Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: CURTIS FINLAY FOUNDATION INC.

A Employer identification number: 63-1080992

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 298 | Room/suite

B Telephone number: 251-867-7706

City or town, state, and ZIP code: BREWTON, AL 36427

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 12,089,672.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,151.	1,151.	1,151.	STATEMENT 1
	4 Dividends and interest from securities	362,370.	362,370.	362,370.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	149,874.			
	b Gross sales price for all assets on line 6a 3,075,884.				
	7 Capital gain net income (from Part IV, line 2)		149,874.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	541,296.	541,296.	541,296.	STATEMENT 2
	12 Total. Add lines 1 through 11	1,054,691.	1,054,691.	904,817.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	60,000.	45,000.	0.	15,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	7,200.	0.	0.	0.
	c Other professional fees STMT 4	22,612.	22,612.	0.	0.
	17 Interest				
	18 Taxes STMT 5	41,043.	0.	0.	0.
	19 Depreciation and depletion	57,704.	0.	0.	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	188,559.	67,612.	0.	15,000.
	25 Contributions, gifts, grants paid	575,000.			575,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	763,559.	67,612.	0.	590,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	291,132.			
	b **Net investment income** (if negative, enter -0-)		987,079.		
	c **Adjusted net income** (if negative, enter -0-)			904,817.	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	621,595.	607,522.	607,522.
	2 Savings and temporary cash investments	1,294,072.	1,153,693.	1,153,693.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 6	3,675,000.	3,675,000.	3,967,274.
	b Investments - corporate stock STMT 7	2,838,234.	2,910,654.	3,221,828.
	c Investments - corporate bonds STMT 8	2,611,833.	3,042,702.	3,139,355.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ MINERAL INTERESTS)	57,705.	0.	861,174.
	16 Total assets (to be completed by all filers)	11,098,439.	11,389,571.	12,950,846.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	11,098,439.	11,389,571.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	11,098,439.	11,389,571.	
	31 **Total liabilities and net assets/fund balances**	11,098,439.	11,389,571.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	11,098,439.
2	Enter amount from Part I, line 27a	2	291,132.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	11,389,571.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,389,571.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE LIST ATTACHED	P		
b	SEE LIST ATTACHED	P		
c	SEE LIST ATTACHED	P		
d	SEE LIST ATTACHED	P		
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,741,314.		1,735,285.	6,029.
b	1,034,570.		889,914.	144,656.
c	100,000.		101,130.	-1,130.
d	200,000.		199,681.	319.
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				6,029.
b				144,656.
c				-1,130.
d				319.
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	149,874.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	4,899.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	515,000.	12,069,273.	.042670
2009	625,854.	10,990,580.	.056945
2008	588,761.	12,128,367.	.048544
2007	574,127.	12,331,489.	.046558
2006	546,313.	11,845,105.	.046121

2 **Total** of line 1, column (d)	2	.240838
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.048168
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	12,795,198.
5 Multiply line 4 by line 3	5	616,319.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,871.
7 Add lines 5 and 6	7	626,190.
8 Enter qualifying distributions from Part XII, line 4	8	590,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	19,742.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	19,742.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	19,742.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	30,000.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	30,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	10,258.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 10,258. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year?	7	X	
If "Yes," complete Part II, col. (c), and Part XV			
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ RICHARD D. FINLAY Telephone no. ▶ 251-867-7706

Located at ▶ P.O. BOX 298, BREWTON, AL ZIP+4 ▶ 36427

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** X

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD D FINLAY P.O. BOX 298 BREWTON, AL 36427	DIRECTOR 0.00	20,000.	0.	0.
SALLY FINLAY P.O. BOX 298 BREWTON, AL 36427	DIRECTOR 0.00	20,000.	0.	0.
PAUL D OWENS JR P.O. BOX 1229 BREWTON, AL 36427	DIRECTOR 0.00	20,000.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	10,719,583.
b	Average of monthly cash balances	1b	1,409,292.
c	Fair market value of all other assets	1c	861,174.
d	**Total** (add lines 1a, b, and c)	1d	12,990,049.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	12,990,049.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	194,851.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,795,198.
6	**Minimum investment return**. Enter 5% of line 5	6	639,760.

