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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2012

Department of the Treasury
Internal Revenue Service

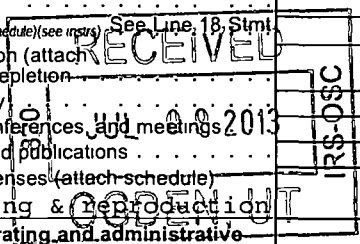
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2012, or tax year beginning , 2012, and ending

Name of foundation The Boyd Foundation Charitable Trust		A Employer identification number 76-0204169
Number and street (or P O box number if mail is not delivered to street address) 2200 West Loop South		B Telephone number (see the instructions) (713) 877-8400
City or town Houston	State ZIP code TX 77027-3531	C If exemption application is pending, check here. <input type="checkbox"/>
G Check all that apply		D 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial Return of a former public charity	2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 372,543.	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual (Part I, column (d) must be on cash basis)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))				
REVENUE				
1 Contributions, gifts, grants, etc. received (att sch)	150,000.			
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	4,668.			
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-3,406.	L-6a Stmt		
b Gross sales price for all assets on line 6a	64,240.			
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
Nondividend distributions	31.			
12 Total. Add lines 1 through 11.	151,293.			
ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	2,692.			
b Accounting fees (attach sch)				
c Other prof fees (attach sch) . L-16c Stmt	2,692.			
17 Interest				
18 Taxes (attach schedule)(see instr) See Line 18 Stmt	320.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
Printing & reproduction	183.			
24 Total operating and administrative expenses. Add lines 13 through 23	5,887.			
25 Contributions, gifts, grants paid	10,750.			
26 Total expenses and disbursements. Add lines 24 and 25	16,637.			
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	134,656.			
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1	Cash – non-interest-bearing	3,088.	151,952.	151,952.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) L-10b. Stmt	220,298.	210,217.	210,771.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) L-11. Stmt ▶	9,820.	0.	9,820.	
12	Investments – mortgage loans				
13	Investments – other (attach schedule)				
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	233,206.	371,989.	372,543.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
NET ASSET BALANCES	Foundations that follow SFAS 117, check here ▶ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ X and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	233,206.	371,989.	
	30	Total net assets or fund balances (see instructions)	233,206.	371,989.	
	31	Total liabilities and net assets/fund balances (see instructions)	233,206.	371,989.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	233,206.
2	Enter amount from Part I, line 27a	2	134,656.
3	Other increases not included in line 2 (itemize) ▶ <u>Unrealized asset appreciation</u>	3	4,127.
4	Add lines 1, 2, and 3	4	371,989.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	371,989.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	0.	0.	0.000000
2010	0.	0.	0.000000
2009		0.	0.000000
2008		0.	0.000000
2007	2,700.	0.	0.000000

2 Total of line 1, column (d)	2	0.000000
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.000000
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	0.
5 Multiply line 4 by line 3	5	0.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	0.
8 Enter qualifying distributions from Part XII, line 4	8	0.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	0.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a		
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		0.
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
<i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation (2) On foundation managers		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV.</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions)		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	X		
14	The books are in care of <u>J. Michael Boyd</u> Telephone no <u>(713) 877-8400</u> Located at <u>2200 West Loop South, Suite 525, Houston, TX</u> ZIP +4 <u>77027-3531</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>			X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

		Yes	No
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5 a During the year did the foundation pay or incur any amount to

- (1) Carry on propoganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

5 b		
6 b		X
7 b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
J. Michael Boyd 2931 Tangley ouston, TX 77005	Co-Trustee 0.00	0.	0.	0.
Donna Boyd 2931 Tangley ouston TX 77005	Co-Trustee 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				
0				
0				
0				
0				

Total number of other employees paid over \$50,000 None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
		None
Total number of others receiving over \$50,000 for professional services		None

Part IX A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 None	
	0.
2	
3	
4	

Part IX B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	
	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	None

BAA

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1 a	
b	Average of monthly cash balances	1 b	
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	0.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	0.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	0.
6	Minimum investment return. Enter 5% of line 5	6	0.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	0.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	0.
2 b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
2 c	Add lines 2a and 2b	2 c	0.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	0.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	0.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	0.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1 a	
b	Program-related investments — total from Part IX-B	1 b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	0.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	0.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012				
a From 2007	2,700.			
b From 2008	0.			
c From 2009	0.			
d From 2010	0.			
e From 2011	0.			
f Total of lines 3a through e	2,700.			
4 Qualifying distributions for 2012 from Part XII, line 4 \$ 0.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,700.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	2,700.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008	0.			
b Excess from 2009	0.			
c Excess from 2010	0.			
d Excess from 2011	0.			
e Excess from 2012	0.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test — enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

J. Michael Boyd, 2200 West Loop South, Suite 525, Houston, TX 77027-3531

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

J. Michael Boyd, Trustee
2200 West Loop South, Suite 525
Houston TX 77027-3531 (713) 877-8400

b The form in which applications should be submitted and information and materials they should include

See Attachments D & E.

c Any submission deadlines

See Attachments D & E.

