NEXTERA ENERGY INC
Form 424B2
May 02, 2012

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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	**Maximum Aggregate Offering Price(1)**	**Amount of Registration Fee(2)(3)**
NextEra Energy, Inc. (formerly known as FPL Group, Inc.) Stock Purchase Contracts NextEra Energy, Inc. Stock Purchase Units NextEra Energy, Inc. Common Stock, $.01 par value NextEra Energy, Inc. Guarantee of NextEra Energy Capital Holdings, Inc. (formerly known as FPL Group Capital Inc) Debentures(4) NextEra Energy Capital Holdings, Inc. Series E Debentures due June 1, 2017	$1,200,000,000	(5)
Total	$1,200,000,000	$137,520

(1) Represents an aggregate amount of $600,000,000 of the Equity Units (Stock Purchase Units) offered hereby and an aggregate amount of $600,000,000 of Common Stock for which consideration will be received upon settlement of the Stock Purchase Contracts.

(2) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended.

(3) This "Calculation of Registration Fee" table shall be deemed to update the "Calculation of Registration Fee" table in Registration Statement Nos. 333-160987, 333-160987-01, 333-160987-02, 333-160987-03, 333-160987-04, 333-160987-05, 333-160987-06, 333-160987-07 and 333-160987-08.

(4) The value attributable to the NextEra Energy, Inc. guarantee, if any, is reflected in the offering price of the NextEra Energy Capital Holdings, Inc. Series E Debentures due June 1, 2017.

(5) Pursuant to Rule 457(n) under the Securities Act, no separate fee for the NextEra Energy, Inc. guarantee is payable.

Table of Contents

Filed pursuant to Rule 424(b)(2)
Registration Nos. 333-160987, 333-160987-01,
333-160987-02, 333-160987-03,
333-160987-04, 333-160987-05,
333-160987-06, 333-160987-07
and 333-160987-08

PROSPECTUS SUPPLEMENT
(To prospectus dated August 3, 2009)

NextEra Energy, Inc.

12,000,000 Equity Units

(Initially Consisting of 12,000,000 Corporate Units)

This is an offering of Equity Units by NextEra Energy, Inc., formerly known as FPL Group, Inc. ("NEE"). Each Equity Unit will have a stated amount of $50 and will consist of (1) a purchase contract issued by NEE and (2) initially a 1/20, or 5%, undivided beneficial ownership interest in a Series E Debenture due June 1, 2017 issued in the principal amount of $1,000 by NextEra Energy Capital Holdings, Inc., formerly known as FPL Group Capital Inc ("NEE Capital"), a wholly-owned subsidiary of NEE, which is referred to as a Corporate Unit.

The purchase contract will obligate holders of Equity Units to purchase from NEE, no later than June 1, 2015, for a price of $50 in cash, the following number of shares of NEE common stock (subject to anti-dilution adjustments):

- if the applicable market value of NEE common stock, equals or is greater than the threshold appreciation price of $77.22, 0.6475 shares of NEE common stock;

- if the applicable market value is less than the threshold appreciation price of $77.22, but greater than the reference price of $64.35, a number of shares of NEE common stock having a value (based on the applicable market value) which is equal to $50; and

- if the applicable market value is less than or equal to the reference price of $64.35, 0.7770 shares of NEE common stock.

The applicable market value of NEE common stock will be determined by reference to average closing prices of NEE common stock over the 20 trading day period ending on the third trading day prior to June 1, 2015.

The NEE Capital debentures will initially bear interest at a rate of 1.70% per year, payable quarterly in arrears. NEE has agreed to absolutely, irrevocably and unconditionally guarantee the payment of principal, interest and premium, if any, on the NEE Capital debentures. The NEE Capital debentures will be remarketed as described in this prospectus supplement. If this remarketing is successful, the interest rate on the NEE Capital debentures will be reset and thereafter interest will be payable semi-annually at the reset rate.

NEE will also pay quarterly contract adjustment payments at a rate of 3.899% per year on the stated amount of $50 per Corporate Unit, or $1.9495 per year, subject to NEE's right to defer contract adjustment payments, as described in this prospectus supplement.

The NEE Capital debentures will not trade separately from the Corporate Units unless and until substitution is made, the Corporate Units are settled early or the NEE Capital debentures are successfully remarketed, all as described in this prospectus supplement.

NEE does not intend to apply to list the Corporate Units on a securities exchange.

See "Risk Factors" beginning on page S-26 of this prospectus supplement to read about certain factors you should consider before making an investment in the Equity Units.

Neither the Securities and Exchange Commission nor any other securities commission in any jurisdiction has approved or disapproved of the Equity Units or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Each Corporate Unit will be issued in a stated amount of $50. An underwriting discount of $1.50 is applicable to each Corporate Unit (totaling $18,000,000). The Corporate Units were offered to the public at a price of $47.50 per Corporate Unit, for a total of $570,000,000. NEE Capital's proceeds from the offering (before expenses) will equal $48.50 per Corporate Unit, for a total of $582,000,000. Interest and contract adjustment payments on the Corporate Units will accrue from May 4, 2012. Purchasers of the Corporate Units must pay accrued interest and accumulated contract adjustment payments if settlement occurs after that date.

The underwriter has the option to purchase up to an additional 1,800,000 Corporate Units at a price of $48.50 per Corporate Unit in order to cover overallotments, if any. If that option is exercised, any such additional Corporate Units are expected to be delivered on or about the date set forth below.

The Corporate Units are expected to be delivered in book-entry only form through The Depository Trust Company for the accounts of its participants on or about May 4, 2012.

BofA Merrill Lynch

The date of this prospectus supplement is May 1, 2012.

You should rely only on the information incorporated by reference or provided in this prospectus supplement and in the accompanying prospectus and in any written communication from NEE, NEE Capital or the underwriter specifying the final terms of the offering. None of NEE, NEE Capital or the underwriter has authorized anyone else to provide you with additional or different information. None of NEE, NEE Capital or the underwriter is making an offer of the Corporate Units in any jurisdiction where the offer is not permitted. You should not assume that the information in this prospectus supplement or in the accompanying prospectus is accurate as of any date other than the date on the front of those documents or that the information incorporated by reference is accurate as of any date other than the date of the document incorporated by reference.

TABLE OF CONTENTS

Prospectus Supplement

Prospectus

PROSPECTUS SUPPLEMENT SUMMARY

You should read the following summary in conjunction with the more detailed information incorporated by reference or provided in this prospectus supplement or in the accompanying prospectus. This prospectus supplement and the accompanying prospectus contain forward-looking statements (as that term is defined in the Private Securities Litigation Reform Act of 1995). Forward-looking statements should be read with the cautionary statements in the accompanying prospectus under the heading "Forward-Looking Statements" and the important factors discussed in this prospectus supplement and in the incorporated documents. To the extent the following information is inconsistent with the information in the accompanying prospectus, you should rely on the following information. You should pay special attention to the "Risk Factors" section beginning on page S-26 of this prospectus supplement to determine whether an investment in the Equity Units is appropriate for you.

NEE

The information in this section replaces the information in the "FPL Group" section on page 8 of the accompanying prospectus.

NEE has two principal operating subsidiaries, Florida Power & Light Company ("FPL") and, indirectly through NEE Capital, NextEra Energy Resources, LLC ("NEER"). FPL is a rate-regulated electric utility engaged primarily in the generation, transmission, distribution and sale of electric energy in Florida. NEER is NEE's competitive energy subsidiary which produces the majority of its electricity from clean and renewable sources. NEE is a holding company incorporated in 1984 as a Florida corporation.

NEE's principal executive offices are located at 700 Universe Boulevard, Juno Beach, Florida 33408, telephone number (561) 694-4000, and its mailing address is P.O. Box 14000, Juno Beach, Florida 33408-0420.

NEE CAPITAL

The information in this section replaces the information in the "FPL Group Capital" section on page 8 of the accompanying prospectus.

NEE Capital owns and provides funding for, all of NEE's operating subsidiaries other than FPL and its subsidiaries. NEE Capital was incorporated in 1985 as a Florida corporation and is a wholly-owned subsidiary of NEE.

NEE Capital's principal executive offices are located at 700 Universe Boulevard, Juno Beach, Florida 33408, telephone number (561) 694-4000, and its mailing address is P.O. Box 14000, Juno Beach, Florida 33408-0420.

Table of Contents

The Offering Q&A

What are Equity Units?

The Equity Units consist of units referred to as either Corporate Units or Treasury Units. The Equity Units offered will initially consist of 12,000,000 Corporate Units (13,800,000 Corporate Units if the underwriter exercises its overallotment option in full), each with a stated amount of $50. From each Corporate Unit, the holder may create a Treasury Unit, as described below under "How can I create Treasury Units from Corporate Units?"

What is a Corporate Unit?

Each Corporate Unit consists of (1) a purchase contract and (2) initially a 1/20, or 5%, undivided beneficial ownership interest in a Series E Debenture due June 1, 2017 issued in the principal amount of $1,000 by NEE Capital, also referred to as the "applicable ownership interest in NEE Capital debentures." In this prospectus supplement, the Series E Debentures due June 1, 2017 are referred to as the "NEE Capital debentures." The NEE Capital debentures will rank equally and ratably with NEE Capital's other unsecured and unsubordinated obligations. The applicable ownership interest in NEE Capital debentures corresponds to $50 principal amount of NEE Capital debentures. NEE has agreed to absolutely, irrevocably and unconditionally guarantee the payment of principal, interest and premium, if any, on the NEE Capital debentures. The guarantee is an unsecured obligation of NEE and will rank equally and ratably with all other unsecured and unsubordinated obligations of NEE. The applicable ownership interests in NEE Capital debentures that are components of the Corporate Units will be owned by the holders of the Corporate Units, but they will be pledged to NEE through the collateral agent to secure the holders' obligations to purchase NEE common stock under the related purchase contracts. The NEE Capital debentures will be issued in minimum denominations of $1,000 and integral multiples thereof (except in certain limited circumstances). If the NEE Capital debentures are successfully remarketed on or prior to the ninth business day preceding June 1, 2015, or a special event redemption or a mandatory redemption occurs, in each case as described in this prospectus supplement, the applicable ownership interest in a Treasury portfolio (as defined under "What is the Treasury portfolio?") will replace the applicable ownership interest in NEE Capital debentures as a component of each Corporate Unit and will be pledged to NEE through the collateral agent to secure the holder's obligation to purchase NEE common stock under the related purchase contract. The NEE Capital debentures will not trade separately from the Corporate Units unless and until Treasury securities are substituted for NEE Capital debentures, the Corporate Units' purchase contracts are settled early or the NEE Capital debentures are remarketed.

What is a purchase contract?

Each purchase contract that is a component of an Equity Unit obligates the holder of the purchase contract to purchase, and obligates NEE to sell, on June 1, 2015, which is referred to as the "purchase contract settlement date," for $50 in cash, a number of newly issued shares of NEE common stock equal to the "settlement rate." The settlement rate will be calculated, subject to adjustment under the circumstances described in "Description of the Purchase Contracts Anti-dilution Adjustments" and in "Description of the Purchase Contracts Early Settlement upon a Fundamental Change," as follows:

- if the applicable market value (as defined below) of NEE common stock is equal to or greater than the threshold appreciation price of $77.22, the settlement rate will be 0.6475 shares of NEE common stock;

- if the applicable market value of NEE common stock is less than the threshold appreciation price but greater than the reference price of $64.35, the settlement rate will be a number of shares of NEE common stock equal to $50 divided by the applicable market value; and

Table of Contents

if the applicable market value of NEE common stock is less than or equal to the reference price, the settlement rate will be 0.7770 shares of NEE common stock.

"Applicable market value" means the average of the closing price per share of NEE common stock on each of the 20 consecutive trading days ending on the third trading day immediately preceding the purchase contract settlement date, subject to adjustment under the circumstances set forth in "Description of the Purchase Contracts Anti-dilution Adjustments." "Applicable market value" will also be subject to adjustments under the circumstances set forth under "Description of the Purchase Contracts Early Settlement upon a Fundamental Change." The "reference price," which is $64.35, equals the last reported sale price of NEE common stock on the New York Stock Exchange, or NYSE, on April 30, 2012. The "threshold appreciation price" is $77.22, and represents an appreciation of 20% over the reference price.

What is a Treasury Unit?

A Treasury Unit is a unit that can be created from a Corporate Unit and consists of (1) a purchase contract and (2) a 1/20, or 5%, undivided beneficial ownership interest in a zero-coupon United States ("U.S.") Treasury security that will mature on May 31, 2015 with a principal amount at maturity of $1,000 (CUSIP No. 912828NF3), which is referred to as a "Treasury security." The ownership interest in the Treasury security that is a component of each Treasury Unit will be owned by the holder of the Treasury Unit, but it will be pledged to NEE through the collateral agent to secure the holder's obligation to purchase NEE common stock under the related purchase contract.

How can I create Treasury Units from Corporate Units?

Unless the Treasury portfolio has replaced the NEE Capital debentures as a component of the Corporate Units as a result of a successful remarketing of the NEE Capital debentures, a special event redemption or a mandatory redemption, each holder of Corporate Units will have the right, on or prior to the seventh business day immediately preceding the purchase contract settlement date, to substitute for the related NEE Capital debentures held by the collateral agent a Treasury security having a principal amount at maturity equal to the aggregate principal amount of the NEE Capital debentures for which substitution is being made. Because Treasury securities and NEE Capital debentures are issued in integral multiples of $1,000, holders of Corporate Units may make these substitutions only in integral multiples of 20 Corporate Units. The ability of holders of Corporate Units to create Treasury Units will be subject to the limitation that holders may not create Treasury Units during any period commencing on and including the business day preceding any three-day remarketing period as described under "What is remarketing?" below and ending on and including, in the case of a successful remarketing during that three-day remarketing period, the reset effective date (as defined under "What is remarketing?" below), or, if none of the remarketings during that three-day remarketing period is successful, the business day following the last remarketing date in the applicable three-day remarketing period.

If a Treasury portfolio has replaced the NEE Capital debentures as a component of the Corporate Units as a result of a successful remarketing of the NEE Capital debentures, a special event redemption or a mandatory redemption, holders of Corporate Units may create Treasury Units by making substitutions of Treasury securities for the applicable ownership interests in the Treasury portfolio held by the collateral agent, on or prior to the second business day immediately preceding the purchase contract settlement date and only in integral multiples of 80,000 Corporate Units (or such other number of Corporate Units as may be determined by the remarketing agent in connection with a successful remarketing of the NEE Capital debentures if the reset effective date is not a regular quarterly interest payment date).

Table of Contents

Each of these substitutions will create Treasury Units, and the NEE Capital debentures underlying the applicable ownership interests in NEE Capital debentures or the applicable ownership interests in the Treasury portfolio will be released to the holder and be tradable separately from the Treasury Units.

How can I recreate Corporate Units from Treasury Units?

Unless the Treasury portfolio has replaced the NEE Capital debentures as a component of the Corporate Units as a result of a successful remarketing of the NEE Capital debentures, a special event redemption or a mandatory redemption, each holder of Treasury Units will have the right, subject to the last sentence of this paragraph, on or prior to the second business day immediately preceding the first day of the final three-day remarketing period, to substitute NEE Capital debentures for any related Treasury securities held by the collateral agent, having a principal amount equal to the aggregate principal amount at maturity of the Treasury securities for which substitution is being made. Because Treasury securities and NEE Capital debentures are issued in integral multiples of $1,000, holders of Treasury Units may make these substitutions only in integral multiples of 20 Treasury Units. The ability of holders of Treasury Units to recreate Corporate Units will be subject to the limitation that holders may not recreate Corporate Units during any period commencing on and including the business day preceding any three-day remarketing period and ending on and including, in the case of a successful remarketing during that three-day remarketing period, the reset effective date, or, if none of the remarketings during that three-day remarketing period is successful, the business day following the last remarketing date in the applicable three-day remarketing period.

