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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

2011

For calendar year 2011, or tax year beginning 10-01-2011 , and ending 09-30-2012

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

% JOHN PETERSON

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)* ▶$ 39,699,576

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))*

	Line	Description	(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)	20,001,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	36,691	36,691	36,691	
	4	Dividends and interest from securities	39,618	39,618	39,618	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	13,984			
	b	Gross sales price for all assets on line 6a 523,538				
	7	Capital gain net income (from Part IV, line 2)		13,984		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances 50,688,811				
	b	Less Cost of goods sold 4,243,126				
	c	Gross profit or (loss) (attach schedule)	46,445,685			
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	66,536,978	90,293	76,309	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	300,250		300,250	
	14	Other employee salaries and wages	9,862,026		9,862,026	
	15	Pension plans, employee benefits	213,046		213,046	
	16a	Legal fees (attach schedule)	54,032	0	54,032	0
	b	Accounting fees (attach schedule)	89,529	0	89,529	0
	c	Other professional fees (attach schedule)	17,125	9,706	7,419	
	17	Interest	151,199		151,199	
	18	Taxes (attach schedule) (see page 14 of the instructions)	1,349,148		1,349,148	
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	30,098,135		30,098,135	
	24	**Total operating and administrative expenses.** Add lines 13 through 23	42,134,490	9,706	42,124,784	0
	25	Contributions, gifts, grants paid	4,554,348			4,554,348
	26	**Total expenses and disbursements.** Add lines 24 and 25	46,688,838	9,706	42,124,784	4,554,348
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	19,848,140			
	b	**Net investment income** (if negative, enter -0-)		80,587		
	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	1,022,213	800,596	800,596
	2	Savings and temporary cash investments	13,294,787	16,585,849	16,585,849
	3	Accounts receivable ▶ 792,196			
		Less allowance for doubtful accounts ▶	599,789	792,196	792,196
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable	0	17,075,903	17,075,903
	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	2,135,705	2,319,830	2,319,830
	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)	1,146,084	1,282,307	1,282,307
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	810,071	842,895	842,895
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	19,008,649	39,699,576	39,699,576
Liabilities	17	Accounts payable and accrued expenses	3,301,402	3,762,579	
	18	Grants payable			
	19	Deferred revenue	494,121	780,667	
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)	12,095,918	12,095,918	
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	15,891,441	16,639,164	
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	-49,355	2,701,705	
	25	Temporarily restricted	2,240,792	19,432,936	
	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)	3,117,208	23,060,412	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	19,008,649	39,699,576	

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	3,117,208
2	Enter amount from Part I, line 27a	2	19,848,140
3	Other increases not included in line 2 (itemize) ▶	3	95,064
4	Add lines 1, 2, and 3	4	23,060,412
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	23,060,412

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 6	P		
b	RESERVE FUND-SEE ATTACHMENT 20 PG 8	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	442,259		433,012	9,247
b	81,279		76,542	4,737
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				9,247
b				4,737
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	13,984
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))
2010	27,006,905	16,401,884	1 646573
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

2	**Total** of line 1, column (d)	2	7 399117
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 479823
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	19,818,367
5	Multiply line 4 by line 3	5	29,327,675
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	806
7	Add lines 5 and 6	7	29,328,481
8	Enter qualifying distributions from Part XII, line 4	8	4,554,348

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	1,612
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	1,612
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	1,612
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,499		
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	4,499
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	2,887
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 2,887	**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 2011 or the taxable year beginning in 2011 (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

			Yes	No
16	At any time during calendar year 2011, 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 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 2011 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 2011.)*	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 2011?	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	10,143	0
GARVIN O'NEIL ONE HOPE BOULEVARD GALVESTON,TX 77554	HOTEL GEN MANAGER 40 0	145,600	9,167	0
JAMIE WEIR ONE HOPE BOULEVARD GALVESTON,TX 77554	DIRECTOR OF SALES 40 0	143,334	9,169	0
URS SCHMID ONE HOPE BOULEVARD GALVESTON,TX 77554	HOTEL CHEF 40 0	130,758	8,558	0
JOHN PETERSON ONE HOPE BOULEVARD GALVESTON,TX 77554	TREASURER/CONTROLLER 40 0	104,000	7,503	0
Total number of other employees paid over $50,000 ▶				35

