BOULWARE & VALOIR	22,462		22,462	

TY 2010 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	29,011	10,282	10,282
INVENTORIES	540,930	705,595	705,595
AQUARIUM ANIMALS	119,443	94,194	94,194

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TY 2010 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	1,516,050		1,516,050	
ANIMAL AQUISITIONS	122,911		122,911	
ANIMAL CARE	276,822		276,822	
OTHER EXHIBITS	121,617		121,617	
FILM LICENSE	712,643		712,643	
REPAIRS	1,813,585		1,813,585	
FREIGHT	28,073		28,073	
SUPPLIES	868,871		868,871	
CREDIT CARD PROCESSING	570,387		570,387	
SPECIAL PROGRAMMING	405,934		405,934	
SPECIAL EVENTS	280,414		280,414	
LINEN RENTAL	202,086		202,086	
GOLF COURSE	599,871		599,871	
LANDSCAPING	31,888		31,888	
CLUBHOUSE	40,466		40,466	
AMORTIZATION	25,249		25,249	
OTHER	3,329,969		3,329,969	
ADMINISTRATION	7,678,343		7,678,343	
GARDENS	1,299,273		1,299,273	
CENTRAL PLANT	4,177,418		4,177,418	
HUMAN RESOURCES	678,019		678,019	
REPAIRS & MAINTENANCE	956,895		956,895	
SALES & MARKETING	1,358,603		1,358,603	
OPERATIONS	298,996		298,996	
CENTRAL PURCHASING	240,434		240,434	
SECURITY	195,509		195,509	
TICKETING	678,557		678,557	
TRANSPORTATION	16,602		16,602	
VISITOR AND VOLUNTEER SERVICES	78,098		78,098	

TY 2010 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 2010 Other Increases Schedule

Name: MOODY GARDENS INC

EIN: 76-0288131

Description	Amount
UNREALIZED DEPRECIATION- MKT SECURITIES	-19,145

TY 2010 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 2010 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	5,835		5,835	
RECORDKEEPING/ACTUARIAL FEES	10,078	7,861	2,217	
INVESTMENT MGMT AGENCY FEE	1,774	1,384	390	

TY 2010 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	22,427,131		22,427,131
AQUARIUM	5,680,113		5,680,113
GIFT SHOPS	1,180,156		1,180,156
RAINFOREST	4,796,523		4,796,523
EDUCATION	500,150		500,150
PALM BEACH	2,140,424		2,140,424
THEATER PRODUCTIONS	4,378,547		4,378,547
DISCOVERY MUSEUM	1,399,143		1,399,143
CONVENTION CENTER	518,262		518,262
GOLF COURSE	1,532,409		1,532,409
MISCELLANEOUS	7,346,667		7,346,667

TY 2010 Taxes Schedule

Name: MOODY GARDENS INC

EIN: 76-0288131

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES-FEDERAL	1,029,360		1,029,360	
PAYROLL TAXES-STATE	176,308		176,308	

ATTACHMENT TO FORM 990-PF
Moody Gardens
Profit (Loss) from Operations
FYE 9/30/11

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	22,427,131
Theater Productions	4,378,547
Aquarium	5,680,113
Discovery Museum	1,399,143
Gift Shops	1,180,156
Rainforest	4,796,523
Education	500,150
Palm Beach	2,140,424
Convention Center	518,262
Golf Course	1,532,409
Interest Income	26,599
Miscellaneous	7,346,667
Total Revenue	**51,926,124**
Expenses:	
Program-Specific Services	
Hotel	13,296,979
Theater Productions	1,308,840
Aquarium	1,893,828
Discovery Museum	290,667
Gift Shops	788,530
Rainforest	2,277,539
Education	255,754
Palm Beach	895,680
Convention Center	732,235
Golf Course	2,350,833
Total Program-Specific Services	**24,090,885**

ATTACHMENT TO FORM 990-PF
Moody Gardens
Profit (Loss) from Operations
FYE 9/30/11