If a Treasury portfolio has replaced the NEE Capital debentures as a component of the Corporate Units as a result of a successful remarketing of the NEE Capital debentures, a special event redemption or a mandatory redemption, holders of Treasury Units may recreate Corporate Units by making substitutions of the applicable ownership interests in the Treasury portfolio for Treasury securities held by the collateral agent, on or prior to the second business day immediately preceding the purchase contract settlement date and only in integral multiples of 80,000 Treasury Units (or such other number of Treasury Units as may be determined by the remarketing agent in connection with a successful remarketing of the NEE Capital debentures if the reset effective date is not a regular quarterly interest payment date).

Each of these substitutions will recreate Corporate Units, and the applicable Treasury securities or the applicable ownership interest in the Treasury portfolio will be released to the holder and be tradable separately from the Corporate Units.

What payments am I entitled to as a holder of Corporate Units?

Holders of Corporate Units will be entitled to receive aggregate quarterly cash distributions at the rate of 5.599% per year on the stated amount of $50 per Corporate Unit. These quarterly cash distributions will consist of:

- a pro rata share of interest payments, payable in arrears, on the applicable ownership interest in NEE Capital debentures (or distributions on the applicable ownership interest in the Treasury portfolio, if the NEE Capital debentures have been replaced by the Treasury portfolio), equivalent to the rate of 1.70% per year on the stated amount of $50 per Corporate Unit; and

- contract adjustment payments payable by NEE at the rate of 3.899% per year on the stated amount of $50 per Corporate Unit, subject to NEE's right to defer the payment of such contract adjustment payments.

If, following a successful remarketing, the interest rate on the NEE Capital debentures is reset on a reset effective date that is not a scheduled interest payment date, the collateral agent will receive on behalf of holders of Corporate Units a payment from NEE Capital on such reset effective date of accrued and unpaid interest on the NEE Capital debentures from the most recent quarterly interest payment date to, but excluding, such reset effective date. On the quarterly payment date next following the reset effective date, Corporate Unit holders will receive a quarterly cash distribution comprised of their pro rata portion of the interest payment received by the collateral agent which is described in the preceding sentence, the portion of their applicable ownership interest in the remarketing Treasury portfolio, as described below under "What is the Treasury portfolio?", that matures prior to that quarterly payment date, and the contract adjustment payment payable on that date.

In addition, original issue discount, or OID, for U.S. federal income tax purposes will accrue on each NEE Capital debenture. NEE Capital is not entitled to defer interest payments on the NEE Capital debentures.

What payments am I entitled to if I convert my Corporate Units to Treasury Units?

Holders of Treasury Units will be entitled to receive quarterly contract adjustment payments payable by NEE at the rate of 3.899% per year on the stated amount of $50 per Treasury Unit, subject to NEE's right to defer the payment of such contract adjustment payments. In addition, OID will accrue on each related Treasury security. There will be no distributions in respect of the Treasury securities that are a component of the Treasury Units, but the holders of the Treasury Units will continue to receive the scheduled interest payments on the NEE Capital debentures that were released to them when they created the Treasury Units as long as they continue to hold such NEE Capital debentures.

What rights do NEE or NEE Capital have to defer current payments?

NEE has the right to defer the payment of contract adjustment payments until no later than the purchase contract settlement date; provided, however, that in the event of an early settlement upon a fundamental change or any other early settlement of the purchase contracts, NEE will pay deferred contract adjustment payments to but not including the fundamental change settlement date or the most recent quarterly payment date, as applicable (unless earlier paid in full). Any deferred contract adjustment payments will accrue additional contract adjustment payments at the rate of 5.599% per year (such additional payment being equal to the initial interest rate on the NEE Capital debentures plus the rate of contract adjustment payments on the purchase contracts) until paid, compounded quarterly. NEE Capital is not entitled to defer payments of interest on the NEE Capital debentures. In the event NEE exercises its right to defer the payment of contract adjustment payments, then until the deferred contract adjustment payments have been paid, NEE will not, with certain exceptions, declare or pay dividends on, make distributions with respect to, or redeem, purchase or acquire, or make a liquidation payment with respect to, any of its capital stock. See "Description of the Purchase Contracts Option to Defer Contract Adjustment Payments."

What are the payment dates for the Corporate Units?

The payments described above in respect of the Corporate Units will be payable quarterly in arrears on March 1, June 1, September 1 and December 1 of each year, commencing September 1, 2012. If any date on which interest on the NEE Capital debentures is to be paid or contract adjustment payments are to be made on the purchase contracts is not a business day, then payment of the interest and the contract adjustment payments payable on that date will be made on the next succeeding day which is a business day, and no interest or payment will be paid in respect of the delay. However, if that business day is in the next succeeding calendar year, payment will be made on the immediately preceding business day, in each case with the same force and effect as if made on that scheduled payment date. A "business day" means any day other than a Saturday, Sunday or any other day on

Table of Contents

which banking institutions and trust companies in New York City are permitted or required by any applicable law, regulation or executive order to close.

What is remarketing?

NEE Capital may, at its option and in its sole discretion, elect to remarket the NEE Capital debentures that are a component of Corporate Units on any remarketing date occurring during the period for early remarketing beginning on the fifth business day preceding December 1, 2014 and ending on the ninth business day preceding June 1, 2015, unless the NEE Capital debentures have been previously redeemed in connection with a special event redemption or a mandatory redemption or have been previously successfully remarketed. Each holder of NEE Capital debentures that are not a component of Corporate Units may elect to include those NEE Capital debentures in a remarketing. Any remarketing during the period for early remarketing will occur during one or more three-day remarketing periods that consist of three sequential possible remarketing dates selected by NEE Capital and will include the NEE Capital debentures that are a component of the Corporate Units and those separate NEE Capital debentures whose holders have elected to include those debentures in the remarketing.

On each remarketing date, if any, occurring during the period for early remarketing, the remarketing agent will use its commercially reasonable efforts to obtain a price for the NEE Capital debentures remarketed equal to or greater than 100% of the purchase price for the remarketing Treasury portfolio plus the separate NEE Capital debentures purchase price (as defined below) plus the applicable remarketing fee. In no event shall the price for the NEE Capital debentures on each remarketing date, if any, occurring during the period for early remarketing be less than a price equal to 100% of the purchase price for the remarketing Treasury portfolio plus the separate NEE Capital debentures purchase price. The "separate NEE Capital debenture purchase price," with respect to separate NEE Capital debentures that were not a component of Corporate Units and whose holders have elected to include those NEE Capital debentures in an early remarketing, means an amount equal to the purchase price for the remarketing Treasury portfolio divided by the principal amount of NEE Capital debentures which were a component of Corporate Units that participated in the remarketing multiplied by the aggregate principal amount of NEE Capital debentures that were not a component of Corporate Units whose holders elected to include those NEE Capital debentures in an early remarketing. A portion of the proceeds from the remarketing equal to the remarketing Treasury portfolio purchase price will be applied to purchase the remarketing Treasury portfolio. The remarketing Treasury portfolio will be substituted for the NEE Capital debentures that are a component of the Corporate Units and will be pledged to NEE through the collateral agent to secure the holders' obligations to purchase NEE common stock under the related purchase contracts. When paid at maturity, an amount of the remarketing Treasury portfolio equal to the principal amount of the NEE Capital debentures for which that Treasury portfolio was substituted will automatically be applied to satisfy the Corporate Unit holders' obligations to purchase NEE common stock under the related purchase contracts on June 1, 2015.

In addition, if a remarketing during the period for early remarketing is successful, the remarketing agent may deduct the remarketing fee from any portion of the proceeds from the remarketing of the NEE Capital debentures that is in excess of the sum of the remarketing Treasury portfolio purchase price and the aggregate separate NEE Capital debentures purchase price, which remarketing fee shall be 25 basis points (0.25%) of the sum of the remarketing Treasury portfolio purchase price and the aggregate separate NEE Capital debentures purchase price. The remarketing agent will then remit the separate NEE Capital debentures purchase price to the holders of NEE Capital debentures that were not a component of Corporate Units and whose holders elected to include those NEE Capital debentures in an early remarketing. The remarketing agent will then remit the remaining portion of the proceeds from the remarketing of those NEE Capital debentures, if any, for the benefit of the holders of the Corporate Units and the holders, prior to remarketing, of NEE Capital debentures that were not a component of Corporate Units and whose holders elected to include those NEE Capital debentures in an early remarketing. The "reset effective date" will be, in the case of a successful remarketing during the period for early remarketing, the third business day immediately following the date of the successful remarketing, unless the remarketing is successful within five business days of the next succeeding interest payment date in which case the reset effective date will be such interest payment date, and, in the case of a successful remarketing during the final three-day remarketing period, the purchase contract settlement date.

If a remarketing attempt described above is unsuccessful on the first remarketing date of a three-day remarketing period, subsequent remarketings as described above will be attempted on each of the two following remarketing dates in that three-day remarketing period until a successful remarketing occurs. If none of the three remarketings occurring during a three-day remarketing period results in a successful remarketing because the remarketing agent cannot obtain a price for the NEE Capital debentures on any such date equal to at least 100% of the purchase price for the remarketing Treasury portfolio plus the separate NEE Capital debentures purchase price, or a condition precedent to the remarketing has not been fulfilled, the interest rate on the NEE Capital debentures will not be reset, the applicable ownership interests in NEE Capital debentures will continue to be a component of the Corporate Units and subsequent remarketings may, subject to the next paragraph, be attempted during one or more subsequent three-day remarketing periods as described above.

Unless the NEE Capital debentures have been successfully remarketed on or prior to the ninth business day immediately preceding June 1, 2015, the NEE Capital debentures that are a component of the Corporate Units whose holders have failed to notify the purchase contract agent on or prior to the seventh business day immediately preceding June 1, 2015 of their intention to pay cash in order to satisfy their obligations under the related purchase contracts, will, unless a special event redemption or a mandatory redemption has occurred or will occur prior to June 1, 2015, be remarketed during a three-day remarketing period beginning on and including the fifth business day, and ending on and including the third business day, immediately preceding June 1, 2015. This three-day remarketing period is referred to as the "final three-day remarketing period," and the third business day immediately preceding June 1, 2015 is referred to as the "final remarketing date." In this remarketing, the remarketing agent will use its commercially reasonable efforts to obtain a price for the NEE Capital debentures equal to or greater than 100% of the aggregate principal amount of the NEE Capital debentures being remarketed plus the applicable remarketing fee. In no event shall the price for the NEE Capital debentures being remarketed in this remarketing be less than the aggregate principal amount of the NEE Capital debentures being remarketed. The proceeds from the remarketing of NEE Capital debentures that are a component of Corporate Units equal to the aggregate principal amount of such NEE Capital debentures will be automatically applied to satisfy in full the Corporate Unit holders' obligations to purchase NEE common stock under the related purchase contracts on the purchase contract settlement date.

If a remarketing during the final three-day remarketing period is successful, the remarketing agent may deduct the remarketing fee from any portion of the proceeds from the remarketing of the NEE Capital debentures that is in excess of the aggregate principal amount of the remarketed NEE Capital debentures, which remarketing fee shall be 25 basis points (0.25%) of the aggregate principal amount of the NEE Capital debentures remarketed. The remarketing agent will then remit an amount equal to 100% of the aggregate principal amount of the NEE Capital debentures that were not components of the Corporate Units to the holders of such NEE Capital debentures who elected to participate in the remarketing. The remarketing agent will then remit the remaining portion of the proceeds from the remarketing of the NEE Capital debentures, if any, for the benefit of the holders of the Corporate Units and the holders, prior to remarketing, of such debentures.

Table of Contents

In connection with a successful remarketing, interest on the NEE Capital debentures will be payable semi-annually at the reset rate. The reset rate on the NEE Capital debentures will be determined on the date that the remarketing agent is able to successfully remarket the NEE Capital debentures. The reset rate will become effective, if the remarketing is successful, on the reset effective date.

If a remarketing attempt described above is unsuccessful on the first remarketing date of the final three-day remarketing period, subsequent remarketings will be attempted as described above on each of the two following remarketing dates in the final three-day remarketing period until a successful remarketing occurs.

What happens if the NEE Capital debentures are not successfully remarketed?

If the NEE Capital debentures are not successfully remarketed prior to the final remarketing date, or if the remarketing of the NEE Capital debentures on the final remarketing date is not successful because the remarketing agent cannot obtain a price of at least 100% of the aggregate principal amount of the NEE Capital debentures being remarketed or a condition precedent to such remarketing has not been fulfilled, NEE will exercise its rights as a secured party in accordance with applicable law and may, among other things, retain the NEE Capital debentures that are a component of Corporate Units or sell the NEE Capital debentures that are a component of Corporate Units, in each case to satisfy in full the holders' obligations to purchase NEE common stock under the related purchase contracts on June 1, 2015.

In addition, holders of NEE Capital debentures that are not a component of a Corporate Unit may exercise their put right upon an unsuccessful final remarketing by providing written notice at least two business days prior to the purchase contract settlement date. The put price will be paid to such holder on the purchase contract settlement date. The put price will be equal to the principal amount of the NEE Capital debentures, plus accrued and unpaid interest.

Do I have to participate in the remarketing?

A holder of Corporate Units may elect not to participate in any remarketing and to retain its applicable ownership interests in NEE Capital debentures that are a component of the holder's Corporate Units by (1) creating Treasury Units at any time prior to the business day preceding any three-day remarketing period or (2), if there has not been a successful remarketing prior to the final three-day remarketing period, notifying the purchase contract agent of the holder's intention to pay cash to satisfy its obligation under the related purchase contracts on or prior to the seventh business day before the purchase contract settlement date and delivering the cash payment required under the purchase contracts to the collateral agent on or prior to the sixth business day before the purchase contract settlement date. Whether or not a holder of Corporate Units participates in the remarketing, upon a successful remarketing of the NEE Capital debentures, the NEE Capital debentures will become subject to the modified provisions described under "Which provisions will govern the NEE Capital debentures following the remarketing?" Following a successful remarketing prior to the final three-day remarketing period, holders of Treasury Units can recreate Corporate Units, on or prior to the second business day immediately preceding the purchase contract settlement date, as described under "How can I recreate Corporate Units from Treasury Units?"

Which provisions will govern the NEE Capital debentures following the remarketing?

The NEE Capital debentures will continue to be governed by the indenture under which they were issued, but some of the provisions of the NEE Capital debentures may be modified by NEE Capital without the consent of the holders of NEE Capital debentures.

Table of Contents

What is the Treasury portfolio?

If there is a successful remarketing on or prior to the ninth business day preceding the purchase contract settlement date or if a special event redemption described under "Certain Terms of the NEE Capital Debentures Special Event Redemption" or a mandatory redemption described under "Certain Terms of the NEE Capital Debentures Mandatory Redemption" occurs prior to the purchase contract settlement date, the NEE Capital debentures will be replaced by the Treasury portfolio. The Treasury portfolio is a portfolio of U.S. Treasury securities consisting of:

- for a remarketing Treasury portfolio,
  - U.S. Treasury securities (or principal or interest strips thereof) that mature on or prior to May 31, 2015 in an aggregate amount equal to the aggregate principal amount of the NEE Capital debentures which are a component of the Corporate Units;
  - if the reset effective date occurs prior to March 1, 2015, with respect to the originally-scheduled quarterly interest payment dates on the NEE Capital debentures that would have occurred on March 1, 2015 and June 1, 2015, U.S. Treasury securities (or principal or interest strips thereof) that mature on or prior to (i) February 28, 2015 (in connection with the interest payment date that would have occurred on March 1, 2015) and (ii) May 31, 2015 (in connection with the interest payment date that would have occurred on June 1, 2015) each in an aggregate amount equal to the aggregate interest payments that would be due on March 1, 2015 and June 1, 2015, respectively, on the principal amount of the NEE Capital debentures that would have been components of the Corporate Units assuming no remarketing and no reset of the interest rate on the NEE Capital debentures as described under "Certain Terms of the NEE Capital Debentures Market Reset Rate" and assuming that interest on the NEE Capital debentures accrued from the reset effective date to, but excluding, March 1, 2015; and
  - if the reset effective date occurs on or after March 1, 2015, with respect to the originally-scheduled quarterly interest payment date on the NEE Capital debentures that would have occurred on June 1, 2015, U.S. Treasury securities (or principal or interest strips thereof) that mature on or prior to May 31, 2015 in an aggregate amount equal to the aggregate interest payment that would be due on June 1, 2015 on the principal amount of the NEE Capital debentures that would have been components of the Corporate Units assuming no remarketing and no reset of the interest rate on the NEE Capital debentures and assuming that interest on the NEE Capital debentures accrued from the reset effective date to, but excluding, June 1, 2015.
- for a special event Treasury portfolio,
  - U.S. Treasury securities (or principal or interest strips thereof) that mature on or prior to May 31, 2015 in an aggregate amount equal to the aggregate principal amount of the NEE Capital debentures which are a component of the Corporate Units; and
  - with respect to each scheduled interest payment date on the NEE Capital debentures that occurs after the special event redemption date and on or prior to June 1, 2015, U.S. Treasury securities (or principal or interest strips thereof) that mature on or prior to such scheduled interest payment date in an aggregate amount equal to the aggregate interest payment that would be due on the aggregate principal amount of the NEE Capital debentures which are a component of the Corporate Units on that date (assuming the interest rate on the NEE Capital debentures was not reset).