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	499,759
PANNELL KERR FORSTER OF TEXAS PC 5847 SAN FELIPE SUITE 2400 HOUSTON,TX 77057	AUDITING & TAXATION	89,529
1859 HISTORIC HOTELS LTD 2302 POST OFFICE STREET SUITE 500 GALVESTON,TX 77550	PAYROLL PROCESSING	74,794
WORK TM 1973 W GRAY SUITE 22 HOUSTON,TX 77019	CONSULTANTS/DESIGN	100,154
GREER HERZ AND ADAMS LLP ONE MOODY PLAZA GALVESTON,TX 77550	ATTORNEYS	40,171
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

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	4,454,822
2 OPERATION OF PUBLIC FACILITIES AT MOODY GARDENS HOTEL CONFERENCE CENTER, AQUARIUM, THEATER PRODUCTIONS, RAINFOREST AND OTHER FACILITIES FOR THE PARK BOARD OF TRUSTEES	42,124,784
3 RENOVATION, MANAGEMENT, OPERATION AND MAINTENANCE OF THE GOLF COURSE FOR THE CITY OF GALVESTON	99,526
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	1,214,196
b	Average of monthly cash balances	1b	15,851,723
c	Fair market value of all other assets (see page 24 of the instructions)	1c	3,054,251
d	**Total** (add lines 1a, b, and c)	1d	20,120,170
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	20,120,170
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	301,803
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19,818,367
6	**Minimum investment return.** Enter 5% of line 5	6	990,918

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 2011 from Part VI, line 5 2a		
b	Income tax for 2011 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	

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	4,554,348
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	4,554,348
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,554,348

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				0
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 2009 , 2008 , 2007		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007. 0				
c From 2008. 0				
d From 2009. 0				
e From 2010. 0				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 4,554,348				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d Applied to 2011 distributable amount.				
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011				
(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.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 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)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . . 0				
c Excess from 2009. . . . 0				
d Excess from 2010. . . . 0				
e Excess from 2011. . . . 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 2011, 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) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	
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		0
b 85% of line 2a	0		0		0
c Qualifying distributions from Part XII, line 4 for each year listed	4,554,348	27,007,564	19,870,800	19,366,695	70,799,407
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	4,554,348	27,007,564	19,870,800	19,366,695	70,799,407
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets	39,699,576	19,008,649	37,673,075	50,623,253	147,004,553
(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	99,526
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	4,454,822
Total . . . . ▶ **3a**				4,554,348
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	36,691	
4 Dividends and interest from securities. . . .			14	39,618	
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	13,984	
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). .				90,293	46,445,685

13 **Total.** Add line 12, columns (b), (d), and (e). 13 46,535,978

(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 BEVERAGE 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

******	2013-05-14	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

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

May the IRS discuss this return with the preparer shown above? See instructions ► ☑ Yes ☐ No

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	4,500	0	0
LUIS R HERNANDEZ 1175 FM 802 BROWNSVILLE,TX 78521	V-P/DIRECTOR/AUDIT COMM CHAIR 0	4,350	0	4,198
DON CHILDRESS 5 DANSBY DRIVE E GALVESTON,TX 77551	DIRECTOR 0	2,700	0	0
JOHN IPPOLITO PO BOX 309 AUSTIN,TX 78767	DIRECTOR, SECRETARY 0	4,950	0	2,646
JOHN ZENDT ONE HOPE BOULEVARD GALVESTON,TX 77554	PRESIDENT/DIRECTOR 40 0	174,950	10,143	0
JOHN PETERSON ONE HOPE BOULEVARD GALVESTON,TX 77554	TREASURER/CONTROLLER 40 0	104,000	7,503	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 DIRECTOR 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					19,769,019
b AQUARIUM					6,117,662
c GIFT SHOPS					1,265,905
d RAINFOREST					6,781,711
e EDUCATION					496,206
f PALM BEACH					2,416,608
THEATER PRODUCTIONS					5,252,277
DISCOVERY MUSEUM					1,798,413
CONVENTION CENTER					574,503
GOLF COURSE					1,656,284
MISCELLANEOUS					317,097

