MOODY NATIONAL REIT II, INC.
SUPPLEMENT NO. 9 DATED JANUARY 15, 2016
TO THE PROSPECTUS DATED JANUARY 20, 2015

This document supplements, and should be read in conjunction with, our prospectus dated January 20, 2015 relating to our offering of up to $1,100,000,000 in shares of our common stock. This Supplement No. 9 supersedes and replaces all prior supplements to our prospectus. Terms used and not otherwise defined in this Supplement No. 9 shall have the same meanings as set forth in our prospectus. The purpose of this Supplement No. 9 is to disclose:

- the status of our public offering;
- our board of directors' determination of an estimated value per share;
- a description of our property;
- selected financial data;
- information regarding our indebtedness;
- information regarding our distributions;
- information regarding redemption of our shares;
- compensation paid to our advisor and its affiliates;
- an update to our suitability standards with respect to investors in Massachusetts and New Jersey;
- an update to our subscription agreement;
- a clarification to the section of our prospectus entitled "Description of Capital Stock— Meetings, Special Voting Requirements and Access To Records;"
- an update to our plan of distribution;
- an amendment to our Dealer Manager Agreement to allow participating dealers to elect the timing of payments of selling commissions;
- an update to our prior performance summary and prior performance tables;
- information on experts;
- our Current Report on form 8/K-A filed on December 30, 2015, containing certain financial information about the Residence Inn Austin (defined herein); and
- our Quarterly Report on Form 10-Q for the period ended September 30, 2015.

Status of Our Public Offering

We commenced our initial public offering of up to $1,100,000,000 in shares of our common stock on January 20, 2015. The terms of our public offering required us to deposit all subscription proceeds in escrow pursuant to the terms of our escrow agreement with UMB Bank, N.A., our escrow agent, until the earlier of the date that we receive subscriptions aggregating at least $2,000,000 (including shares purchased by our sponsor, its affiliates and our directors and officers) or January 20, 2016. On July 2, 2015, we received subscriptions aggregating $2,000,000, and the subscription proceeds held in escrow were released to us. As of January 8, 2016, we had received and accepted investors' subscriptions for and issued 532,468 shares of our common stock in our public offering, including 1,945 shares issued pursuant to our distribution reinvestment plan, resulting in gross offering proceeds of approximately $13,263,077.

Our Board of Directors' Determination of an Estimated Value Per Share

On November 12, 2015, our board of directors determined an estimated value per share of our common stock of $25.03 as of October 31, 2015. In determining an estimated value per share of our common stock, our board of directors relied upon information provided in a report, which we refer to as the valuation report, by our advisor, the recommendation of the audit committee of the board of directors, and the board of directors' experience with, and knowledge of our assets, including the hotel property that we own, as of October 31, 2015.

We are providing the estimated value per share to assist broker-dealers and stockholders in evaluating us. The objective of the board of directors in determining the estimated value per share was to arrive at a value, based on recent available data, that it believed was reasonable based on methods that it deemed appropriate after consultation with our advisor and the audit committee of the board of directors. The estimated value per share is based on (x) the estimated value of our assets less the estimated value of our liabilities divided by (y) the number of outstanding shares of our common stock, all as of October 31, 2015. We intend to determine an updated estimated value per share every year on or about the last day of our fiscal year, or more frequently in the sole discretion of the board of directors, which may be substantially different than the value determined as of October 31, 2015.

Investors are cautioned that the market for commercial real estate can fluctuate quickly and substantially and values of our assets and liabilities are expected to change in the future. Investors should also consider that we are in the very early stages of raising capital in our continuous public offering and as of October 31, 2015, the valuation date, we owned only one real property asset. As and when we continue to raise capital from the sale of shares of our common stock in our continuous public offering and to invest in additional real estate properties, our assets and liabilities, and the value per share of our common stock, will vary significantly from the values as of October 31, 2015.

The following is a summary of the valuation methods used for our assets and liabilities:

Real Estate Investments. As of October 31, 2015, we held an ownership interest in the hotel commonly known as the Residence Inn Austin University Area, in Austin, TX, or the Residence Inn Austin, as our sole real property asset. Our board of directors determined that the market value of the Austin property was $27,500,000 as of that date. This determination was based on an appraisal of the "market value – as is" as of July 29, 2015 of the Austin property performed by Landauer Valuation & Advisory, a division of Newmark Grubb Knight Frank, or Landauer, a third party appraiser, in connection with the underwriting of the mortgage secured by the Residence Inn Austin. The appraisal was conducted to conform with applicable federal laws and professional standards, including 12 C.F.R. 564 and Standards Rule 2-2(a) of the Uniform Standards of Professional Appraisal Practice. The purchase price for the Residence Inn Austin was $25,500,000, exclusive of closing costs.

Note Payable. The valuation report contained an estimated valuation of our note payable as equal to the carrying value as of October 31, 2015, as determined by generally accepted accounting principles. Our board of directors determined that the value of the note payable on October 31, 2015 was $16,575,000.

Other Assets and Liabilities. The valuation report contained our other assets and liabilities, consisting primarily of cash and cash equivalents, restricted cash, deferred costs, accounts receivable, and prepaid expenses and other assets. The carrying value of these other assets and liabilities were considered by our board of directors to be equal to fair value as of October 31, 2015 due to their short maturities.

Estimated Value Per Share. The estimated value per share was based upon 319,261 shares of our common stock outstanding as of October 31, 2015. Although the estimated value per share has been developed as a measure of value as of October 31, 2015, a specific time, the estimated value per share does not reflect a liquidity discount for the fact that the shares are not currently traded on a national securities exchange or the limited nature in which a stockholder may redeem shares under the share repurchase program (as may be amended from time to time), a discount for the non-assumability or prepayment obligations associated with certain of our debt, or a discount for the our corporate level overhead.

The following table presents how the estimated value per share was determined as of October 31, 2015:

Investments in hotel properties	$	27,500,000
Cash, cash equivalents and restricted cash		1,388,942
Other assets		504,172
		29,393,114
Note payable		16,575,000
Other liabilities		4,825,444
Special limited partnership interests		1,000
		21,401,444
Estimated value	$	7,991,670
Common stock outstanding		319,261
Estimated value per share	$	25.03

As of October 31, 2015, our estimated value per share was allocated on a per share basis as follows:

Investments in hotel properties	$	86.14
Note payable		(51.92)
Other assets, liabilities and special limited partnership interests		(9.19)
Estimated value per share	$	25.03

Material Assumptions in Property Valuation. Landauer made certain key assumptions in the discounted cash flow models that it used to value the Residence Inn Austin, which are set forth below:

Direct capitalization – capitalization rate	9.00%
Yield capitalization – discount rate	11.75%
Yield capitalization – terminal capitalization rate	9.25%

While we believe that Landauer's assumptions are reasonable, a change in these assumptions would significantly impact the appraised value of the Residence Inn Austin property and thus, our estimated value per share. The table below illustrates the impact on the estimated value per share if the capitalization rates and discount rate listed above were increased or decreased by 2.5%, assuming all other factors remain unchanged:

	Increase (Decrease) in the Estimated Value per Share due to	
	Decrease of 2.5%	Increase of 2.5%
Direct capitalization – capitalization rate	$ 27.22	$ 22.84
Yield capitalization – discount rate only	$ 26.60	$ 23.47
Yield capitalization – terminal capitalization rate only	$ 25.97	$ 24.09

Limitations of Valuation Method. Financial Industry Regulatory Authority, Inc., or FINRA, rules provided limited guidance on the methods an issuer must use to determine its estimated value per share. As with any valuation method, and as noted above, the methods used to determine our estimated value per share were based upon a number of assumptions, estimates and judgments that may not be accurate or complete. The estimated value per share determined by our board of directors is not a representation, warranty or guarantee that, among other things:

- a stockholder would be able to realize the estimated value per share if such stockholder attempts to sell his or her shares;
- a stockholder would ultimately realize distributions per share equal to the estimated value per share upon liquidation of our assets and settlement of our liabilities or a sale of us;
- shares of our common stock would trade at the estimated value per share on a national securities exchange;
- a third party would offer the estimated value per share in an arms-length transaction to purchase all or substantially all of the shares of our common stock; or
- the methods used to determine the estimated value per share would be acceptable to FINRA, under the Employee Retirement Income Security Act, the SEC or any state securities regulatory entity with respect to their respective requirements.

Further, the estimated value per share was calculated as of a particular moment in time and the value of our shares will fluctuate over time as a result of, among other things, future acquisitions or dispositions of assets (including acquisitions and dispositions of real estate investments since October 31, 2015), developments related to individual assets and changes in the real estate and capital markets.

