

VILLAGE TOWERS

9655 & 9651 KATY FREEWAY, HOUSTON, TX 77024



Developed in 2019 and located in the growth corridor of West Houston within the prestigious Memorial Hedwig Village neighborhood, Village Towers is a Class-A mixed-use complex of office and ground level retail of iconic Houston restaurants. In a marketplace where professionals are increasingly working a hybrid schedule, Village Towers capitalizes on this trend by providing a highly amenitized building in a desirable neighborhood with upscale retail. A curtain wall of glass wraps around the towers, Azul marble sourced from Italy was used for lobby walls, and 4-inch thick granite paves the curbside sidewalk areas which provide a quality experience for office tenants and retail customers.

OFFERING DETAILS

Please note the costs associated with the offering. Please see the section titled "Compensation to the Depositor, the Trust Manager, the Master Tenant and their Affiliates" in the Memorandum for detailed cost information.

EQUITY: \$136,250,000

DEBT: \$74,500,000

MINIMUM 1031 INVESTMENT:
\$100,000 OR 100 CLASS A BENEFICIAL INTERESTS

MINIMUM CASH INVESTMENT:
\$25,000

TOTAL ACQUISITION: \$210,750,000

OFFERING SIZE:
136,250 CLASS A BENEFICIAL INTERESTS AT \$1,000 PER INTEREST

LTV: THE VILLAGE TOWERS ("THE PROJECT") IS LEVERAGED WITH A LOAN-TO-PURCHASE PRICE RATIO OF APPROXIMATELY 37.27% ($\$74,500,000 \div \$199,901,945$) ($\$210,750,000$ GROSS PRICE MINUS THE OPERATING RESERVES IN THE AMOUNT OF \$10,848,055), BASED ON THE PURCHASE PRICE FOR THE INTERESTS PAID BY THE HOLDERS. THE LOAN-TO-PURCHASE PRICE RATIO IS APPROXIMATELY 35.35% IF THE OPERATING RESERVES ARE INCLUDED IN THE HOLDER PURCHASE PRICE ($\$74,500,000 \div \$207,800,000$).

OWNERSHIP OBJECTIVES:* THE PRINCIPLE OBJECTIVES OF THE TRUST ARE TO (I) DISTRIBUTE THE HOLDERS RENT, AFTER PAYMENT OF EXPENSES, AND (II) PREPARE THE PROPERTY TO BE SOLD IN APPROXIMATELY 10 YEARS. SEE "BUSINESS PLAN" IN THE MEMORANDUM

*There is no assurance these objectives will be achieved. There can be no assurance that cash distributions will be made, and if made, there is no guarantee when they may be made or in what amount.

The Trust is speculative and prospective investors should be able to afford the loss of all or a substantial part of their investment. The Interests are subject to restrictions on transferability and resale and holders may have to hold their investment for an indefinite period of time. This is not an offer to sell securities. An offer to sell Class A beneficial ownership interests (the "Interests") of Moody Village Towers DST (the "Trust") may be made only pursuant to the Moody Village Towers DST Confidential Private Placement Memorandum, as amended and supplemented (the "Memorandum"). The information contained herein is qualified in its entirety by the Memorandum and the Memorandum contains more complete information regarding an investment in Interests.

Securities offered by Moody Securities, LLC, an affiliate of the Trust. Member FINRA/SIPC.



HOUSTON, TX

Home to 24 Fortune 500 headquarters, including Phillips 66, Sysco, Hewlett Packard, Enterprise Products, Conoco Phillips, Occidental Petroleum, Waste Management, KBR, and Academy Sports & Outdoors.

According to CoStar, the Houston metropolitan area is the fifth largest in the U.S. Its young population, affordability, warm climate, low taxes, generally pro-business environment, diversity, and culture continue to attract new residents.