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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

2011

Name of organization
MOODY GARDENS INC

Employer identification number
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 in the heading 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	**Employer identification number**
MOODY GARDENS INC	76-0288131

Part I **Contributors** (see Instructions) Use duplicate copies of Part I if additional space is needed

(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	$ 20,000,000	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	**Employer identification number**
MOODY GARDENS INC	76-0288131

Part II **Noncash Property** (see Instructions) Use duplicate copies of Part II if additional space is needed

(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) ▶ $
Use duplicate copies of Part III if additional space is needed

(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

TY 2011 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	89,529		89,529	

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

TY 2011 Depreciation Schedule

Name: MOODY GARDENS INC

EIN: 76-0288131

TY 2011 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		1,073,421	1,073,421
RESERVE FUND		208,886	208,886

TY 2011 Land, Etc. Schedule

Name: MOODY GARDENS INC

EIN: 76-0288131

TY 2011 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	2,933		2,933	
GREER, HERZ & ADAMS, LLP	40,171		40,171	
MUSKAT, MARTINEZ, & MAHONY LLP	5,408		5,408	
BOULWARE & VALOIR	5,520		5,520	

TY 2011 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	10,282	10,282	10,282
INVENTORIES	705,595	763,668	763,668
AQUARIUM ANIMALS	94,194	68,945	68,945

TY 2011 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	1,193,513		1,193,513	
ANIMAL AQUISITIONS	25,482		25,482	
ANIMAL CARE	284,847		284,847	
OTHER EXHIBITS	172,822		172,822	
FILM LICENSE	1,050,668		1,050,668	
REPAIRS	2,022,835		2,022,835	
FREIGHT	26,510		26,510	
SUPPLIES	872,966		872,966	
CREDIT CARD PROCESSING	629,364		629,364	
SPECIAL PROGRAMMING	473,629		473,629	
SPECIAL EVENTS	263,107		263,107	
LINEN RENTAL	198,289		198,289	
GOLF COURSE	504,238		504,238	
LANDSCAPING	13,602		13,602	
CLUBHOUSE	46,420		46,420	
AMORTIZATION	25,249		25,249	
OTHER	3,921,520		3,921,520	
ADMINISTRATION	7,820,046		7,820,046	
GARDENS	1,091,614		1,091,614	
CENTRAL PLANT	4,610,120		4,610,120	
HUMAN RESOURCES	792,994		792,994	
REPAIRS & MAINTENANCE	1,102,596		1,102,596	
SALES & MARKETING	1,292,864		1,292,864	
OPERATIONS	364,124		364,124	
CENTRAL PURCHASING	278,407		278,407	
SECURITY	229,908		229,908	
TICKETING	688,700		688,700	
TRANSPORTATION	21,075		21,075	
VISITOR AND VOLUNTEER SERVICES	80,626		80,626	

TY 2011 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 2011 Other Increases Schedule

Name: MOODY GARDENS INC

EIN: 76-0288131

Description	Amount
UNREALIZED APPRECIATION- MKT SECURITIES	95,064

TY 2011 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 2011 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	4,682		4,682	
RECORDKEEPING/ACTUARIAL FEES	10,484	8,178	2,306	
INVESTMENT MGMT AGENCY FEE	1,959	1,528	431	

TY 2011 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	24,012,145		24,012,145
AQUARIUM	6,117,662		6,117,662
GIFT SHOPS	1,265,905		1,265,905
RAINFOREST	6,781,711		6,781,711
EDUCATION	496,206		496,206
PALM BEACH	2,416,608		2,416,608
THEATER PRODUCTIONS	5,252,277		5,252,277
DISCOVERY MUSEUM	1,798,413		1,798,413
CONVENTION CENTER	574,503		574,503
GOLF COURSE	1,656,284		1,656,284
MISCELLANEOUS	317,097		317,097

TY 2011 Taxes Schedule

Name: MOODY GARDENS INC

EIN: 76-0288131

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES-FEDERAL	1,121,544		1,121,544	
PAYROLL TAXES-STATE	227,604		227,604	