Our Property

On September 25, 2015, Moody National REIT I, Inc. assigned to us all of its rights to and interests in the Agreement of Purchase and Sale for the acquisition of the Residence Inn Austin from an unaffiliated seller. On October 15, 2015, we assigned all of our right, title and interest in and to the Residence Inn Austin to Moody National Lancaster-Austin Holding, LLC, our indirect, wholly owned subsidiary, or Moody Holding.

On October 15, 2015, Moody Holding acquired fee simple title to the Residence Inn Austin. Moody Holding paid an aggregate cash purchase price of $25,500,000 for the Residence Inn Austin, which was financed with (1) a portion of the proceeds from our public offering and (2) the proceeds of a mortgage loan secured by the Residence Inn Austin with an aggregate principal amount of $16,575,000, or the property loan, from KeyBank National Association, or the Lender. See "Property Financing" below for an additional discussion of the property loan. In connection with the acquisition of the Residence Inn Austin, our advisor earned an acquisition fee of $382,500 and a debt financing fee of $165,750. The Residence Inn Austin is the only property that we currently own.

Description of Property

The Residence Inn Austin is a select-service hotel facility comprised of 112 guest rooms. The Residence Inn Austin opened on January 14, 2014, and benefits from its proximity to the University of Texas campus, Dell Children's Hospital, Seton Medical corporate headquarters and the Texas State Capitol.

Management currently has no plans to renovate the Residence Inn Austin. Management believes that the Residence Inn Austin is adequately covered by insurance and is suitable for its intended purposes. For federal income tax purposes, we estimate that the depreciable basis in the Residence Inn Austin will be approximately $21.2 million. We depreciate buildings based upon an estimated useful life of 39-40 years using the straight-line method. For 2014, the Residence Inn Austin paid real estate taxes of approximately $249,000 at a rate of approximately 2.4%

The Residence Inn Austin faces competition from other hotel properties located in the Austin, Texas market.

Leasing and Management of the Property

Moody Holding leases the Residence Inn Austin to Moody National Lancaster-Austin MT, LLC, an indirect, wholly-owned subsidiary of our operating partnership, or the Master Tenant, pursuant to a Hotel Lease Agreement between Moody Holding and Master Tenant, or the Hotel Lease. The Hotel Lease provides for a ten-year lease term, subject to a one-year extension in the event that the property loan is still in effect as of the end of the lease term; provided, however, that Moody Holding may terminate the Hotel Lease upon 45 days prior written notice to the Master Tenant in the event that Moody Holding contracts to sell the Residence Inn Austin to a non-affiliated entity, effective upon the consummation of such a sale of the Residence Inn Austin. Pursuant to the Hotel Lease, the Master Tenant will pay an annual base rent of $2,800,000 per year for the first five years of the term of the Hotel Lease. The annual base rent paid by Master Tenant will be adjusted as set forth in the Hotel Lease beginning in year six of the lease term. In addition, Master Tenant will pay an annual percentage rent, to the extent that such percentage rent is greater than the base rent due for such period, in an amount equal to (1) a fixed percentage of the Residence Inn Austin's gross revenues for the previous year (as set forth in the Hotel Lease), minus (2) the amount of the annual base rent paid for the previous year. The annual percentage rent will be adjusted as set forth in the Hotel Lease beginning in year six of the lease term.

The Master Tenant is party to a Relicensing Franchise Agreement, or the Franchise Agreement, with Marriott International, Inc., or Marriott, pursuant to which Marriott has granted Master Tenant a limited, non-exclusive license to establish and operate the Residence Inn Austin using certain of Marriott's proprietary marks and systems. The Franchise Agreement expires on January 14, 2034. Pursuant to the Franchise Agreement, the Master Tenant pays Marriott a monthly franchise fee equal to 6.0% of the Residence Inn Austin's gross room revenues (as defined in the Franchise Agreement) and a monthly marketing fund contribution fee equal to 2.5% of the Residence Inn Austin's gross room revenues.

Moody National Hospitality Management, LLC, an affiliate of our advisor, or the Property Manager, manages the Residence Inn Austin pursuant to a Hotel Management Agreement between the Property Manager and the Master Tenant, or the Management Agreement. Pursuant to the Management Agreement, the Master Tenant pays the Property Manager a monthly base management fee in an amount equal to 4.0% of the Residence Inn Austin's gross operating revenues (as defined in the Management Agreement) per fiscal year. Each month during the term of the Management Agreement and for one month following the termination of the Management Agreement, the Property Manager will also receive a $2,500 fee for providing centralized accounting services, which accounting services fee will be subject to annual increases based upon increases in the consumer price index. In addition, the Property Manager will receive a monthly revenue management services fee of $1,200. The Property Manager will also be eligible to receive additional fees for technical, procurement or other services provided by the Property Manager at the request of the Master Tenant. The Management Agreement has an initial ten-year term, and thereafter will automatically renew for four consecutive five-year terms unless Property Manager or Master Tenant provides written notice of termination at least 180 days prior to the end of the then-current term. Master Tenant may terminate the Management Agreement upon (1) a material breach, default, or noncompliance by Property Manager under the Management Agreement, (2) the operation of the Residence Inn Austin by the Property Manager in such a manner as to cause Marriott to require the removal of the Property Manager as the operator of the Residence Inn Austin or to give notice to the Master Tenant of its intent to terminate the Franchise Agreement, or (3) the Property Manager's bankruptcy, dissolution, insolvency or liquidation or general assignment for the benefit of creditors, subject to cure provisions as described in the Management Agreement. In the event that Master Tenant terminates the Management Agreement for any reason other than Property Manager's default or bankruptcy, the Master Tenant will pay the Property Manager a termination fee equal to the base management fee estimated to be earned by Property Manager for the remaining term of the Management Agreement, as adjusted for inflation and other factors. Notwithstanding the foregoing, so long as the property loan remains outstanding, the Master Tenant may terminate the Management Agreement at any time upon 30 days prior notice with or without cause, and no termination fee will be paid in connection with such termination.

Property Financing

In connection with the acquisition of the Residence Inn Austin, Moody Holding borrowed $16,575,000 from the Lender pursuant to the property loan. The property loan is evidenced by a promissory note issued pursuant to a Loan Agreement.

The entire unpaid principal balance of the property loan and all accrued and unpaid interest thereon and all other amounts due under the property loan are due and payable in full on November 1, 2025. Interest on the outstanding principal balance of the property loan accrues at a fixed per annum rate equal to 4.58%. In the event that, and so long as, any event of default has occurred and is continuing under the property loan, the outstanding principal balance of the property loan and any unpaid interest thereon will bear interest at a per annum rate equal to the lesser of (1) the highest interest rate permitted by applicable law and (2) 9.58%. In addition, in the event that any principal, interest or any other amount due under the property loan is not paid when due, Moody Holding will pay upon demand by the Lender a late charge in an amount equal to the lesser of (1) 5.0% of the amount of the overdue payment and (2) the maximum amount payable pursuant to applicable law. Moody Holding may, upon at least 30 days prior written notice, prepay the outstanding principle balance, plus all accrued interest and other amounts due, in full (but not in part) without payment of any penalty or premium on July 2, 2025 or any business day thereafter.

The performance of the obligations of Moody Holding under the property loan are secured by, among other things, a security interest in the Residence Inn Austin and other collateral granted to Lender pursuant to a Deed of Trust, Assignment of Leases and Rents, Security Agreement and Fixture Filing.

We have agreed to irrevocably and unconditionally guarantee the prompt and unconditional payment to the Lender and its successors and assigns of certain obligations and liabilities of Moody Holding and the Master Tenant for which they may be liable pursuant to the Loan Agreement.

Pursuant to an Environmental Indemnity Agreement, or the Environmental Indemnity, we and Moody Holdings, or the Indemnitors, have agreed to jointly and severally indemnify and hold harmless the Lender and its officers, directors, employees and agents, from and against any losses, damages, costs, claims, suits or other liabilities of any nature that the Lender may suffer or incur as a result of, among other things, (1) any presence of any hazardous substances at the Residence Inn Austin or release of hazardous substances from the Residence Inn Austin, (2) any activity by the Indemnitors or their respective affiliates or any tenant or occupant of the Residence Inn Austin in connection with any treatment, storage, release, removal, handling, transfer or transportation to or from the Residence Inn Austin of any hazardous substances, (3) any non-compliance or violations of any environmental laws or permits in connection with the Residence Inn Austin or its operations, and (4) any breach by the Indemntitors of any representation, warranty, covenant or other obligation relating to environmental laws or hazardous substances under the Environmental Indemnity or any other loan document.