The year 2021 ranked as the best job growth year on record for Houston, as the metro added 159,700 jobs. Houston has averaged around 65,000 new jobs annually from 2010 to 2019. Employment growth is anticipated to surpass the national benchmark over the next five years.¹

1. CoStar Office Submarket Report - Katy Freeway East - Houston, TX as of July 20, 2022

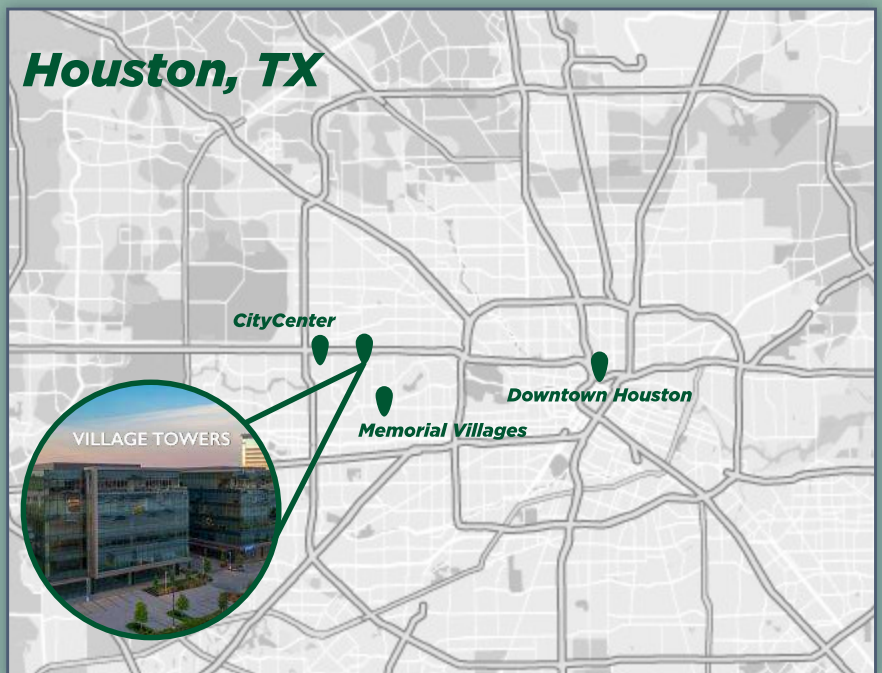
SUBMARKET

The property is located the eastern sector of the Memorial Submarket. The neighborhood includes upscale lodging in Hotel ZaZa Memorial City and the Westin Houston Memorial City. Retail uses within this half of the neighborhood includes Memorial City Mall with Target, Macy's, as well as Cinemark Theater and various regional and local business. Also located in this segment of the neighborhood is the Memorial Herman Memorial City Medical Center with 444 licensed beds and 1,400 affiliated medical staff physicians.

More specifically, the Property is located in Hedwig Village, which is approximately 0.9 square miles in size.¹ In 2019, the median property value in Hedwig Village equaled \$1.19M.²

1. https://www.thecityofhedwigvillage.com/page/city_location

2. <https://datausa.io/profile/geo/hedwig-village-tx#:~:text=In%202019%2C%20the%20median%20property,was%20%20cars%20per%20household.>



OFFICE TENANTS



An American private equity firm, specializing in the energy industry, particularly oil & gas. To date, EnCap has raised 22 institutional funds and more than \$38 billion in capital commitments. www.encapinvestments.com/



2nd MD is a revolutionary online resource that connects consumers with the nation's leading medical specialists for second opinions. www.2nd.md/



Formed in 2014, Solaris Oilfield Infrastructure redefines wellsite performance and sets new standards for the oil and gas industry through game-changing technologies and customer-centric support. They are a forward-thinking, growth-oriented company that offer modern solutions to traditional challenges that deliver results project after project.



(NASDAQ: IBTX) Voted as one of the best banks in America in 2021 by Forbes magazine. www.independent-bank.com/



Founded in 1868, Frost Bank is a Texas-chartered bank based in San Antonio with 155 branches and 1,200 automated teller machines, all of which are in Texas. <https://www.frostbank.com/>



Headquartered in the Property. Moody is a full-service commercial real estate firm that has provided real estate investment programs to over 8,000 investors nationwide for a total capitalization of over \$2.1 billion. The firm has served as one of the highest volume intermediaries of commercial real estate capital in the country. www.moodynational.com



SEP Permian LLC, known as Spur Energy Partners was formed by management in 2019 with a commitment from KKR and is focused on delivering superior long-term investor returns by acquiring and developing oil and gas assets with base production and substantial low-cost development inventory across the Lower 48. www.spurenergy.com/



