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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 10-01-2012 , and ending 09-30-2013

Name of foundation MOODY GARDENS INC		A Employer identification number 76-0288131	
% JOHN PETERSON		B Telephone number (see instructions) (409) 744-4673	
Number and street (or P O box number if mail is not delivered to street address) Room/suite ONE HOPE BOULEVARD Suite			
City or town, state, and ZIP code GALVESTON, TX 77554		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		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 ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 92,085,467		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 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)	58,679,944			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	41,238	41,238	41,238	
	4 Dividends and interest from securities.	38,428	38,428	38,428	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	2,528			
	b Gross sales price for all assets on line 6a _____ 262,371				
	7 Capital gain net income (from Part IV, line 2)		2,528		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances 48,627,844				
Operating and Administrative Expenses	b Less Cost of goods sold 4,078,749				
	c Gross profit or (loss) (attach schedule) ☒ 44,549,095				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	103,311,233	82,194	79,666	
	13 Compensation of officers, directors, trustees, etc	302,710		302,710	
	14 Other employee salaries and wages	10,192,407		10,192,407	
	15 Pension plans, employee benefits	214,495		214,495	
	16a Legal fees (attach schedule) ☒ 85,026	85,026	0	85,026	0
	b Accounting fees (attach schedule) ☒ 85,941	85,941	0	85,941	0
	c Other professional fees (attach schedule) ☒ 18,439	18,439	10,241	8,198	
	17 Interest	151,199		151,199	
	18 Taxes (attach schedule) (see instructions) ☒ 1,314,191	1,314,191		1,314,191	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ☒ 29,752,463	29,752,463		29,752,463	
	24 Total operating and administrative expenses. Add lines 13 through 23	42,116,871	10,241	42,106,630	0
	25 Contributions, gifts, grants paid	9,162,727			9,162,727
	26 Total expenses and disbursements. Add lines 24 and 25	51,279,598	10,241	42,106,630	9,162,727
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	52,031,635			
	b Net investment income (if negative, enter -0-)		71,953		
	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	128,250	128,250	128,250
	2	Savings and temporary cash investments	17,258,195	20,614,075	20,614,075
	3	Accounts receivable ▶ <u>884,712</u>			
		Less allowance for doubtful accounts ▶ _____	792,196	884,712	884,712
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable	17,075,903	65,881,982	65,881,982
	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	2,319,830	2,354,133	2,354,133
	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)	1,282,307	1,376,463	1,376,463	
14	Land, buildings, and equipment basis ▶ _____				
	Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)	842,895	845,852	845,852	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	39,699,576	92,085,467	92,085,467	
Liabilities	17	Accounts payable and accrued expenses	3,762,579	4,246,765	
	18	Grants payable			
	19	Deferred revenue	780,667	590,564	
	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)	16,639,164	16,933,247	
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	2,701,705	5,912,453	
	25	Temporarily restricted	19,432,936	68,313,996	
	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)	23,060,412	75,152,220	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	39,699,576	92,085,467	

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)	123,060,412
2	Enter amount from Part I, line 27a	52,031,635
3	Other increases not included in line 2 (itemize) ▶ _____	60,173
4	Add lines 1, 2, and 3	75,152,220
5	Decreases not included in line 2 (itemize) ▶ _____	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	75,152,220

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	P		
b	RESERVE FUND-SEE ATTACHMENT 20	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 169,342		168,803	539
b 93,029		91,040	1,989
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			539
b			1,989
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	2,528
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 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))
2011	4,554,348	19,818,367	0 229804
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

2	Total of line 1, column (d).	2	6 449486
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 289897
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	23,221,498
5	Multiply line 4 by line 3.	5	29,953,341
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	720
7	Add lines 5 and 6.	7	29,954,061
8	Enter qualifying distributions from Part XII, line 4. 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	8	9,162,727

Part VIExcise 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	1,439
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	1,439
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	1,439
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,887	
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	2,887
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	1,448
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 1,448	Refunded ☐	11	

Part VII-AStatements Regarding Activities

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? ☒		Yes	No
		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)?			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?	2		No
	If "Yes," attach a detailed description of the activities.			
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?	5		No
	If "Yes," attach the statement required by General Instruction T. ☒			
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 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? 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 instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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 PETERSONTelephone no ►(409) 683-4220 Located at ►ONE HOPE BLVD galveston TXZIP +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 2012, 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 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)?. . . Organizations relying on a current notice regarding disaster assistance check here. ► ☐	1b		No
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 2012?.	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ 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 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 2012 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	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 2012?	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))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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 instructions).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

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 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?