Selected Financial Data

The following selected financial data should be read in conjunction with our consolidated financial statements and related notes thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, filed with the SEC on November 16, 2015, which is included as part of this prospectus supplement. Our historical results are not necessarily indicative of results for any future period.

Selected Financial Data	**As of September 30, 2015**	**As of December 31, 2014**
BALANCE SHEET DATA:		
Total assets	$ 6,114,024	$ 198,624
Total liabilities	857,396	—
Special limited partnership interests	1,000	1,000
Total equity	5,255,628	197,624

	Nine Months Ended September 30, 2015	**Period from July 25, 2014 through December 31, 2014**
STATEMENT OF OPERATIONS DATA:		
Total revenue	$ 18	$ —
Total expenses	45,410	2,376
Net loss attributable to common stockholders	(45,392)	(2,376)
STATEMENT OF CASH FLOWS DATA:		
Net cash used in operating activities	(5,421)	(2,376)
Net cash used in investing activities	(1,288,340)	—
Net cash provided by financing activities	5,430,911	201,000
OTHER DATA:		
Dividends declared	$ 55,239	$ —

Information Regarding Our Indebtedness

As of December 31, 2015, we had total outstanding indebtedness of $16,575,000, which was comprised exclusively of the outstanding principal balance on the note secured by the Residence Inn Austin.

Information Regarding Our Distributions

On July 2, 2015, our board of directors authorized and declared the payment of cash distributions to our stockholders. The distribution (1) accrues daily to our stockholders of record as of the close of business on each day commencing on August 1, 2015, (2) is payable in cumulative amounts on or before the 15th day of each calendar month with respect to the prior month, and (3) is calculated at a rate of $0.00479 per share of our common stock per day, a rate which, if paid each day over a 365-day period, is equivalent to a 7.0% annualized distribution rate based on a purchase price of $25.00 per share of our common stock.

The following table summarizes distributions paid in cash and pursuant to our distribution reinvestment plan for the three months ended September 30, 2015.

Period	Cash Distribution	Distribution Paid Pursuant to DRP(1)	Total Amount of Distribution	Net Cash Used In Operations
Third Quarter 2015	$ 16,959	$ 5,838	$ 22,797	$ (5,421)
Total	$ 16,959	$ 5,838	$ 22,797	$ (5,421)

(1) Amount of distributions paid in shares of common stock pursuant to our distribution reinvestment plan.

For the nine months ended September 30, 2015, we paid $22,797 in distributions, including $5,838 in shares issued pursuant to our distribution reinvestment plan. We have paid no other distributions since inception. For the nine months ended September 30, 2015, we had a net loss of $45,392 and our net cash used in operations was $5,421. All distributions have been funded from offering proceeds.

Information Regarding Redemption of Our Shares

We have received no requests to redeem shares of our common stock pursuant to our share redemption program.

Compensation Paid to Our Advisor and its Affiliates

The following data supplements, and should be read in conjunction with, the section of our prospectus captioned "Management Compensation Table."

The following table summarizes the cumulative compensation, fees and reimbursements we paid to (or incurred with respect to) our advisor, Moody National Advisor II, LLC, and its affiliates, including the dealer manager, as of September 30, 2015.

Type of Fee or Reimbursement	As of September 30, 2015
Offering Stage:	
Selling commissions	$ 412,394
Dealer manager fees	116,212
Organization and offering expense reimbursement[(1)]	333,535
Operational Stage:	
Acquisition fee	—
Reimbursement of acquisition expenses to advisor	—
Financing coordination fee	—
Asset management fee	—
Property management fees	—
Property manager inventive fee	—
Operating expense reimbursement	—
Disposition Stage:	
Disposition fee	—

(1) As of September 30, 2015, our total offering costs were $938,854, comprised of $605,319 of offering costs incurred directly by us and $333,535 in offering costs incurred by us and reimbursable to our advisor.

Suitability Standards with Respect to Investors in Massachusetts and New Jersey

The following information should be read in conjunction with the discussion contained in the "Suitability Standards" section of our prospectus beginning on page i and Appendix B: Form of Subscription Agreement.

Massachusetts—Massachusetts investors may not invest more than 10% of their liquid net worth in us and in other illiquid direct participation programs.

New Jersey—New Jersey investors must have either (a) a minimum liquid net worth of at least $100,000 and a minimum annual gross income of not less than $85,000, or (b) a minimum liquid net worth of $350,000. For these purposes, "liquid net worth" is defined as that portion of net worth (total assets exclusive of home, home furnishings, and automobiles, minus total liabilities) that consists of cash, cash equivalents and readily marketable securities. In addition, a New Jersey investor's investment in us, our affiliates, and other non-publicly traded direct investment programs (including real estate investment trusts, business development companies, oil and gas programs, equipment leasing programs and commodity pools, but excluding unregistered, federally and state exempt private offerings) may not exceed ten percent (10%) of his or her liquid net worth.

Update to Subscription Agreement

We have updated our subscription agreement to add the suitability standards for Massachusetts and New Jersey and to reflect the fact that we have raised the $2,000,000 minimum offering amount. A copy of our updated form subscription agreement, which supersedes and replaces the form of subscription agreement filed as Appendix B to our prospectus, is attached to this supplement as Exhibit A.

Clarification to "Description of Capital Stock— Meetings, Special Voting Requirements and Access To Records"

The following disclosure is a clarification to the "Description of Capital Stock— Meetings, Special Voting Requirements and Access To Records" section on page 84 of our prospectus:

In connection with the mailing of a stockholder list to a requesting stockholder, the copy of the stockholder list will be printed in alphabetical order, on white paper, and in a readily readable type size (in no event smaller than ten-point type). We may impose a reasonable charge for expenses incurred in reproduction pursuant to a stockholder request.

Update to "Plan of Distribution"

The following disclosure is inserted as a new subsection following the subsection entitled "Plan of Distribution—Sales Commissions and Volume Discounts" on page 117 of our prospectus:

"**Special Notice to Washington Investors**

We will not sell any shares to Washington investors unless we raise a minimum of $25,000,000 in gross offering proceeds. In the event we do not raise gross offering proceeds of $25,000,000, we will promptly return all funds held in escrow for the benefit of Washington investors (in which case, Washington investors will not be required to request a refund of their investment). Pending satisfaction of this condition, all Washington subscription payments will be placed in an account held by our escrow agent, UMB Bank, N.A., in trust for Washington subscribers' benefit, pending release to us. Until we have raised $25,000,000, Washington investors should make their checks payable to 'UMB Bank, N.A., as escrow agent for Moody National REIT II, Inc.' Once we have raised $25,000,000, Washington investors should make their checks payable to 'Moody National REIT II, Inc.'"

The Ability of Participating Dealers to Elect the Timing of Payment of Selling Commissions

The following should be read in conjunction with the "Plan of Distribution" section of our prospectus.

We pay selling commissions of up to 7% of gross offering proceeds from the sale of shares in the primary offering (all of which will be reallowed to participating broker-dealers), subject to reductions based on volume and for certain categories of purchasers. On January 15, 2016, we amended our Dealer Manager Agreement to allow a participating broker-dealer to elect to receive the 7% selling commission at the time of sale or elect to have the selling commission paid on a trailing basis as agreed between the dealer manager and the participating dealer. In no event will the selling commission paid exceed 7%. The total amount of all items of compensation from any source payable to our dealer manager and the soliciting dealers will not exceed 10% of the gross proceeds from our primary offering. We will have no obligation to pay the trailing selling commission if the applicable shares are no longer outstanding or total underwriting compensation paid by us will exceed 10% of the gross offering proceeds from our primary offering.

The dealer manager fee remains 3% of the gross proceeds on sales by a participating broker-dealer in our primary offering. No sales commissions will be paid for sales pursuant to our distribution reinvestment plan.

Recent U.S. Federal Income Tax Legislation

The following disclosure should be read in conjunction with, and supplements as appropriate, the disclosures contained in the section of our prospectus titled "Federal Income Tax Considerations."

On December 18, 2015, President Obama signed into law the Consolidated Appropriations Act, 2016, an omnibus spending bill, with a division referred to as the Protecting Americans From Tax Hikes Act of 2015 (the "Act"), which includes a number of important provisions affecting taxation of REITs and REIT shareholders.

Reduction in Permissible Holdings of TRS Securities. For taxable years beginning after 2017, the percentage of a REIT's total assets that may be represented by securities of one or more TRSs is reduced from 25% to 20%.