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

See Attachments D & E.

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
Please see Schedule attached Various LA 00000		None	Scholarship	1,000.
Please see Schedule attached Various LA 00000		None	Scholarship	1,000.
Please see Schedule attached Various TX 00000		None	Scholarship	1,000.
Please see schedule attached Various LA 00000		None	Scholarship	1,000.
Please see schedule attached Various TX 00000		None	Donation	750.
Please see schedule attached Various TX 00000		None	Donation	1,250.
Please see schedule attached Various TX 00000		None	Donation	1,250.
Please see schedule attached Various LA 00000		None	Donation	1,000.
Please see schedule attached Various TX 00000		None	Donation	1,000.
See Line 3a statement				1,500.
Total ▶ 3 a				10,750.
<i>b Approved for future payment</i>				
Total ▶ 3 b				

Name The Boyd Foundation Charitable Trust Employer Identification Number 76-0204169

Asset Information:

Description of Property Short-term totals attached
Date Acquired . various How Acquired . . . Purchased
Date Sold . . . 12/31/12 Name of Buyer . . . _____
Sales Price . . . 18,802. Cost or other basis (do not reduce by depreciation) . . . 22,570.
Sales Expense . . . _____ Valuation Method _____
Total Gain (Loss) . . . -3,768. Accumulation Depreciation . . . _____

Description of Property Short-term totals attached
Date Acquired . various How Acquired . . . Purchased
Date Sold . . . 12/31/12 Name of Buyer . . . _____
Sales Price . . . 24,343. Cost or other basis (do not reduce by depreciation) . . . 24,569.
Sales Expense . . . _____ Valuation Method _____
Total Gain (Loss) . . . -226. Accumulation Depreciation . . . _____

Description of Property Long-term totals attached
Date Acquired . various How Acquired . . . Purchased
Date Sold . . . 12/31/12 Name of Buyer . . . _____
Sales Price . . . 4,947. Cost or other basis (do not reduce by depreciation) . . . 4,628.
Sales Expense . . . _____ Valuation Method _____
Total Gain (Loss) . . . 319. Accumulation Depreciation . . . _____

Description of Property Long-term totals attached
Date Acquired . various How Acquired . . . Purchased
Date Sold . . . 12/31/12 Name of Buyer . . . _____
Sales Price . . . 16,148. Cost or other basis (do not reduce by depreciation) . . . 15,879.
Sales Expense . . . _____ Valuation Method _____
Total Gain (Loss) . . . 269. Accumulation Depreciation . . . _____

Description of Property _____
Date Acquired . . . _____ How Acquired . . . _____
Date Sold . . . _____ Name of Buyer . . . _____
Sales Price . . . _____ Cost or other basis (do not reduce by depreciation) . . . _____
Sales Expense . . . _____ Valuation Method _____
Total Gain (Loss) . . . _____ Accumulation Depreciation . . . _____

Description of Property _____
Date Acquired . . . _____ How Acquired . . . _____
Date Sold . . . _____ Name of Buyer . . . _____
Sales Price . . . _____ Cost or other basis (do not reduce by depreciation) . . . _____
Sales Expense . . . _____ Valuation Method _____
Total Gain (Loss) . . . _____ Accumulation Depreciation . . . _____

Description of Property _____
Date Acquired . . . _____ How Acquired . . . _____
Date Sold . . . _____ Name of Buyer . . . _____
Sales Price . . . _____ Cost or other basis (do not reduce by depreciation) . . . _____
Sales Expense . . . _____ Valuation Method _____
Total Gain (Loss) . . . _____ Accumulation Depreciation . . . _____

Description of Property _____
Date Acquired . . . _____ How Acquired . . . _____
Date Sold . . . _____ Name of Buyer . . . _____
Sales Price . . . _____ Cost or other basis (do not reduce by depreciation) . . . _____
Sales Expense . . . _____ Valuation Method _____
Total Gain (Loss) . . . _____ Accumulation Depreciation . . . _____

Additional Information

Attachment "D"

9. (b) Initially recipients were limited to graduating seniors of Covington High School, Covington, Louisiana who plan to enter a four (4) year college or university and major in a field of science or the field of secondary education. The class of individuals eligible for the scholarship may be expanded to graduating seniors of other high schools in the State of Louisiana (particularly Tara High School, Baton Rouge, Louisiana). In 2001 the class of individuals was increased to include graduating seniors who planned to major in Agriculture. A separate scholarship is awarded to members in this group. The recipients are selected based upon merit. See Part III, Item 3 for additional selection criteria.