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

1	Minimum investment return from Part X, line 6	1	639,760.
2a	Tax on investment income for 2011 from Part VI, line 5 2a 19,742.		
b	Income tax for 2011. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	19,742.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	620,018.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	620,018.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	620,018.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	590,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	590,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	590,000.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				620,018.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			564,592.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 590,000.				
a Applied to 2010, but not more than line 2a			564,592.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				25,408.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				594,610.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon. a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed:

RICHARD D FINLAY, 251-867-7706
P.O. BOX 298, BREWTON, AL 36427

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

c Any submission deadlines:

NONE

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

SCHOLARSHIPS TO RESIDENTS OF ESCAMBIA COUNTY, AL ONLY AND STUDENTS OF JEFFERSON DAVIS COMMUNITY COLLEGE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SUPPLEMENT ATTACHED				575,000.
Total			▶ 3a	575,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,151.	
4 Dividends and interest from securities			14	362,370.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			15	541,296.	
8 Gain or (loss) from sales of assets other than inventory			18	149,874.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,054,691.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,054,691.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Richard S. Finlay | 5/11/12 | Director

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOHN H. REAMEY	John H. Reamey	5-8-12		P00527796
Firm's name ▶ BOOHAKER, SCHILLACI & COMPANY, PC			Firm's EIN ▶ 63-1035621	
Firm's address ▶ 601 VESTAVIA PARKWAY SUITE 300 BIRMINGHAM, AL 35216			Phone no. 205/824-1617	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
SAVINGS INTEREST	1,151.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,151.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME	541,296.	541,296.	541,296.
TOTAL TO FORM 990-PF, PART I, LINE 11	541,296.	541,296.	541,296.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,200.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	7,200.	0.	0.	0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	22,612.	22,612.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	22,612.	22,612.	0.	0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	41,043.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	41,043.	0.	0.	0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
	X		3,675,000.	3,967,274.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,675,000.	3,967,274.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,675,000.	3,967,274.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	2,910,654.	3,221,828.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,910,654.	3,221,828.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	3,042,702.	3,139,355.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,042,702.	3,139,355.

SUPPLEMENT TO FORM 990-PF
CURTIS FINLAY FOUNDATION INC.
DECEMBER 31, 2011

	BOOK VALUE	FMV
PART II - BALANCE SHEET		
Line 10 a Investments - U.S. and State Obligations		
Federal Home Loan Bank Bond, 4.7%, 3/18/2025	675,000	735,824
Federal Farm Credit Bank Bond, 3.96%, 09/01/2033	3,000,000	3,231,450
	3,675,000	3,967,274
Line 10 b Investments - Corporate Stock		
Common Stocks - See Listing Attached	2,953,550	3,227,757
Unsettled Options - See Listing Attached	(66,982)	(32,737)
Protective Life Ins. Co. - 536 Shares Common	17,286	14,710
IBM - 80 Shares Common	6,800	12,098
	2,910,654	3,221,828
Line 10 c - Corporate Bonds		
Certificates of Deposit - See Listing attached	200,000	212,367
Corporate Bonds - See Listing Attached	2,388,432	2,472,033
Preferred Securities - See Listing Attached	350,912	335,552
Government Bonds - See Listing Attached	103,358	119,403
	3,042,702	3,139,355