If a Treasury portfolio is required to be purchased in connection with a mandatory redemption of NEE Capital debentures, it will consist of the same securities as the special event Treasury portfolio.

S-9

Table of Contents

If I am holding a NEE Capital debenture as a security separate from the Corporate Units, can I still participate in a remarketing of the NEE Capital debentures?

Holders of NEE Capital debentures that are not components of Corporate Units may elect, in the manner described in this prospectus supplement, to have their separate NEE Capital debentures remarketed by the remarketing agent along with the NEE Capital debentures that are a component of the Corporate Units. See "Certain Terms of the NEE Capital Debentures Optional Remarketing." Holders may also participate in any remarketing by recreating Corporate Units from Treasury Units on or prior to the second business day immediately prior to any three-day remarketing period.

Other than remarketing, how else may I satisfy my obligations under the purchase contracts?

Holders of Equity Units may satisfy their obligations under the purchase contracts as follows:

- in the case of holders of Corporate Units (unless the NEE Capital debentures are successfully remarketed during a period for early remarketing or a special event redemption or a mandatory redemption has occurred), by settling the purchase contracts with cash prior to the final three-day remarketing period by notifying the purchase contract agent on or prior to the seventh business day prior to June 1, 2015 and delivering the cash payment required under the related purchase contracts on or prior to the sixth business day immediately prior to June 1, 2015;

- in the case of holders of Treasury Units (or Corporate Units if the NEE Capital debentures are successfully remarketed during the period for early remarketing or a special event redemption or a mandatory redemption has occurred), by settling the purchase contracts with cash prior to the purchase contract settlement date by notifying the purchase contract agent on or prior to the second business day prior to June 1, 2015 and delivering the cash payment required under the related purchase contracts on or prior to the business day immediately prior to June 1, 2015; or

- through early settlement as described under "Can I settle the purchase contract early?" and under "What happens if there is an early settlement upon a fundamental change?" below; provided that at such time, if so required under the U.S. federal securities laws, there is in effect a registration statement covering any securities to be delivered in respect of the purchase contracts being settled.

If the NEE Capital debentures are not successfully remarketed prior to the final three-day remarketing period and a special event redemption or a mandatory redemption has not occurred, and a holder of Corporate Units does not give notice to the purchase contract agent that the holder intends to settle the purchase contract with cash as described above, NEE will exercise its rights as a secured party, in accordance with applicable law, in respect of the pledged applicable ownership interests in NEE Capital debentures to satisfy the holder's obligation to purchase NEE common stock and NEE expects that it or the collateral agent will offer and sell the corresponding pledged applicable ownership interests in the NEE Capital debentures in the immediately following remarketing or at a subsequent public sale at which NEE may bid its claim or in a subsequent private sale. In addition, NEE may, in accordance with applicable law, retain the pledged applicable ownership interests in NEE Capital debentures that are included in Corporate Units to satisfy the holder's obligation to purchase NEE common stock. If a holder of Treasury Units (or Corporate Units if the NEE Capital debentures are successfully remarketed during the period for early remarketing or a special event redemption or a mandatory redemption has occurred) does not give notice to the purchase contract agent that the holder intends to settle the purchase contract with cash as described above, NEE will exercise its rights as a secured party in respect of the pledged Treasury securities (or pledged Treasury portfolio) to satisfy the holder's obligation to purchase NEE common stock and expects to apply the proceeds of the applicable ownership interest in the pledged Treasury securities or applicable ownership interest in the Treasury portfolio to purchase the corresponding NEE common stock.

In addition, the purchase contract agreement that governs the Corporate Units and the Treasury Units provides that a holder's obligation to purchase NEE common stock under the related purchase contract will be terminated without any further action upon the termination of the purchase contracts as a result of bankruptcy, insolvency or reorganization of NEE.

What interest payments will I receive on the NEE Capital debentures?

Interest on the NEE Capital debentures will be payable initially quarterly in arrears at the annual rate of 1.70% per year on the principal amount per debenture of $1,000 to, but excluding, the reset effective date. The reset effective date will be, in the case of a successful remarketing during the period for early remarketing, the third business day immediately following the date of the successful remarketing, unless the remarketing is successful within five business days of the next succeeding interest payment date in which case such interest payment date will be the reset effective date, and, in the case of a successful remarketing during the final three-day remarketing period, the purchase contract settlement date. Following a successful remarketing, the NEE Capital debentures will bear interest, payable semi-annually in arrears from the reset effective date at the reset rate to, but excluding, June 1, 2017.

If interest on the NEE Capital debentures is reset on a reset effective date that is not a scheduled interest payment date, the collateral agent will receive on behalf of holders of Corporate Units a payment from NEE Capital on such reset effective date of accrued and unpaid interest on the NEE Capital debentures from the most recent quarterly interest payment date to, but excluding, such reset effective date. On the quarterly payment date next following the reset effective date, Corporate Unit holders will receive a quarterly cash distribution comprised of their pro rata portion of that interest payment, the portion of their applicable ownership interest in the remarketing Treasury portfolio that matures prior to that quarterly payment date and the contract adjustment payment payable on that date. If interest on the NEE Capital debentures is reset on a reset effective date that is not a scheduled interest payment date, holders of separate NEE Capital debentures that were not a component of Corporate Units will receive on the reset effective date a payment of accrued and unpaid interest from the most recent interest payment date to, but excluding, such reset effective date. On the semi-annual interest payment date next following the reset effective date, holders of NEE Capital debentures will receive a payment of interest accrued from and including the reset effective date, to but excluding such interest payment date. For U.S. federal income tax purposes, OID will accrue on the NEE Capital debentures. If there is not a successful remarketing of the NEE Capital debentures, the interest rate will not be reset and the NEE Capital debentures will continue to bear interest at the initial interest rate, payable quarterly in arrears on the originally-scheduled quarterly interest payment dates.

What are the payment dates on the applicable ownership interests in the NEE Capital debentures?

On or prior to the reset effective date, interest payments will be payable quarterly in arrears on each March 1, June 1, September 1 and December 1, commencing September 1, 2012, and on the reset effective date as described above in "What interest payments will I receive on the NEE Capital debentures?" if the reset effective date is not otherwise a quarterly interest payment date. If the interest rate on the NEE Capital debentures is reset on a reset effective date that is not otherwise a quarterly interest payment date, the collateral agent will receive the interest payment made on NEE Capital debentures that are a component of the Corporate Units on that reset effective date, which will be paid to holders of Corporate Units on the quarterly payment date next following that reset effective date.

From the reset effective date, interest payments on all NEE Capital debentures will be paid semi-annually in arrears on interest payment dates to be selected by NEE Capital. If there is no successful remarketing of the NEE Capital debentures, interest payments on all NEE Capital debentures will remain payable quarterly in arrears on the originally-scheduled quarterly interest payment dates.

When will the interest rate on the NEE Capital debentures be reset and what is the reset rate?

Unless a special event redemption or a mandatory redemption has occurred, the interest rate on the NEE Capital debentures will be reset on the date of a successful remarketing of the NEE Capital debentures and the reset rate will become effective three business days thereafter, unless the remarketing is successful within five business days of the next succeeding interest payment date in which case such interest payment date will be the reset effective date, or in the case of a remarketing during the final three-day remarketing period, the purchase contract settlement date. The reset rate will be the interest rate determined by the remarketing agent as the rate the NEE Capital debentures should bear in order for the aggregate principal amount of NEE Capital debentures being remarketed to have an aggregate market value on the remarketing date of at least 100% of the Treasury portfolio purchase price plus the aggregate separate NEE Capital debenture purchase price plus the applicable remarketing fee, in the case of a remarketing prior to the final three-day remarketing period, or at least 100% of the aggregate principal amount of the NEE Capital debentures being remarketed plus the applicable remarketing fee, in the case of a remarketing during the final three-day remarketing period. The interest rate on the NEE Capital debentures will not be reset if there is not a successful remarketing. Any reset rate may not exceed the maximum rate, if any, permitted by applicable law.

When is the maturity of the NEE Capital debentures?

The maturity date of the NEE Capital debentures is June 1, 2017.

When may the NEE Capital debentures be redeemed?

The NEE Capital debentures are redeemable at NEE Capital's option, in whole but not in part, upon the occurrence and continuation of a special event under the circumstances described in this prospectus supplement under "Certain Terms of the NEE Capital Debentures Special Event Redemption." Following such redemption of the NEE Capital debentures (referred to as a "special event redemption") which occurs prior to a successful remarketing of the NEE Capital debentures or the purchase contract settlement date, holders of Corporate Units will own the applicable ownership interest in the Treasury portfolio as a component of their Corporate Units.

In addition, the NEE Capital debentures are mandatorily redeemable by NEE Capital if NEE's guarantee of the NEE Capital debentures ceases to be in full force or effect, or upon the bankruptcy, insolvency or reorganization of NEE under the circumstances described in this prospectus supplement, unless Standard & Poor's Ratings Service (a Standard & Poor's Financial Services LLC business) and Moody's Investors Service, Inc. (if the NEE Capital debentures are then rated by those rating agencies, or, if the NEE Capital debentures are then rated by only one of those rating agencies, then such rating agency, or, if the NEE Capital debentures are not then rated by either one of those rating agencies but are then rated by one or more other nationally recognized rating agencies, then at least one of those other nationally recognized rating agencies) shall have reaffirmed in writing that, after giving effect to such event, the credit rating on the outstanding NEE Capital debentures is "investment grade." Following such mandatory redemption of the NEE Capital debentures which occurs prior to a successful remarketing of the NEE Capital debentures or the purchase contract settlement date, holders of Corporate Units will own the applicable ownership interest in the Treasury portfolio as a component of their Corporate Units.

Table of Contents

Can I settle the purchase contract early?

At any time prior to the seventh business day immediately preceding the purchase contract settlement date, in the case of Corporate Units, or at any time prior to the second business day immediately preceding the purchase contract settlement date, in the case of Treasury Units, a holder of Equity Units may settle the related purchase contracts in their entirety by paying $50 in cash per Equity Unit, in which case 0.6475 shares, subject to adjustment under the circumstances described in "Description of the Purchase Contracts Anti-dilution Adjustments," of NEE common stock will be issued to the holder pursuant to each purchase contract. A holder may only elect early settlement in integral multiples of 20 Corporate Units or 20 Treasury Units. If the Treasury portfolio has replaced the NEE Capital debentures as a component of the Corporate Units, holders of Corporate Units may settle a purchase contract early on or prior to the second business day immediately preceding the purchase contract settlement date only in integral multiples of 80,000 Corporate Units. See "Description of the Purchase Contracts Early Settlement by Delivering Cash." This right to settle a purchase contract early by paying cash is distinct from the right to an early settlement upon a fundamental change. See "What happens if there is an early settlement upon a fundamental change?"

The early settlement right is subject to the condition that, if required under the U.S. federal securities laws, NEE has a registration statement under the Securities Act of 1933 in effect and an available prospectus covering the shares of NEE common stock and/or other securities, if any, deliverable upon settlement of a purchase contract. NEE has agreed that, if required by U.S. federal securities laws, it will use its commercially reasonable efforts to have a registration statement in effect and to provide a prospectus covering those shares of common stock and/or other securities to be delivered in respect of the purchase contracts being settled.

What happens if there is an early settlement upon a fundamental change?

Prior to the purchase contract settlement date, if either of the following occurs:

(1) a "person" or "group" within the meaning of Section 13(d) of the Securities Exchange Act of 1934 has become the direct or indirect "beneficial owner," as defined in Rule 13d-3 under the Securities Exchange Act of 1934, of NEE common stock representing more than 50% of the voting power of the common stock, or

(2) NEE is involved in a consolidation with or merger into any other person, or any merger of another person into NEE, or any transaction or series of related transactions (other than a merger that does not result in any reclassification, conversion, exchange or cancellation of outstanding shares of NEE common stock), in each case in which 10% or more of the total consideration paid to NEE's shareholders consists of cash or cash equivalents

which is referred to as a "fundamental change," then following the fundamental change, each holder of an Equity Unit will have the right to accelerate and settle the related purchase contract that is a component of the Equity Unit early at the settlement rate described under "Description of the Purchase Contracts Early Settlement upon a Fundamental Change," plus an additional make-whole amount of shares (such additional make-whole amount of shares being hereafter referred to as the "make-whole shares") described under "Description of the Purchase Contracts Early Settlement upon a Fundamental Change," provided that at such time, if so required under the U.S. federal securities laws, there is in effect a registration statement covering the common stock and/or other securities, if any, to be delivered in respect of the purchase contracts being settled. This right is referred to in this prospectus supplement as the "fundamental change early settlement right."

NEE will provide each of the holders of an Equity Unit with a notice of the completion of a fundamental change within five business days thereof. The notice will specify a date, which shall be at least ten days after the date of the notice but no later than the earlier of 20 days after the date of such

Table of Contents

notice or five business days prior to the purchase contract settlement date, by which each holder's fundamental change early settlement right would need to be exercised (this date is referred to in this prospectus supplement as the "fundamental change early settlement date"). The notice will set forth, among other things, the applicable settlement rate and the kind and amount of securities, cash or other consideration receivable by the holder upon settlement. To exercise the fundamental change early settlement right, a holder would need to deliver to the purchase contract agent, no later than 4:00 p.m., New York City time, on the third business day before the fundamental change early settlement date, the certificate or certificates evidencing such holder's Corporate Units or Treasury Units, and payment of the applicable purchase price in immediately available funds.

If the fundamental change early settlement right is exercised by a holder, NEE will deliver to the holder on the fundamental change early settlement date the kind and amount of securities, cash or other consideration that the holder would have been entitled to receive if such holder had settled the purchase contract immediately before the fundamental change at the settlement rate described under "Description of the Purchase Contracts Early Settlement upon a Fundamental Change," plus the additional make-whole shares. The holder will also receive the NEE Capital debentures, applicable ownership interests in the Treasury portfolio or Treasury securities that are a component of the Corporate Units or Treasury Units, as the case may be. If the holder does not elect to exercise its fundamental change early settlement right, the holder's Corporate Units or Treasury Units will remain outstanding and subject to normal settlement on the purchase contract settlement date. NEE has agreed that, if required under the U.S. federal securities laws, it will use commercially reasonable efforts to (1) have in effect a registration statement covering the securities, if any, to be delivered in respect of the purchase contracts being settled and (2) provide a prospectus in connection therewith, in each case in a form that may be used in connection with an early settlement upon a fundamental change. In the event that a holder seeks to exercise its fundamental change early settlement right and a registration statement is required to be effective in connection with the exercise of such right but no such registration statement is then effective, the holder's exercise of such right shall be void unless and until such a registration statement shall be effective and NEE will have no further obligation with respect to any such registration statement if, notwithstanding using its commercially reasonable efforts, no registration statement is then effective.