Additional Information

Attachment "E"

1. (a) A \$2,000.00 scholarship (gift) will be awarded for the recipient's freshman year in a four year college or university with funding to be provided in the amount of \$1,000.00 per semester upon evidence of enrollment in a college or university of the recipient's choice. Currently there is only one category of scholarship benefit with recipients being limited to graduating seniors of Covington High School, Covington, Louisiana; however, if funding is available additional scholarships may be awarded to graduating seniors of other high schools in the State of Louisiana (particularly Tara High School, Baton Rouge, Louisiana). The recipients are to be selected from a group of five (5) nominees named by the senior class advisor and the assistant principal responsible for academics at Covington High School (or other respective high schools). The foundation trustee will select the recipient from among the five (5) nominees based upon merit. To be nominated, a student should:
- 1) be a graduating senior, 2) who has excelled in a college preparatory curriculum with a strong emphasis in science and math,
 - 3) who plans to attend a four year college or university and major in the field of science or secondary education, 4) who has a high overall grade point average, 5) who has demonstrated leadership ability and 6) who has participated in extracurricular activities.
- Nominees desiring to be considered shall submit to the selection committee (trustees of The Boyd Foundation Charitable Trust) a resume, transcript, background information and a short essay on why the nominee should be selected.
- (b) A second scholarship of \$2,000 (gift) will be awarded to a graduating senior who will major in Agriculture or a related field. All of the other conditions stated above apply to this second scholarship.
-

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign taxes	116.			
Property taxes	204.			
Total	320.			

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
<i>a Paid during the year</i> Please see schedule attached Various TX 00000		None	Donation	Person or Business <input type="checkbox"/> 750. <input checked="" type="checkbox"/>
Please see schedule attached Various TX 00000		None	Donation	Person or Business <input type="checkbox"/> 750. <input checked="" type="checkbox"/>

Total

1,500.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
UBS Financial Services	Investment & Advisory Fees	2,692.			

Total

2,692.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
UBS Financial Services	210,217.	210,771.
Total	<u>210,217.</u>	<u>210,771.</u>

Form 990-PF, Page 2, Part II, Line 11

L-11 Stmt

Line 11b - Description of Investments Land, Buildings and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
50% int in lots in St Tammany Parish, LA	9,820.	0.	9,820.
Total	<u>9,820.</u>	<u>0.</u>	<u>9,820.</u>

Supporting Statement of:

Form 990-PF, p1/Line 1(a)

Description	Amount
J. Michael Boyd	150,000.
Total	<u>150,000.</u>

Account Number HS 29264 JP
 Your Financial Advisor or Contact
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UBS Financial Services Inc.

2012 Consolidated Form 1099

P0201G0000506600190988-X1

Proceeds from Broker Transactions Details Reported on Form 1099-B

In compliance with IRS guidance, the substitute Form 1099-B has been formatted with the following changes: Transactions are grouped into section(s) based upon whether the security is covered or noncovered, and whether the term is short or long. Transactions for which the term cannot be determined are grouped in a separate section. As a result, the substitute Form 1099-B could have up to five separate sections, each with a heading identifying which securities are included and how to report the transactions on Form 8949. The IRS allows the display of basis information for noncovered securities, even though this information is not reported to them. Therefore, when available, basis information will be displayed in sections where basis is not reported to the IRS. A security is a "covered security" and subject to basis reporting requirements if it is acquired on or after its corresponding effective date. For stock in a corporation, the effective date is January 1, 2011. For stock in a mutual fund the effective date is January 1, 2012. UBS is not required to report basis to the IRS for any securities acquired before 2011. IRS regulations now require that brokers report short sales for the year in which the short sale is closed. The possible application of the "Constructive Sale" provisions (Sec 1259) for short-against-the box transactions is not considered. Clients may wish to discuss the potential application of this provision with their tax advisors.

The cost basis of the oldest security lot (first-in, first-out or FIFO method of accounting) is assigned to a sale to calculate Gain/Loss unless you identified a specific lot (a "versus purchase" or "VSP" order) when you placed your sell order. 2012 Gain/Loss for transactions with trade dates through 12/31/12 has been incorporated into this statement. The net gain or loss for each transaction is calculated based on the sales amount less cost basis with any wash sale loss disallowed. Although we apply wash sale rules to covered lots of identical securities, there are other circumstances to be considered that may result in or negate wash sales. Gain or loss is not calculated on the sale or redemption of certain Structured Products and certain grantor trusts with collectible or foreign currency as it may be ordinary, and not capital, gain or loss. These gains or losses will not be included on the gain or loss subtotal and total amounts. Where applicable, symbol (2) will be printed to the right of the gain or loss subtotal and total amounts. Please check with your tax advisor and/or read the tax-related disclosure materials associated with those products. Net gain or loss is not reported to the IRS.

On Line 2a gross proceeds are reported less commissions and option premiums. Sale amounts with "±" symbol indicate where an option premium adjustment has been made.