Part XV - Line 3 - Grants and Contributions Paid During the Year

Recipient Name and Address	Foundation Status	Purpose of Grant or Contributions	Amount
Appleton Volunteer Fire Department	Public	Unrestricted Support	$ 2,000
Andalusia Ballet Association	Public	Unrestricted Support	1,000
Brewton Area YMCA	Public	Maintenance Fund	20,000
Blue Lake Capital Campaign	Public	In Memorial - Dr Ralph R Hendricks	25,000
Brewton Council of the Arts	Public	2011-2012 Season	10,000
Brewton Council of the Arts	Public	B'ham Children's Theater-School Performance	10,000
Brewton Public Library, Brewton, Alabama	Public	Unrestricted Support	25,000
Brewton Area YMCA	Public	Scholarship Fund	10,000
Claude McCall American Legion Post No 79	Public	Boys' & Girls' State Sponsorship	400
Christian Community Benevolent Fund	Public	Unrestricted Support	20,000
City of Brewton	Public	Mayor's Discretionary Fund	2,500
City of East Brewton	Public	Mayor's Discretionary Fund	2,500
City of Brewton	Public	Tree & Beautification Board	5,000
Carlisa, Inc	Public	Unrestricted Support	20,000
D W McMillan Hospital	Public	Blood Drive	1,000
Escambia County Habitat for Humanity	Public	Unrestricted Support	15,000
Escambia County Mental Health Association	Public	Unrestricted Support	25,000
Escambia County Historical Society	Public	JDCC AL Room Video Archive Project	5,000
Escambia County Historical Society	Public	Edit/reprint of official History of Esc Co	10,000
Escambia County AL	Public	Drug Court	10,000
Escambia County Fire & Rescue Squad, Inc Brewton, Alabama	Public	Unrestricted Support	20,000
Escambia Co. Regional Child Advocacy Center	Public	Unrestricted Support	10,000

SUPPLEMENT TO FORM 990-PF
Curtis Finlay Foundation, Inc. 63-1080992
2011

Part XV - Line 3 - Grants and Contributions Paid During the Year

Recipient Name and Address	Foundation Status	Purpose of Grant or Contributions	Amount
Escambia County Historical Society	Public	Printer	$5,000
Escambia County Special Olympics	Public	Unrestricted Support	2,000
First United Methodist Church	Public	Ramps for Community Shut-Ins	10,000
Flomaton High School	Public	Mr Aaron's Class Skills USA Nat'l Comp	7,000
First United Methodist Church	Public	Community Food Pantry	25,000
Fishers Of Men Ministries Alabama South	Public	Unrestricted Support	5,000
Friendship Freewill Baptist Church	Public	Community Benevolence	15,000
Flomaton HS Academic All-Star	Public	Scholastic Leadership	200
Friendship Volunteer Fire Department	Public	Unrestricted Support	2,000
Flomaton Public Library	Public	Unrestricted Support	2,200
FSH Society, Inc.	Public	Unrestricted Support	2,000
Flomaton Elementary School	Public	Accelerated Reading Prog & Media Needs	10,000
Greater Brewton Area Chamber of Commerce	Public	Unrestricted Support	400
Greater Brewton, East Brewton Area Chamber of Commerce	Public	Christmas Project 2011	1,000
Gulf Coast Council Boy Scouts of America	Public	Unrestricted Support	5,000
Jefferson Davis Community College	Public	Scholarship Fund	800
Jefferson Davis Community College	Public	College Park Improvements-Phase II	25,000
Yancey Jernigan Foundation	Public	Unrestricted Support	5,000
Jay Historical Society	Public	Unrestricted Support	5,000
Lambert Volunteer Fire Department	Public	Unrestricted Support	2,000
McCall Volunteer Fire Department	Public	Robert B. Reed-In Memorial	10,000
Miss AL Pageant, Inc	Public	Catherine Crosby Community Service Award Scholarship	10,000
Pollard United Methodist Church	Public	Local Missions	2,000
Pollard Beautification Board	Public	Unrestricted Support	6,000