Support Services	
Administration	7,897,734
Gardens	1,299,273
Central Plant	4,177,418
Human Resources	2,078,003
Repairs and Maintenance	956,895
Sales and Marketing	1,358,603
Operations	298,996
Central Purchasing	240,434
Security	195,509
Ticketing	678,557
Transportation	16,602
Visitor and Volunteer Services	78,098
Interest Expense	133,534
Total Support Services	**19,409,656**
Total Expenses	**43,500,541**
OPERATING PROFIT (LOSS)	**8,425,583**

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

Add Nonoperational Income	
Grants from Moody Foundation	5,988,875
Interest Income On Grant Funds	4,191
Dividends & Interest On Therapy Endowment	37,816
Realized Gain on Securities in Therapy Endowment	6,563
Subtract Nonoperational Expenses	
Assets Transferred to Park Board	(27,007,564)
Recordkeeping/Actuarial Fees for Therapy Endowment	(10,078)
Investment Management Agency Fee for Therapy Endowment	(1,774)
Other miscellaneous income	18,202
Change in Net Assets per Fin.Stmts and Line 27a of Form 990-PF	**(12,538,186)**

STATEMENT A

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	ADJUSTED COST	REALIZED GAIN/LOSS
02/14/11	45 0000	AMDOCS LTD	1,314 13	956 03-	358 10
12/16/10	25 0000	AMGEN INC	1,354 49	2,010 00-	655 51-
12/07/10	10 0000	ANADARKO PETROLEUM CORPORATION	696 58	237 39-	459 19
02/14/11	15 0000	ANADARKO PETROLEUM CORPORATION	1,156 72	356 09-	800 63
		TOTAL ANADARKO PETROLEUM CORPORATION	1,853 30	593 48-	1,259 82
10/12/10	5 0000	ASPEN INSURANCE	149 47	124 21-	25 26
12/06/10	75 0000	AVON PRODS INC	2,198 75	2,207 24-	8 49-
02/14/11	5 0000	BAKER HUGHES INC	330 72	208 39-	122 33
12/16/10	40 0000	BARNES GROUP INC	821 96	964 39-	142 43-
12/07/10	5 0000	BEST BUY INC	217 94	223 90-	5 96-
04/01/11	70 0000	BEST BUY INC	2,013 35	2,602 82-	589 47-
		TOTAL BEST BUY INC	2,231 29	2,826 72-	595 43-
12/07/10	10 0000	BOEING CO	664 88	636 40-	28 48
02/14/11	5 0000	BOEING CO	361 79	318 20-	43 59
		TOTAL BOEING CO	1,026 67	954 60-	72 07

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	ADJUSTED COST	REALIZED GAIN/LOSS
12/07/10	10 0000	CELGENE CORP	602 91	389 17-	213 74
04/04/11	40 0000	CEPHALON INC	3,009 94	2,191 92-	818 02
12/06/10	35 0000	COLGATE PALMOLIVE CO	2,702 94	2,143 95-	558 99
10/25/10	5 0000	DANAHER CORP	207 70	131 31-	76 39
12/07/10	25 0000	DANAHER CORP	1,116 71	656 56-	460 15
		TOTAL DANAHER CORP	1,324 41	787 87-	536 54
10/12/10	5 0000	DISNEY WALT COMPANY	168 51	67 42-	101 09
10/25/10	20 0000	DISNEY WALT COMPANY	691 58	269 70-	421 88
02/14/11	25 0000	DISNEY WALT COMPANY	1,081 27	337 12-	744 15
		TOTAL DISNEY WALT COMPANY	1,941 36	674 24-	1,267 12
10/12/10	25 0000	E M C CORP MASS	501 82	732 75-	230 93-
12/07/10	25 0000	E M C CORP MASS	544 63	176 25-	368 38
		TOTAL E M C CORP MASS	1,046 45	909 00-	137 45
10/12/10	40 0000	ENDO PHARMACEUTICALS HLDGS INC	1,360 05	1,154 44-	205 61