Beginning in 2012, basis for both covered and noncovered securities have been adjusted for all capital changes. Prior to 2012, basis may not have been adjusted for noncovered tax lots. The Original Cost Basis column is only populated for transactions of securities that have had their basis reduced due to premium amortization or increased due to OID accretion. Cost basis for coupon tax-exempt municipal securities (including securities subject to AMT) has been adjusted for mandatory amortization of bond premium. The OID amount reported on your Form 1099-OID is not adjusted for Market Discount, Acquisition Premium, or Bond Premium. Therefore, the amortization and accretion adjustments used here may not be consistent with the Form 1099-OID amounts reported to the IRS because the reporting requirements are different.

Type of Gain/Loss: Short Term (Line 1c)

Short-term transactions reported on Form 1099-B - basis reported to the IRS; Report on Form 8949, Part I, with **Box A** checked.

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are reported to the IRS (Line 6b)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis (\$)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) (\$)	Cost or other basis (Line 3) (\$)	Wash sale loss disallowed (Line 5) (\$)	Federal income tax withheld (Line 4) (\$)	Gain/Loss (\$)
AON CORP **MERGER EFF 04/2012** CUSIP 037389103									
Sell	55 0000		05/25/11	04/02/12	2,697 61	2,697 61			0
Exchange	10 0000		09/12/11	04/02/12	490 48	429 00			61 48
Sub Total	65.0000				3,188.09	3,126.61			61.48
BEST BUY CO INC Symbol BBY CUSIP 086516101									
Sell	7 0000		04/11/12	10/24/12	118 12	152 21			(34 09)
Sell	13 0000		04/13/12	10/24/12	219 37	287 07			(67 70)
Sell	10 0000		04/16/12	10/24/12	168 75	218 16			(49 41)
Sub Total	30.0000				506.24	657.44			(151.20)

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UBS Financial Services Inc.

2012 Consolidated Form 1099

P0201G0000506600190989-X1

Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Short-term transactions reported on Form 1099-B - basis reported to the IRS; Report on Form 8949, Part I, with **Box A** checked. (continued)

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are reported to the IRS (Line 6b)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis (\$)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) (\$)	Cost or other basis (Line 3) (\$)	Wash sale loss disallowed (Line 5) (\$)	Federal income tax withheld (Line 4) (\$)	Gain/Loss (\$)
GENWORTH FINANCIAL INC CL A									
Symbol GNW									
CUSIP 37247D106									
Sell	219 0000		05/25/11	04/18/12	1,346 70	2,402 25			(1,055 55)
Sell	8 0000		05/25/11	04/19/12	47 93	87 76			(39 83)
Sell	73 0000		05/25/11	04/19/12	440 95	800 75			(359 80)
Sell	20 0000		06/30/11	04/19/12	120 81	205 58			(84 77)
Sell	44 0000		09/12/11	04/19/12	265 78	247 15			18 63
Sell	15 0000		09/12/11	04/20/12	91 28	84 25			7 03
Sell	19 0000		09/12/11	04/23/12	114 14	106 73			7 41
Sell	10 0000		09/12/11	04/24/12	60 61	56 17			4 44
Sell	4 0000		09/12/11	04/25/12	23 47	22 46			1 01
Sell	18 0000		09/12/11	04/26/12	106 40	101 11			5 29
Sell	20 0000		09/12/11	04/27/12	119 14	112 34			6 80
Sub Total	450.0000				2,737.21	4,226.55			(1,489.34)
HESS CORP									
Symbol HES									
CUSIP 42809H107									
Sell	22 0000		05/25/11	01/03/12	1,286 40	1,724 32			(437 92)
Sell	8 0000		05/25/11	01/04/12	469 11	627 02			(157 91)
Sell	10 0000		09/12/11	01/04/12	586 38	568 10			18 28
Sub Total	40.0000				2,341.89	2,919.44			(577.55)
HEWLETT PACKARD CO									
Symbol HPQ									
CUSIP 428236103									
Sell	39 0000		03/05/12	11/20/12	462 51	971 11			(508.60)
Sell	30 0000		03/06/12	11/20/12	355.77	737 31			(381 54)
Sell	18 0000		03/13/12	11/20/12	213 47	440 90			(227 43)
Sell	24 0000		03/14/12	11/20/12	284 62	582 75			(298 13)

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 Your Financial Advisor or Contact
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UBS Financial Services Inc.