Part XV - Line 3 - Grants and Contributions Paid During the Year

Recipient Name and Address	Foundation Status	Purpose of Grant or Contributions	Amount
Pollard United Methodist Church	Public	Unrestricted Support	$10,000
Roberts Volunteer Fire Department	Public	Unrestricted Support	2,000
Rottschafer Day Care, Inc.	Public	Building Fund & Emergency	25,000
Santa Rosa County Historical Society	Public	Historic Imogene Theater Restoration	3,000
St. Stephen's Episcopal Church	Public	Community Food Pantry	12,000
S.T A R S.	Public	Children's Reading Program	3,000
St. Jude Christian's Research Hospital	Public	Unrestricted Support	3,000
The Christmas Project Brewton Chamber of Commerce	Public	Holiday Drive to Benefit The Local Needy	5,000
The Greater Escambia Council For The Arts, Inc Atmore, AL	Public	Unrestricted Support	2,000
Turtle Point Environmental Science Center	Public	Unrestricted Support	10,000
Tourette Syndrome Association Research Fund	Public	Unrestricted Support	2,000
The Arc Santa Rosa, Inc	Public	Unrestricted Support	10,000
U of Alabama, Escambia Co. Alumni Assoc.	Public	Curtis Finlay Scholarship Fund	25,000
Wallace Volunteer Fire Department	Public	Unrestricted Support	2,000
Whitney Bell		Academic Scholarship-Auburn U	4,000
Brandy C Baggett		Academic Scholarship-U of Mobile	4,000
Whitney Elliott		Academic Scholarship-JDCC	2,000
Austin K Arrington		Academic Scholarship-JDCC	4,000
Leslie Nalty		Academic Scholarship-Auburn U	4,000
Shelley Elizabeth Owens		Academic Scholarship-Pensacola, FL	4,000
Allison Reid		Academic Scholarship-U of Alabama	4,000
Douglas Revel		Academic Scholarship-Troy U.	2,000
Jared Roberson		Academic Scholarship-U of Alabama	8,000
Elizabeth Ann Stokes		Academic Scholarship-U of Alabama	4,000

Part XV - Line 3 - Grants and Contributions Paid During the Year

Recipient Name and Address	Foundation Status	Purpose of Grant or Contributions	Amount
Amber Mercedes Fleming		Academic Scholarship-U.of Alabama	$4,000
Mary Catherine Turner		Academic Scholarship-U. of Alabama	4,000
Cai Hong Yin		Academic Scholarship-JDCC Nursing	2,000
Blakelee White		Academic Scholarship	4,000
			$ 575,000

Your assets (continued)

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
ABBOTT LABS								
Symbol ABT Exchange NYSE								
EAI $5,376 Current yield 3 41%	Jul 22, 10	2,800 000	48 916	136,965 36	56 230	157,444 00	20,478 64	LT
APPLE INC								
Symbol AAPL Exchange OTC	Mar 15, 11	91.000	346 919	31,569 66	405 000	36,855 00	5,285 34	ST
	Mar 31, 11	119 000	348 288	41,446 37	405 000	48,195 00	6,748 63	ST
	Jun 20, 11	60 000	316 183	18,970 99	405 000	24,300 00	5,329 01	ST
Security total		270 000	340 693	91,987 02		109,350.00	17,362.98	
AT&T INC								
Symbol T Exchange NYSE								
EAI $9,856 Current yield 5 82%	Jan 26, 09	2,800 000	26 889	75,289 67	30 240	84,672 00	9,382 33	LT
	Jul 24, 09	2,800 000	25 406	71,137 34	30 240	84,672 00	13,534 66	LT
Security total		5,600 000	26 148	146,427 01		169,344 00	22,916 99	
CONS ENERGY INC								
Symbol CNX Exchange NYSE								
EAI $1,500 Current yield 1 36%	Oct 10, 11	3,000 000	37 860	113,582 21	36 700	110,100 00	-3,482 21	ST
EXXON MOBIL CORP								
Symbol XOM Exchange NYSE								
EAI $2,820 Current yield 2 22%	Jun 6, 03	1,500 000	37 420	56,130 00	84 760	127,140 00	71,010 00	LT
FORD MOTOR CO COM NEW								
Symbol F Exchange NYSE								
EAI $2,820 Current yield 1 86%	Jun 1, 11	5,100 000	14 352	73,196 22	10 760	54,876 00	-18,320 22	ST
	Jun 29, 11	3,400 000	13 484	45,847 30	10 760	36,584 00	-9,263 30	ST
	Aug 31, 11	4,400 000	11 183	49,206 96	10 760	47,344 00	-1,862 96	ST
	Nov 30, 11	1,200 000	10 544	12,653 19	10 760	12,912 00	258 81	ST
Security total		14,100 000	12 830	180,903 67		151,716 00	-29,187 67	
GENL ELECTRIC CO								
Symbol GE Exchange NYSE								
EAI $4,964 Current yield 3 80%	Sep 30, 11	5,000 000	15 307	76,536 50	17 910	89,550 00	13,013 50	ST
	Dec 1, 11	2,300 000	15 900	36,570 68	17 910	41,193 00	4,622 32	ST
Security total		7,300 000	15 494	113,107 18		130,743 00	17,635 82	