If the Treasury portfolio has replaced the NEE Capital debentures as a component of the Corporate Units, holders of the Corporate Units may exercise the fundamental change earlottom"> 491 8,472

Equity in (income) loss of unconsolidated joint ventures

11 24

Deferred income tax (benefit) expense

647 9,589

Impairment losses

782

Cost of operating properties sold

7,162 1,167

Expenditures for operating properties

(8,296) (4,234)

Pension charges

(247)

Changes in operating assets and liabilities:

Notes receivable

440 524

Other assets

139 (185)

Accounts payable and accrued liabilities

1,836 1,445

Income taxes payable

(732)

Net cash provided by operating activities

3,631 37,446

Cash flows from investing activities:

Purchases of property, plant and equipment

(189) (288)

Proceeds from disposition of property, plant and equipment

8

Net cash (used in) investing activities

(181) (288)

Cash flows from financing activities:

Repayments of other long-term debt

(166)

Excess (reduction in) tax benefits from stock-based compensation

53

Taxes paid on behalf of employees related to stock-based compensation

(152) (4,646)

Net cash (used in) financing activities

(152) (4,759)

Net increase (decrease) in cash and cash equivalents

3,298 32,399

Cash and cash equivalents at beginning of period

162,391 183,827

Cash and cash equivalents at end of period

$165,689 $216,226

See notes to consolidated financial statements.

Table of Contents

THE ST. JOE COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in thousands, unless otherwise stated)

(Unaudited)

1. Description of Business and Basis of Presentation

Description of Business

The St. Joe Company (the Company) is a Florida-based real estate developer and manager. The Company owns approximately 573,000 acres of land concentrated primarily in Northwest Florida and has significant residential and commercial land-use entitlements in hand or in process. The majority of land not under development is used for the growing and selling of timber or is available for sale. The Company also owns various commercial, resort and club properties.

Basis of Presentation

The accompanying unaudited interim financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the SEC) for reporting on Form 10-Q. Accordingly, certain information and footnotes required by U.S. generally accepted accounting principles (GAAP) for complete financial statements are not included herein. The consolidated interim financial statements include the accounts of the Company and all of its majority-owned and controlled subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. The December 31, 2011 balance sheet amounts have been derived from the Company s December 31, 2011 audited financial statements.

The statements reflect all normal recurring adjustments that, in the opinion of management, are necessary for fair presentation of the information contained herein. The consolidated interim statements should be read in conjunction with the financial statements and notes thereto included in the Company s Annual Report on Form 10-K for the year ended December 31, 2011. The Company adheres to the same accounting policies in preparation of its interim financial statements. As permitted under generally accepted accounting principles, interim accounting for certain expenses, including income taxes, are based on full year assumptions. For interim financial reporting purposes, income taxes are recorded based upon estimated annual income tax rates.

Long-Lived Assets

The Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Long-lived assets include the Company s investments in operating, development and investment property. Some of the events or changes in circumstances that are considered by the Company as indicators of potential impairment include:

- a prolonged decrease in the market price or demand for the Company s properties;
- a change in the expected use or development plans for the Company s properties;
- a current period operating or cash flow loss for an operating property; and,
- an accumulation of costs in a development property that significantly exceeds its historically low basis in property held long-term.

Homes and homesites substantially completed and ready for sale are measured at the lower of carrying value or fair value less costs to sell. Homes and homesites ready for sale include properties that are actively marketed with an intent to sell such properties in the near term. Management identifies properties as being ready for sale when the intent is to sell such assets in the near term and under current market conditions. Other properties for which management does not intend to sell in the near term under current market conditions are evaluated for impairment based on management s best estimate of the long-term use and eventual disposition of such property.

Table of Contents

For projects under development, an estimate of undiscounted future cash flows is performed using estimated future expenditures necessary to develop and maintain the existing project and using management s best estimates about future sales prices and holding periods. The projection of undiscounted cash flows requires that management develop various assumptions including:

- The projected pace of sales of homesites based on estimated market conditions and the Company s development plans;
- Estimated pricing and projected price appreciation over time, which can range from 0% to 10% annually;
- The trajectory of price appreciation over the estimated selling period;
- The length of the estimated development and selling periods, which can range from 4 to13 years depending on the size of the development and the number of phases to be developed;
- The amount of remaining development costs and holding costs to be incurred over the selling period;
- For bulk land sales of undeveloped and developed parcels, future pricing is based upon estimated developed lot pricing less estimated development costs and estimated developer profit at 20%;
- For commercial development property, future pricing is based on sales of comparable property in similar markets; and
- Whether liquidity is available to fund continued development.

For operating properties, an estimate of undiscounted cash flows also requires management to make assumptions about the use and disposition of such properties. These assumptions include:

- for investments in hotel and rental condominium units, average occupancy and room rates, revenues from food and beverage and other amenity operations, operating expenses and capital expenditures, and the amount of proceeds to be realized upon disposition of such properties as condo-hotels or condominiums, based on current prices for similar units appreciated to the expected sale date;
- for investments in commercial or retail property, future occupancy and rental rates and the amount of proceeds to be realized upon disposition of such property at a terminal capitalization rate; and
- for investments in golf courses, future rounds and greens fees, operating expenses and capital expenditures, and the amount of proceeds to be realized upon eventual disposition of such properties at a multiple of terminal year cash flows.

Other properties that management does not intend to sell in the near term under current market conditions and has the ability to hold are evaluated for impairment based on management s best estimate of the long-term use and eventual disposition of the property.

The results of impairment analyses for development and operating properties are particularly dependent on the estimated holding and selling period for each asset group. Based on our recently adopted risk-adjusted investment return criteria, these future holding periods have been reduced to a maximum period of 13 years.

The Company classifies the assets and liabilities of a long-lived asset as held-for-sale when management approves and commits to a formal plan of sale and it is probable that a sale will be completed. The carrying value of the assets held-for-sale are then recorded at the lower of their carrying value or fair market value less costs to sell. The operations and gains on sales of operating assets for which the Company has continuing involvement or significant cash flows are reported as income from continuing operations.

Timber Deed

Timber deed sales are agreements in which the buyer agrees to purchase and harvest specified timber (i.e. mature pulpwood and/or sawlogs) on a tract of land over the term of the contract. Unlike a pay-as-cut sales contract, risk of loss and title to the trees transfer to the buyer when the contract is signed. The buyer pays the full purchase price when the contract is signed and the Company does not have any additional performance obligations. Under a timber deed, the buyer or some other third party is responsible for all logging and hauling costs, if any, and the timing of such activity. Revenue from a timber deed sale is recognized when the contract is signed because the earnings process is complete.

On March 31, 2011, the Company entered into a $55.9 million agreement with an investment fund for the sale of a timber deed which gives the investment fund the right to harvest timber on specific tracts of land (encompassing 40,975 acres) over a maximum term of 20 years. Pursuant to the agreement, the Company entered into timber deeds conveying ownership of the timber stands but retaining ownership of the underlying land. Furthermore, as part of the agreement, the Company also entered into a Thinnings Supply Agreement, pursuant to which we agreed, to the extent that the buyer decided to conduct First Thinnings , to purchase 85% of such First Thinnings of at fair market value. During the three months ended March 31, 2012, we purchased approximately $0.1 million of First Thinnings. During the three months ended March 31, 2011, the Company recognized $54.5 million in revenue related to the timber deed with $1.4 million recorded as an imputed land lease to be recognized over the life of the timber deed.

Recently Adopted Accounting Pronouncements

In June 2011, the Financial Accounting Standards Board (FASB) issued an accounting standard update which requires the presentation of components of other comprehensive income with the components of net income in either (1) a continuous statement of comprehensive income that contains two sections, net income and other comprehensive income, or (2) two separate but consecutive statements. This accounting standard update eliminates the option to present components of other comprehensive income as part of the statement of stockholders equity, and is effective for interim and annual periods beginning after December 15, 2011. The adoption of this accounting standard update did not have an impact on our consolidated financial position, results of operations, or cash flows, as it only requires a change in the format of our current presentation of comprehensive income.

In May 2011, the FASB issued an accounting standard update that amends the accounting standard on fair value measurements. The accounting standard update provides for a consistent definition and measurement of fair value, as well as similar disclosure requirements between GAAP and International Financial Reporting Standards. The accounting standard update changes certain fair value measurement principles, clarifies the application of existing fair value measurement, and expands the fair value measurement disclosure requirements, particularly for Level 3 fair value measurements. The amendments in this accounting standard update are to be applied prospectively and are effective for interim and annual periods beginning after December 15, 2011. The adoption of this accounting standard update did not have a material effect on our consolidated financial statements.

Recently Issued Accounting Pronouncements

In December 2011, the FASB issued guidance to enhance disclosures about offsetting assets and liabilities. Entities are required to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position. The guidance is effective for interim and annual periods beginning on or after January 1, 2013. We do not expect adoption of this guidance to impact our financial condition or results of operations.

2. Stock-Based Compensation and Earnings Per Share

On May 12, 2009, the Company adopted The St. Joe Company 2009 Equity Incentive Plan whereby options, stock appreciation rights, restricted stock, restricted stock units and performance awards may be granted to directors and employees. The 2009 Equity Incentive Plan provides for the issuance of a maximum of 2.0 million shares of the Company s common stock. As of March 31, 2012, 1.5 million shares remained available for issuance under the 2009 Equity Incentive Plan.

Stock-Based Compensation

The changes to the composition of the Company s board of directors which occurred during the first quarter of 2011 constituted a change in control event under the terms of certain of our incentive plans. As a result, during March 2011, the Company accelerated the vesting of approximately 300,000 restricted stock units resulting in $6.2 million in accelerated stock compensation expense.

Stock-based compensation cost is measured at the grant date based on the fair value of the award and is typically recognized as expense on a straight-line basis over the requisite service period, which is the vesting period. Stock-based compensation cost may be recognized over a shorter requisite service period if an employee meets retirement eligibility requirements. Upon exercise of stock options, the Company will issue new common stock. Additionally, the 15% discount at which employees purchased the Company s common stock through payroll deductions was recognized as compensation expense. The Company discontinued the employee stock purchase plan as of July 1, 2011.

Table of Contents

Service-Based Grants

A summary of service-based restricted stock unit activity as of March 31, 2012 and changes during the three month period are presented below:

Service-Based Restricted Stock Units	Number of Units	Weighted Average Grant Date Fair Value
Balance at December 31, 2011	37,815	$ 26.99
Granted		
Vested	(24,076)	23.13
Forfeited	(1,656)	21.52
Balance at March 31, 2012	12,083	$ 21.52

As of March 31, 2012, there was less than $0.1 million of unrecognized compensation cost, adjusted for estimated forfeitures, related to restricted stock unit and stock option compensation arrangements which will be recognized over a weighted average period of four years.

Market Condition Grants

From time to time the Company has granted to select executives and other key employees restricted stock units whose vesting is based upon the achievement of certain market conditions, which are defined as the Company s total shareholder return as compared to the total shareholder return of certain peer groups during a three year performance period.

The Company used a Monte Carlo simulation pricing model to determine the fair value of its market condition awards. The determination of the fair value of market condition awards is affected by the stock price as well as by assumptions regarding a number of other variables. These variables included expected stock price volatility over the requisite performance term of the awards, the relative performance of the Company s stock price and shareholder returns to those companies in its peer groups and a risk-free interest rate assumption. Compensation cost is recognized regardless of the achievement of the market condition, provided the requisite service period is met.

A summary of the activity for market condition restricted stock units during the three months ended March 31, 2012 is presented below:

Market Condition Restricted Stock Units	Number of Units	Weighted Average Grant Date Fair Value
Balance at December 31, 2011	23,192	$ 15.69
Granted		
Vested		
Forfeited	(23,192)	15.69
Balance at March 31, 2012		$

Table of Contents

Total stock-based compensation recognized in the consolidated statements of operations was as follows:

	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011
Stock-based compensation expense	$ 491	$ 8,472

Included in compensation expense for the three months ended March 31, 2012 is approximately $0.6 million in compensation related to the issuance of 36,023 immediately vesting common shares issued to the Chief Executive Officer of the Company in lieu of a cash bonus.

Earnings (Loss) Per Share

Basic earnings (loss) per share is calculated by dividing net income (loss) by the average number of common shares outstanding for the period. Diluted earnings (loss) per share is calculated by dividing net income (loss) by the weighted average number of common shares outstanding for the period, including all potentially dilutive shares issuable under outstanding stock options and service-based restricted stock units. Stock options and restricted stock units are not considered in any diluted earnings per share calculations when the Company has a loss from continuing operations. Restricted stock units are treated as contingently issuable shares and are issued and outstanding only upon the satisfaction of the market conditions.

The following table presents a reconciliation of average shares outstanding:

	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011
Basic average shares outstanding	92,265,059	92,335,090
Net effect of stock options assumed to be exercised		13,071
Net effect of non-vested restricted stock assumed to be vested		30,577
Diluted average shares outstanding	92,265,059	92,378,738

3. Fair value measurements

The Company follows the provisions of Accounting Standards Codification (ASC) No. 820 for its financial and non-financial assets and liabilities. ASC 820, among other things, defines fair value, establishes a consistent framework for measuring fair value and expands disclosure for each major asset and liability category measured at fair value on either a recurring or nonrecurring basis. ASC 820 clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that is determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, ASC 820 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

Level 1. Observable inputs such as quoted prices in active markets;

Level 2. Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and

Level 3. Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

Table of Contents

Financial Instruments

Assets and liabilities measured at fair value on a recurring basis are as follows:

Fair value as of March 31, 2012:

	Fair Value March 31, 2012	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Recurring:				
Investments in money market and short term treasury instruments	$ 147,046	$ 147,046	$	$
Retained interest in entities	10,817			10,817
Total, net	$ 157,863	$ 147,046	$	$ 10,817

Fair value as of December 31, 2011:

	Fair Value December 31, 2011	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Recurring:				
Investments in money market and short term treasury instruments	$ 148,985	$ 148,985	$	$
Retained interest in entities	10,707			10,707
Total, net	$ 159,692	$ 148,985	$	$ 10,707

The Company has recorded a retained interest with respect to the monetization of certain installment notes, which is recorded in other assets. The retained interest is an estimate based on the present value of cash flows to be received over the life of the installment notes. The Company s continuing involvement with the entities is in the form of receipts of net interest payments, which are recorded as interest income and approximated $0.2 million during the three months ended March 31, 2012 and 2011. The Company will receive the payment of the remaining principal on the installment notes during 2022 and 2023.

In accordance with ASC 325, *Investments Other, Subtopic 40 Beneficial Interests in Securitized Financial Assets*, the Company recognizes interest income over the life of the retained interest using the effective yield method. This income adjustment is being recorded as an offset to loss on monetization of notes over the life of the installment notes. In addition, fair value may be adjusted at each reporting date when, based on management s assessment of current information and events, there is a favorable or adverse change in estimated cash flows from cash flows previously projected. The Company did not make any changes in previously projected cash flows during the first quarter of 2012 or 2011.

The following is a reconciliation of the Company s retained interest:

	2012
Balance, January 1	$ 10,707
Additions	
Accretion of interest income	110
Balance, March 31	$ 10,817

In the event of a failure and liquidation of the financial institution involved in our installment sales, the Company could be required to write-off the remaining retained interest recorded on its balance sheet in connection with the installment sale monetization transactions, which would have an adverse effect on the Company s results of operations and financial position.

Guarantees

On October 21, 2009, the Company entered into a strategic alliance agreement with Southwest Airlines to facilitate the commencement of low-fare air service in May 2010 to the Northwest Florida Beaches International Airport (see Note 13 *Contingencies*). The Company has agreed to reimburse Southwest Airlines in the form of a guarantee if it incurs losses on its service at the airport during the first three years of service by making specified break-even payments. At inception, the Company measured the associated standby guarantee liability at fair value based upon a discounted cash flow analysis based on management s best estimates of future cash flows to be paid by the Company pursuant to the strategic alliance agreement. These cash flows were estimated using numerous estimates including future fuel costs, passenger load factors, air fares, and seasonality. Subsequently, the guarantee is measured at the greater of the fair value of the guarantee liability at inception or the reimbursable amount that is probable and reasonably estimable of occurring, if any.

Table of Contents

The Company carried a standby guarantee liability of $0.8 million at March 31, 2012 related to this strategic alliance agreement. The Company has made no payments under the standby guarantee.