2012 Consolidated Form 1099

P0201G0000506600190990-X1

Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Short-term transactions reported on Form 1099-B - basis reported to the IRS; Report on Form 8949, Part I, with **Box A** checked. (continued)

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are reported to the IRS (Line 6b)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis (\$)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) (\$)	Cost or other basis (Line 3) (\$)	Wash sale loss disallowed (Line 5) (\$)	Federal income tax withheld (Line 4) (\$)	Gain/Loss (\$)
HEWLETT PACKARD CO									
Symbol HPQ									
CUSIP 428236103									
Sell	32 0000		03/21/12	11/20/12	379 50	750 86			(371 36)
Sell	32 0000		08/02/12	11/20/12	379 49	566 18			(186 69)
Sub Total	175.0000				2,075.36	4,049.11			(1,973.75)
INGERSOLL-RAND PLC									
Symbol IR									
CUSIP G47791101									
Sell	22.0000		05/25/11	02/21/12	899.17	1,070.96			(171.79)
LINCOLN NATL CORP IND									
Symbol LNC									
CUSIP 534187109									
Sell	46.0000		05/25/11	03/15/12	1,253.97	1,318.73			(64.76)
MOTOROLA SOLUTIONS INC									
Symbol MSI									
CUSIP 620076307									
Sell	6 0000		05/25/11	02/01/12	280 65	280 38			0 27
Sell	2 0000		05/25/11	02/03/12	93 76	93 46			0 30
Sell	6 0000		05/25/11	03/23/12	303 36	280 38			22 98
Sell	8 0000		05/25/11	03/26/12	407 72	373 84			33 88
Sell	12 0000		05/25/11	04/25/12	615 59	560 76			54 83
Sell	10.0000		08/12/11	04/25/12	512 99	400 22			112 77
Sell	5 0000		09/12/11	04/25/12	256 50	199 75			56 75
Sub Total	49.0000				2,470.57	2,188.79			281.78
UNION PACIFIC CORP									
Symbol UNP									
CUSIP 907818108									
Sell	8.0000		05/25/11	02/01/12	931.07	821.98			109.09

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Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Short-term transactions reported on Form 1099-B - basis reported to the IRS, Report on Form 8949, Part I, with **Box A** checked (continued)

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are reported to the IRS (Line 6b)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis (\$)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) (\$)	Cost or other basis (Line 3) (\$)	Wash sale loss disallowed (Line 5) (\$)	Federal income tax withheld (Line 4) (\$)	Gain/Loss (\$)
US BANCORP DEL SER F PREFERRED CLBL PAR VALUE - 25 00 USD Symbol USB PRM CUSIP 902973833									
Sell	22 0000		01/19/12	10/16/12	659 98	553 74			106 24
Sell	7 0000		01/23/12	10/16/12	210 00	176 89			33 11
Sell	4 0000		01/23/12	10/16/12	119 99	101 10			18 89
Sell	8 0000		01/24/12	10/16/12	240 00	202 00			38 00
Sell	7 0000		01/25/12	10/16/12	209 99	176 75			33 24
Sub Total	48.0000				1,439.96	1,210.48			229.48
VIACOM INC NEW CL B Symbol VIAB CUSIP 92553P201									
Sell	6 0000		05/25/11	01/05/12	277 66	300 84	23.18		0 00
Sell	8 0000		05/25/11	02/06/12	388 71	401 12			(12 41)
Sell	6 0000		05/25/11	02/07/12	292 27	300 84			(8 57)
Sub Total	20.0000				958.64	1,002.80	23.18		(20.98)
Short-term total									
Box A, Part I	953.0000				\$18,802.17	\$22,592.89	\$23.18		\$(3,76)

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Account Number HS 29264 JP
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UBS Financial Services Inc.

2012 Consolidated Form 1099

P0201G0000506600190992-X1

Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Type of Gain/Loss: Short Term (Line 1c)

Short-term transactions reported on Form 1099-B - basis **Not** reported to the IRS; Report on Form 8949, Part I, with **Box B** checked

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are not reported to the IRS (Line 6a)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis (\$)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) (\$)	Cost or other basis (Line 3) (\$)	Wash sale loss disallowed (Line 5) (\$)	Federal income tax withheld (Line 4) (\$)	Gain/Loss (\$)
ARROW ELECTRONICS INC 06 000% 040120 DTD093009 CALL@MW+40BP NTS B/E CUSIP 042735BA7									
Sell	1,000.0000		05/26/11	02/06/12	1,089.46	1,087.97			1.49
Sell	1,000.0000		05/26/11	02/23/12	1,091.97	1,087.97			4.00
Sub Total	2,000.0000				2,181.43	2,175.94			5.49
FNMA NTS 02 000 % DUE 010912 DTD 010909 FC 07092009 CUSIP 31398AUU4									
Redemption	6,000.0000		05/26/11	01/09/12	6,000.00	6,068.64			(68.64)
GENWORTH FINANCIAL INC 05 750% 061514 DTD061504 FC121504 MW+15BP NTS CUSIP 37247DAE6									
Sell	1,000.0000		05/26/11	04/18/12	1,016.25	1,049.50			(33.25)
Sell	1,000.0000		05/26/11	04/19/12	1,016.25	1,049.50			(33.25)
Sub Total	2,000.0000				2,032.50	2,099.00			(66.50)
GOLDMAN SACHS GROUP INC 05 500% 111514 DTD111502 FC051503 CUSIP 38141GCM4									
Sell	2,000.0000		05/26/11	01/25/12	2,129.30	2,189.78			(60.48)
US TSY NOTE 00 375 % DUE 08/31/12 DTD 08/31/10 FC 02/28/11 CUSIP 912828PH7									
Redemption	6,000.0000		01/09/12	08/31/12	6,000.00	6,011.02			(11.02)

continued next page



Account Number HS 29264 JP
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UBS Financial Services Inc.