continued next page

Your Financial Advisor:
STONEGATE WEALTH MANAGEMENT
205-977-7070/888-880-1974

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
GOOGLE INC CL A								
Symbol GOOG Exchange OTC	Aug 31, 10	136 000	450 998	61,335 78	645 900	87,842 40	26,506 62	LT
	Mar 31, 11	30 000	586 661	17,599 85	645 900	19,377 00	1,777 15	ST
Security total		166 000	475 516	78,935 63		107,219 40	28,283 77	
HALLIBURTON CO								
(HOLDING COMPANY)								
Symbol HAL Exchange NYSE								
EAI $1,062 Current yield 1 04%	May 9, 11	350 000	48 019	16,806 72	34 510	12,078 50	-4,728 22	ST
	May 11, 11	810 000	46 433	37,610 97	34 510	27,953 10	-9,657 87	ST
	Oct 14, 11	1,790 000	36 102	64,623 07	34 510	61,772 90	-2,850 17	ST
Security total		2,950 000	40 353	119,040 76		101,804 50	-17,236 26	
HEINZ H J CO								
Symbol HNZ Exchange NYSE								
EAI $4,800 Current yield 3 55%	Jun 2, 11	1,400 000	53 695	75,174 38	54 040	75,656 00	481 62	ST
	Aug 4, 11	300 000	50 857	15,257 25	54 040	16,212 00	954 75	ST
	Sep 30, 11	800 000	50 914	40,731 20	54 040	43,232 00	2,500 80	ST
Security total		2,500 000	52 465	131,162 83		135,100 00	3,937 17	
INTEL CORP								
Symbol INTC Exchange OTC								
EAI $4,200 Current yield 3 46%	Mar 16, 06	2,200 000	19 910	43,802 00	24 250	53,350.00	9,548 00	LT
	Mar 9, 07	1,000 000	19 150	19,150 00	24 250	24,250 00	5,100 00	LT
	Sep 30, 11	1,800.000	21 669	39,004 56	24 250	43,650 00	4,645 44	ST
Security total		5,000 000	20 391	101,956.56		121,250.00	19,293 44	
JOHNSON & JOHNSON COM								
Symbol JNJ Exchange NYSE								
EAI $6,156 Current yield 3 48%	Jan 26, 04	2,500 000	53 000	132,500 00	65 580	163,950 00	31,450 00	LT
	Mar 6, 06	200 000	57 839	11,567 80	65 580	13,116.00	1,548 20	LT
Security total		2,700 000	53 358	144,067 80		177,066 00	32,998 20	
KIMBERLY CLARK CORP								
Symbol KMB Exchange NYSE								
EAI. $4,788 Current yield 3 81%	Apr 26, 11	1,710 000	65.045	111,227.63	73 560	125,787.60	14,559.97	ST