YesNo

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?

YesNo

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?

YesNo

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 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 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	178,750	10,917	0
GARVIN O'NEIL ONE HOPE BOULEVARD GALVESTON, TX 77554	HOTEL GEN MANAGER 40 0	147,784	9,877	0
JAMIE WEIR ONE HOPE BOULEVARD GALVESTON, TX 77554	DIRECTOR OF SALES 40 0	138,661	9,512	0
URS SCHMID ONE HOPE BOULEVARD GALVESTON, TX 77554	HOTEL CHEF 40 0	131,165	9,212	0
JOHN PETERSON ONE HOPE BOULEVARD GALVESTON, TX 77554	TREASURER/CONTROLLER 40 0	105,560	8,188	0
Total number of other employees paid over \$50,000.				29

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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 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	ARCHITECTS	475,216
1001 FANNIN SUITE 300 HOUSTON,TX 77002		
PANNELL KERR FORSTER OF TEXAS PC	AUDITING & TAXATION	85,941
5847 SAN FELIPE SUITE 2400 HOUSTON,TX 77057		
1859 HISTORIC HOTELS LTD	PAYROLL PROCESSING	83,206
2302 POST OFFICE STREET SUITE 500 GALVESTON,TX 77550		
WORK TM	CONSULTANTS/DESIGN	353,326
1973 W GRAY SUITE 22 HOUSTON,TX 77019		
GREER HERZ AND ADAMS LLP	ATTORNEYS	61,276
ONE MOODY PLAZA GALVESTON,TX 77550		
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	9,133,024
2 OPERATION OF PUBLIC FACILITIES AT MOODY GARDENS HOTEL CONFERENCE CENTER, AQUARIUM, THEATER PRODUCTIONS, RAINFOREST AND OTHER FACILITIES FOR THE PARK BOARD OF TRUSTEES	42,106,630
3 RENOVATION, MANAGEMENT, OPERATION AND MAINTENANCE OF THE GOLF COURSE FOR THE CITY OF GALVESTON	29,703
4	

Part IX-B Summary of Program-Related Investments (see 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 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	1,329,385
b	Average of monthly cash balances.	1b	19,064,385
c	Fair market value of all other assets (see instructions).	1c	3,181,355
d	Total (add lines 1a, b, and c).	1d	23,575,125
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	23,575,125
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	353,627
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	23,221,498
6	Minimum investment return. Enter 5% of line 5.	6	1,161,075

Part XI

Distributable Amount (see 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 2012 from Part VI, line 5.	2a	
b	Income tax for 2012 (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 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 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	9,162,727
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	9,162,727
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 instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	9,162,727
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 instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				0
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010 , 2009 , 2008		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				0
c From 2009.				0
d From 2010.				0
e From 2011.				0
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 9,162,727				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (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 instructions.		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				0
c Excess from 2010.				0
d Excess from 2011.				0
e Excess from 2012.				0

Part XIVPrivate Operating Foundations (see 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 2012, 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)

☒ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
		0	0		0	0
b	85% of line 2a	0	0		0	0
c	Qualifying distributions from Part XII, line 4 for each year listed.	9,162,727	4,554,348	27,007,564	19,870,800	60,595,439
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.	9,162,727	4,554,348	27,007,564	19,870,800	60,595,439
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets	92,085,467	39,699,576	19,008,649	37,673,075	188,466,767
	(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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see 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 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	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
Name and address (home or business)				
a <i>Paid during the year</i>				
CITY OF GALVESTON 823 ROSENBURG GALVESTON, TX 77550	N/A	N/A	RENOVATION/MANAGEMENT/OPERATION/MAINTENANCE OF THE GOLF COURSE AT MOODY GARDENS	29,703
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	9,133,024
Total			3a	9,162,727
b <i>Approved for future payment</i>				
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 ROSENBURG GALVESTON, TX 77550	N/A	N/A	RENOVATION/MANAGEMENT/OPERATION/MAINTENANCE OF THE GOLF COURSE AT MOODY GARDENS	40,000
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	40,000

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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	41,238	
4	Dividends and interest from securities.			14	38,428	
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	2,528	
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).				82,194	44,549,095
13	Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)			13		44,631,289

[illegible]

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?		Yes	No
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.			