2012 Consolidated Form 1099

P0201G0000506600190993-X1

Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Short-term transactions reported on Form 1099-B - basis **Not** reported to the IRS; Report on Form 8949, Part I, with **Box B** checked (continued)

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are not reported to the IRS (Line 6a)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis (\$)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) (\$)	Cost or other basis (Line 3) (\$)	Wash sale loss disallowed (Line 5) (\$)	Federal income tax withheld (Line 4) (\$)	Gain/Loss (\$)
US TSY NOTE 00 625 % DUE 06/30/12 DTD 06/30/10 FC 12/31/10 CUSIP 912828NS5									
Redemption	3,000.0000		08/04/11	06/30/12	3,000.00	3,013.13			(13.13)
US TSY NOTE 00 625 % DUE 07/31/12 DTD 07/31/10 FC 01/31/11 CUSIP 912828NQ9									
Redemption	3,000.0000		08/01/11	07/31/12	3,000.00	3,011.13			(11.13)
Short-term total									
Box B, Part I	24,000.0000				\$24,343.23	\$24,568.64			\$(225.41)

Type of Gain/Loss: Long Term (Line 1c)

Long-term transactions reported on Form 1099-B - basis reported to the IRS; Report on Form 8949, Part II, with **Box A** checked

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are reported to the IRS (Line 6b)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis (\$)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) (\$)	Cost or other basis (Line 3) (\$)	Wash sale loss disallowed (Line 5) (\$)	Federal income tax withheld (Line 4) (\$)	Gain/Loss (\$)
BARRICK GOLD CORP CAD Symbol ABX CUSIP: 067901108									
Sell	10.0000		05/25/11	06/06/12	402.57	472.80			(70.23)
CVS CAREMARK CORP Symbol CVS CUSIP: 126650100									
Sell	6.0000		05/25/11	07/19/12	277.24	229.32			47.92

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Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Long-term transactions reported on Form 1099-B - basis reported to the IRS, Report on Form 8949, Part II, with **Box A** checked. (continued)

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are reported to the IRS (Line 6b)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis (\$)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) (\$)	Cost or other basis (Line 3) (\$)	Wash sale loss disallowed (Line 5) (\$)	Federal income tax withheld (Line 4) (\$)	Gain/Loss (\$)
LOEWS CORP									
Symbol L									
CUSIP 540424108									
Sell	2 0000		05/25/11	07/05/12	81 93	83 64			(1 71)
Sell	4 0000		05/25/11	07/18/12	164 27	167 27			(3 00)
Sell	4 0000		05/25/11	07/19/12	164 16	167 27			(3 11)
Sub Total	10.0000				410.36	418.18			(7.82)
NOBLE ENERGY INC									
Symbol NBL									
CUSIP 655044105									
Sell	3 0000		05/25/11	07/30/12	267 77	271 08			(3 31)
Sell	1 0000		05/25/11	07/31/12	89 17	90 36			(1 19)
Sell	2 0000		05/25/11	08/01/12	177.00	180 72			(3 72)
Sell	1 0000		05/25/11	08/06/12	87 48	90 36			(2 88)
Sell	2.0000		05/25/11	08/07/12	178 59	180 72			(2 13)
Sell	4 0000		05/25/11	09/14/12	387 61	361 44			26 17
Sell	4 0000		05/25/11	10/18/12	385 46	361 44			24 02
Sub Total	17.0000				1,573.08	1,536.12			36.96
PHILIP MORRIS INTL INC									
Symbol PM									
CUSIP 718172109									
Sell	3 0000		05/25/11	09/07/12	266 19	208.92			57 27
Sell	4 0000		05/25/11	09/11/12	355 41	278 56			76 85
Sub Total	7.0000				621.60	487.48			134.12
VIACOM INC NEW CL B									
Symbol VIAB									
CUSIP 92553P201									
Sell	10 0000		05/25/11	09/11/12	510 22	501 40			8 82
Sell	2 0000		05/25/11	09/12/12	101.76	100.28			1 48

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Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Long-term transactions reported on Form 1099-B - basis reported to the IRS; Report on Form 8949, Part II, with **Box A** checked. (continued)