Prohibited Transaction Safe Harbors. REITs are subject to a 100% tax on net income from "prohibited transactions," i.e., sales of dealer property (other than "foreclosure property"). These rules also contain safe harbors under which certain sales of real estate assets will not be treated as prohibited transactions. One of the requirements for the current safe harbors is that (I) the REIT does not make more than seven sales of property (subject to specified exceptions) during the taxable year at issue, or (II) the aggregate adjusted bases (as determined for purposes of computing earnings and profits) of property (other than excepted property) sold during the taxable year does not exceed 10% of the aggregate bases in the REIT's assets as of the beginning of the taxable year, or (III) the fair market value of property (other than excepted property) sold during the taxable year does not exceed 10% of the fair market value of the REIT's total assets as of the beginning of the taxable year. If a REIT relies on clause (II) or (III), substantially all of the marketing and certain development expenditures with respect to the properties sold must be made through an independent contractor. A number of changes are made to the safe harbors:

- For taxable years beginning after December 18, 2015, clauses (II) and (III) are liberalized to permit the REIT to sell properties with an aggregate adjusted basis (or fair market value) of up to 20% of the aggregate bases in (or fair market value of) the REIT's assets as long as the 10% standard is satisfied on average over the three-year period comprised of the taxable year at issue and the two immediately preceding taxable years.
- For taxable years beginning after 2015, for REITs that rely on clauses (II) or (III), a TRS may make the marketing and development expenditures that previously had to be made by independent contractors.

Amendments To Preferential Dividend Rules. For distributions in taxable years beginning after 2014, the preferential dividend rules do not apply to "publicly offered REITs," i.e., REITs that are required to file annual and periodic reports with the SEC under the Securities Exchange Act of 1934. We are a publicly offered REIT.

Limitations on Designations of Dividends by REITs. The aggregate amount of dividends that may be designated by a REIT as qualified dividends or capital gain dividends will not exceed the dividends actually paid by the REIT. In addition, the Secretary of the Treasury is authorized to prescribe regulations or other guidance requiring proportionality of the designation of particular types of dividends. These provisions are effective for distributions in taxable years beginning after 2015.

Debt Instruments of Publicly Offered REITs and Mortgages Treated as Real Estate Assets. Debt instruments issued by publicly offered REITs (as defined above) will be treated as real estate assets for purposes of the 75% asset test. The application of the gross income tests to REIT debt instruments, however, will not change. For example, gain from the sale of debt of a publicly offered REIT will not be qualifying income under the 75% gross income test unless the debt is secured by real property. Under a new asset test, not more than 25% of the value of a REIT's assets may consist of debt instruments of publicly offered REITs. These provisions are effective for taxable years beginning after 2015.

Asset and Income Test Clarification Regarding Ancillary Personal Property. Under current law, rent attributable to personal property which is leased under, or in connection with, a lease of real property, is treated as rents from real property if the rent attributable to the personal property for the taxable year does not exceed 15% of the total rent for the taxable year for such real and personal property. Under new Section 856(c)(9)(A), to the extent rent attributable to personal property is treated as rents from real property, the personal property will be treated as a real estate asset for purposes of the 75% asset test. In the case of loans secured by both real and personal property, if the fair market value of the real property does not equal or exceed the "loan amount" at the time the REIT commits to make or acquire the loan, the loan is treated as a real estate asset only in part and interest income is treated as qualifying income for purposes of the 75% gross income test only in part. New Section 856(c)(9)(B) provides that debt obligation secured by a mortgage on both real and personal property will be treated as a real estate asset for purposes of the 75% asset test, and interest thereon will be treated as interest on an obligation secured by real property, if the fair market value of the personal property does not exceed 15% of the fair market value of all property securing the debt. Thus, there would be no apportionment for purposes of the asset tests or the gross income tests if the fair market value of personal property securing the loan does not exceed 15% of the fair market value of all property securing the loan. These provisions are effective for taxable years beginning after 2015.

Hedging Provisions. Under current law, income from hedging transactions that hedge certain REIT liabilities and currency risks are disregarded in applying the gross income tests. Section 856(c)(5)(G) is amended to add a new category of disregarded hedging income for taxable years beginning after 2015: income from hedging transactions entered into to hedge existing hedging positions after a portion of the hedged indebtedness or property is disposed of.

Modification of REIT Earnings and Profits Calculation To Avoid Duplicate Taxation. For taxable years beginning after 2015, the special earnings and profits rules in Section 857(d) are amended to ensure that shareholders will not be treated as receiving dividends from a REIT that exceed the earnings and profits of the REIT.

Treatment of Certain Services Provided by Taxable REIT Subsidiaries. There are several new rules relating to services provided by TRSs, all of which are effective for taxable years beginning after 2015:

- As noted above, the prohibited transaction tax safe harbors are amended to permit a TRS to provide certain services regarding development and marketing of properties that only independent contractors have been permitted to provide.
- TRSs will be permit to operate foreclosure property without terminating the property's status as foreclosure property.
- The 100% excise tax on non-arm's length transactions between a REIT and its TRS is sometimes summarized as applying to all such non-arm's length transactions but in fact only applies to "redetermined rents," "redetermined deductions" and "excess interest." The 100% tax will also apply to "redetermined services income," i.e., non-arm's-length income of a REIT's TRS attributable to services provided to, or on behalf of, the REIT (other than services provided to REIT tenants, which are potentially taxed as redetermined rents).

FIRPTA Changes. A number of changes applicable to REITs are made to the FIRPTA rules for taxing non-US persons on gains from sales of US real property interests ("USRPIs").

Exceptions from FIRPTA for Certain REIT Stock Gains and Distributions. There are a number new exceptions to taxation under FIRPTA:

- Sales of Publicly Traded REIT Stock - While stock of equity REITs that are not domestically controlled REITs generally are USRPIs subject to tax under FIRPTA, under current law, stock of a publicly traded corporation (including a REIT) is not treated as a USRPI in the hands of a person who has not held more that 5% of the stock of corporation at any time during the applicable testing period. For dispositions on or after December 18, 2015, the more than 5% threshold is increased to more than 10%. We are not publicly traded.
- REIT Capital Gain Dividends - Similarly, for distributions on or after December 18, 2015, the current stock ownership threshold for the rule in Section 897(h)(1) recharacterizing publicly traded REIT dividends attributable to gains from dispositions of USRPIs as ordinary dividends is increased from more than 5% to more than 10%. We are not publicly traded.

- Qualified Shareholders - Stock of a REIT held (directly or through partnerships) by a "qualified shareholder" will not be a USRPI, and capital gain dividends from such a REIT will not be treated as gain from sale of a USRPI, unless a person (other than a qualified shareholder) that holds an interest (other than an interest solely as a creditor) in such qualified shareholder owns, taking into account applicable constructive ownership rules, more than 10% of the stock of the REIT. If the qualified shareholder has such an "applicable investor," the portion of REIT stock held by the qualified shareholder indirectly owned through the qualified shareholder by the applicable investor will be treated as a USRPI, and the portion of capital gain dividends allocable to the applicable shareholder through the qualified investor will be treated as gains from sales of USRPIs. For these purposes, a "qualified shareholder" is foreign person which is in a treaty jurisdiction and satisfies certain publicly traded requirements, is a "qualified collective investment vehicle," and maintains records on the identity of certain 5% owners. A "qualified collective investment vehicle" is a foreign person that is eligible for a reduced withholding rate with respect to ordinary REIT dividends even if such person holds more than 10% of the REIT's stock, a publicly traded partnership that is a withholding foreign partnership that would be a US real property holding corporation if it were a US corporation, or is designated as a qualified collective investment vehicle by the Secretary of the Treasury and is either fiscally transparent within the meaning of Section 894 or required to include dividends in its gross income but entitled to a deduction for distributions to its investors. Finally, capital gain dividends and non-dividend redemption and liquidating distributions to a qualified shareholder that are not allocable to an applicable investor will be treated as ordinary dividends. These changes apply to dispositions and distributions on or after December 18, 2015.

Determination of Domestically Controlled REIT Status. Gain from sale of the stock of a domestically controlled qualified investment entity is not taxable under FIRPTA. A REIT is a domestically controlled qualified investment entity if throughout the applicable testing period less than 50% of its stock was held directly or indirectly by non-US persons. There has been uncertainty regarding how domestically controlled status is determined, particularly what indirect ownership is taken into account. Effective December 18, 2015, the following new rules will simplify such determination:

- In the case of a publicly traded REIT, a person holding less than 5% of a publicly traded class of stock at all times during the testing period is treated as a US person unless the REIT has actual knowledge that such person is not a US person. We are not publicly traded.

- In the case of REIT stock held by a publicly traded REIT or certain publicly traded or open-ended RICs, the REIT or RIC will be treated as a US person if the REIT or RIC is domestically controlled and will be treated as a non-US person otherwise.

- In the case of REIT stock held by a REIT or RIC not described in the previous rule, the REIT or RIC is treated as a US person or a non-US person on a look-through basis.