continued next page

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
LINCOLN NATL CORP IND Symbol LNC Exchange NYSE EAI $2,016 Current yield 1 65%	Aug 25, 11	6,300 000	20 011	145,372 99 [2]	19 420	122,346 00	-23,026 99	LT
MCDONALDS CORP Symbol MCD Exchange NYSE EAI $2,800 Current yield 2 79%	Aug 19, 11	180 000	87 300	15,714 10	100 330	18,059 40	2,345 30	ST
	Aug 24, 11	620 000	88 740	55,018 95	100 330	62,204.60	7,185 65	ST
	Sep 30, 11	200 000	88 049	17,609 90	100 330	20,066 00	2,456 10	ST
Security total		1,000 000	88 343	88,342 95		100,330 00	11,987 05	
MERCK & CO INC NEW COM Symbol MRK Exchange NYSE EAI $6,720 Current yield 4 46%	Mar 30, 10	4,000 000	37 741	150,966 60	37 700	150,800 00	-166 60	LT
MICROSOFT CORP Symbol MSFT Exchange: OTC EAI $5,680 Current yield 3 08%	Mar 10, 09	1,500 000	16 245	24,367 70	25 960	38,940 00	14,572 30	LT
	Aug 17, 10	2,200 000	24 843	54,656 58	25.960	57,112 00	2,455 42	LT
	Nov 30, 11	3,400 000	25 442	86,503 41	25 960	88,264 00	1,760 59	ST
Security total		7,100 000	23 314	165,527 69		184,316 00	18,788 31	
PEPSICO INC Symbol PEP Exchange NYSE EAI $2,781 Current yield 3 10%	Aug 4, 11	1,350 000	64 114	86,554 71	66 350	89,572.50	3,017.79	ST
PROCTER & GAMBLE CO Symbol PG Exchange NYSE EAI $3,045 Current yield 3 15%	Aug 4, 11	1,450 000	60 177	87,257 09	66 710	96,729 50	9,472 41	ST
QUALCOMM INC Symbol QCOM Exchange OTC EAI $679 Current yield 1 57%	Dec 22, 11	790 000	54 190	42,810 69	54 700	43,213 00	402 31	ST
SCHLUMBERGER LTD NETHERLANDS ANTILLES Symbol SLB Exchange NYSE EAI $500 Current yield 1 46%	Sep 28, 10	480 000	60 186	28,889 69	68 310	32,788.80	3,899 11	LT
	Aug 25, 11	20 000	74 029	1,480 58	68 310	1,366 20	-114 38	ST
Security total		500 000	60 741	30,370 27		34,155 00	3,784 73	

continued next page

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
SOUTHERN CO								
Symbol SO Exchange NYSE								
EAI $8,505 Current yield 4 08%	Aug 17, 07	2,150 000	35 313	75,923 17	46 290	99,523 50	23,600 33	LT
	Nov 15, 07	2,350 000	36 982	86,908 25	46 290	108,781 50	21,873.25	LT
Security total		4,500 000	36 185	162,831 42		208,305 00	45,473 58	
UNILEVER NV N Y SHS NEW								
NETHERLANDS SPON SPON ADR								
Symbol UN Exchange NYSE								
EAI $4,954 Current yield 3 07%	Aug 4, 10	3,500 000	30 100	105,350 00	34 370	120,295 00	14,945 00	LT
	Sep 13, 10	1,200 000	27 756	33,307 54	34 370	41,244 00	7,936 46	LT
Security total		4,700 000	29 502	138,657 54		161,539 00	22,881 46	
VODAFONE GROUP PLC NEW SPON								
ADR								
Symbol VOD Exchange NYSE								
EAI $7,504 Current yield 5 15%	Aug 4, 11	3,200 000	27 535	88,112 32	28 030	89,696 00	1,583 68	ST
	Sep 30, 11	800 000	25 837	20,669 60	28 030	22,424 00	1,754 40	ST
	Dec 1, 11	1,000 000	27 218	27,218 28	28 030	28,030 00	811 72	ST
	Dec 14, 11	200 000	27 003	5,400 78	28 030	5,606 00	205 22	ST
Security total		5,200 000	27 192	141,400 98		145,756 00	4,355 02	
WALTER ENERGY INC								
Symbol WLT Exchange· NYSE								
EAI $750 Current yield 0 83%	Dec 1, 11	1,500 000	72 598	108,897 99	60 560	90,840 00	-18,057 99	ST
WELLS FARGO & CO NEW								
Symbol WFC Exchange NYSE								
EAI $1,320 Current yield 1 74%	Nov 10, 08	2,750 000	28 750	79,065 14	27 560	75,790 00	-3,275 14	LT
Total				$2,953,549.72		$3,227,756.50	$274,206.78	