ATTACHMENT TO FORM 990-PF
Moody Gardens
Profit (Loss) from Operations
FYE 9/30/12

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	24,012,145
Theater Productions	5,252,277
Aquarium	6,117,662
Discovery Museum	1,798,413
Gift Shops	1,265,905
Rainforest	6,781,711
Education	496,206
Palm Beach	2,416,608
Convention Center	574,503
Golf Course	1,656,284
Interest Income	32,524
Miscellaneous	317,097
Total Revenue	**50,721,335**
Expenses:	
Program-Specific Services	
Hotel	13,859,921
Theater Productions	1,590,143
Aquarium	2,169,298
Discovery Museum	1,161,325
Gift Shops	820,349
Rainforest	2,273,554
Education	289,298
Palm Beach	968,495
Convention Center	724,950
Golf Course	2,327,771
Total Program-Specific Services	**26,185,104**

ATTACHMENT TO FORM 990-PF
Moody Gardens
Profit (Loss) from Operations
FYE 9/30/12

Support Services	
Administration	7,968,289
Gardens	1,091,614
Central Plant	4,610,120
Human Resources	2,355,188
Repairs and Maintenance	1,102,596
Sales and Marketing	1,292,864
Operations	364,124
Central Purchasing	278,407
Security	229,908
Ticketing	688,700
Transportation	21,075
Visitor and Volunteer Services	80,626
Interest Expense	151,199
Total Support Services	**20,234,710**
Total Expenses	**46,419,814**
OPERATING PROFIT (LOSS)	**4,301,521**

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

Add Nonoperational Income	
Grants from Moody Foundation	20,000,000
Grants from Others	1,000
Interest Income On Grant Funds	4,167
Dividends & Interest On Therapy Endowment	39,618
Realized Gain on Securities in Therapy Endowment	13,984
Subtract Nonoperational Expenses	
Assets Transferred to Park Board	(4,454,822)
Assets Transferred to City of Galveston	(99,526)
Recordkeeping/Actuarial Fees for Therapy Endowment	(10,484)
Investment Management Agency Fee for Therapy Endowment	(1,959)
Other miscellaneous income	54,641
Change in Net Assets per Fin.Stmts and Line 27a of Form 990-PF	**19,848,140**

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	ADJUSTED COST	REALIZED GAIN/LOSS
09/28/12	25.0000	ABBOTT LABORATORIES	1,755.96	1,060.50-	695.46
08/27/12	25.0000	ADOBE SYS INC	843.93	696.08-	147.85
12/22/11	35.0000	AGILENT TECHNOLOGIES INC	1,170.60	918.09-	252.51
08/27/12	10.0000	AKAMAI TECHNOLOGIES INC	373.89	300.13-	73.76
09/28/12	25.0000	AKAMAI TECHNOLOGIES INC	980.22	750.31-	229.91
		TOTAL AKAMAI TECHNOLOGIES INC	1,354.11	1,050.44-	303.67
08/27/12	50.0000	AMDOCS LTD	1,609.46	1,352.00-	257.46
08/27/12	20.0000	AMERICAN EXPRESS CO	1,129.77	785.76-	344.01
01/09/12	25.0000	AMERICAN TOWER REIT, INC CL A REIT	1,487.17	1,056.62-	430.55
09/28/12	5.0000	APPLE INC	3,449.42	487.41-	2,962.01
12/22/11	75.0000	ASPEN INSURANCE	1,940.31	1,863.20-	77.11
12/22/11	75.0000	BP PLC SPONS ADR	3,059.95	3,251.00-	191.05-
08/27/12	10.0000	BROADCOM CORP	351.09	400.46-	49.37-
09/28/12	25.0000	CBS CORPORATION CLASS B W/I	926.85	798.67-	128.18
08/27/12	30.0000	CELGENE CORP	2,133.55	1,167.52-	966.03
12/22/11	25.0000	CITIGROUP INC	612.46	8,195.50-	7,583.04-