FIRPTA Exception for USRPIs Held by Foreign Retirement or Pension Funds. "Qualified foreign pension funds" and entities that are wholly owned by a qualified foreign pension fund are exempted from FIRPTA and FIRPTA withholding. For these purposes, a "qualified foreign pension fund" is any trust, corporation, or other organization or arrangement if (i) it was created or organized under foreign law, (ii) it was established to provide retirement or pension benefits to participants or beneficiaries that are current or former employees (or persons designated by such employees) of one or more employers in consideration for services rendered, (iii) it does not have a single participant or beneficiary with a right to more than 5% of its assets or income, (iv) it is subject to government regulation and provides annual information reporting about its beneficiaries to the relevant tax authorities in the country in which it is established or operates, and (v) under the laws of the country in which it is established or operates, either contributions to such fund which would otherwise be subject to tax under such laws are deductible or excluded from the gross income of such fund or taxed at a reduced rate, or taxation of any investment income of such fund is deferred or such income is taxed at a reduced rate. This provision applies to dispositions and distributions after December 18, 2015.

Increase in Rate of FIRPTA Withholding. For sales of USRPIs occurring 60 days after December 18, 2015, the FIRPTA withholding rate for sales of USRPIs and certain distributions increases from on 10% to 15%, except with respect to a sale of a personal residence (that is otherwise subject to FIRPTA) where the amount realized is $1 million or less.

No "Cleansed" REITs. The so-called FIRPTA "cleansing rule" (which applies to corporations that no longer have any USRPIs and have recognized all gain on their USRPIs) will not apply to a REIT or a RIC or a corporation if the corporation or any predecessor was a REIT or a RIC during the applicable testing period. This provision applies to dispositions on or after December 18, 2015.

An Update to Our Prior Performance Summary

The section of our prospectus entitled "Prior Performance Summary" is hereby deleted in its entirety and replaced with the following.

PRIOR PERFORMANCE SUMMARY

The information presented in this section represents the historical experience of real estate programs, which we refer to as "prior real estate programs," sponsored or advised by our sponsor, Moody National, and its affiliates. The following summary is qualified in its entirety by reference to the Prior Performance Tables, which may be found in Appendix A of this prospectus. Investors in our shares of common stock should not assume that they will experience returns, if any, comparable to those experienced by investors in such prior real estate programs. Investors who purchase our shares of common stock will not thereby acquire any ownership interest in any of the entities to which the following information relates.

The returns to our stockholders will depend in part on the mix of product in which we invest, the stage of investment and our place in the capital structure for our investments. As our portfolio is unlikely to mirror in any of these respects investments made by the prior real estate programs (other than Moody REIT I discussed below), the returns to our stockholders will vary from those generated by those prior real estate programs. For example, we are not currently planning to issue tenant-in-common interests as we generally have with our prior real estate programs. In addition, all of the prior privately offered real estate programs were conducted through privately held entities that were not subject to either the up-front commissions, fees and expenses associated with this offering or many of the laws and regulations to which we are subject. Other than our sponsor's experience with Moody National REIT I, neither Moody National nor any of its affiliates has experience in operating a REIT or a publicly offered investment program. As a result, you should not assume the past performance of the prior real estate programs will be indicative of our future performance. See the Prior Performance Tables located in Appendix A.

Prior Investment Programs

Moody National Realty Company, L.P., or Moody National Realty Company, was formed in Texas in 1998 to sponsor public and private real estate programs. The general partner of Moody National Realty Company is Moody Realty Corporation, which is solely owned and managed by Mr. Brett C. Moody. Moody Realty Corporation is one of the companies owned by Mr. Moody that collectively make up the Moody National Companies Organization, including Moody National Mortgage Corporation, Moody Management Corporation, Moody National Development Company, L.P., Moody National Construction, LLC, and Moody National Exchange, LLC. Since 1996, the Moody National Companies Organization has become a full service real estate firm. Moody National Mortgage Corporation has completed over 150 transactions providing its customers with over $1 billion of debt, equity and structured financings. Moody National Realty Company has provided a complete spectrum of commercial real estate brokerage services including leasing, acquisition, disposition, marketing and consulting services. Moody National Management, L.P. specializes in managing Class A, Class B and Class C multifamily properties, as well as hospitality assets. In 2005, Moody National Realty Company sponsored its first private real estate program.

Between January 1, 2005 and December 31, 2014, Moody National Realty Company, has, directly or indirectly, sponsored 46 privately offered prior real estate programs which raised approximately $427.9 million from more than 1,308 investors and one public, non-listed REIT, Moody National REIT I, which was still engaged in a continuous public offering as of December 31, 2014. Moody National REIT I terminated its primary offering on October 12, 2015.

As of December 31, 2014, Moody National REIT I had raised approximately $97.2 million from its initial public offering and follow-on offering and had invested primarily in hospitality properties. We will provide upon request to us, for no fee, a copy of the most recent Annual Report on Form 10-K of Moody National REIT I and for a reasonable fee, the exhibits to such Form 10-K.

The following table sets forth information on the 46 prior real estate programs sponsored by Moody National Realty Company. Each program owns or owned between one and three real estate assets.

Name of Program	Type of Program	Launch Year	Program Status
Philadelphia Airport Hampton Inn	Tenant-in-Common	2005	Operating
Lansdale Homewood Suites	Tenant-in-Common	2005	Operating
Plymouth Meeting Hampton Inn	Tenant-in-Common	2005	Operating
Great Valley Hampton Inn	Tenant-in-Common	2005	Operating
Newtown Hampton Inn & Suites	Tenant-in-Common	2005	Foreclosure
Westchase Technology Center	Tenant-in-Common	2005	Foreclosure(1)
Buffalo Speedway	Tenant-in-Common	2005	Operating
Nashville Embassy Suites	Tenant-in-Common	2005	Operating
Grapevine Hampton Inn & Suites	Tenant-in-Common	2005	Operating
Nashville Courtyard Marriott	Tenant-in-Common	2005	Closed
Orlando Radisson Inn	Tenant-in-Common	2006	Closed
Holiday Inn Memphis	Tenant-in-Common	2006	Operating
Memphis Residence Inn	Tenant-in-Common	2006	Foreclosure(2)
Northbelt Office Center II	Tenant-in-Common	2006	Closed

Name of Program	Type of Program	Launch Year	Program Status
Macon Fairfield Inn & Suites, Alpharetta Fairfield Inn & Suites and Kennesaw TownePlace Suites	Tenant-in-Common	2006	Closed
Atlanta Perimeter Center Fairfield Inn & Suites and Alpharetta TownePlace Suites	Tenant-in-Common	2006	Closed
Buckhead Fairfield Inn & Suites and Alpharetta Springhill Suites	Tenant-in-Common	2006	Closed
Homewood Suites Bedford, Hampton Inn Energy Corridor and TownePlace Suites Plano	Tenant-in-Common	2006	Operating
Springhill Suites Seattle	Tenant-in-Common	2006	Operating
Residence Inn Houston Medical Center and Comfort Suites Grapevine	Tenant-in-Common	2006	Operating
Springhill Suites Altamonte and Holiday Inn Express Orlando	Tenant-in-Common	2006	Foreclosure (3)
Residence Inn Lebanon	Tenant-in-Common	2006	Operating
200 Franklin Trust/Philips Corporate Headquarters	Delaware Statutory Trust	2006	Operating
Weatherford Plaza	Tenant-in-Common	2007	Closed
TownePlace Suites Miami Airport and TownePlace Suites Miami Lakes	Tenant-in-Common	2007	Foreclosure (4)
TownePlace Suites Mount Laurel	Tenant-in-Common	2007	Foreclosure (5)
TownePlace Suites Fort Worth	Tenant-in-Common	2007	Operating
Fairfield Inn Denver South, Fairfield Inn Aurora and Fairfield Inn Westminster	Tenant-in-Common	2007	Closed(6)
Renaissance Meadowlands	Tenant-in-Common	2007	Closed(6)
Courtyard Columbus Downtown	Tenant-in-Common	2007	Closed
Courtyard Columbus Airport	Tenant-in-Common	2007	Foreclosure(7)
Courtyard Willoughby	Tenant-in-Common	2007	Closed(6)
Newark TownePlace Suites	Tenant-in-Common	2007	Closed
Courtyard Lyndhurst New Jersey	Tenant-in-Common	2007	Closed
Springhill Suites Bothell	Tenant-in-Common	2007	Operating
Fairfield Inn Meadowlands	Tenant-in-Common	2007	Closed(6)
Springhill Suites Des Moines	Tenant-in-Common	2008	Closed(6)
Fairfield Inn & Suites West Des Moines	Tenant-in-Common	2008	Closed(6)
Residence Inn Torrance	Tenant-in-Common	2008	Closed(6)
Residence Inn Perimeter	Tenant-in-Common	2008	Closed(8)
Residence Inn Midtown Atlanta	Tenant-in-Common	2008	Foreclosure(9)
Sprinhill Suites Houston Medical Center/Reliant Park	Tenant-in-Common	2008	Operating
TownePlace Suites Portland Scarborough	Tenant-in-Common	2008	Operating
Moody National HP Grapevine Trust	Delaware Statutory Trust	2008	Operating
Springhill Suites Pittsburgh	Tenant-in-Common	2008	Operating
Moody National Financial Fund I, LLC	Private Fund	2008	Closed
Moody National REIT I	Public Fund	2010	Operating(10)

(1) The tenant-in-common owners of the Westchase Technology Center property declined to proceed with a lender's proposed loan modifications and allowed the lender to foreclose on the Westchase Technology Center property in July 2010.