Long Lived Assets

The Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Homes and homesites substantially completed and ready for sale, and which management intends to sell in the near term under current market conditions, are measured at lower of carrying value or fair value less costs to sell. The fair value of these properties is determined based upon final sales prices of inventory sold during the period (level 2 inputs) or estimates of selling prices based on current market data (level 3 inputs). Other properties for which management does not intend to sell in the near term under current market conditions, including development and operating properties are evaluated for impairment based on management s best estimate of the long-term use and eventual disposition of the property. If determined to be impaired, the fair value of these properties is determined based on the net present value of discounted cash flows using estimated future expenditures necessary to maintain and complete the existing project and management s best estimates about future sales prices, sales volumes, sales velocity and holding periods (level 3 inputs). The estimated length of expected development periods, related economic cycles and inherent uncertainty with respect to these projects such as the impact of changes in development plans and the Company s intent and ability to hold the projects through the development period, could result in changes to these estimates. For operating properties, an estimate of undiscounted cash flows requires management to make similar assumptions about the use and eventual disposition of such properties.

The Company did not record any impairment charges in the three months ended March 31, 2012. For the three months ended March 31, 2011, the Company recorded impairment charges in the commercial real estate segment and residential real estate segment of $0.8 million and $0.1 million, respectively, and, as a result of the decision to indefinitely delay the development of the new corporate headquarters building in VentureCrossings Enterprise Centre, the Company impaired $0.8 million of predevelopment costs.

4. Investment in Real Estate

Real estate by segment includes the following:

	March 31, 2012	December 31, 2011
Operating property:		
Residential real estate	$ 136,641	$ 136,563
Commercial	5,367	4,691
Rural land sales	139	139
Forestry	57,841	58,087
Other	410	410
Total operating property	200,398	199,890
Development property:		
Residential real estate	158,671	157,245
Commercial real estate	57,683	57,600
Rural land sales	8,029	9,573
Other		
Total development property	224,383	224,418
Investment property:		
Commercial real estate	700	700
Forestry	953	953
Other	3,471	3,471
Total investment property	5,124	5,124

Investment in unconsolidated affiliates:		
Residential real estate	2,248	2,259
Total real estate investments	432,153	431,691
Less: Accumulated depreciation	45,658	44,489
Investment in real estate	$ 386,495	$ 387,202

14

Table of Contents

Included in operating property are Company-owned amenities related to residential real estate, the Company s timberlands and land and buildings developed by the Company and used for commercial rental purposes. Development property consists of residential real estate land and inventory currently under development or available for sale. Investment property primarily includes the Company s land held for future use.

5. Notes Receivable

Notes receivable consists of the following:

	March 31, 2012	December 31, 2011
Various builder notes, non-interest bearing 5.0% at March 31, 2012 and December 31, 2011, respectively, due October 2012 thru January 2013	295	712
Pier Park Community Development District notes, non-interest bearing, due December 2024, net of unamortized discount of $0.1 million, effective rates 5.73% 8.0%	2,770	2,768
Various mortgage notes, secured by certain real estate bearing interest at various rates	1,058	1,083
Total notes receivable	$ 4,123	$ 4,563

The Company evaluates the carrying value of the notes receivable and the need for an allowance for doubtful notes receivable at each reporting date. Notes receivable balances are adjusted to net realizable value based upon a review of entity specific facts or when terms are modified.

6. Property, Plant and Equipment

Property, plant and equipment consists of the following:

	March 31, 2012	December 31, 2011	Estimated Useful Life (in years)
Transportation property and equipment	$ 10,140	$ 10,140	3
Machinery and equipment	18,681	18,978	3-10
Office equipment	19,855	19,845	5-10
Autos and trucks	1,928	1,951	5-10
	50,604	50,914	
Less: Accumulated depreciation	36,528	36,514	
	14,076	14,400	
Construction in progress	430	546	
Total	$ 14,506	$ 14,946	

Depreciation expense on property, plant and equipment was $2.3 million and $6.4 million for the three months ended March 31, 2012 and 2011, respectively.

7. Restructuring

On February 25, 2011, the Company entered into a Separation Agreement with Wm. Britton Greene in connection with his resignation as President, Chief Executive Officer and director of the Company. On April 11, 2011, the Company entered into separation agreements with four additional members of senior management. Additionally, certain other employees were terminated pursuant to the Company s 2011 restructuring program. In connection with these terminations, the Company expensed less than $0.1 million during the three months ended March 31, 2012, and recorded $4.2 million of charges under this program for the three months ended March 31, 2011. The charges associated with the Company s 2011 restructuring program by segment are as follows:

	Residential Real Estate	Commercial Real Estate	Rural Land Sales	Forestry	Other	Total
Three months ended March 31, 2012:						
One-time termination benefits to employees	$ 1	$	$ 1	$	$	$ 2
Three months ended March 31, 2011:						
One-time termination benefits to employees	$	$	$	$	$ 4,207	$ 4,207
Cumulative restructuring charges, January 1, 2011 through March 31, 2012	$ 624	$ 1,659	$ 209	$ 77	$ 8,364	$ 10,933
Remaining one-time termination benefits to employees to be incurred during 2012	$	$	$	$	$	$

During 2010, the Company relocated its corporate headquarters from Jacksonville, Florida to WaterSound, Florida. The Company also consolidated other existing offices from Tallahassee, Port St. Joe and Walton County into the WaterSound location. The Company expensed $0.1 million and $0.3 million during the three months ended March 31, 2012 and 2011, respectively.

The charges associated with the Company s 2010 restructuring and relocation program by segment are as follows:

	Residential Real Estate	Commercial Real Estate	Rural Land Sales	Forestry	Other	Total
Three months ended March 31, 2012:						
One-time termination and relocation benefits to employees	$ 22	$	$	$	$ 31	$ 53
Three months ended March 31, 2011:						
One-time termination and relocation benefits to employees	$ 43	$ (3)	$ 12	$	$ 217	$ 269
Cumulative restructuring charges, January 1, 2010 through March 31, 2012	$ 1,035	$ 43	$ 793	$ 193	$ 3,636	$ 5,700
Remaining one-time termination benefits to employees to be incurred during 2012	$	$	$	$	$ 8	$ 8

Termination benefits are comprised of severance-related payments for all employees terminated in connection with the restructuring. At March 31, 2012, the accrued liability associated with the relocation and restructuring programs consisted of the following:

	Balance at December 31, 2011	Costs Accrued	Payments	Balance at March 31, 2012	Due within 12 months
One-time termination benefits to employees 2010 restructuring and relocation program	$ 8	$ 53	$ 53	$ 8	$ 8

One-time termination benefits to employees restructuring program	2011	$	782	$	2	$	513	$	271	$	271
Total		$	790	$	55	$	566	$	279	$	279

16

Table of Contents

8. Accrued Liabilities and Deferred Credits

Accrued liabilities and deferred credits consists of the following:

	March 31, 2012	December 31, 2011
Accrued compensation	$ 1,834	$ 1,687
Restructuring liability	279	790
Environmental and insurance liabilities	1,848	1,887
Deferred revenue	29,861	29,859
Retiree medical and other benefit reserves	92	100
Legal	1,162	2,972
Other accrued liabilities	10,869	10,196
Total accrued liabilities and deferred credits	$ 45,945	$ 47,491

Deferred revenue at March 31, 2012 and December 31, 2011 includes $23.5 million related to a 2006 sale of approximately 3,900 acres of rural land to the Florida Department of Transportation. Revenue is recognized when title to a specific parcel is legally transferred. As of March 31, 2012, 1,595 acres remain to be transferred.

9. Debt

Debt at March 31, 2012 and December 31, 2011 consists of the following:

	March 31, 2012	December 31, 2011
Non-recourse defeased debt, interest payable monthly at 5.6% at March 31, 2012 and December 31, 2011, secured and paid by pledged treasury securities, due October 1, 2015 (includes unamortized premium of $1.7 million at March 31, 2012)	22,789	23,299
Community Development District debt, secured by certain real estate and standby note purchase agreements, due May 1, 2016 May 1, 2039, bearing interest at 6.7% to 7.15% at March 31, 2012	29,987	30,159
Total debt	$ 52,776	$ 53,458

The aggregate maturities of debt subsequent to March 31, 2012 are as follows (a):

2012	1,508
2013	1,586
2014	1,507
2015	18,188
2016	0
Thereafter	29,987
Total	$ 52,776

(a) Includes debt defeased in connection with the sale of the Company s office portfolio in the amount of $22.8 million.

Table of Contents

Community Development District (CDD) bonds financed the construction of infrastructure improvements at several of the Company s projects. The principal and interest payments on the bonds are paid by assessments on, or from sales proceeds of, the properties benefited by the improvements financed by the bonds. The Company has recorded a liability for CDD debt that is associated with platted property, which is the point at which the assessments become fixed or determinable. Additionally, the Company has recorded a liability for the balance of the CDD debt that is associated with unplatted property if it is probable and reasonably estimable that the Company will ultimately be responsible for repaying either as the property is sold by the Company or when assessed to the Company by the CDD. Accordingly, the Company has recorded debt of $30.0 million and $30.2 million related to CDD debt as of March 31, 2012 and December 31, 2011, respectively. Total outstanding CDD debt was $56.6 million at March 31, 2012 and $56.8 million at December 31, 2011.

In connection with the sale of the Company s office building portfolio in 2007, the Company has approximately $22.8 million of defeased debt. The Company purchased treasury securities sufficient to satisfy the scheduled interest and principal payments contractually due under the mortgage debt agreement. These securities were placed into a collateral account for the sole purpose of funding the principal and interest payments as they become due. The indebtedness remains on the Company s Consolidated Balance Sheets at March 31, 2012 and December 31, 2011 since the transaction was not considered to be an extinguishment of debt.

10. Employee Benefit Plans

A summary of the net periodic benefit (credit) follows:

	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011
Service cost	$ 1,040	$ 2,014
Interest cost	881	344
Expected return on assets	(2,606)	(841)
Prior service costs	438	178
Actuarial loss		
Net periodic pension cost(credit)	$ (247)	$ 1,695

The Company remeasures its plan assets and benefit obligation at each December 31. No events occurred during the three months ended March 31, 2012 which would require the Company to remeasure its plan assets or benefit obligation.

11. Income Taxes

The Company had approximately $1.7 million of total unrecognized tax benefits as of March 31, 2012 and December 31, 2011. The Company recognizes interest and/or penalties related to income tax matters in income tax expense. The Company has not accrued interest expense with respect to this unrecognized tax benefit at March 31, 2012 and December 31, 2011.

At March 31, 2012, the Company had a federal net operating loss carryforward of approximately $93.4 million and a state net operating loss carry forward of $614.1 million. At December 31, 2011, the Company had a federal net operating loss carryforward of approximately $92.0 million and a state net operating loss carry forward of $612.6 million. These net operating losses are available to offset future taxable income through 2031.

In general, a valuation allowance is recorded if based on the weight of available evidence it is more likely than not that some portion or all of the deferred tax asset will not be realized. Realization of the Company s deferred tax assets is dependent upon the Company generating sufficient taxable income in future years in the appropriate tax jurisdictions to obtain a benefit from the reversal of deductible temporary differences and from loss carryforwards. Based on the timing of reversal of future taxable amounts and the Company s recent history of losses and future expectations of reporting taxable losses, management does not believe it met the requirements to realize the benefits of certain of its deferred tax assets and has adjusted the valuation allowance by $0.7 million. The valuation allowance balance was $96.2 million at March 31, 2012 and $95.5 million at December 31, 2011.

12. Gain on Claims from Oil Spill

The Company has filed lawsuits and claims seeking the recovery of damages against parties we believe are responsible for the 2010 Deepwater Horizon oil spill, which the U.S. Coast Guard termed the largest oil spill in U.S. history causing significant environmental damage to the Gulf of Mexico. In April 2012, we received payment of $0.6 million from the Gulf Coast Claims Facility, which represents a small portion of one of our claims. Due to the nature of this event and the uncertainty surrounding future satisfaction or our claims, we classified this payment as a gain in our statements of operations and is included in the line item Other, net for the quarter ended March 31, 2012.

13. Segment Information

The Company s reportable operating segments are residential real estate, commercial real estate, rural land sales and forestry. The residential real estate segment primarily develops and sells homesites to builders. This segment also includes the Company s resort and club operations, the purpose of which is to enhance the desirability of the Company s residential real estate. The commercial real estate segment sells and leases developed and undeveloped lands. The rural land sales segment primarily sells parcels of land included in the Company s timberland holdings. The forestry segment produces and sells pine woodfiber, sawtimber and other forest products.

The Company uses (loss) income from continuing operations before equity in (loss) income of unconsolidated affiliates, income taxes and noncontrolling interest for purposes of making decisions about allocating resources to each segment and assessing each segment s performance, which the Company believes represents current performance measures.

The accounting policies of the segments are the same as those described above in the summary of significant accounting policies herein and in our Form 10-K. Total revenues represent sales to unaffiliated customers, as reported in the Company s consolidated statements of operations. All significant intercompany transactions have been eliminated. The caption entitled Other consists of corporate general and administrative expenses, net of investment income.

Information by business segment is as follows:

	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011
OPERATING REVENUES:		
Residential real estate	$ 10,520	$ 7,765
Commercial real estate	6,220	297
Rural land sales	4,283	2,750
Forestry	9,495	62,624
Consolidated operating revenues	$ 30,518	$ 73,436
(Loss) Income from operations before equity in (loss) income of unconsolidated affiliates and income taxes:		
Residential real estate	$ (3,799)	$ (8,845)
Commercial real estate	1,894	(1,866)
Rural land sales	2,139	2,285
Forestry	2,761	52,744
Other	(3,217)	(22,651)
Consolidated (loss) income from operations before equity in (loss) income of unconsolidated affiliates and income taxes	$ (222)	$ 21,667

	March 31, 2012	December 31, 2011
TOTAL ASSETS:		
Residential real estate	$ 274,584	$ 272,210
Commercial real estate	68,450	67,650
Rural land sales	8,482	10,048
Forestry	55,247	58,638
Other	256,107	252,745
Total Assets	$ 662,870	$ 661,291

19

Table of Contents

14. Commitments and Contingencies

The Company has obligations under various noncancelable long-term operating leases for office space and equipment. Some of these leases contain escalation clauses for operating costs, property taxes and insurance. In addition, the Company has various obligations under other office space and equipment leases of less than one year.

Total rent expense was less than $0.1 million for the three months ended March 31, 2012, and $0.5 million for the three months ended March 31, 2011.

The future minimum rental commitments under noncancelable long-term operating leases due over the next five years, including buildings leased through a sale-leaseback transaction are as follows:

2012	$ 346
2013	406
2014	294
2015	294
2016	153
Thereafter	3,521

In accordance with applicable accounting guidance, the Company establishes an accrued liability for litigation and regulatory matters when those matters present loss contingencies that are both probable and estimable. In such cases, there may be an exposure to loss in excess of any amounts accrued. When a loss contingency is not both probable and estimable, the Company does not establish an accrued liability. As a litigation or regulatory matter develops, the Company, in conjunction with any outside counsel handling the matter, evaluates on an ongoing basis whether such matter presents a loss contingency that is probable and estimable. If, at the time of evaluation, the loss contingency related to a litigation or regulatory matter is not both probable and estimable, the matter will continue to be monitored for further developments that would make such loss contingency both probable and estimable. Once the loss contingency related to litigation or regulatory matter is deemed to be both probable and estimable, the Company will establish an accrued liability with respect to such loss contingency and record a corresponding amount of litigation-related expense. The Company continues to monitor the matter for further developments that could affect the amount of the accrued liability that has been previously established.