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	ADJUSTED COST	REALIZED GAIN/LOSS
07/26/12	0.6660	DUKE ENERGY CORP	44.98	26.55-	18.43
12/22/11	35.0000	ELECTRONIC ARTS INC	703.91	1,860.25-	1,156.34-
12/22/11	50.0000	EMERSON ELECTRIC COMPANY	2,411.40	1,644.50-	766.90
10/17/11	91.1700	FHLMC GD PL #E01085 5.500 12/01/16	91.17	89.66-	1.51
11/15/11	88.6000	FHLMC GD PL #E01085 5.500 12/01/16	88.60	87.13-	1.47
12/15/11	76.2400	FHLMC GD PL #E01085 5.500 12/01/16	76.24	74.98-	1.26
01/17/12	90.4800	FHLMC GD PL #E01085 5.500 12/01/16	90.48	88.98-	1.50
02/15/12	65.6000	FHLMC GD PL #E01085 5.500 12/01/16	65.60	64.51-	1.09
03/15/12	78.4700	FHLMC GD PL #E01085 5.500 12/01/16	78.47	77.17-	1.30
04/16/12	73.9000	FHLMC GD PL #E01085 5.500 12/01/16	73.90	72.68-	1.22
05/15/12	61.3700	FHLMC GD PL #E01085 5.500 12/01/16	61.37	60.35-	1.02
06/15/12	74.7800	FHLMC GD PL #E01085 5.500 12/01/16	74.78	73.54-	1.24
07/16/12	49.6100	FHLMC GD PL #E01085 5.500 12/01/16	49.61	48.79-	0.82
08/15/12	53.2600	FHLMC GD PL #E01085 5.500 12/01/16	53.26	52.38-	0.88
09/17/12	57.4400	FHLMC GD PL #E01085 5.500 12/01/16	57.44	56.49-	0.95
		TOTAL FHLMC GD PL #E01085 5.500 12/01/16	860.92	846.66-	14.26
11/21/11	15,000.0000	GEN ELEC CAP CRP MTN 4.375 11/21/11	15,000.00	15,000.00-	0.00
10/04/11	35.0000	GOODRICH CORP.	4,237.47	1,316.77-	2,920.70

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	ADJUSTED COST	REALIZED GAIN/LOSS
12/22/11	25.0000	HALLIBURTON COMPANY	779.40	620.23-	159.17
12/22/11	50.0000	HARTFORD FINL SVCS GROUP INC	760.69	2,401.71-	1,641.02-
08/27/12	35.0000	HEWLETT PACKARD CO	676.53	1,580.01-	903.48-
08/27/12	25.0000	HOME DEPOT	1,416.66	719.67-	696.99
09/28/12	25.0000	HOME DEPOT	1,511.09	719.67-	791.42
		TOTAL HOME DEPOT	2,927.75	1,439.34-	1,488.41
12/22/11	50.0000	ILLINOIS TOOL WKS INC	2,294.42	2,203.52-	90.90
08/27/12	50.0000	INTEL CORPORATION	1,283.47	1,425.00-	141.53-
08/27/12	24.0000	JP MORGAN CHASE & CO	905.61	1,043.04-	137.43-
06/04/12	0.4025	KINDER MORGAN INC	13.06	12.93-	0.13
12/22/11	20.0000	LIMITED BRANDS, INC.	761.25	281.29-	479.96
12/22/11	20.0000	MCDONALDS CORP	1,956.16	591.19-	1,364.97
08/27/12	20.0000	MOLSON COORS BREWING CO-B	878.66	1,004.63-	125.97-
08/27/12	25.0000	NATIONAL-OILWELL INC	1,940.45	815.23-	1,125.22
11/23/11	75.0000	NEWELL RUBBERMAID INC	1,131.59	1,981.91-	850.32-
12/22/11	25.0000	NRG ENERGY INC	449.61	1,051.45-	601.84-