(2) The lender of the Residence Inn Memphis filed foreclosure proceedings and one unaffiliated tenant-in-common owner of the Residence Inn Memphis filed for bankruptcy protection, which resulted in a court-ordered auction sale of the Residence Inn Memphis.

(3) The tenant-in-common owners of the Springhill Suites Altamonte property and the Holiday Inn Express Orlando property declined to proceed with a lender's proposed loan modifications and allowed the lender to foreclose on the Springhill Suites Altamonte property and the Holiday Inn Express Orlando property in December 2010 and November 2010, respectively.

(4) The tenant-in-common owners of the TownePlace Suites Miami Airport and the TownePlace Suites Miami Lakes declined to proceed with a lender's loan modification and allowed the lender to foreclose on the TownePlace Suites Miami Airport and the TownePlace Suites Miami Lakes in July 2011.

(5) The tenant-in-common owners of the TownePlace Suites Mount Laurel declined to proceed with a lender's loan modification and allowed the lender to foreclose on the TownePlace Suites Mount Laurel in April 2012.

(6) This tenant-in-common program, together with six other programs, has been restructured into a limited liability company owned by the former tenant-in-common owners and a lender affiliate.

(7) The tenant-in-common owners of the Courtyard Columbus Airport entered into a deed in lieu of foreclosure agreement with the lender in May 2012.

(8) On May 27, 2010, a joint venture in which Moody National REIT I indirectly owned a 75% membership interest and Brett C. Moody, our Chairman and Chief Executive Officer, indirectly owned a 25% membership interest, acquired fee simple title to the Residence Inn Perimeter property by purchasing the interests in the Residence Inn Perimeter property held by twenty-seven tenant-in-common owners. The Residence Inn property was subsequently sold to a third-party buyer on August 23, 2012.

(9) The tenant-in-common owners of the Residence Inn Midtown Atlanta declined to infuse additional equity into the property and allowed the lender to foreclose on the property in August 2013.

(10) As of December 31, 2014, Moody National REIT I's portfolio was comprised of investments in eight hotel properties and a joint venture interest in a mortgage note secured by a hotel property.

We intend to conduct this offering in conjunction with existing and future offerings by other public and private real estate entities sponsored by Moody National and Moody National Realty Company. To the extent that such entities have the same or similar objectives as ours or involve similar or nearby properties, such entities may be in competition with the properties we acquire or seek to acquire.

The Prior Performance Tables included in Appendix A to this prospectus set forth information as of the dates indicated regarding certain prior real estate programs regarding: annual operating results of the prior real estate programs (Table III); the operating results of prior real estate programs which have completed their operations (no longer hold properties) (Table IV); and the sale or disposition of properties in connection with the prior real estate programs (Table V).

We have not included in Appendix A to this prospectus tables regarding experience in raising and investing funds (Table I) or compensation to the sponsor (Table II) because there are no prior real estate programs which have closed during the three year period ended December 31, 2014 and therefore Tables I and II are inapplicable. In addition,

Liquidity Track Record

In order to assist FINRA members in complying with FINRA Rule 2310(b)(3)(D), in this section we disclose the liquidity of prior public programs sponsored by our sponsor. Moody National REIT I, the other publicly offered program sponsored by our sponsor, is still in its acquisition stage and has not yet reached the stated date or time period by which it may consummate a liquidity event.

Summary Information

Capital Raising

The total amount of funds raised from investors in the 46 prior real estate programs as of December 31, 2014 was approximately $427.9 million. These funds were invested in real estate with an aggregate cost, including debt and investments of joint venture partners, of approximately $1.10 billion. In addition, one of these prior real estate programs originated a loan in the amount of $3.1 million. The total number of investors in these prior real estate programs, collectively, is more than 1,308.

As of December 31, 2014, Moody National REIT I had raised approximately $97.2 million, had invested approximately $50.4 million of such offering proceeds in its current portfolio of eight hotel properties and its joint venture interest in a mortgage note.

Investments

The prior privately offered real estate programs had acquired 56 properties as of December 31, 2014. Moody National REIT I owned interests in eight hospitality properties located in five states as of December 31, 2014. The table below gives further information about these properties:

Properties Purchased - Privately Offered Prior Real Estate Programs

Location	Properties Purchased (as a Percentage of Aggregate Purchase Price)
United States	100.0%
West	13.1%
Plains States	5.0%
Southwest	21.3%
Southeast	22.8%
Northeast	37.9%

Properties Purchased - Moody National REIT I

Location	**Properties Purchased (as a Percentage of Aggregate Purchase Price)**
United States	100.0%
West	7.0%
Southwest	53.7%
Southeast	16.1%
Northeast	23.2%

Moody National REIT I also owned a joint venture interest in a mortgage note secured by a hotel property located in Grapevine, Texas.

The following table gives a percentage breakdown of the aggregate amount of the acquisition and development costs of the properties purchased by the privately offered prior real estate programs, categorized by type of property, as of December 31, 2014, all of which were existing properties.

	Existing
Office Buildings	13.0%
Residential	—
Hotels	87.0%
Total	100.0%

These properties were financed with a combination of debt and offering proceeds.

Dispositions

As of December 31, 2014, the prior privately offered real estate programs had sold the Orlando Radisson Inn, a hotel property located in Orlando, Florida, the Residence Inn Perimeter, a hotel property located in Atlanta, Georgia, the Nashville Courtyard Marriott, a hotel property located in Nashville, Tennessee, and the Courtyard Columbus Downtown, a hotel property located in Columbus, Ohio, for aggregate sale prices, excluding closing costs, of approximately $5,600,000, $7,350,000, $31,000,000, and $14,350,000, respectively. In addition, as of December 31, 2014, lenders had foreclosed on the properties, or received a deed in lieu of foreclosure on the properties, held by seven prior real estate programs.

On August 23, 2012, Moody National REIT I sold its 75% joint venture interest in a hotel property located in Atlanta, Georgia commonly known as the Residence Inn by Marriott Perimeter Center to a third party buyer for $9,150,000.

Three Year Summary of Acquisitions

From December 31, 2010 through December 31, 2014, the privately offered prior real estate programs did not acquire any properties.

During the three-year period ended December 31, 2014, Moody National REIT I acquired interests in eight properties for aggregate purchase prices of approximately $143.5 million. The following table provides additional information about these acquisitions:

Property Name	**Location**	**Purchase Price**
Woodlands Hotel (Homewood Suites by Hilton)	The Woodlands, TX	$ 12,000,000
Germantown Hotel (Hyatt Place)	Germantown, TN	11,300,000
Charleston Hotel (Hyatt Place)	North Charleston, SC	11,800,000
Austin Hotel (Hampton Inn)	Austin, TX	15,350,000
Grapevine Hotel (Residence Inn)	Grapevine, TX	20,500,000
Silicon Valley Hotel (TownePlace Suites by Marriott)	Newark, CA	10,000,000
Lyndhurst Hotel (Marriott Courtyard)	Lyndhurst, NJ	33,322,000
Austin Arboretum Hotel (Hilton Garden Inn)	Austin, TX	29,250,000
Totals		**$ 143,522,000**

The total acquisition cost for the property acquisitions was approximately $143.5 million, of which approximately $102.4 million was financed with mortgage financing during the three years ended December 31, 2014.

As of December 31, 2014, Moody National REIT I had total outstanding indebtedness of $112,705,196. As of December 31, 2014, its leverage ratio, or the ratio of our total debt to total purchase price plus cash and cash equivalents, was approximately 63%, and its debt-to-net asset ratio, defined as the total debt as a percentage of its total assets (other than intangibles) less total liabilities, was approximately 158%.