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

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

May the IRS discuss this return with the preparer shown below (see instr)? ☒ **Yes** ☐ **No**

Form **990-PF** (2012)

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	CHAIRMAN/DIRECTOR 0	4,300	0	0
53 CEDAR LAWN CIRCLE GALVESTON, TX 77551				
LUIS R HERNANDEZ	V- P/DIRECTOR/AUDIT COMM CHAIR 0	4,350	0	3,505
1175 FM 802 BROWNSVILLE, TX 78521				
JOHN IPPOLITO	DIRECTOR, SECRETARY 0	4,950	0	2,646
2700 BARTONS BLUFF LN AUSTIN, TX 78746				
JOHN ZENDT	PRESIDENT/DIRECTOR 40 0	178,750	10,917	0
ONE HOPE BOULEVARD GALVESTON, TX 77554				
JOHN PETERSON	TREASURER/CONTROLLER 40 0	105,560	8,188	0
ONE HOPE BOULEVARD GALVESTON, TX 77554				
ALLAN MATTHEWS	DIRECTOR 0	4,800	0	0
7114 YOUPON DRIVE GALVESTON, TX 77551				
CRAIG BROWN	EX-OFFICIO DIRECTOR 0	0	0	0
2019 AVE N 1/2 GALVESTON, TX 77550				
DONALD CHILDRESS	DIRECTOR (10/1/12- 6/24/13) 0 0	0	0	0
5 DANSBY DRIVE E GALVESTON, TX 77551				

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a HOTEL REVENUES					19,386,627
b AQUARIUM					5,565,473
c GIFT SHOPS					1,178,714
d RAINFOREST					6,299,031
e EDUCATION					549,097
f PALM BEACH					2,622,759
THEATER PRODUCTIONS					4,674,409
DISCOVERY MUSEUM					1,548,367
CONVENTION CENTER					602,447
GOLF COURSE					1,692,423
MISCELLANEOUS					429,748

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

2012

Name of the 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 33¹/₃% 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, total 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 total 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 line H of its Form 990-EZ or on Part I, 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) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	MOODY FOUNDATION 2302 POST OFFICE ST GALVESTON, TX 77550	\$ 58,679,944	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	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) 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 that total 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	
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

TY 2012 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	85,941		85,941	

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

TY 2012 Depreciation Schedule

Name: MOODY GARDENS INC

EIN: 76-0288131

TY 2012 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		1,132,287	1,132,287
HOPE THERAPY RESERVE FUND		244,176	244,176

TY 2012 Land, Etc. Schedule**Name:** MOODY GARDENS INC**EIN:** 76-0288131

TY 2012 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	2,817		2,817	
GREER, HERZ & ADAMS, LLP	61,276		61,276	
MUSKAT, MARTINEZ, & MAHONY LLP	3,168		3,168	
BOULWARE & VALOIR	711		711	
TRAVELCLICK LEGAL	3,000		3,000	
FINKEL	13,442		13,442	
WINSTEAD VARIANT	612		612	

TY 2012 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	763,668	791,874	791,874
AQUARIUM ANIMALS	68,945	43,696	43,696

TY 2012 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	937,522		937,522	
ANIMAL AQUISITIONS	21,062		21,062	
ANIMAL CARE	295,551		295,551	
OTHER EXHIBITS	137,751		137,751	
FILM LICENSE	636,589		636,589	
REPAIRS	1,958,761		1,958,761	
FREIGHT	26,097		26,097	
SUPPLIES	845,624		845,624	
CREDIT CARD PROCESSING	694,285		694,285	
SPECIAL PROGRAMMING	642,480		642,480	
SPECIAL EVENTS	293,455		293,455	
LINEN RENTAL	133,121		133,121	
GOLF COURSE	454,090		454,090	
LANDSCAPING	26,749		26,749	
CLUBHOUSE	38,033		38,033	
AMORTIZATION	25,249		25,249	
OTHER	3,560,956		3,560,956	
ADMINISTRATION	8,385,482		8,385,482	
GARDENS	1,041,422		1,041,422	
CENTRAL PLANT	4,354,793		4,354,793	
HUMAN RESOURCES	1,046,582		1,046,582	
REPAIRS & MAINTENANCE	1,083,277		1,083,277	
SALES & MARKETING	1,467,553		1,467,553	
OPERATIONS	344,001		344,001	
CENTRAL PURCHASING	280,238		280,238	
SECURITY	230,900		230,900	
TICKETING	693,761		693,761	
TRANSPORTATION	26,240		26,240	
VISITOR AND VOLUNTEER SERVICES	70,839		70,839	