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	ADJUSTED COST	REALIZED GAIN/LOSS
12/22/11	75.0000	NYSE EURONEXT INC	1,920.21	2,031.20-	110.99-
09/28/12	25.0000	ORACLE CORPORATION	793.73	401.00-	392.73
08/27/12	25.0000	PEPSICO INC	1,814.70	1,102.48-	712.22
09/28/12	15.0000	PPG INDUSTRIES INC	1,749.41	905.93-	843.48
08/27/12	10.0000	PROCTER & GAMBLE CO	666.28	296.50-	369.78
12/22/11	25.0000	ROGERS COMMUNICATIONS-CL B	903.01	1,026.34-	123.33-
12/22/11	75.0000	ROYAL DUTCH-ADR A	5,252.80	4,612.50-	640.30
12/22/11	10.0000	SCHLUMBERGER LTD	662.32	293.50-	368.82
07/02/12	15,000.0000	SCIENCE APPL INTL 6.250 7/01/12	15,000.00	15,000.00-	0.00
12/22/11	50.0000	SEALED AIR CORP NEW	846.42	889.99-	43.57-
06/26/12	875.1900	SEI DAILY INCOME TR PRIME OBL #34	875.19	875.19-	0.00
07/03/12	1,385.9200	SEI DAILY INCOME TR PRIME OBL #34	1,385.92	1,385.92-	0.00
07/10/12	25,474.9400	SEI DAILY INCOME TR PRIME OBL #34	25,474.94	25,474.94-	0.00
07/12/12	26,998.6300	SEI DAILY INCOME TR PRIME OBL #34	26,998.63	26,998.63-	0.00
07/20/12	26,201.6900	SEI DAILY INCOME TR PRIME OBL #34	26,201.69	26,201.69-	0.00
07/26/12	883.9500	SEI DAILY INCOME TR PRIME OBL #34	883.95	883.95-	0.00
09/25/12	916.2800	SEI DAILY INCOME TR PRIME OBL #34	916.28	916.28-	0.00
09/28/12	46,455.7400	SEI DAILY INCOME TR PRIME OBL #34	46,455.74	46,455.74-	0.00
		TOTAL SEI DAILY INCOME TR PRIME OBL #34	129,192.34	129,192.34-	0.00

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	ADJUSTED COST	REALIZED GAIN/LOSS
10/05/11	24,989.8000	SEI DAILY INCOME TR TREAS #38 CL A	24,989.80	24,989.80-	0.00
10/11/11	3,458.7100	SEI DAILY INCOME TR TREAS #38 CL A	3,458.71	3,458.71-	0.00
10/26/11	828.9900	SEI DAILY INCOME TR TREAS #38 CL A	828.99	828.99-	0.00
11/15/11	1,134.2100	SEI DAILY INCOME TR TREAS #38 CL A	1,134.21	1,134.21-	0.00
11/23/11	1,131.5900	SEI DAILY INCOME TR TREAS #38 CL A	1,131.59	1,131.59-	0.00
11/23/11	1,255.6100	SEI DAILY INCOME TR TREAS #38 CL A	1,255.61	1,255.61-	0.00
12/13/11	25,813.0000	SEI DAILY INCOME TR TREAS #38 CL A	25,813.00	25,813.00-	0.00
12/27/11	15,237.0000	SEI DAILY INCOME TR TREAS #38 CL A	15,237.00	15,237.00-	0.00
01/26/12	864.9900	SEI DAILY INCOME TR TREAS #38 CL A	864.99	864.99-	0.00
02/15/12	24,303.2800	SEI DAILY INCOME TR TREAS #38 CL A	24,303.28	24,303.28-	0.00
02/17/12	26,129.5900	SEI DAILY INCOME TR TREAS #38 CL A	26,129.59	26,129.59-	0.00
02/27/12	875.2700	SEI DAILY INCOME TR TREAS #38 CL A	875.27	875.27-	0.00
03/27/12	884.9100	SEI DAILY INCOME TR TREAS #38 CL A	884.91	884.91-	0.00
04/10/12	27,094.6500	SEI DAILY INCOME TR TREAS #38 CL A	27,094.65	27,094.65-	0.00
04/26/12	883.7200	SEI DAILY INCOME TR TREAS #38 CL A	883.72	883.72-	0.00
05/29/12	854.7300	SEI DAILY INCOME TR TREAS #38 CL A	854.73	854.73-	0.00
06/07/12	3,585.9400	SEI DAILY INCOME TR TREAS #38 CL A	3,585.94	3,585.94-	0.00
06/15/12	46,780.5200	SEI DAILY INCOME TR TREAS #38 CL A	46,780.52	46,780.52-	0.00
		TOTAL SEI DAILY INCOME TR TREAS #38 CL A	206,106.51	206,106.51-	0.00
12/22/11	75.0000	SENSIENT TECHNOLOGIES CORP	2,755.01	1,380.75-	1,374.26
08/27/12	50.0000	SOUTHERN CO	2,291.94	1,210.68-	1,081.26
08/27/12	10.0000	SPECTRA ENERGY CORP WI	289.49	212.33-	77.16
08/27/12	25.0000	TE CONNECTIVITY LIMITED	880.98	874.64-	6.34
08/27/12	15.0000	THERMO FISHER SCIENTIFIC INC	845.23	583.74-	261.49