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	ADJUSTED COST	REALIZED GAIN/LOSS
10/15/10	110 7600	FHLMC GD PL #E01085 5 500% 12/01/16	110 76	108 93-	1 83
11/15/10	84 0700	FHLMC GD PL #E01085 5 500% 12/01/16	84 07	82 68-	1 39
12/15/10	92 0900	FHLMC GD PL #E01085 5 500% 12/01/16	92 09	90 56-	1 53
01/18/11	123 8200	FHLMC GD PL #E01085 5 500% 12/01/16	123 82	121 77-	2 05
02/15/11	112 3600	FHLMC GD PL #E01085 5 500% 12/01/16	112 36	110 50-	1 86
03/15/11	88 4400	FHLMC GD PL #E01085 5 500% 12/01/16	88 44	86 98-	1 46
04/15/11	94 9200	FHLMC GD PL #E01085 5 500% 12/01/16	94 92	93 35-	1 57
05/16/11	84 6900	FHLMC GD PL #E01085 5 500% 12/01/16	84 69	83 29-	1 40
06/15/11	74 0600	FHLMC GD PL #E01085 5 500% 12/01/16	74 06	72 83-	1 23
07/15/11	81 6700	FHLMC GD PL #E01085 5 500% 12/01/16	81 67	80 32-	1 35
08/15/11	95 0300	FHLMC GD PL #E01085 5 500% 12/01/16	95 03	93 46-	1 57
09/15/11	67 2700	FHLMC GD PL #E01085 5 500% 12/01/16	67 27	66 16-	1 11
		TOTAL FHLMC GD PL #E01085 5 500% 12/01/16	1,109 18	1,090 83-	18 35
03/11/11	0 6800	FIRSTENERGY CORP	25 96	34 18-	8 22-
02/14/11	5 0000	FMC TECHNOLOGIES INC	448 88	260 09-	188 79
10/12/10	25 0000	GENUINE PARTS CO	1,114 44	717 68-	396 76
10/25/10	25 0000	GENUINE PARTS CO	1,192 14	717 67-	474 47
		TOTAL GENUINE PARTS CO	2,306 58	1,435 35-	871 23
12/16/10	25 0000	GLOBAL PAYMENTS INC	1,097 15	1,168 62-	71 47-
10/25/10	25 0000	GOODRICH CORP	1,933 42	940 55-	992 87
12/07/10	15 0000	GOODRICH CORP	1,299 80	564 33-	735 47
		TOTAL GOODRICH CORP	3,233 22	1,504 88-	1,728 34

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	ADJUSTED COST	REALIZED GAIN/LOSS
12/07/10	5 0000	GOOGLE INC-CL A	2,853 75	2,195 55-	658 20
12/07/10	10 0000	HALLIBURTON COMPANY	399 12	248 09-	151 03
02/14/11	10 0000	HALLIBURTON COMPANY	438 96	248 09-	190 87
		TOTAL HALLIBURTON COMPANY	838 08	496 18-	341 90
10/25/10	10 0000	HEINZ H J CO	491 29	379 51-	111 78
12/06/10	15 0000	HEINZ H J CO	729 04	569 26-	159 78
		TOTAL HEINZ H J CO	1,220 33	948 77-	271 56
10/12/10	30 0000	HOLOGIC INC	479 77	893 41-	413 64-
04/19/11	0 1667	HUNTINGTON INGALLS INDUSTRIES	6 65	4 22-	2 43
05/09/11	4 0000	HUNTINGTON INGALLS INDUSTRIES	159 79	99 09-	60 70
		TOTAL HUNTINGTON INGALLS INDUSTRIES	166 44	103 31-	63 13
12/07/10	5 0000	INTERNATIONAL BUSINESS MACHINES CORP	727 73	478 60-	249 13
10/12/10	2 0000	JP MORGAN CHASE & CO	79 89	86 92-	7 03-
10/12/10	10 0000	KIMBERLY CLARK CORP COM	661 18	590 33-	70 85
10/25/10	15 0000	KIMBERLY CLARK CORP COM	998 68	885 50-	113 18
12/06/10	50 0000	KIMBERLY CLARK CORP COM	3,124 19	2,951 68-	172 51
		TOTAL KIMBERLY CLARK CORP COM	4,784 05	4,427 51-	356 54
10/12/10	25 0000	LIMITED BRANDS, INC	689 98	351 61-	338 37
12/07/10	25 0000	LIMITED BRANDS, INC	868 69	351 61-	517 08