Regardless of whether an accrued liability has been established for a loss contingency, the Company estimates and discloses a range of possible loss for matters in which a loss is probable or reasonably possible in future periods. In such cases, the Company reviews and evaluates its material litigation and regulatory matters on an ongoing basis, in conjunction with any outside counsel handling the matter, in light of potentially relevant factual and legal developments. In cases in which the Company possesses sufficient appropriate information to develop an estimate of loss or range of possible loss, that estimate is aggregated and disclosed below. There may be other disclosed matters for which a loss is probable or reasonably possible but such an estimate may not be possible. For those matters where an estimate is possible, management currently estimates the aggregate range of possible loss below in excess of the accrued liability (if any) related to those matters. This estimated range of possible loss is based upon currently available information and is subject to significant judgment and a variety of assumptions, and known and unknown uncertainties. The matters underlying the estimated range will change from time to time, and actual results may vary significantly from the current estimate. Those matters for which an estimate is not possible are not included within this estimated range. Therefore, this estimated range of possible loss represents what the Company believes to be an estimate of possible loss only for certain matters meeting these criteria. It does not represent the Company s maximum loss exposure. Information is provided below regarding the nature of all of these contingencies and, where specified, the amount of the claim associated with these loss contingencies. Based on current knowledge, management does not believe that loss contingencies arising from pending matters, including the matters described herein, will have a material adverse effect on the consolidated financial position or liquidity of the Company. However, in light of the inherent uncertainties involved in these matters, some of which are beyond the Company s control, and the very large or indeterminate damages sought in some of these matters, an adverse outcome in one or more of these matters could be material to the Company s results of operations or cash flows for any particular reporting period.

The Company is subject to costs arising out of environmental laws and regulations, which include obligations to remove or limit the effects on the environment of the disposal or release of certain wastes or substances at various sites, including sites which have been previously sold. It is the Company s policy to accrue and charge against earnings environmental cleanup costs when it is probable that a liability has been incurred and an amount can be reasonably estimated. As assessments and cleanups proceed, these accruals are reviewed and adjusted, if necessary, as additional information becomes available.

The Company s former paper mill site in Gulf County and certain adjacent properties are subject to various Consent Agreements and Brownfield Site Rehabilitation Agreements with the Florida Department of Environmental Protection. The paper mill site has been rehabilitated by Smurfit-Stone Container Corporation in accordance with these agreements. The Company is in the process of assessing and rehabilitating certain adjacent properties. Management is unable to quantify the rehabilitation costs at this time.

Table of Contents

Other proceedings and litigation involving environmental matters are pending against the Company. Aggregate environmental-related accruals were $1.5 million at March 31, 2012 and December 31, 2011. Although in the opinion of management none of our environmental litigation matters or governmental proceedings is expected to have a material adverse effect on the Company s consolidated financial position, results of operations or liquidity, it is possible that the actual amounts of liabilities resulting from such matters could be material.

On November 3, 2010 and December 7, 2010, two securities class action complaints were filed against the Company and certain of its current and former officers and directors in the Northern District of Florida. These cases have been consolidated in the U.S. District Court for the Northern District of Florida and are captioned as Meyer v. The St. Joe Company et al. (No. 5:11-cv-00027). A consolidated class action complaint was filed in the case on February 24, 2011.

The complaint was filed on behalf of persons who purchased the Company s securities between February 19, 2008 and October 12, 2010 and alleged that the Company and certain of its current and former officers and directors, among others, violated the Securities Act of 1933 and the Securities Exchange Act of 1934 by making false and/or misleading statements and/or by failing to disclose that, as the Florida real estate market was in decline, the Company failed to take adequate and required impairments and accounting write-downs on many of the Company s Florida-based properties and as a result, the Company s financial statements materially overvalued the Company s property developments. The plaintiff also alleged that the Company s financial statements were not prepared in accordance with Generally Accepted Accounting Principles, and that the Company lacked adequate internal and financial controls, and as a result of the foregoing, the Company s financial statements were materially false and misleading. The complaint sought an unspecified amount in damages. On April 5, 2011, at the request of the plaintiff, the court dismissed the claims under the Securities Act of 1933 and dismissed the current and former director defendants from the case. The Company filed a motion to dismiss the case on April 6, 2011. On January 12, 2012, the Court granted the motion to dismiss with prejudice and entered judgment in favor of the Company and the individual defendants. On February 9, 2012, plaintiff filed a motion to alter or amend the judgment, which the Court denied on February 14, 2012. On March 15, 2012, plaintiff file a notice of appeal to the United States Court of Appeals for the Eleventh Circuit and that appeal is currently pending.

On March 29, 2011 and July 21, 2011, two separate derivative lawsuits were filed by shareholders on behalf of St. Joe against certain of its officers and directors in the United States District Court for the Northern District of Florida (Nakata v. Greene et. al., No. 5:11-cv-00090 and Packer v. Greene, et al., No. 3:11-cv-00344). The complaints allege breaches of fiduciary duties, waste of corporate assets and unjust enrichment arising from substantially similar allegations as those described above in the Meyer case. On June 6, 2011, the court granted the parties motion to stay the Nakata action pending the outcome of the Meyer action. On September 12, 2011, a third derivative lawsuit was filed in the Northern District of Florida (Shurkin v. Berkowitz, et al., No. 5:11-cv-304) making similar claims as those in the Nakata and Packer actions. St. Joe and the individual defendants have not been served with the Shurkin complaint. On September 16, 2011, plaintiffs in Nakata and Packer filed a joint motion to consolidate all derivative actions and appoint lead counsel. On October 3, 2011, plaintiff in Shurkin filed a cross motion seeking separate lead counsel for Shurkin and coordination of Shurkin with the other derivative cases. On October 6, 2011, the Company filed a response in which it stated that all derivative cases should be consolidated. On October 14, 2011, Nakata and Packer plaintiffs filed an amended joint motion seeking consolidation of those two cases only. On October 21, 2011, the court issued an order consolidating the Nakata and Packer lawsuits. Further action in the Nakata and Packer action is awaiting resolution of the Meyer action discussed above.

The Company believes that it has meritorious defenses to the above claims and intends to defend the actions vigorously. The Company believes that the probability of loss related to this litigation and an estimate of the amount of loss, if any, are not determinable at this time. The Company cannot evaluate the likelihood of an unfavorable outcome related to this litigation to be either probable or remote , nor can they predict the amount or range of possible loss from an unfavorable outcome to give an estimated range.

On January 4, 2011 the SEC notified the Company it was conducting an inquiry into the Company s policies and practices concerning impairment of investment in real estate assets. On June 24, 2011, the Company received notice from the SEC that it has issued a related order of private investigation. The order of private investigation covers a variety of matters for the period beginning January 1, 2007 including (a) the antifraud provisions of the Federal securities laws as applicable to the Company and its past and present officers, directors, employees, partners, subsidiaries, and/or affiliates, and/or other persons or entities, (b) compliance by past and present reporting persons or entities who were or are directly or indirectly the beneficial owner of more than 5% of the Company s common stock (which includes Fairholme Funds, Inc, Fairholme Capital Management L.L.C. and the Company s current Chairman

Table of Contents

Bruce R. Berkowitz) with their reporting obligations under Section 13(d) of the Exchange Act, (c) internal controls, (d) books and records, (e) communications with auditors and (f) financial reports. The order designates officers of the SEC to take the testimony of the Company and third parties with respect to any or all of these matters. The Company is cooperating with the SEC on historical matters as well as communicating and providing relevant information regarding the Company s recent change in investment strategy and impairments. The Company believes that the probability of loss related to this matter and an estimate of the amount of loss, if any, are not determinable at this time. The Company cannot evaluate the likelihood of an unfavorable outcome related to this matter to be either probable or remote , nor can they predict the amount or range of possible loss from an unfavorable outcome to give an estimated range.

On October 21, 2009, the Company entered into a strategic alliance agreement with Southwest Airlines to facilitate the commencement of low-fare air service in May 2010 to the Northwest Florida Beaches International Airport. The Company has agreed to reimburse Southwest Airlines if it incurs losses on its service at the airport during the first three years of service. The term of the agreement extends for a period of three years after the commencement of Southwest s air service at the airport. Although the agreement does not provide for maximum payments, the agreement may be terminated by the Company if the payments to Southwest exceed $14 million in the first year of air service or $12 million in the second year. The agreement also provides that Southwest s profits from the air service during the term of the agreement will be shared with the Company up to the maximum amount of the break-even payments. Profits from any calendar year, however, do not carryover from year to year. Southwest may terminate the agreement if its actual annual revenues attributable to the air service at the airport are less than certain minimum annual amounts established in the agreement. The Company carried a standby guarantee liability of $0.8 million at March 31, 2012 related to this strategic alliance agreement.

The Company has retained certain self-insurance risks with respect to losses for third party liability and property damage.

At March 31, 2012 and December 31, 2011, the Company was party to surety bonds related to certain development projects of $14.7 million and $15.7 million, respectively, and standby letters of credit in the amount of $0.8 million at March 31, 2012 and December 31, 2011, which may potentially result in liability to the Company if certain obligations of the Company are not met

15. Concentration of Risks and Uncertainties

The Company s real estate investments are concentrated in the State of Florida in a number of specific development projects. The duration of the current economic slump has had an adverse impact on the Company s real estate values and operations, and a continued duration could cause the Company to sell assets at depressed values.

Financial instruments that potentially subject the Company to a concentration of credit risk consist of cash, cash equivalents, notes receivable and retained interests. The Company deposits and invests excess cash with one or more financial institutions in the United States. Balances may exceed the amount of insurance provided on such deposits.

Some of the Company s notes receivable are from homebuilders and other entities associated with the real estate industry. As with many entities in the real estate industry, revenues have contracted for these companies, and they may be increasingly dependent on their lenders continued willingness to provide funding to maintain ongoing liquidity. The Company evaluates the need for an allowance for doubtful notes receivable at each reporting date.

Smurfit-Stone s Panama City mill is the largest consumer of pine wood fiber within the immediate area in which most of the Company s timberlands are located. In July of 2010, Smurfit-Stone emerged from approximately 18 months of bankruptcy protection, and during the first quarter of 2011, RockTenn announced its acquisition of Smurfit-Stone. Deliveries made by St. Joe during Smurfit-Stone s bankruptcy proceedings were uninterrupted and payments were made on time. Under the terms of the Wood Fiber Supply Agreement entered into in November 2010, Smurfit-Stone and its successor RockTenn would be liable for any monetary damages as a result of the closure of the mill due to economic reasons for a period of one year. Nevertheless if the RockTenn mill in Panama City were to permanently cease operations, the price for our pulpwood may decline, and the cost of delivering logs to alternative customers would increase.

Table of Contents

Item 2. ***Management s Discussion and Analysis of Financial Condition and Results of Operations***

Overview

We own a large inventory of land suitable for development in Florida. The majority of our land is located in Northwest Florida and has a very low initial cost basis. In order to increase the value of real estate assets, we seek higher and better land-uses through infrastructure improvements, developing community amenities, undertaking strategic and expert land planning and development, parceling our land holdings in creative ways, performing land restoration and enhancement, and promoting economic development.

We have four operating segments: residential real estate, commercial real estate, rural land and forestry. The table below sets forth the relative contribution of these operating segments to our consolidated operating revenues:

	Three Months Ended March 31,	
	2012	**2011**
Segment Operating Revenue:		
Residential real estate	34.5%	10.6%
Commercial real estate	20.4%	0.4%
Rural land sales	14.0%	3.7%
Forestry	31.1%	85.3%
Consolidated operating revenues	**100.0%**	**100.0%**

Our operations continued to be adversely affected during the first quarter of 2012 by the national real estate downturn, slow economic recovery, and other adverse market conditions. This challenging environment has exerted negative pressure on the demand for real estate in our region.

We believe that the large oil spill in the Gulf of Mexico from the Deepwater Horizon incident has had a negative impact on our properties, operations and stock price and has created uncertainty about the future of the Gulf Coast region. We have filed lawsuits and claims seeking the recovery of damages against parties we believe are responsible for the oil spill. In April, we received payment of the amount of $0.6 million from the Gulf Coast Claims Facility which represents a small portion of one of our claims. We cannot be certain, however, of the amount of any further recovery or the ultimate success of our claims.

Residential Real Estate

Our residential real estate segment typically plans and develops mixed-use resort, primary and seasonal residential communities of various sizes, primarily on our existing land. We own large tracts of land in Northwest Florida, including significant Gulf of Mexico beach frontage and waterfront properties, and land in and around Jacksonville and Tallahassee.

Our residential real estate segment generates revenues from:

- the sale of developed homesites;
- the sale of parcels of entitled, undeveloped lots;
- the sale of housing units built by us or with partners;
- resort and club operations;

- rental income; and
- fees on transactions.

Our residential real estate segment incurs cost of revenues from:

- costs directly associated with the land, development and construction of real estate sold, indirect costs such as development overhead, project administration, warranty, capitalized interest and selling costs;
- resort and club personnel costs, cost of goods sold, and management fees paid to third party managers;
- operating expenses of rental properties; and
- brokerage fees.

Table of Contents

Commercial Real Estate

Our commercial real estate segment plans, develops and entitles our land holdings for a broad range of retail, office, hotel, industrial and multi-family uses. We sell and develop commercial land and provide development opportunities for national and regional retailers as well as strategic partners in Northwest Florida. We also offer land for commercial and light industrial uses within large and small-scale commerce parks, as well as for a wide range of multi-family rental projects. Our commercial real estate segment generates revenues from the sale or lease of developed and undeveloped land for retail, multi-family, office, hotel and industrial uses and rental income. Our commercial real estate segment incurs costs of revenues from costs directly associated with the land, development costs and selling costs and operating costs of rental properties.

Rural Land Sales

Our rural land sales segment markets and sells tracts of land of varying sizes for rural recreational, conservation and timberland uses. The land segment prepares land for sale for these uses through harvesting, thinning and other silviculture practices, and in some cases, limited infrastructure development. Our rural land sales segment generates revenues from the sale of undeveloped land, land with limited development, and easements and mitigation bank credits. Our rural land segment incurs costs of revenue from the cost of land sold, minimal development costs and selling costs.

In recent years, our revenue from rural land sales have significantly decreased as a result of our decision to sell only non-strategic rural land and to principally use our rural land resources to create sources of recurring revenue as well as from declines in demand for rural land due to difficult current market conditions. We may, however, rely on rural land sales as a source of revenues and cash in the future.

Forestry

Our forestry segment focuses on the management and harvesting of our extensive timber holdings. We grow, harvest and sell sawtimber, wood fiber and forest products and provide land management services for conservation properties. Our forestry segment generates revenues from the sale of wood fiber, sawtimber, standing timber and forest products and conservation land management services. Our forestry segment incurs costs of revenues from internal costs of forestry management, external logging costs, and property taxes.

New Real Estate Investment Strategy

On January 25, 2012, we adopted a new real estate investment strategy, which is focused on reducing future capital outlays and employing new risk-adjusted investment return criteria for evaluating our properties and future investments in such properties. Pursuant to this new strategy, we intend to significantly reduce planned future capital expenditures for infrastructure, amenities and master planned community development and reposition assets to encourage increased absorption of properties in their respective markets. As part of this repositioning, we expect properties may be sold in bulk in undeveloped or developed parcels, or at lower price points and over shorter time periods. We anticipate that the amount of future capital expenditures associated with existing projects will be reduced by approximately $190 million, the majority of which was expected to be spent in the next 10 years. We believe this new investment strategy continues to build upon the successful cost reduction initiatives implemented in 2011 and positions us to i) increase our short and medium-term cash flow, ii) reduce our long-term risk and iii) maintain the strong cash position necessary to best exploit our substantial land resources. Additionally, reducing capital expenditures on existing projects will allow us to focus on opportunities that meet our new investment criteria.

First Quarter 2012 Operational Developments:

- Leased 20 acres of the Port St. Joe facility to a regional ship builder; the commencement of rent is contingent upon the Company s performance of certain requirements under the agreement, which are expected to occur this year;

- Continued construction of build-to-suit facility for ITT Corporation at the VentureCrossings site; construction is expected to be completed in the fall of 2012;

- Recognition of a $0.6 million gain related to the first of what may be several payments against our claims stemming from the Deepwater Horizon Oil Spill;

- Operating expenses declined $17.1 million as compared to the first quarter of 2011 as a result of a reduction in staff, lower legal fees and restructuring and severance costs, and reduced stock-based compensation charges;

- Closed two commercial property sales in Northwest Florida, consisting of 17.5 acres, for a total $6.0 million; and

- Completion of quick-serve restaurant site, generating long-term lease income.