Veritex Community Bank (NASDAQ: VBTX) was named as one of Fortune's 100 Fastest Growing Companies in 2020 & 2021. veritexbank.com/



Hilltop Residential is a vertically integrated multifamily real estate investment and management company. Since its inception in 2017, Hilltop Residential has acquired and manages 23 apartment communities 6,200 units located across major Texas, Florida, and Georgia markets. www.livehilltop.com/



(NYSE: PLD) ProLogis was formed through the merger of AMB Property Corporation and ProLogis in June 2011, which made Prologis the largest industrial real estate company in the world. www.prologis.com/

VILLAGE TOWERS

RETAIL TENANTS

MASRAFF'S

One of Houston's most iconic restaurant, has been recognized by Wine Spectator for its extensive wine collection, honored for its fine contemporary cuisine, and celebrated for meticulously crafted cocktails and rare spirits. MASRAFF'S is the popular choice of locals and international visitors who enjoy fine Euro-American dining, unmatched in the region. <https://www.masraffs.com/>



Tinys Milk & Cookies

An extension of the highly successful Tiny Boxwoods™ in the West University neighborhood of Houston, Tinys Milk and Cookies™ satisfies the growing appetite for fresh cookies, pastries and coffee. <https://tinysmilkandcookies.com/>

SINCE 1978
TREEBEARDS
DOING *Southern* FRESH

Enjoyed by Houstonians for over 40 years, Treebeards™ is a renown local restaurant featuring fresh southern cuisine. <https://treebeards.com/>

Texadelphia

First established in Austin, TX in 1981, Texadelphia™ features award winning queso and house made sauces. <https://texadelphia.com/>

C · BEAN & BOTTLE ·
COFFEE | WINE ·

Craft Coffee and a team of wine sommeliers serving Village Towers tenants and guests. <https://beanandbottletx.com/>



Belong is a neighborhood grab-n-go kitchen that employs adults with intellectual and developmental differences. <https://belongkitchenhtx.org/>

Investor Services Contact Information:

Moody Village Towers DST
9655 Katy Freeway, Ste 600
Houston, TX 77024
713-977-7500
800-510-7348
investorservices@moodynational.com

Investor Kit Requests:
kits@moodyscurities.com

Paperwork Submission:
paperwork@moodynational.com

MOODY VILLAGE TOWERS DST

KEY STATISTICS

Amenities	Restaurants, on-site conference center, fitness center, conference spaces
Walk Score	The Walk Score is high, most errands can be accomplished on foot ¹
Parking Ratio	4.19 spaces allowed per 1000 square feet
Floor Plate Size	Village Towers was built to optimal floor plate size according to the architecture firm
Natural Light	Curtain wall glass provides floor to ceiling windows in all suites
Outdoor Spaces with Wifi	7 outdoor spaces with Wifi
Smart Apps for Service	Kastle Presence provides all access control and tenant communication. The second and third floor of the parking structure have availability indicator lights for parking spaces.
Quality of Work Life	The aesthetically pleasing complex and morning, noon, and nighttime amenities provide a high quality of working life for office tenants

1. <https://www.loopnet.com/Listing/9655-Katy-Fwy-Houston-TX/23772450/>

SPONSOR BACKGROUND

Moody National Companies was founded as Moody National Mortgage Corporation in 1996. Since that time, Moody has evolved into a full-service commercial real estate firm with several divisions described below.*

MOODY NATIONAL MORTGAGE CORPORATION has closed over 200 transactions in 40 states, securing approximately \$2 billion in debt, equity, and structured financing. In addition, Moody National Mortgage Corporation pioneered the transition from a correspondent model to a client-representative model in the mortgage banking space.

MOODY NATIONAL DEVELOPMENT COMPANY, L.P. develops properties through meticulous attention to detail with a commitment to quality. Moody National Development has completed projects across a range of commercial asset classes.

MOODY NATIONAL MANAGEMENT L.P. and affiliates provide professional property management services designed to maximize operational efficiencies while delivering a quality environment for tenants. Moody National Management, with its affiliates, has operated over 4,500 apartment units and 1.2M SF of class A office space. Moody National Hospitality Management, a subsidiary of Moody National Management, has overseen over 65 hotels throughout the United States.