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	ADJUSTED COST	REALIZED GAIN/LOSS
02/14/11	25 0000	LIMITED BRANDS, INC	812 98	351 61-	461 37
		TOTAL LIMITED BRANDS, INC	2,371 65	1,054 83-	1,316 82
02/14/11	25 0000	MARSH & MCLENNAN COS INC	718 26	1,116 39-	398 13-
10/12/10	5 0000	MCCORMICK & CO INC NON-VTG	208 66	101 90-	106 76
12/06/10	20 0000	MCCORMICK & CO INC NON-VTG	888 66	407 60-	481 06
		TOTAL MCCORMICK & CO INC NON-VTG	1,097 32	509 50-	587 82
10/12/10	15 0000	MCDONALDS CORP	1,135 48	443 39-	692 09
12/07/10	75 0000	MICROSOFT CORP	2,006 21	2,074 22-	68 01-
10/12/10	25 0000	MORGAN STANLEY	642 73	1,127 57-	484 84-
12/07/10	25 0000	MORGAN STANLEY	646 48	1,127 57-	481 09-
		TOTAL MORGAN STANLEY	1,289 21	2,255 14-	965 93-
02/14/11	5 0000	NATIONAL-OILWELL INC	382 49	163 05-	219 44
03/15/11	25,000 0000	NATL CITY BK MTN 6 250% 3/15/11	25,000 00	25,000 00-	0 00
02/14/11	25 0000	NEWELL RUBBERMAID INC	487 74	703 75-	216 01-
12/16/10	75 0000	NOKIA CORP SPNSD ADR	739 13	1,527 00-	787 87-
12/07/10	25 0000	PATTERSON COS INC	759 23	858 38-	99 15-
10/25/10	25 0000	PENNEY J C INC	826 57	1,017 62-	191 05-

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	ADJUSTED COST	REALIZED GAIN/LOSS
12/07/10	15 0000	PENNEY J C INC	517 94	610 57-	92 63-
02/14/11	10 0000	PENNEY J C INC	357 29	407 04-	49 75-
06/14/11	75 0000	PENNEY J C INC	2,298 14	1,510 43-	787 71
		TOTAL PENNEY J C INC	3,999 94	3,545 66-	454 28
09/22/11	38 0000	PFIZER INC	682 84	1,541 28-	858 44-
12/16/10	35 0000	PITNEY BOWES INC	822 88	1,307 30-	484 42-
12/07/10	4 0000	PNC FINANCIAL SERVICES GROUP	225 71	257 76-	32 05-
12/07/10	10 0000	PPG INDUSTRIES INC	797 71	603 96-	193 75
12/07/10	25 0000	PRINCIPAL FINANCIAL GROUP	739 23	881 07-	141 84-
10/12/10	25 0000	PRUDENTIAL FINL INC	1,352 36	872 56-	479 80
10/25/10	25 0000	PRUDENTIAL FINL INC	1,345 43	872 55-	472 88
		TOTAL PRUDENTIAL FINL INC	2,697 79	1,745 11-	952 68
10/12/10	20 0000	QUALCOMM INC	884 18	874 01-	10 17
10/12/10	5 0000	RENAISSANCE RE HLDGS LTD	297 42	241 14-	56 28
11/09/10	35 0000	RENAISSANCE RE HLDGS LTD	2,175 61	1,687 97-	487 64
		TOTAL RENAISSANCE RE HLDGS LTD	2,473 03	1,929 11-	543 92
10/12/10	25 0000	RESEARCH IN MOTION LIMITED	1,215 19	1,196 47-	18 72
10/12/10	25 0000	ROYAL DUTCH-ADR A	1,568 72	1,537 50-	31 22