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	ADJUSTED COST	REALIZED GAIN/LOSS
09/28/12	25.0000	TRAVELERS COMPANIES INC	1,728.46	933.08-	795.38
09/05/12	25.0000	TYCO INTERNATIONAL LTD	1,397.92	1,204.20-	193.72
08/27/12	25.0000	WAL MART STORES INCORPORATED	1,789.20	1,267.50-	521.70
12/22/11	45.0000	3M CO	3,530.88	3,257.01-	273.87
		TOTAL ASSETS DISPOSED	442,258.80	433,011.68-	9,247.12

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
04/02/12	84.3770	FIDELITY CONTRAFUND INC #22	6,542.57	5,303.94-	1,238.63
07/02/12	183.1000	FIDELITY STOCK SELECTOR SMALL CAP FD	3,478.90	2,924.10-	554.80
04/02/12	133.7470	INVESCO VK COMSTOCK FUND-I	2,287.07	1,879.15-	407.92
07/02/12	1,883.4720	SEI CORE FIXED INCOME (64)	21,433.90	21,240.81-	193.09
10/26/11	154.6700	SEI DAILY INCOME TR PRIME OBL #34	154.67	154.67-	0.00
11/23/11	150.6000	SEI DAILY INCOME TR PRIME OBL #34	150.60	150.60-	0.00
12/23/11	155.1100	SEI DAILY INCOME TR PRIME OBL #34	155.11	155.11-	0.00
01/25/12	159.2600	SEI DAILY INCOME TR PRIME OBL #34	159.26	159.26-	0.00
02/24/12	163.4700	SEI DAILY INCOME TR PRIME OBL #34	163.47	163.47-	0.00
03/27/12	165.6700	SEI DAILY INCOME TR PRIME OBL #34	165.67	165.67-	0.00
04/26/12	168.0500	SEI DAILY INCOME TR PRIME OBL #34	168.05	168.05-	0.00
05/25/12	164.8500	SEI DAILY INCOME TR PRIME OBL #34	164.85	164.85-	0.00
06/25/12	25,200.0000	SEI DAILY INCOME TR PRIME OBL #34	25,200.00	25,200.00-	0.00
06/26/12	165.7400	SEI DAILY INCOME TR PRIME OBL #34	165.74	165.74-	0.00
07/26/12	166.1400	SEI DAILY INCOME TR PRIME OBL #34	166.14	166.14-	0.00
08/27/12	170.7000	SEI DAILY INCOME TR PRIME OBL #34	170.70	170.70-	0.00
09/25/12	175.2300	SEI DAILY INCOME TR PRIME OBL #34	175.23	175.23-	0.00
09/27/12	5,046.1000	SEI DAILY INCOME TR PRIME OBL #34	5,046.10	5,046.10-	0.00
		TOTAL SEI DAILY INCOME TR PRIME OBL #34	32,205.59	32,205.59-	0.00
01/03/12	385.3680	SEI MID-CAP FUND #68	6,520.43	5,865.30-	655.13
04/02/12	198.7830	SEI SMALL CAP VALUE FUND (58)	3,665.56	2,924.10-	741.46
04/03/12	11.5540	SEQUOIA FUND	1,876.54	1,502.82-	373.72

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	ADJUSTED COST	REALIZED GAIN/LOSS
04/02/12	138.6890	VANGUARD EQUITY INCOME INV FUND	3,268.89	2,696.11-	572.78
		TOTAL ASSETS DISPOSED	81,279.45	76,541.92-	4,737.53

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