TY 2012 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 2012 Other Increases Schedule

Name: MOODY GARDENS INC

EIN: 76-0288131

Description	Amount
UNREALIZED APPRECIATION- MKT SECURITIES	60,173

TY 2012 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 2012 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	5,310		5,310	
RECORDKEEPING/ACTUARIAL FEES	10,884	8,490	2,394	
INVESTMENT MGMT AGENCY FEE	2,245	1,751	494	

TY 2012 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	23,465,376		23,465,376
AQUARIUM	5,565,473		5,565,473
GIFT SHOPS	1,178,714		1,178,714
RAINFOREST	6,299,031		6,299,031
EDUCATION	549,097		549,097
PALM BEACH	2,622,759		2,622,759
THEATER PRODUCTIONS	4,674,409		4,674,409
DISCOVERY MUSEUM	1,548,367		1,548,367
CONVENTION CENTER	602,447		602,447
GOLF COURSE	1,692,423		1,692,423
MISCELLANEOUS	429,748		429,748

TY 2012 Taxes Schedule**Name:** MOODY GARDENS INC**EIN:** 76-0288131

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES-FEDERAL	1,143,997		1,143,997	
PAYROLL TAXES-STATE	170,194		170,194	

MOODY GARDENS, INC
ONE HOPE BOULEVARD
GALVESTON, TX 77554
EIN: 76-0288131

DEAR SIR OR MADAM:

ENCLOSED IS FORM 990-PF, RETURN OF PRIVATE FOUNDATION, FOR FISCAL YEAR ENDED SEPTEMBER 30, 2013 PREPARED FOR THE ABOVE ENTITY.

PLEASE NOTE THAT THE AMOUNT ON PAGE 1, PART I, LINE 27A DOES NOT REPRESENT THE RESULTS FROM MOODY GARDENS OPERATIONS BECAUSE IT INCLUDES NON-OPERATING INCOME AND EXPENSES. PLEASE REFER TO THE CALCULATION ON STATEMENT A.



**MOODY
NATIONAL
BANK**

MEMBER FDIC



2302 Post Office Street
Galveston, TX 77550

ASSETS DISPOSED

MOODY GRDNS INC-J. JORDAN ENDOWMENT
ACCOUNT 1850085100

FOR THE PERIOD 10/01/12 THROUGH 09/30/13

PAGE: 136

<u>DATE</u>	<u>PAR VALUE OR SHARES</u>	<u>DESCRIPTION</u>	<u>PROCEEDS</u>	<u>ADJUSTED COST</u>	<u>REALIZED GAIN/LOSS</u>
03/25/13	20.0000	ADOBE SYS INC	842.12	556.86-	285.26
12/19/12	75.0000	ALTRIA GROUP INC	2,486.53	1,854.54-	631.99
02/01/13	40.0000	ANHEUSER-BUSCH INBEV SPONS ADR	3,724.44	2,303.64-	1,420.80
12/19/12	110.0000	ARCH COAL INC	829.18	1,683.88-	854.70-
07/02/13	5.0000	CELGENE CORP	593.49	194.59-	398.90
03/25/13	100.0000	CENTERPOINT ENERGY INC	2,298.68	3,777.48-	1,478.80-
01/15/13	15.0000	CHURCH & DWIGHT INC	834.18	510.75-	323.43
02/15/13	25,000.0000	CITY NATL CORP 5.125% 2/15/13	25,000.00	24,776.00-	224.00
12/18/12	25.0000	CVS CAREMARK CORP	1,213.35	778.61-	434.74
10/15/12	75.6400	FHLMC GD PL #E01085 5.500% 12/01/16	75.64	74.39-	1.25
11/15/12	68.5800	FHLMC GD PL #E01085 5.500% 12/01/16	68.58	67.44-	1.14
12/17/12	52.4100	FHLMC GD PL #E01085 5.500% 12/01/16	52.41	51.54-	0.87
01/15/13	50.9100	FHLMC GD PL #E01085 5.500% 12/01/16	50.91	50.07-	0.84
02/15/13	46.1800	FHLMC GD PL #E01085 5.500% 12/01/16	46.18	45.41-	0.77
03/15/13	52.7700	FHLMC GD PL #E01085 5.500% 12/01/16	52.77	51.90-	0.87
04/15/13	60.2000	FHLMC GD PL #E01085 5.500% 12/01/16	60.20	59.20-	1.00
05/15/13	78.0400	FHLMC GD PL #E01085 5.500% 12/01/16	78.04	76.75-	1.29
06/17/13	57.4300	FHLMC GD PL #E01085 5.500% 12/01/16	57.43	56.48-	0.95
07/15/13	40.7100	FHLMC GD PL #E01085 5.500% 12/01/16	40.71	40.04-	0.67
08/15/13	46.9400	FHLMC GD PL #E01085 5.500% 12/01/16	46.94	46.16-	0.78