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	ADJUSTED COST	REALIZED GAIN/LOSS
12/07/10	10 0000	SCHLUMBERGER LTD	805 95	293 50-	512 45
02/14/11	10 0000	SCHLUMBERGER LTD	881 41	293 50-	587 91
		TOTAL SCHLUMBERGER LTD	1,687 36	587 00-	1,100 36
10/01/10	7,787 9200	SEI DAILY INCOME TR TREAS #38 CL A	7,787 92	7,787 92-	0 00
10/26/10	806 8200	SEI DAILY INCOME TR TREAS #38 CL A	806 82	806 82-	0 00
10/29/10	25,005 2100	SEI DAILY INCOME TR TREAS #38 CL A	25,005 21	25,005 21-	0 00
11/16/10	25,000 0000	SEI DAILY INCOME TR TREAS #38 CL A	25,000 00	25,000 00-	0 00
11/18/10	24,999 5000	SEI DAILY INCOME TR TREAS #38 CL A	24,999 50	24,999 50-	0 00
11/26/10	792 4400	SEI DAILY INCOME TR TREAS #38 CL A	792 44	792 44-	0 00
12/03/10	24,616 0000	SEI DAILY INCOME TR TREAS #38 CL A	24,616 00	24,616 00-	0 00
12/20/10	16,463 0200	SEI DAILY INCOME TR TREAS #38 CL A	16,463 02	16,463 02-	0 00
12/27/10	826 1800	SEI DAILY INCOME TR TREAS #38 CL A	826 18	826 18-	0 00
01/26/11	686 4200	SEI DAILY INCOME TR TREAS #38 CL A	686 42	686 42-	0 00
01/31/11	24,196 6600	SEI DAILY INCOME TR TREAS #38 CL A	24,196 66	24,196 66-	0 00
02/28/11	845 8300	SEI DAILY INCOME TR TREAS #38 CL A	845 83	845 83-	0 00
03/07/11	25,177 7300	SEI DAILY INCOME TR TREAS #38 CL A	25,177 73	25,177 73-	0 00
03/09/11	11 2500	SEI DAILY INCOME TR TREAS #38 CL A	11 25	11 25-	0 00
03/21/11	5,733 9800	SEI DAILY INCOME TR TREAS #38 CL A	5,733 98	5,733 98-	0 00
03/28/11	27,837 3400	SEI DAILY INCOME TR TREAS #38 CL A	27,837 34	27,837 34-	0 00
04/01/11	1,262 2200	SEI DAILY INCOME TR TREAS #38 CL A	1,262 22	1,262 22-	0 00
04/25/11	25,378 5000	SEI DAILY INCOME TR TREAS #38 CL A	25,378 50	25,378 50-	0 00
04/26/11	855 5500	SEI DAILY INCOME TR TREAS #38 CL A	855 55	855 55-	0 00
05/26/11	855 3800	SEI DAILY INCOME TR TREAS #38 CL A	855 38	855 38-	0 00
06/27/11	25,849 4700	SEI DAILY INCOME TR TREAS #38 CL A	25,849 47	25,849 47-	0 00
07/26/11	551 0900	SEI DAILY INCOME TR TREAS #38 CL A	551 09	551 09-	0 00
08/15/11	7,090 9100	SEI DAILY INCOME TR TREAS #38 CL A	7,090 91	7,090 91-	0 00
08/26/11	792 6400	SEI DAILY INCOME TR TREAS #38 CL A	792 64	792 64-	0 00
09/22/11	795 3800	SEI DAILY INCOME TR TREAS #38 CL A	795 38	795 38-	0 00
09/27/11	819 7900	SEI DAILY INCOME TR TREAS #38 CL A	819 79	819 79-	0 00