Critical Accounting Estimates

The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. We base these estimates on historical experience, available current market information and on various other assumptions that management believes are reasonable under the circumstances. Additionally we evaluate the results of these estimates on an on-going basis. Management s estimates form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions, and our accounting estimates are subject to change.

The critical accounting policies that we believe reflect our more significant judgments and estimates used in the preparation of our consolidated financial statements are set forth in Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2011. There have been no significant changes in these policies during the first three months of 2012, however there is no assurance that these policies will not change in the future.

Recently Issued Accounting Standards

See Note 1 to our unaudited consolidated financial statements included in this report for recently issued accounting standards, including the expected dates of adoption and estimated effects on our consolidated financial statements.

Seasonality

Our real estate business and our Northwest Florida residential resort and seasonal and resort and club communities are affected by seasonal fluctuations, with the spring and summer months traditionally being the most active time of year for customer traffic and sales.

Table of Contents

Results of Operations

The Company generated a net loss of ($0.9) million, or ($.01) per share in the first quarter of 2012, compared to net income of $14.1 million, or $0.15 per share, for the first quarter of 2011. Results for the three months ended March 31, 2011 include a pre-tax gain of $50.3 million from the sale of the timber deed to an investment fund. Excluding the gain resulting from the timber deed, the Company reported losses in the first quarter of 2011 primarily due to the impact of continuing economic challengers and restructuring expenses.

Consolidated Results

Revenues and expenses. The following table sets forth a comparison of revenues and certain expenses of our operations for the three months ended March 31, 2012 and 2011:

	Three Months Ended March 31,			
	2012	**2011**	**Difference**	**% Change**
		Dollars in millions		
Revenues:				
Real estate sales	$ 14.0	$ 5.2	$ 8.8	166.2%
Resort and club revenues	6.3	5.1	1.2	23.5
Timber sales	9.5	62.6	(53.1)	(84.8)
Other	0.7	0.5	0.2	40.0
Total	**30.5**	**73.4**	**(42.9)**	**(58.4)%**
Expenses:				
Cost of real estate sales	7.7	1.8	5.9	327.7%
Cost of resort and club revenues	6.9	6.6	0.3	4.5
Cost of timber sales	6.3	6.2	0.1	1.6
Cost of other revenues	0.7	0.5	0.2	40.0
Other operating expenses	3.7	7.0	(3.3)	(47.1)
Corporate expenses	4.4	18.2	(13.8)	(75.7)
Depreciation and amortization	2.3	6.5	(4.2)	(64.6)
Impairment losses		0.8	(0.8)	(100.0)
Restructuring charges	0.1	4.5	(4.4)	(97.7)
Total	**$ 32.1**	**$ 52.1**	**$ (20.0)**	**(38.4)%**
Operating (Loss) Income	**$ (1.6)**	**$ 21.3**	**$ (22.9)**	

Real estate revenues. Real estate sales for the quarter ended March 31, 2012 increased approximately 170% from the same results for the quarter ended March 31, 2011, driven in large part by the following:

Increased revenues from homesite closings from sales to national and local homebuilders, contributing an additional $1.5 million of revenue quarter over quarter,

Two commercial land sales in the quarter ended March 31, 2012, contributing an additional $5.8 million of revenue over the amount generated from one significant land sale in the quarter ended March 31, 2011, and

A rural land sale in the quarter ended March 31, 2012 contributing an additional $1.5 million of revenue over the same amount generated from one rural land sale in the quarter ended March 31, 2011.

Resort and club revenues. Resort and club revenues increased approximately $1.2 million over the quarters ended March 31, 2012 and 2011, driven by rate increases, increased occupancy rates and improved operating margins within our four primary property operations.

Timber revenues. Excluding the $54.5 million impact of the timber deed sale (discussed below) in the first quarter of 2011, timber revenues increased approximately $1.4 million on a quarter over quarter comparison as a result of increases in open market sales.

Other operating and Corporate expenses. The quarter over quarter decrease of approximately $17.1 million in other operating and corporate expenses is a reflection of two primary drivers:

A reduction in stock-based compensation from $8.5 million for the quarter ended March 31, 2011 to $0.5 million for the quarter ended March 31, 2012, which resulted from substantially all elements in our stock-compensation programs becoming fully vested and exercised during 2011, or cancelled or forfeited through the quarter ending March 31, 2012, and

The continued execution of our expense reduction initiatives introduced in 2011 to align our operating and support cost structure with our repositioned investment and growth strategy.

Table of Contents

Restructuring charge. Restructuring charges were limited in the quarter ended March 31, 2012 as programs commencing in periods prior to 2012 were substantially complete at the beginning of the quarter.

Depreciation and Amortization. The decline in depreciation and amortization costs in the quarter over quarter period results from the impairment of our long-lived assets in the fourth quarter of 2011. The reduction in the carrying cost to many of these assets necessarily reduced the balances subject to depreciation in the quarter ended March 31, 2012 and periods subsequent thereto, compared to the balances subject to depreciation for the quarter ended March 31, 2011.

Segment Results

Residential Real Estate

Our residential real estate segment typically plans and develops mixed-use resort, primary and seasonal residential communities of various sizes, primarily on our existing land. We own large tracts of land in Northwest Florida, including significant Gulf of Mexico beach frontage and waterfront properties, and land near Jacksonville and Tallahassee.

We believe our residential sales are showing signs of recovery in some of our Northwest Florida projects. However, our residential sales remain weak in the remainder of our communities. The real estate downturn and weak economic recovery have exerted negative pressure on the demand for real estate products in our markets. Inventories of resale homes and homesites remain high in certain of our markets and prices remain depressed. With the U.S. and Florida economies battling the adverse effects of home foreclosures, severely restrictive credit, significant inventories of unsold homes and uncertain economic conditions, the timing of a sustainable recovery to all our residential projects remains uncertain.

Three Months Ended March 31, 2012 Compared to Three Months Ended March 31, 2011

The table below sets forth the results of continuing operations of our residential real estate segment for the three Months ended March 31, 2012 and 2011.

	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011
	Dollars in Millions	
Revenues:		
Real estate sales	$ 3.6	$ 2.2
Resort and club revenues	6.3	5.1
Other revenues	0.6	0.4
Total revenues	10.5	7.7
Expenses:		
Cost of real estate sales	2.4	1.7
Cost of resort and club revenues	6.9	6.6
Cost of other revenues	0.5	0.4
Other operating expenses	2.4	4.5
Depreciation and amortization	1.6	2.5
Impairment loss	0.0	0.0
Restructuring charge	0.0	0.0
Total expenses	13.8	15.7
Other (expense) income	(0.5)	(0.8)
Pre-tax (loss) from continuing operations	$ (3.8)	$ (8.8)

Table of Contents

Real estate sales include the sale of homesites. Cost of real estate sales includes direct costs (e.g., development and construction costs), selling costs and other indirect costs (e.g., development and construction overhead; warranty and project administration costs). Resort and club revenues and cost of resort and club revenues include results of operations from the WaterColor Inn, WaterColor, WaterSound and WindMark Beach vacation rental programs and other resort, golf, club and marina operations. Other revenues and cost of other revenues consist primarily of brokerage fees and rental operations.

The following table sets forth the components of our real estate sales and cost of real estate sales related to homes and homesites:

	Three Months Ended March 31, 2012			Three Months Ended March 31, 2011		
	Homes	Homesites	Total	Homes	Homesites	Total
	Dollars in millions					
Sales	$ 0.0	$ 3.6	$ 3.6	$ 0.0	$ 2.2	$ 2.2
Cost of sales:						
Direct costs	0.0	2.2	2.2	0.0	1.4	1.4
Selling costs	0.0	0.1	0.1	0.0	0.1	0.1
Other indirect costs	0.0	0.1	0.1	0.0	0.2	0.2
Total cost of sales	0.00	2.4	2.4	0.0	1.7	1.7
Gross profit	$ 0.0	$ 1.2	$ 1.2	$ 0.0	$ 0.5	$ 0.5
Gross profit margin	0%	33%	33%	0%	23%	23%
Units sold	0	31	31	0	22	22

Homesite closings and revenues have increased due to the sale of homesites to national and local homebuilders. The sales to the homebuilders may generate additional revenues and gross profit in future periods upon the sale to the end-user.

The following table sets forth home and homesite sales activity by geographic region and property type:

	Three Months Ended March 31, 2012				Three Months Ended March 31, 2011			
	Closed Units	Revenues	Cost of Sales	Gross Profit	Closed Units	Revenues	Cost of Sales	Gross Profit
	Dollars in millions							
Northwest Florida:								
Resort								
Single-family homes	0	$ 0.0	$ 0.0	$ 0.0	0	$ 0.0	$ 0.0	$ 0.0
Homesites	13	2.7	1.7	1.0	14	1.9	1.4	0.5
Primary								
Single-family homes	0	$ 0.0	$ 0.0	$ 0.0	0	$ 0.0	$ 0.0	$ 0.0
Homesites	15	0.8	0.6	0.2	8	0.3	0.3	0.0
Northeast Florida:								
Single-family homes	0	$ 0.0	$ 0.0	$ 0.0	0	$ 0.0	$ 0.0	$ 0.0
Homesites	3	0.1	0.1	0.0	0	0.0	0.0	0.0
Total	31	$ 3.6	$ 2.4	$ 1.2	22	$ 2.2	$ 1.7	$ 0.5

Our Northwest Florida resort and seasonal communities included WaterColor, WaterSound Beach, WaterSound, WaterSound West Beach, WindMark Beach, RiverCamps on Crooked Creek, SummerCamp Beach and Wild Heron, while primary communities included Breakfast Point and Southwood. Our sole Northeast Florida community, RiverTown, is primary.

The following factors also contributed to the results of operations shown above:

For our Northwest Florida resort and seasonal communities, homesite revenues increased in 2012 as compared to 2011 primarily due to the increased price levels at our WaterBeach and WaterSound West Beach communities; and

In our Northwest Florida primary communities, homesite closings and revenue increased in 2012 as compared to 2011 due to sales to homebuilders, some of which may generate additional revenues and gross profits in future periods upon sale to the end-user.

Table of Contents

Resort and club revenues include revenue from the WaterColor Inn, WaterColor, WaterSound Beach and WindMark Beach vacation rental programs and other resort, golf, club and marina operations. Total resort and club revenues were $6.3 million for the quarter ended March 31, 2012 with related costs of $6.9 million as compared to revenue totaling $5.1 million for the quarter ended March 31, 2011 with $6.6 million in related costs. Increased revenues were primarily due to increased activity at our resorts, resulting in higher occupancies, room rates and ancillary revenue at our resort lodging operations as well as stronger activity and rates at our golf courses. Related costs also increased in conjunction with the stronger activity, but operating margins improved due to cost reductions in our resorts and the incremental impact of higher revenues on a cost base that has many fixed components.

Other operating expenses include salaries and benefits, marketing, project administration, support personnel, other administrative expenses and litigation reserves. Other operating expenses were $2.4 million for the quarter ended March 31, 2012 as compared to $4.5 million for the quarter ended March 31, 2011. The decrease of $2.1 million in operating expenses was primarily due to reductions in employee costs, marketing, homeowners association funding costs, warranty and real estate taxes.

Other expense decreased $0.4 million during the first quarter 2012 as compared to the first quarter of 2011 which was primarily due to insurance proceeds and reduction in litigation involving a contract dispute related to a 1997 purchase of land for our former Victoria Park Community, which was settled in 2011.

Commercial Real Estate

Our commercial real estate segment plans, develops and entitles our land holdings for a broad range of retail, office, hotel, industrial and multi-family uses. We sell or lease and develop commercial land and provide development opportunities for national and regional retailers as well as strategic partners in Northwest Florida. We also offer land for commercial and light industrial uses within large and small-scale commerce parks, as well as for multi-family rental projects. Consistent with residential real estate, the markets for commercial real estate, particularly retail, remain weak.

Three Months Ended March 31, 2012 Compared to Three Months Ended March 31, 2011

The table below sets forth the results of the continuing operations of our commercial real estate segment for the three months ended March 31, 2012 and 2011:

	Three Months Ended March 31, 2012	2011
	Dollars in Millions	
Revenues:		
Real estate sales	$ 6.0	$ 0.2
Other revenue	0.2	0.1
Total revenues	6.2	0.3
Expenses:		
Cost of real estate sales	3.2	
Cost of other revenues	0.2	
Other operating expenses	0.7	1.6
Depreciation and amortization	0.2	
Impairment Losses		0.8
Total expenses	4.3	2.4
Other income		0.2
Pre-tax (loss) from continuing operations	$ 1.9	$ (1.9)

During the three months ended March 31, 2012, there were two commercial land sales in Northwest Florida for a total of 17.53 acres at an average price of $343,000 per acre, and one in Northwest Florida during the three months ended March 31, 2011 of 1.13 acres at an average price of $192,000 per acre.

Other revenue primarily relates to lease income from long-term leases in Northwest Florida.

Other operating expenses include salaries and benefits, professional fees and other administrative expenses. Other operating expenses were $0.7 million in the first quarter of 2012 compared to $1.6 million in the first quarter for 2011. The decrease of $0.9 million was primarily due to reductions in employee costs, professional fees, and marketing expenses.

Table of Contents

Rural Land Sales

Our rural land sales segment markets and sells tracts of land of varying sizes for rural recreational, conservation and timberland uses. The land sales segment prepares land for sale for these uses through harvesting, thinning and other silviculture practices, and in some cases, limited infrastructure development.

Three Months Ended March 31, 2012 Compared to Three Months Ended March 31, 2011

The table below sets forth the results of operations of our rural land sales segment for the three months ended March 31, 2012 and 2011:

	Three Months Ended March 31,	
	2012	2011
	Dollars in Millions	
Revenues:		
Real estate sales	$ 4.3	$ 2.8
Expenses:		
Cost of real estate sales	2.0	0.1
Other operating expenses	0.2	0.5
Restructuring charge	0.0	0.0
Total expenses	2.2	0.6
Other income	0.0	0.1
Pre-tax income from continuing operations	$ 2.1	$ 2.3

Rural land sales for the three months ended March 31 are as follows:

	Number of Sales	Number of Acres	Average Price per Acre	Gross Sales Price	Gross Profit
				Dollars in Millions	
Three Months Ended:					
March 31, 2012	1	2,855	$ 1,500	$ 4.3	$ 2.2
March 31, 2011	1	98	$ 28,000	$ 2.8	$ 2.7

During the three months ended March 31, 2012, we closed one land sale of 2,855 acres in Northwest Florida for $4.3 million, or $1,500 per acre, compared to one sale of 98 acres in Northcentral Florida for $2.8 million, or $28,000 per acre, for the three months ended March 31, 2011. Average sales prices per acre vary according to the characteristics of each particular piece of land being sold and its highest and best use. As a result, average prices will vary from one parcel to another and one period to another. In the case of the 2,855 acre land sale referenced above, we sold a non-strategic parcel of land that was not connected to any of our other property. The price at which it was sold was comparable to the value of the surrounding property. The cost basis for this particular piece of property was relatively high due to the capital improvements that had been made to the property. We may continue to sell non-strategic property in the future if the opportunity arises.

Other operating expenses included salaries and benefits, marketing, and other administrative expenses. Other operating expenses were $0.2 million in the first quarter of 2012 compared to $0.5 million in the first quarter of 2011. The decrease of $0.3 million in operating expenses was primarily due to reductions in employee costs.

Forestry

Our forestry segment focuses on the management and harvesting of our extensive timber holdings. We grow, harvest and sell timber and wood fiber and provide land management services for conservation properties.

Three Months Ended March 31, 2012 and 2011

The table below sets forth the results of the continuing operations of our forestry segment for the three months ended March 31, 2012 and 2011.