Adverse Business Developments

The real estate market downturn that began several years ago adversely impacted certain prior real estate programs of our sponsor's affiliates, resulting in a decrease or deferral of distributions with respect to such programs. Moody National Management, L.P. continues to seek approval to amend its master lease agreements for certain prior real estate programs to provide for either a deferral or a waiver of a portion of lease payments to program investors, and may continue to seek further amendments in the future depending upon the then-current economic conditions. Certain prior real estate programs have also requested additional cash infusions from investors to fund outstanding debt service payments. Further such requests may be necessary in the future depending upon the then-current economic conditions. These adverse developments have resulted in a reduction in payments to investors for certain prior real estate programs.

Moody National Management, L.P. has commenced negotiations with lenders to restructure loan terms with respect to certain prior real estate programs in default under existing franchise or loan agreements and may continue to do so in the future. With respect to some of these loans, the lender is pursuing various alternatives simultaneously, including initiation of foreclosure and legal proceedings and loan modifications, and the borrowers are actively working toward loan modifications. However, there is no assurance that final loan modifications will be achieved.

With respect to two tenant-in-common programs sponsored by Moody National Realty, the initial lender sold the loans, and the purchaser of the loans initiated foreclosure proceedings resulting in the filing for protection from these proceedings in the United States Bankruptcy Court by an affiliate of Moody National Realty owning an original equity investment in one property of approximately $10,000 and approximately $10,039 in the other property. These affiliates received court approval of a confirmation plan under which an agreement was reached with the lender and the loans were reinstated. With respect to one of these properties, the 28 tenant-in-common owners of the Residence Inn Atlanta Midtown, which originally acquired the project with a $7.475 million equity investment, recently allowed the lender to foreclose on the hotel which secured the loan.

An affiliate of Moody National Realty and tenant-in-common owners in eight tenant-in-common programs collectively had initiated legal proceedings against a lender. Currently, seven of these tenant-in-common programs have been restructured into a limited liability company owned by the former tenant-in-common owners and a lender affiliate, and the legal proceedings have been dismissed with respect to such programs. The lender and borrowers in one of the tenant-in-common programs entered into a settlement and reinstatement of the loan, and the legal proceedings have been dismissed with respect to such program.

The 19 tenant-in-common owners of the Westchase Technology Center property, who originally acquired the property with a $4 million equity investment, declined to proceed with a lender's loan modification proposal and allowed the lender to foreclose on an office building which secured the loan. The 28 tenant-in-common owners of a two-hotel project (consisting of the Springhill Suites Altamonte and the Holiday Inn Express Orlando) who originally acquired the project with a $10.2 million equity investment declined to proceed with a lender's loan modification proposal and allowed the lender to foreclose on the two hotels which secured the loan. The 14 tenant-in-common owners of a two-hotel project (consisting of the TownePlace Suites Miami Airport and TownePlace Suites Miami Lakes) who originally acquired the project with a $5.9 million equity investment declined to proceed with a lender's loan modification proposal and allowed the lender to foreclose on the two hotels which secured the loan. The 16 tenant-in-common owners of the TownePlace Suites Mount Laurel, who originally acquired the property with a $5.6 million equity investment, declined to proceed with a lender's loan modification proposal and allowed the lender to foreclose on the hotel which secured the loan. Additionally, the 35 tenant-in-common owners of the Courtyard Columbus Airport, who originally acquired the property with an $11.1 million equity investment, entered into a deed in lieu of foreclosure agreement with the lender. Further, the lender for the Residence Inn Memphis filed foreclosure proceedings and one unaffiliated tenant-in-common owner of the Residence Inn Memphis filed for bankruptcy protection, which resulted in a court-ordered auction sale of the property and a loss of the original $6.93 million equity investment for the 17 tenant-in-common owners. In addition, the 31 tenant-in-common owners of the Northbelt II Office Building, who originally acquired the property with a $9.3 million equity investment, allowed the lender to acquire the property in an uncontested foreclosure. Further, the 21 tenant-in-common owners of the Newtown Hampton Inn & Suites, who originally acquired the property with a $6.725 million equity investment, allowed the lender to acquire the property in an uncontested foreclosure.

An Update to Our Prior Performance Tables

Appendix A of our prospectus entitled "Prior Performance Tables" is hereby deleted in its entirety and replaced with Appendix A attached hereto.

APPENDIX A:

PRIOR PERFORMANCE TABLES

The following prior performance tables provide information relating to the real estate investment programs sponsored by Moody National and its affiliates, collectively referred to herein as the "prior real estate programs." These programs were not prior programs of Moody National REIT II, Inc. Moody National and its affiliates provide commercial real estate services, which focus on identifying and developing institutional quality real estate products and programs for individual and institutional investors. Each individual prior real estate program has its own specific investment objectives; however, the general investment objectives common to all prior real estate programs include providing investors with (1) exposure to investment in real estate as an asset class and (2) current income. Accordingly, each of the prior real estate programs has similar investment objectives to those of Moody National REIT II, Inc.

This information should be read together with the summary information included in the "Prior Performance Summary" section of this prospectus.

INVESTORS SHOULD NOT CONSTRUE INCLUSION OF THE FOLLOWING TABLES AS IMPLYING, IN ANY MANNER, THAT WE WILL HAVE RESULTS COMPARABLE TO THOSE REFLECTED IN SUCH TABLES. DISTRIBUTABLE CASH FLOW, FEDERAL INCOME TAX DEDUCTIONS OR OTHER FACTORS COULD BE SUBSTANTIALLY DIFFERENT. INVESTORS SHOULD NOTE THAT, BY ACQUIRING OUR SHARES, THEY WILL NOT BE ACQUIRING ANY INTEREST IN ANY PRIOR PROGRAM.

Description of the Tables

All information contained in the Tables in this Appendix A is as of December 31, 2014. The following tables are included herein:

Table III—Annual Operating Results of Prior Real Estate Programs

Table IV—Operating Results of Prior Real Estate Programs Which Have Completed Operations

Table V—Sale or Disposition of Properties by Prior Real Estate Programs

We have not included in this Appendix A Table I (Experience in Raising and Investing Funds) or Table II (Compensation to Sponsor) because there are no prior real estate programs the offering of which closed during the three years ended December 31, 2014 and therefore Tables I and II are inapplicable.

TABLE III

ANNUAL OPERATING RESULTS OF PRIOR PROGRAMS

(UNAUDITED)

Table III sets forth the annual operating results of prior real estate programs that closed during the five years ended December 31, 2014. All figures are as of December 31, 2014.

Moody National Financial Fund I, LLC

	2014	2013	2012	2011	2010
Summary Balance Sheet Data:					
Total Assets (before depreciation)	$ —	$ —	$ 1,781,493	$ 1,782,575	$ 1,780,268
Total Assets (after depreciation)	—	—	1,781,493	1,782,575	1,780,268
Liabilities	—	—	361,186	363,989	363,738
Estimated Per Share Value	N/A	N/A	N/A	N/A	N/A
Summary Income Statement Data:					
Gross Revenues	—	$ 63,426	$ 257,630	$ 257,413	$ 449,929.00
Operating Expenses	—	—	—	—	—
Operating Income	—	$ 63,426	$ 257,630	$ 257,413	$ 449,929
Interest Expense	—	—	—	—	—
Net Income (GAAP basis)	—	$ 63,426	257,630	257,413	449,929
Summary Cash Flows Data:					
Cash Generated from Operating Activities(1)	—	$ 63,426	257,630	257,413	449,929
Cash Generated from Investing Activities	—	—	—	—	—
Cash Generated from Financing Activities	—	—	—	—	—
Total Cash Generated	—	$ 63,426	257,630	257,413	449,929
Amount and Source of Distributions					
Total Distributions Paid to Investors	—	63,426	257,630	257,413	449,929
Distribution Data Per $1,000 Invested:					
Total Cash Distributions to Investors	—	145	148	148	172
From Operations	—	145	148	148	172
From all other sources (financing or other sources)	—	—	—	—	—

(1) Cash Generated From Operating Activities reflects payments to investors pursuant to a master lease on the property and does not reflect the cash generated at the property level.

TABLE IV
OPERATING RESULTS OF COMPLETED PRIOR PROGRAMS
(UNAUDITED)

Table IV presents information regarding the operating results of prior real estate programs that have completed operations (i.e., that no longer hold properties) during the five years ended December 31, 2014. All amounts presented are as of December 31, 2014.