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	ADJUSTED COST	REALIZED GAIN/LOSS
09/28/11	9,676 5900	SEI DAILY INCOME TR TREAS #38 CL A	9,676 59	9,676 59-	0 00
09/29/11	11,284 8700	SEI DAILY INCOME TR TREAS #38 CL A	11,284 87	11,284 87-	0 00
		TOTAL SEI DAILY INCOME TR TREAS #38 CL A	295,998 69	295,998 69-	0 00
04/01/11	15 0000	SEMPRA ENERGY	786 81	671 49-	115 32
12/07/10	25 0000	SENSIENT TECHNOLOGIES CORP	875 97	460 25-	415 72
10/25/10	50 0000	SOUTHERN CO	1,902 96	1,210 69-	692 27
10/12/10	25 0000	STARWOOD HOTELS & RESORTS	1,379 80	502 06-	877 74
12/07/10	25 0000	STARWOOD HOTELS & RESORTS	1,470 03	502 06-	967 97
		TOTAL STARWOOD HOTELS & RESORTS	2,849 83	1,004 12-	1,845 71
12/07/10	10 0000	TARGET CORP	589 05	518 62-	70 43
10/12/10	50 0000	TEXAS INSTRUMENTS INC	1,400 05	962 08-	437 97
12/07/10	25 0000	TEXAS INSTRUMENTS INC	819 49	481 04-	338 45
		TOTAL TEXAS INSTRUMENTS INC	2,219 54	1,443 12-	776 42
02/14/11	5 0000	THERMO FISHER SCIENTIFIC INC	282 87	194 58-	88 29
02/14/11	5 0000	VARIAN MEDICAL SYSTEMS INC	343 04	212 15-	130 89
12/07/10	25 0000	WEATHERFORD INTL LTD	525 16	260 28-	264 88
02/14/11	25 0000	WEATHERFORD INTL LTD	608 94	260 28-	348 66
03/08/11	150 0000	WEATHERFORD INTL LTD	3,157 06	1,856 08-	1,300 98
		TOTAL WEATHERFORD INTL LTD	4,291 16	2,376 64-	1,914 52
		TOTAL ASSETS DISPOSED	406,561 07	390,022 08-	16,538 99

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

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	ADJUSTED COST	REALIZED GAIN/LOSS
08/18/11	5,120 3170	CALIFORNIA EQUITY INCOME	81,413 04	91,516 74-	10,103 70-
08/18/11	8,673 0260	CALIFORNIA US GOVT SECS FD	94,015 60	93,887 63-	127 97
10/25/10	143 2100	SEI DAILY INCOME TR PRIME OBL #34	143 21	143 21-	0 00
11/24/10	142 7300	SEI DAILY INCOME TR PRIME OBL #34	142 73	142 73-	0 00
12/23/10	144 6600	SEI DAILY INCOME TR PRIME OBL #34	144 66	144 66-	0 00
01/26/11	146 8000	SEI DAILY INCOME TR PRIME OBL #34	146 80	146 80-	0 00
02/25/11	147 3100	SEI DAILY INCOME TR PRIME OBL #34	147 31	147 31-	0 00
03/25/11	147 8600	SEI DAILY INCOME TR PRIME OBL #34	147 86	147 86-	0 00
04/26/11	148 6600	SEI DAILY INCOME TR PRIME OBL #34	148 66	148 66-	0 00
05/09/11	18,000 0000	SEI DAILY INCOME TR PRIME OBL #34	18,000 00	18,000 00-	0 00
05/26/11	152 0400	SEI DAILY INCOME TR PRIME OBL #34	152 04	152 04-	0 00
06/24/11	151 0100	SEI DAILY INCOME TR PRIME OBL #34	151 01	151 01-	0 00
07/25/11	153 4300	SEI DAILY INCOME TR PRIME OBL #34	153 43	153 43-	0 00
08/25/11	149 6000	SEI DAILY INCOME TR PRIME OBL #34	149 60	149 60-	0 00
09/26/11	146 9300	SEI DAILY INCOME TR PRIME OBL #34	146 93	146 93-	0 00
		TOTAL SEI DAILY INCOME TR PRIME OBL #34	19,774 24	19,774 24-	0 00
		TOTAL ASSETS DISPOSED	195,202 88	205,178 61-	9,975 73-

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