	Three Months Ended March 31, 2012	2011
	Dollars in Millions	
Revenues:		
Timber sales	$ 9.5	$ 62.6
Expenses:		
Cost of timber sales	6.3	6.2
Other operating expenses	0.4	0.4
Depreciation and amortization	0.5	3.7
Restructuring charge		
Total expenses	7.2	10.3
Other income	0.5	0.5
Pre-tax income from continuing operations	$ 2.8	$ 52.8

Timber sales during the three months ended March 31, 2012 and March 31, 2011 arose from sales of wood fiber to RockTenn, pursuant to our wood fiber agreement and sale in the open market. In November 2010, we entered into a Wood Fiber Supply Agreement with RockTenn, which increased our pricing terms by approximately 25%, to more closely mirror current market rates. The new agreement expires on December 31, 2017, and replaces the existing wood fiber supply agreement that was scheduled to expire on June 30, 2012. RockTenn has a Panama City, Florida mill which is the largest consumer of pine pulpwood logs within the immediate area where most of our timberlands are located. Sales under this agreement were $3.5 million (138,000 tons) in the first quarter of 2012 and $4.0 million (155,000 tons) during the first quarter of 2011, which reflects price stability during the first quarter of 2012.

Open market sales within our Forestry segment in the first quarter totaled $6.0 million (213,000 tons) in 2012 as compared to $58.6 million (3,060,000 tons) in 2011. First quarter 2011 results include the sale of a 2.9 million ton timber deed for $55.9 million in revenue which gives the purchaser the right to harvest timber on specific tracts of land (encompassing 40,975 acres) over a maximum term of 20 years. As part of the agreement, we also entered into a Thinning Supply Agreement to purchase First Thinning of timber included in the timber deed at fair market value from the investment fund. We recognized revenue of $54.5 million related to the timber deed in 2011, with $1.4 million recorded as an imputed lease to be recognized over the life of the timber deed. The resulting pre-tax gain on this timber deed transaction, net of cost of sales and depletion of $4.2 million, was $50.3 million during the first quarter. Excluding the impact of timber deed sale, pricing for open market sales was relatively flat compared to the first quarter of 2011.

Other income, which consists primarily of income from hunting leases, was $0.5 million during the first quarters of 2012 and 2011.

Liquidity and Capital Resources

As of March 31, 2012, we had cash and cash equivalents of $165.7 million, compared to $162.4 million as of December 31, 2011.

We invest our excess cash primarily in bank deposit accounts, government-only money market mutual funds, short term U.S. treasury investments and overnight deposits, which we believe are highly liquid, as we intend to keep such funds readily available for operating expenses and strategic long-term investment purposes.

We believe that our current cash position and our anticipated cash flows will provide us with sufficient liquidity to satisfy our currently anticipated working capital needs and capital expenditures.

We currently expect to incur approximately $20.9 million of capital expenditures during the remainder of 2012. These capital expenditures primarily relate to development of our residential and commercial real estate projects, construction of amenities at these facilities, and includes the construction of a new build to suit at VentureCrossings.

In 2010, we entered into a strategic alliance agreement with Southwest Airlines to facilitate low-fare air service to the new Northwest Florida Beaches International Airport. We have agreed to reimburse Southwest Airlines if it incurs losses on its service at the new airport during the first three years of service by making break-even payments. There has been no reimbursement required since the effective date of the agreement in May 2010.

31

Table of Contents

Cash Flows from Operating Activities

Net cash provided by operations was $3.6 million for the three months ended March 31, 2012 as compared to $37.4 million for the same period in 2011. The 2011 cash flows provided by operations includes $55.9 million in proceeds related to the timber deed. During the period ended March 31, 2012, capital expenditures relating to our residential real estate segment were $3.8 million. Additional capital expenditures were $4.4 million, primarily related to commercial real estate development in VentureCrossings.

Cash Flows from Investing Activities

Net cash used in investing activities was $(0.2) million in the first three months of 2012 compared to net cash used of $(0.3) million in the first three months of 2011.

Cash Flows from Financing Activities

Net cash used in financing activities was $(0.2) million in the first three months of 2012 compared to $(4.8) million in the first three months of 2011. During 2011, net cash used in financing activities primarily related to payment of taxes on behalf of employees related to stock-based compensation.

Off-Balance Sheet Arrangements

There were no material changes to the quantitative and qualitative disclosures about off-balance sheet arrangements presented in our Form 10-K for the year ended December 31, 2011, during the first quarter of 2012.

Contractual Obligations and Commercial Commitments

There have been no material changes in the amounts of our contractual obligations and commercial commitments presented in our Form 10-K for the year ended December 31, 2011, during the first quarter of 2012.

Forward-Looking Statements

This quarterly report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements concern expectations, beliefs, projections, plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts. Specifically, this quarterly report contains forward-looking statements regarding:

- our expectation regarding capital expenditures during 2012, and the reduced amount of future capital expenditures that will be required to complete certain projects;
- our intent to reduce future capital expenditures and reposition certain assets, and our expectation regarding the sale of such assets;
- our expectation regarding the effect of our new investment strategy;
- our expectation that our current cash position and our anticipated cash flows will provide us with sufficient liquidity to satisfy our working capital needs and capital expenditures;
- our expectation regarding the completion of the build-to-suit facility at the VentureCrossings site;

our expectation regarding payments against our claims stemming from the Deepwater Horizon Oil Spill;

our expectation regarding the commencement of rent at the Port St. Joe facility;

our expectation regarding the impact of pending litigation matters or governmental proceedings on our financial position or results of operations, and our belief regarding the defenses to litigation claims against us; and

our estimates regarding certain tax matters and accounting valuations.

Table of Contents

These forward-looking statements reflect our current views about future events and are subject to risks, uncertainties and assumptions. We wish to caution readers that certain important factors may have affected and could in the future affect our actual results and could cause actual results to differ significantly from those expressed in any forward-looking statement. The most important factors that could prevent us from achieving our goals, and cause the assumptions underlying forward-looking statements and the actual results to differ materially from those expressed in or implied by those forward-looking statements include, but are not limited to, the following:

- a delay in the recovery of real estate markets in Florida and across the nation, or any further downturn in such markets;
- reductions in the availability of mortgage financing or property insurance, increases in foreclosures, interest rates, the cost of property insurance, inflation, or unemployment rates or declines in consumer confidence or the demand for, or the prices of, housing and other factors that affect the desire or ability of our customers to purchase new homes in markets in which we conduct our business;
- a decline in the value of the land and home inventories we maintain or possible future write-downs of the book value of our real estate assets and notes receivable;
- our ability to successfully dispose of our repositioned assets and other properties at expected prices and within anticipated time frames;
- our ability to effectively execute our strategy, and our ability to successfully anticipate the impact of our strategy;
- increases in operating costs, including costs related to real estate taxes, construction materials, labor and insurance, and our ability to manage our cost structure;
- natural disasters and other unforeseen damage for which our insurance may not provide adequate coverage;
- the adverse impact of Deepwater Horizon oil spill to the economy and future growth of Northwest Florida and other coastal states;
- the amounts and timing of any recoveries arising from the Horizon Deepwater Oil Spill litigation;
- the expense, management distraction and possible liability associated with pending securities class action litigation, shareholder derivative litigation and/or the SEC inquiry;
- the financial impact to our results of operations if the RockTenn mill in Panama City were to permanently cease operations;
- a reduction or termination of air service at Northwest Florida Beaches International Airport, especially any reduction or termination of Southwest Airlines service;
- potential liability under environmental or construction laws, or other laws or regulations;

expectations regarding the impact of pending environmental litigation matters or governmental proceedings on our financial position or results of operations;

our ability to identify and successfully implement new opportunities that are accretive to shareholders;

changes in laws, regulations or the regulatory environment affecting the development of real estate or forestry activities;

significant tax payments arising from any acceleration of deferred taxes;

our ability to successfully estimate the impact of certain accounting and tax matters; and

our ability to capitalize on our cost reduction initiatives implemented in 2011, and the impact of our restructuring initiatives on our operations.

Table of Contents

Item 3. ***Quantitative and Qualitative Disclosures About Market Risk***

There have been no material changes to the quantitative and qualitative disclosures about market risk set forth in our Form 10-K for the year ended December 31, 2011, during the first quarter of 2012.

Item 4. ***Controls and Procedures***

Evaluation of Disclosure Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the Company s disclosure controls and procedures (as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective.

Changes in Internal Controls over Financial Reporting

During the quarter ended March 31, 2012, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II OTHER INFORMATION

Item 1. ***Legal Proceedings***

Oil Spill Lawsuits

As a result of the Deepwater Horizon oil spill, we have incurred significant expenses and our properties, results of operations and stock price have been negatively impacted. We are currently exploring funds that may be available through the Gulf Coast Claims Facility to reimburse us for these losses. In addition, we have filed, and may in the future file, additional lawsuits or claims against those parties we believe are responsible for the Deepwater Horizon oil spill.

On October 12, 2010, we filed a lawsuit in the Superior Court of the State of Delaware in New Castle County against Transocean Holdings, LLC, Transocean Offshore Deepwater Drilling, Inc., Transocean Deepwater, Inc. and Triton Asset Leasing GmbH (collectively, Transocean). The lawsuit alleges that Transocean, the owner of the drilling rig, was grossly negligent in the operation and maintenance of the drilling rig and its equipment and in overseeing drilling activities on the rig leading to the blowout of the well. We are seeking compensatory and punitive damages. On March 15, 2011, Judge Leonard Stark of the United States District Court for the District of Delaware issued an order in our action against Transocean Holdings, LLC and its related entities agreeing with us that the case must proceed in Delaware state court, not in federal court. Transocean appealed that ruling to the Third Circuit Court of Appeals, which promptly dismissed the appeal. On March 25, 2011, Judge Carl Barbier of the United States District Court for the Eastern District of Louisiana, who is overseeing the federal multidistrict litigation against a number of the Deepwater Horizon defendants, temporarily stayed our case against Transocean. We are voluntarily dismissing the lawsuit in Delaware against Transocean that is stayed in accordance with Judge Barbier s March 25, 2011 order and will proceed against Transocean in the federal multidistrict litigation

On August 4, 2010, we filed a lawsuit in the Superior Court of the State of Delaware in New Castle County against Halliburton Energy Services, Inc. (Halliburton). The lawsuit alleges that Halliburton, the cementing contractor for the oil well, was grossly negligent in its management of the well cementing process leading to the blowout of the well. We are seeking compensatory and punitive damages.

On August 26, 2010, we filed a lawsuit in the Superior Court of the State of Delaware in New Castle County against M-I, L.L.C. (a/k/a M-I SWACO). The lawsuit alleges that M-I SWACO, the drilling fluid contractor for the drilling rig, was grossly negligent in the way that it managed and conducted the use of drilling fluids to maintain well control leading to the blowout of the well. We are seeking compensatory and punitive damages.

Shareholder Lawsuits

We have an ongoing securities class action lawsuit against St. Joe and certain of our current and former officers pending before Judge Richard Smoak in the United States District Court for the Northern District of Florida (Meyer v. The St. Joe Company et al., No. 5:11-cv-00027). A consolidated class action complaint was filed in the case on February 24, 2011 alleging various securities laws violations primarily related to our accounting for our real estate assets. The complaint seeks an unspecified amount in damages. We filed a motion to dismiss the case on April 6, 2011, which the court granted without prejudice on August 24, 2011. Plaintiff filed an amended complaint on September 23, 2011. The Company filed a motion to dismiss the amended complaint on October 24, 2011. On January 12, 2012, the Court granted the motion to dismiss with prejudice and entered judgment in favor of the Company and the individual defendants. On February 9, 2012, plaintiff filed a motion to alter or amend the judgment, which the Court denied on February 14, 2012. On March 15, 2012, plaintiff file a notice of appeal to the United States Court of Appeals for the Eleventh Circuit and that appeal is currently pending.

On March 29, 2011 and July 21, 2011, two separate derivative lawsuits were filed by shareholders on behalf of St. Joe against certain of its officers and directors in the United States District Court for the Northern District of Florida (Nakata v. Greene et. al., No. 5:11-cv-00090 and Packer v. Greene, et al., No. 3:11-cv-00344). The complaints allege breaches of fiduciary duties, waste of corporate assets and unjust enrichment arising from substantially similar allegations as those described above in the Meyer case. The complaints seek an unspecified amount in damages. On June 6, 2011, the court granted the parties motion to stay the Nakata action pending the outcome of the Meyer action. On September 12, 2011, a third derivative lawsuit was filed in the Northern District of Florida (Shurkin v. Berkowitz, et al., No. 5:11-cv-304) making similar claims as those in the Nakata and Packer actions and seeking an unspecified amount in damages. St. Joe and the individual defendants have not been served with the Shurkin complaint. On September 16, 2011, plaintiffs in Nakata and Packer filed a joint motion to consolidate all derivative actions and appoint lead counsel. On October 3, 2011, plaintiff in Shurkin filed a cross motion seeking separate lead counsel for Shurkin and coordination of Shurkin with the other derivative cases. On October 6, 2011, the Company filed a response in which it

stated that all derivative cases should be consolidated. On October 14, 2011, Nakata and Packer plaintiffs filed an amended joint motion seeking consolidation of those two cases only. On October 21, 2011, the court issued an order consolidating the Nakata and Packer lawsuits. Further action in the Nakata and Packer action is awaiting resolution of the Meyer action discussed above.

Securities and Exchange Commission Investigation

On January 4, 2011 the SEC notified the Company it was conducting an inquiry into the Company s policies and practices concerning impairment of investment in real estate assets. On June 24, 2011, the Company received notice from the SEC that it has issued a related order of private investigation. The order of private investigation covers a variety of matters for the period beginning January 1, 2007 including (a) the antifraud provisions of the Federal securities laws as applicable to the Company and its past and present officers, directors, employees, partners, subsidiaries, and/or affiliates, and/or other persons or entities, (b) compliance by past and present reporting persons or entities who were or are directly or indirectly the beneficial owner of more than 5% of the Company s common stock (which includes Fairholme Funds, Inc, Fairholme Capital Management L.L.C. and the Company s current Chairman Bruce R. Berkowitz) with their reporting obligations under Section 13(d) of the Exchange Act, (c) internal controls, (d) books and records, (e) communications with auditors and (f) financial reports. The order designates officers of the SEC to take the testimony of the Company and third parties with respect to any or all of these matters. The Company is cooperating with the SEC on historical matters as well as communicating and providing relevant information regarding the Company s recent change in investment strategy and impairments. The Company believes that the probability of loss related to this matter and an estimate of the amount of loss, if any, are not determinable at this time. The Company cannot evaluate the likelihood of an unfavorable outcome related to this matter to be either probable or remote , nor can they predict the amount or range of possible loss from an unfavorable outcome to give an estimated range.

Item 5. ***Other Information***

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) On March 2, 2012, the Company granted Park Brady 36,023 shares of restricted stock, which vested immediately on the grant date. The restricted stock had a grant date fair value of $15.99. Mr. Brady elected to receive 36,023 shares of stock in lieu of his 2011 discretionary cash bonus.

As previously disclosed on the Form 8-K filed with the SEC on March 13, 2012, Janna L. Connolly resigned from her position as Senior Vice President and Chief Financial Officer of Company. On March 23, 2012, the Company entered into a Separation Agreement with Ms. Connolly pursuant to which Ms. Connelly received the severance amounts due under her employment agreement with the Company dated as of September 29, 2009.

Table of Contents

Item 6. ***Exhibits***

Exhibit Number	Description
*10.47	Restricted Stock Agreement, dated March 2, 2012, between Park Brady and The St. Joe Company.
*10.48	Separation Agreement, dated March 23, 2012, between Janna L. Connolly and The St. Joe Company.
*31.1	Certification by Park Brady, Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*31.2	Certification by Thomas Hoyer, Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*32.1	Certification by Park Brady, Chief Executive Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
*32.2	Certification by Thomas Hoyer, Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
**101	The following information from the Company s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2012, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statement of Changes in Equity (iv) the Consolidated Statements of Cash Flow and (v) Notes to the Consolidated Financial Statements, tagged as blocks of text.

* Filed herewith.

** In accordance with Regulation S-T, the XBRL-related information in Exhibit 101 to this Quarterly Report on Form 10-Q shall be deemed to be furnished and not filed .

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

	THE ST. JOE COMPANY
Date: May 3, 2012	/s/ Park Brady Park Brady *Chief Executive Officer*
Date: May 3, 2012	/s/ Thomas J. Hoyer Thomas J. Hoyer *Chief Financial Officer*