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2302 Post Office Street
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ASSETS DISPOSED

MOODY GRDNS INC-J. JORDAN ENDOWMENT
ACCOUNT: 1850085100

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FOR THE PERIOD 10/01/12 THROUGH 09/30/13

<u>DATE</u>	<u>PAR VALUE OR SHARES</u>	<u>DESCRIPTION</u>	<u>PROCEEDS</u>	<u>ADJUSTED COST</u>	<u>REALIZED GAIN/LOSS</u>
09/16/13	56.3400	FHLMC GD PL #E01085 5.500% 12/01/16	56.34	55.41-	0.93
		TOTAL FHLMC GD PL #E01085 5.500% 12/01/16	686.15	674.79-	11.36
05/29/13	26.0000	FIRSTENERGY CORP	1,104.49	1,307.04-	202.55-
07/02/13	10.0000	GILEAD SCIENCES INC	514.61	143.55-	371.06
12/17/12	50.0000	HARRIS CORP DEL	2,454.72	2,109.04-	345.68
12/17/12	50.0000	HEWLETT PACKARD CO	721.84	2,257.15-	1,535.31-
05/21/13	45.0000	KOHL'S CORP	2,351.10	2,304.95-	46.15
07/12/13	0.1250	MALLINCKRODT PLC	5.26	3.48-	1.78
07/02/13	65.0000	PFIZER INC	1,848.75	2,549.42-	700.67-
10/12/12	24,911.7700	SEI DAILY INCOME TR PRIME OBL #34	24,911.77	24,911.77-	0.00
10/25/12	876.8700	SEI DAILY INCOME TR PRIME OBL #34	876.87	876.87-	0.00
11/20/12	2,453.9500	SEI DAILY INCOME TR PRIME OBL #34	2,453.95	2,453.95-	0.00
11/27/12	877.6700	SEI DAILY INCOME TR PRIME OBL #34	877.67	877.67-	0.00
12/17/12	1,451.4200	SEI DAILY INCOME TR PRIME OBL #34	1,451.42	1,451.42-	0.00
12/24/12	881.6700	SEI DAILY INCOME TR PRIME OBL #34	881.67	881.67-	0.00
01/09/13	5,460.1400	SEI DAILY INCOME TR PRIME OBL #34	5,460.14	5,460.14-	0.00
01/14/13	3,366.9700	SEI DAILY INCOME TR PRIME OBL #34	3,366.97	3,366.97-	0.00
01/15/13	112.8100	SEI DAILY INCOME TR PRIME OBL #34	112.81	112.81-	0.00



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ASSETS DISPOSED

MOODY GRDNS INC-J. JORDAN ENDOWMENT
ACCOUNT: 1850085100

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FOR THE PERIOD 10/01/12 THROUGH 09/30/13