	Westchase Technology Center[(1)]	Orlando Radisson Inn	Springhill Suites Altamonte and Holiday Inn Express Orlando[(2)]	Residence Inn Perimeter	Springhill Suites Des Moines	Residence Inn Torrance	Fairfield Inn Denver South, Fairfield Inn Aurora and Fairfield Inn Westminster	Courtyard Willoughby	TownePlace Suites Miami Airport and TownePlace Suites Miami Lakes	Fairfield Inn & Suites West Des Moines
Aggregate Dollar Amount Raised	$4,000,000	$2,895,000	$10,210,000	$7,080,000	$4,310,000	$23,015,000	$11,500,000	$5,985,000	$5,915,000	$6,555,000
Number of Properties Purchased	1	1	2	1	1	1	3	1	2	1
Duration of Program (Months)	60	52	49	30	41	40	45	44	51	48
Date of Program Closing	July 6, 2010 [(1)]	May 13, 2010	December 9, 2010 [(2)]	May 27, 2010	March 10, 2011	March 10, 2011	March 21, 2011	June 1, 2011	July 1, 2011	October 27, 2011
Total Compensation Paid to Sponsor[(3)]	$ 551,633	$ 916,226	$ 1,601,280	$3,672,453	$ 998,682	$ 7,957,234	$ 3,504,649	$1,100,453	$2,971,880	$1,205,210
Median Annual Leverage	65%	56%	60%	59%	66%	61%	58%	61%	74%	53%
Annualized Return on Investment	-13%	-11%	-21%	-20%	-23%	-23%	-21%	-23%	-21%	-23%

	Renaissance Meadowlands	**Nashville Marriott Courtyard**	**TownePlace Suites Mt. Laurel**	**Courtyard Columbus Airport**	**Memphis Residence Inn**	**Fairfield Inn Meadowlands**	**Courtyard by Marriott Columbus Downtown**	**Residence Inn Midtown Atlanta**
Aggregate Dollar Amount Raised	$ 22,385,000	$ 12,140,000	$ 5,595,000	$ 11,110,000	$ 6,930,000	$ 11,695,000	$ 5,845,000	$ 7,475,000
Number of Properties Purchased	1	1	1	1	1	1	1	1
Duration of Program (Months)	56	74	60	59	83	56	68	66
Date of Program Closing	January 6, 2012	February 15, 2012	April 5, 2012	May 11, 2012	December 27, 2012	December 28, 2012	February 8, 2013	August 6, 2013
Total Compensation Paid to Sponsor[(3)]	$ 4,276,919	$ 2,091,318	$ 1,528,436	$ 1,974,267	$ 1,096,750	$ 1,972,430	$ 1,974,267	$ 1,195,580
Median Annual Leverage	58%	60%	58%	58%	53%	61%	49%	58%
Annualized Return on Investment	-17%	5%	-17%	-16%	-13%	-17%	-5%	-15%

	Hampton Inn-Newtown	**Weatherford Office Building**	**Northbelt Office Center II**	**TownPlace Suites Newark**	**Courtyard by Marriott Lyndhurst**
Aggregate Dollar Amount Raised	$ 6,725,000	$ 9,525,000	$ 9,300,000	$ 5,039,016	$ 20,125,000
Number of Properties Purchased	1	1	1	1	1
Duration of Program (Months)	July 8, 2005	December 18, 2006	February 27, 2006	May 18, 2007	August 1, 2007
Date of Program Closing	October 9, 2014	May 2, 2014	May 6, 2014	June 24, 2014	September 30, 2014
Total Compensation Paid to Sponsor[(3)]	$ 1,006,900	$ 1,345,119	$ 1,436,735	$ 471,353	$ 3,303,584
Median Annual Leverage	66%	72%	60%	50%	61%
Annualized Return on Investment	-7%	-6%	-8%	4%	-12%

(1) In July 2010, tenant-in-common owners declined to proceed with a lender's loan modification proposal and allowed the lender to foreclose on the Westchase Technology Center property.

(2) In November 2010, tenant-in-common owners declined to proceed with a lender's loan modification proposal and allowed the lender to foreclose on the Holiday Inn Express Orlando property. In December 2010, tenant-in-common owners declined to proceed with a lender's loan modification proposal and allowed the lender to foreclose on Springhill Suites Altamonte property.

(3) Includes financing fees, acquisition fees, deposits, prepaid items and funds for the acquisition of personal property based on asset class.

TABLE V
SALE OR DISPOSITION OF PROPERTIES
(UNAUDITED)

Table V sets forth summary information on the results of the sale or disposal of properties since December 31, 2011 by prior real estate programs.

				Selling Price, Net of Closing Costs and GAAP Adjustments						Cost of Properties Including Closing and Soft Costs			
Property	**Location**	**Date Acquired**	**Date of Sale**	**Cash Received Net of Closing Costs**	**Mortgage Balance at Time of Sale**	**Closing Costs**	**Purchase Money Mortgage Taken Back By Program**	**Adjustments Resulting From Application of GAAP**	**Total**	**Original Mortgage Financing**	**Total Acquisition Cost, Capital Improvements, Closing and Soft Cost**	**Total**	**Excess (Deficiency) of Property Operating Cash Receipts Over Cash Expenditures**
Renaissance Meadowlands	Rutherford, New Jersey	August 31, 2007	January 6, 2012	31,495,869	31,495,869	—	—	—	—	32,000,000	22,385,000	54,385,000	3,139,700
Nashville Marriott Courtyard	Nashville, Tennessee	March 3, 2006	February 15, 2012	29,907,681	18,940,623	1,092,319	—	—	10,967,058	20,580,000	12,140,000	32,720,000	4,707,104
TownePlace Suites Mt. Laurel	Mount Laurel, New Jersey	May 18, 2007	April 5, 2012	7,800,646	7,800,646	—	—	—	—	7,835,000	5,595,000	13,430,000	895,200
Courtyard Columbus Airport	Columbus, Ohio	August 31, 2007	May 11, 2012	15,378,000	15,378,000	—	—	—	—	15,378,000	11,110,000	26,488,000	1,955,154
Memphis Residence Inn	Memphis, Tennessee	March 24, 2006	December 27, 2012	7,805,003	7,805,003	—	—	—	—	8,440,000	6,930,000	15,370,000	1,663,200
Fairfield Inn Meadowlands	East Rutherford, New Jersey	August 31, 2007	December 28, 2012	18,675,000	18,675,000	—	—	—	—	18,675,000	11,695,000	30,370,000	1,740,000
Courtyard by Marriott Columbus Downtown	Columbus, Ohio	August 31, 2007	February 8, 2013	13,778,243	10,725,879	571,757	—	—	3,052,364	11,202,000	5,845,000	17,047,000	1,116,047
Residence Inn Midtown Atlanta	Atlanta, Georgia	August 31, 2007	August 6, 2013	10,478,926	10,478,926	—	—	—	—	10,932,000	7,475,000	18,407,000	778,301
Hampton Inn - Newtown	Yardley, Pennsylvania	July 8, 2005	October 9, 2014	13,772,784	13,772,784	—	—	—	—	15,300,465	6,725,000	22,025,465	2,575,055
Weatherford Office Building	Houston, Texas	December 18, 2006	May 2, 2014	25,018,070	24,202,611	1,481,930	—	—	815,459	24,400,000	9,525,000	33,925,000	4,502,146
Northbelt Office Center II	Houston, Texas	February 27, 2006	May 6, 2014	13,899,795	13,899,795	—	—	—	—	14,500,000	9,300,000	23,800,000	3,405,848
TownPlace Suites Newark	Newark, California	May 18, 2007	June 24, 2014	9,978,611	5,060,493	1,421,389	—	—	4,918,118	5,932,857	5,039,016	10,971,873	1,551,918
Courtyard by Marriott Lyndhurst	Lyndhurst, New Jersey	August 1, 2007	September 30, 2014	32,095,074	32,095,074	—	—	—	—	34,350,000	20,125,000	54,475,000	2,753,800

Experts

The "Experts" section on page 119 of our prospectus is hereby amended by adding the following:

The financial statements of Mueller Hospitality, LP contained in our Current Report on Form 8-K/A filed with the SEC on December 30, 2015 have been audited by Frazier & Deeter, LLC, an independent auditor, as stated in their report included therein. A copy of that Current Report on Form 8-K/A is attached to this supplement. Such financial statements have been so included in reliance upon the report of such firm given upon its authority as experts in accounting and auditing.

Current Report on form 8-K/A

On December 30, 2015, we filed with the Securities and Exchange Commission a Current Report on Form 8-K/A containing the financial statements of Mueller Hospitality, LP and our pro forma financial information, a copy of which is attached to this supplement as Exhibit B.

Quarterly Report on Form 10-Q

On November 16, 2015, we filed with the Securities and Exchange Commission our Quarterly Report on Form 10-Q for the period ended September 30, 2015, a copy of which is attached to this supplement as Exhibit C (without exhibits).