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are reported to the IRS (Line 6b)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis (\$)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) (\$)	Cost or other basis (Line 3) (\$)	Wash sale loss disallowed (Line 5) (\$)	Federal income tax withheld (Line 4) (\$)	Gain/Loss (\$)
VIACOM INC NEW CL B Symbol VIAB CUSIP 92553P201									
Sell	6.0000		05/25/11	09/13/12	308.64	300.84			7.80
Sub Total	18.0000				920.62	902.52			18.10
WELLS FARGO & CO NEW Symbol WFC CUSIP 949746101									
Sell	21.0000		05/25/11	09/19/12	741.98	581.49			160.49
Long-term total Box A, Part II	89.0000				\$4,947.45	\$4,627.91			\$319.54

Type of Gain/Loss: Long Term (Line 1c)

Long-term transactions reported on Form 1099-B - basis **Not** reported to the IRS; Report on Form 8949, Part II, with **Box B** checked.

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are not reported to the IRS (Line 6a)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis (\$)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) (\$)	Cost or other basis (Line 3) (\$)	Wash sale loss disallowed (Line 5) (\$)	Federal income tax withheld (Line 4) (\$)	Gain/Loss (\$)
HEWLETT-PACKARD CO 03 000% 091516 DTD091911 CALL@MW T+35BP CUSIP. 428236BP7									
Sell	1,000.0000		09/14/11	09/24/12	1,040.32	1,003.66			36.66
Sell	1,000.0000		09/14/11	12/13/12	1,004.06	1,003.66			0.40
Sub Total	2,000.0000				2,044.38	2,007.32			37.06
PFIZER INC Symbol PFE CUSIP 717081103									
Sell	15.0000		10/20/05	07/18/12	354.37	332.25			22.12
Sell	37.0000		12/26/07	07/18/12	874.12	856.70			17.42

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Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Long-term transactions reported on Form 1099-B - basis **Not** reported to the IRS; Report on Form 8949, Part II, with **Box B** checked. (continued)

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are not reported to the IRS (Line 6a)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis (\$)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) (\$)	Cost or other basis (Line 3) (\$)	Wash sale loss disallowed (Line 5) (\$)	Federal income tax withheld (Line 4) (\$)	Gain/Loss (\$)
PFIZER INC Symbol PFE CUSIP 717081103									
Sell	20 0000		12/26/07	12/10/12	510 85	463 07			47
Sell	22.0000		12/26/07	12/11/12	563 94	509 39			54 55
Sub Total	94.0000				2,303.28	2,161.41			141.87
RAYTHEON CO NEW Symbol RTN CUSIP 755111507									
Sell	4 0000		05/17/05	04/26/12	216 13	156 32			59 81
Sell	8 0000		05/17/05	04/27/12	431 81	312 64			119 17
Sub Total	12.0000				647.94	468.96			178.98
US TSY NOTE 00 375 % DUE 08/31/12 DTD 08/31/10 FC 02/28/11 CUSIP 912828PH7									
Redemption	3,000.0000		07/21/11	08/31/12	3,000.00	3,003.98			(3.98)
US TSY NOTE 00 375 % DUE 09/30/12 DTD 09/30/10 FC 03/31/11 CUSIP 912828NX4									
Redemption	3,000.0000		07/21/11	09/30/12	3,000.00	3,003.40			(3.40)
US TSY NOTE 00 375 % DUE 10/31/12 DTD 10/31/10 FC 04/30/11 CUSIP 912828PD6									
Redemption	3,000.0000		07/26/11	10/31/12	3,000.00	3,003.06			(3.06)
US TSY NOTE 04 750 % DUE 05/15/14 DTD 05/15/04 FC 11/15/04 CUSIP 912828CJ7									
Sell	2,000.0000		05/26/11	09/05/12	2,152.34	2,231.17			(78.83)
Long-term total									
Box B, Part II	13,106.0000				\$16,147.94	\$15,879.30			\$268.64
Total					\$64,240.79				

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2012 Realized Gain/Loss Summary (Includes sale proceeds not reported on Form 1099-B)

This section summarizes your realized gain/loss for transactions reported on Form 1099-B and those transactions not reported on Form 1099-B

- Transactions with box A checked were reported to the IRS on Form 1099-B with cost basis
- Transactions with box B checked were reported to the IRS on Form 1099-B without cost basis
- Transactions with box C checked were not reported to the IRS on Form 1099-B

For transactions where term is unknown to UBS, please rely on the confirmations previously provided to you as your official record

Net gain or loss subtotal and total amounts with symbol (2) do not include tax lots where gain or loss was not calculated