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	ADJUSTED COST	REALIZED GAIN/LOSS
01/23/13	1,423.6400	SEI DAILY INCOME TR PRIME OBL #34	1,423.64	1,423.64-	0.00
01/25/13	895.5500	SEI DAILY INCOME TR PRIME OBL #34	895.55	895.55-	0.00
02/12/13	1,538.7000	SEI DAILY INCOME TR PRIME OBL #34	1,538.70	1,538.70-	0.00
02/21/13	25.0000	SEI DAILY INCOME TR PRIME OBL #34	25.00	25.00-	0.00
02/22/13	24,670.6300	SEI DAILY INCOME TR PRIME OBL #34	24,670.63	24,670.63-	0.00
02/26/13	900.2900	SEI DAILY INCOME TR PRIME OBL #34	900.29	900.29-	0.00
03/12/13	24,991.3500	SEI DAILY INCOME TR PRIME OBL #34	24,991.35	24,991.35-	0.00
03/25/13	911.6200	SEI DAILY INCOME TR PRIME OBL #34	911.62	911.62-	0.00
03/26/13	1,630.5900	SEI DAILY INCOME TR PRIME OBL #34	1,630.59	1,630.59-	0.00
04/25/13	921.2800	SEI DAILY INCOME TR PRIME OBL #34	921.28	921.28-	0.00
05/24/13	931.8000	SEI DAILY INCOME TR PRIME OBL #34	931.80	931.80-	0.00
06/26/13	850.8700	SEI DAILY INCOME TR PRIME OBL #34	850.87	850.87-	0.00
07/02/13	2,762.4900	SEI DAILY INCOME TR PRIME OBL #34	2,762.49	2,762.49-	0.00
07/26/13	920.9800	SEI DAILY INCOME TR PRIME OBL #34	920.98	920.98-	0.00
08/26/13	921.8500	SEI DAILY INCOME TR PRIME OBL #34	921.85	921.85-	0.00
09/25/13	11,460.4500	SEI DAILY INCOME TR PRIME OBL #34	11,460.45	11,460.45-	0.00
		TOTAL SEI DAILY INCOME TR PRIME OBL #34	116,150.36	116,150.36-	0.00
01/09/13	100.0000	STAPLES INC	1,185.21	1,902.63-	717.42-
12/17/12	25.0000	TE CONNECTIVITY LIMITED	906.69	321.53-	585.16
10/23/12	75.0000	TECO ENERGY INC	1,343.03	1,387.04-	44.01-
10/26/12	25.0000	WHIRLPOOL CORPORATION	2,247.33	1,255.61-	991.72
		TOTAL ASSETS DISPOSED	169,341.51	168,802.94-	538.57

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



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ASSETS DISPOSED

MOODY GARDENS-HOPE THERAPY RESERVE
ACCOUNT: 1850089800

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FOR THE PERIOD 10/01/12 THROUGH 09/30/13

<u>DATE</u>	<u>PAR VALUE OR SHARES</u>	<u>DESCRIPTION</u>	<u>PROCEEDS</u>	<u>ADJUSTED COST</u>	<u>REALIZED GAIN/LOSS</u>
10/01/12	7.4000	FIDELITY CONTRAFUND INC #22	589.62	476.42-	113.20
04/02/13	20.8040	FIDELITY CONTRAFUND INC #22	1,736.12	1,339.39-	396.73
07/01/13	26.3430	FIDELITY CONTRAFUND INC #22	2,255.99	1,736.77-	519.22
		TOTAL FIDELITY CONTRAFUND INC #22	4,581.73	3,552.58-	1,029.15
12/31/12	54.0220	INVESCO COMSTOCK FUND-Y	946.46	775.84-	170.62
04/02/13	76.0390	INVESCO COMSTOCK FUND-Y	1,502.53	1,092.03-	410.50
07/01/13	9.6660	INVESCO COMSTOCK FUND-Y	200.56	142.96-	57.60
		TOTAL INVESCO COMSTOCK FUND-Y	2,649.55	2,010.83-	638.72
10/01/12	420.5770	SEI CORE FIXED INCOME (64)	4,895.52	4,771.33-	124.19
12/31/12	601.0740	SEI CORE FIXED INCOME (64)	7,002.51	6,858.16-	144.35
		TOTAL SEI CORE FIXED INCOME (64)	11,898.03	11,629.49-	268.54
10/25/12	172.0700	SEI DAILY INCOME TR PRIME OBL #34	172.07	172.07-	0.00
11/23/12	7,000.0000	SEI DAILY INCOME TR PRIME OBL #34	7,000.00	7,000.00-	0.00
11/27/12	172.5200	SEI DAILY INCOME TR PRIME OBL #34	172.52	172.52-	0.00
12/24/12	174.7900	SEI DAILY INCOME TR PRIME OBL #34	174.79	174.79-	0.00
01/25/13	179.4200	SEI DAILY INCOME TR PRIME OBL #34	179.42	179.42-	0.00
02/26/13	180.6400	SEI DAILY INCOME TR PRIME OBL #34	180.64	180.64-	0.00
03/25/13	183.4700	SEI DAILY INCOME TR PRIME OBL #34	183.47	183.47-	0.00
04/25/13	185.4700	SEI DAILY INCOME TR PRIME OBL #34	185.47	185.47-	0.00
05/22/13	7,728.0000	SEI DAILY INCOME TR PRIME OBL #34	7,728.00	7,728.00-	0.00
05/23/13	6,873.0000	SEI DAILY INCOME TR PRIME OBL #34	6,873.00	6,873.00-	0.00
05/24/13	199.9700	SEI DAILY INCOME TR PRIME OBL #34	199.97	199.97-	0.00
06/26/13	192.1400	SEI DAILY INCOME TR PRIME OBL #34	192.14	192.14-	0.00
07/26/13	200.8000	SEI DAILY INCOME TR PRIME OBL #34	200.80	200.80-	0.00
08/26/13	199.9200	SEI DAILY INCOME TR PRIME OBL #34	199.92	199.92-	0.00