MOODY NATIONAL REALTY COMPANY, L.P. and its affiliates have raised equity from approximately 9,000 investors through privately offered real estate programs and two publicly registered Lifecycle REITs for a total capitalization of approximately \$2.2B. In addition, Moody National Realty Company and its affiliates have acquired more than 70 hotels throughout the United States.

MOODY NATIONAL TITLE COMPANY, L.P. plays a critical role in real estate transactions due to its involvement from contract to closing. Underwritten by a nationally-recognized title insurance company, Moody National Title Company has closed complex transactions of numerous product types across the nation.

MOODY NATIONAL INSURANCE AGENCY, LLC is currently providing coverage for assets in excess of \$1 billion. By capitalizing on economies of scale and relationships with the premier insurance providers, Moody National Insurance Agency offers property and casualty insurance at competitive market premiums.

MOODY NATIONAL ADVISOR II, LLC serves programs sponsored by Moody National Companies, including Moody National REIT II Inc. This entity is responsible for the day-to-day activities of Moody National REIT II, and for implementing the investment strategy. In addition, this entity also researches, identifies, reviews and makes investments in and dispositions of real estate assets.

MOODY NATIONAL EXCHANGE, LLC has assembled a team of skilled professionals with legal, accounting, and real estate experience who are committed to providing each client with the highest levels of service and attention. Moody National Exchange is an expert in all facets of tax-deferred strategies, including delayed, reverse, and multiple property exchanges.

** Prior performance of the Moody National Companies is not indicative of future results.*



IMPORTANT RISK DISCLOSURE

An investment in Interests involves substantial risk including, but not limited to, the following: The Trust is speculative and prospective investors should be able to afford the loss of all or a substantial part of their investment. • There will be no public market for the Interests. • The Interests are subject to restrictions on transferability and resale and holders may have to hold their investment for an indefinite period of time. • Delaware statutory trusts are a relatively recent vehicle for real estate investment and are inflexible vehicles to own real Property. • Investors will have no voting rights or control over management of the Trust or The Village Towers (the "Property"). • There is no guarantee that investors will receive any return. • The performance of the Trust will depend on the Property's ability to generate rent. • The property will be subject to the risks generally associated with the acquisition, ownership, financing and operation of real estate including, without limitation, environmental concerns, competition, occupancy, easements and restrictions and other real estate related risks. • An investment in the Trust will not be diversified. • The manager for the Trust (the "Trust Manager") and its Affiliates will receive substantial compensation in connection with the Offering of Interests and operation of the Project. • The Trust Manager is a newly formed entity with no history of operations, no experience managing Delaware statutory trusts and limited capital. • An investment in the Interests involves certain tax risks. • The uncertain impact of the COVID-19 virus. • Potential adverse impacts due to inflation and rising interest rates on the Trust's operations. • The Project was acquired from affiliates of the Trust. • There may be conflicts of interest among the Trust Manager, the master tenant and their affiliates. • Recent geopolitical conflicts and the potential for cyber attacks have created an air of uncertainty concerning the security and stability of the United States economy. See the Memorandum for more details.

The offering of Interests in the Trust will not be registered under the Securities Act of 1933 (the "Securities Act") or the securities laws of any state and are being offered and sold in reliance on exemptions from the registration requirements of the Securities Act and such state laws. Certain disclosure requirements which would have been applicable if the Interests were registered are not required to be met. Neither the Securities and Exchange Commission nor any other federal or state agency has passed upon the merits of or given their approval to the Interests, the terms of the Offering or the accuracy or completeness of the Memorandum. Securities offered through Moody Securities, LLC, a member of FINRA and SIPC. The information contained herein is not an offer or a solicitation related to the sale of any securities. Such an offer or solicitation can be made only through the Memorandum, which is always controlling and supersedes the information contained herein in its entirety. The information contained herein is not to be construed as tax or legal advice, as neither Moody Securities, LLC, nor any of its associated persons are qualified tax or legal professionals. Subject to certain regulatory requirements, the information contained herein is confidential, and only for the use of its intended recipient(s).

NEITHER THE ATTORNEY GENERAL OF THE STATE OF NEW YORK NOR ANY OTHER STATE REGULATORS HAVE PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

Not a deposit - Not FDIC Insured - Not Bank Guaranteed - May Lose Value

Date of First Use: December 15, 2022