Description	Sale amount	Cost/other basis	Wash sale loss disallowed	Gain/Loss
Short-term Gain/Loss				
Short-term totals with box A checked in Part I	18,802 17	22,592 89	23 18	(3,767 54)
Short-term totals with box B checked in Part I	24,343 23	24,568 64		(225 41)
Total short-term	\$43,145 40	\$47,161 53	\$23 18	\$(3,992 95)
Long-term Gain/Loss				
Long-term totals with box A checked in Part II	4,947 45	4,627 91		319 54
Long-term totals with box B checked in Part II	16,147 94	15,879 30		268 64
Total long-term	\$21,095.39	\$20,507 21		\$588 18
Sub Total	\$64,240.79	\$67,668.74	\$23.18	\$(3,404.77)
Totals	\$64,240.79	\$67,668.74	\$23.18	\$(3,404.77)

Details for Items Reported on Forms 1099

Dividends and Distributions Details Reported on Form 1099-DIV

Transactions shown as "Qualified Dividend" only indicate that the dividend is issuer-qualified. We do not compute the holding period required for a qualified dividend. It is the responsibility of the taxpayer to determine whether the holding period requirements have been met. To assist you, we include the ex-dividend date information if available.

Security description	CUSIP	Activity Description	Ex Date	Payment Date	Amount
ANGLOGOLD ASHANTI LTD NEW SPON ADR	035128206	Qualified Foreign Div	03/07/12	03/26/12	29 04
		Qualified Foreign Div	05/30/12	06/18/12	12 99
		Foreign Tax Paid		06/18/12	(1.95)
		Qualified Foreign Div	08/29/12	09/24/12	13 31
		Foreign Tax Paid		09/24/12	(2 00)
		Qualified Foreign Div	11/28/12	12/24/12	7 84
		Foreign Tax Paid		12/24/12	(1 18)
		Sub-Total:			
.AON CORP **MERGER EFF 04/2012**	037389103	Qualified Dividend	01/30/12	02/15/12	\$ 9.75
AON PLC	G0408V102	Qualified Foreign Div	04/27/12	05/15/12	10 24
		Qualified Dividend	07/30/12	08/15/12	10 24

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Dividends and Distributions Details Reported on Form 1099-DIV (continued)

Security description	CUSIP	Activity Description	Ex Date	Payment Date	Amount
AON PLC	G0408V102	Qualified Foreign Div	10/31/12	11/15/12	10.24
				Sub-Total:	\$ 30.72
APACHE CORP	037411105	Qualified Dividend	01/19/12	02/22/12	8.25
		Qualified Dividend	04/19/12	05/22/12	9.35
		Qualified Dividend	07/19/12	08/22/12	9.35
		Qualified Dividend	10/18/12	11/21/12	9.35
				Sub-Total:	\$ 36.30
BARRICK GOLD CORP CAD	067901108	Qualified Foreign Div	02/27/12	03/15/12	11.10
		Foreign Tax Paid		03/15/12	(1.67)
		Qualified Foreign Div	05/29/12	06/15/12	14.80
		Foreign Tax Paid		06/15/12	(2.22)
		Qualified Foreign Div	08/29/12	09/17/12	12.80
		Foreign Tax Paid		09/17/12	(1.92)
		Qualified Foreign Div	11/28/12	12/17/12	12.80
		Foreign Tax Paid		12/17/12	(1.92)
				Sub-Total:	\$ 43.77
BEST BUY CO INC	086516101	Qualified Dividend	04/17/12	05/10/12	7.68
		Qualified Dividend	06/08/12	07/03/12	14.24
		Qualified Dividend	09/07/12	10/02/12	15.13
		Qualified Dividend	12/07/12	12/31/12	10.03
				Sub-Total:	\$ 47.08
CA INC	12673P105	Qualified Dividend	02/10/12	03/13/12	71.25
		Qualified Dividend	05/18/12	06/12/12	71.25
		Qualified Dividend	08/10/12	09/11/12	71.25
		Qualified Dividend	11/16/12	12/11/12	71.25
				Sub-Total:	\$ 285.00
CANADIAN NAT RESOURCES LTD CAD	136385101	Qualified Foreign Div	12/14/11	01/01/12	8.00
		Foreign Tax Paid		01/01/12	(1.20)
		Qualified Foreign Div	03/15/12	04/01/12	9.47
		Foreign Tax Paid		04/01/12	(1.42)
		Qualified Foreign Div	06/13/12	07/01/12	14.09
		Foreign Tax Paid		07/01/12	(2.11)
		Qualified Foreign Div	09/12/12	10/01/12	14.52
		Foreign Tax Paid		10/01/12	(2.18)
				Sub-Total:	\$ 39.17
CAPITAL ONE FINCL CORP	14040H105	Qualified Dividend	11/07/12	11/19/12	1.75
CISCO SYSTEMS INC	17275R102	Qualified Dividend	01/03/12	01/25/12	10.50
		Qualified Dividend	04/03/12	04/25/12	17.52
		Qualified Dividend	07/02/12	07/25/12	17.52

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