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ASSETS DISPOSED

MOODY GARDENS-HOPE THERAPY RESERVE
ACCOUNT: 1850089800

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FOR THE PERIOD 10/01/12 THROUGH 09/30/13

<u>DATE</u>	<u>PAR VALUE OR SHARES</u>	<u>DESCRIPTION</u>	<u>PROCEEDS</u>	<u>ADJUSTED COST</u>	<u>REALIZED GAIN/LOSS</u>
09/25/13	204.1500	SEI DAILY INCOME TR PRIME OBL #34	204.15	204.15-	0.00
		TOTAL SEI DAILY INCOME TR PRIME OBL #34	23,846.36	23,846.36-	0.00
12/31/12	4,064.4270	SEI GNMA FUND (47)	43,733.23	45,359.06-	1,625.83-
01/02/13	3.1380	SEQUOIA FUND	528.11	418.24-	109.87
04/03/13	1.7770	SEQUOIA FUND	331.06	236.84-	94.22
07/02/13	9.0210	SEQUOIA FUND	1,756.46	1,234.06-	522.40
		TOTAL SEQUOIA FUND	2,615.63	1,889.14-	726.49
04/02/13	36.8780	VANGUARD EQUITY INCOME-AD	2,059.62	1,532.68-	526.94
07/01/13	28.5980	VANGUARD EQUITY INCOME-AD	1,645.25	1,220.24-	425.01
		TOTAL VANGUARD EQUITY INCOME-AD	3,704.87	2,752.92-	951.95
		TOTAL ASSETS DISPOSED	93,029.40	91,040.38-	1,989.02

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

ATTACHMENT TO FORM 990-PF
Moody Gardens
Profit (Loss) from Operations
FYE 9/30/13

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	23,465,376
Theater Productions	4,674,409
Aquarium	5,565,473
Discovery Museum	1,548,367
Gift Shops	1,178,714
Rainforest	6,299,031
Education	549,097
Palm Beach	2,622,759
Convention Center	602,447
Golf Course	1,692,423
Interest Income	37,049
Miscellaneous	429,748

Total Revenue	48,664,893
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Expenses:

Program-Specific Services

Hotel	13,968,356
Theater Productions	1,180,933
Aquarium	2,117,750
Discovery Museum	300,996
Gift Shops	781,991
Rainforest	2,394,435
Education	283,123
Palm Beach	1,060,003
Convention Center	846,976
Golf Course	2,383,491

Total Program-Specific Services	25,318,054
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ATTACHMENT TO FORM 990-PF
Moody Gardens
Profit (Loss) from Operations
FYE 9/30/13

Support Services

Administration	8,561,759
Gardens	1,041,422
Central Plant	4,354,793
Human Resources	2,575,268
Repairs and Maintenance	1,083,277
Sales and Marketing	1,467,553
Operations	344,001
Central Purchasing	280,238
Security	230,900
Ticketing	693,761
Transportation	26,240
Visitor and Volunteer Services	70,839
Interest Expense	151,199

Total Support Services **20,881,250**

Total Expenses **46,199,304**

OPERATING PROFIT (LOSS) **2,465,589**

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

Add: Nonoperational Income

Grants from Moody Foundation	58,679,944
Interest Income On Grant Funds	4,189
Dividends & Interest On Therapy Endowment	38,428
Realized Gain on Securities in Therapy Endowment	2,528

Subtract: Nonoperational Expenses

Assets Transferred to Park Board	(9,133,024)
Assets Transferred to City of Galveston	(29,703)
Recordkeeping/Actuarial Fees for Therapy Endowment	(10,884)
Investment Management Agency Fee for Therapy Endowment	(2,245)
Other miscellaneous income	16,813

Change in Net Assets per Fin.Stmts and Line 27a of Form 990-PF **52,031,635**