Total estimated annual income: $95,596

[2] Value has been adjusted to include the amount of the disallowed loss as a result of a Wash Sale transaction

Your assets › Equities (continued)

Short options

Holding	Trade date	Number of contracts	Sale price per contract ($)	Sale proceeds ($)	Price per contract on Dec 30 ($)	Contract premium ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
CALL CONS ENERGY INC DUE 01/21/12 40 000 Expires Jan 12 Symbol CNX	Oct 13, 11	-30 000	3 516	-10,550 78	43 500	0 435	-1,305 00	9,245 78	ST
CALL AT&T INC DUE 01/21/12 30 000 Expires Jan 12 Symbol T	Aug 19, 11	-41 000	0 785	-3,221 86	39 000	0 390	-1,599 00	1,622 86	ST
	Aug 22, 11	-15 000	0 760	-1,139 97	39 000		-585 00	554 97	ST
Security Total		-56 000		-4,361 83			-2,184.00	2,177 83	
CALL GOOGLE INC CL A DUE 01/21/12 550 000 Expires Jan 12 Symbol GOOG	Oct 05, 11	-1 000	26 500	-2,649 94	9,650 000	96 500	-9,650 00	-7,000 06	ST
CALL APPLE INC DUE 01/21/12 450 000 Expires Jan 12 Symbol AAPL	Oct 18, 11	-2 000	18 000	-3,599 93	84 000	0 840	-168 00	3,431 93	ST
CALL LINCOLN NATL CORP I DUE 01/21/12 21 000 Expires Jan 12 Symbol LNC	Sep 16, 11	-63 000	1 578	-9,944 34	21 000	0 210	-1,323 00	8,621 34	ST
CALL ABBOTT LABS DUE 02/18/12 55 000 Expires Feb 12 Symbol ABT	Oct 19, 11	-28 000	1 914	-5,360 97	181 500	1 815	-5,082 00	278 97	ST
CALL SCHLUMBERGER LTD DUE 02/18/12 85 000 Expires Feb 12 Symbol SLB	Aug 25, 11	-5.000	4 150	-2,074 96	11 000	0 110	-55 00	2,019 96	ST
CALL MICROSOFT CORP DUE 02/18/12 27 000 Expires Feb 12 Symbol MSFT	Nov 09, 11	-37 000	1 063	-3,934 44	41 000	0 410	-1,517 00	2,417 44	ST

continued next page

Your assets › Equities › Short options (continued)

Holding	Trade date	Number of contracts	Sale price per contract ($)	Sale proceeds ($)	Price per contract on Dec 30 ($)	Contract premium ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
CALL WALTER ENERGY INC DUE 03/17/12 80 000 Expires Mar 12 Symbol WLT	Dec 01, 11	-15 000	8 158	-12,238 23	208 000	2 080	-3,120 00	9,118 23	ST
CALL JOHNSON & JOHNSON C DUE 04/21/12 70 000 Expires Apr 12 Symbol JNJ	Sep 27, 11	-27 000	1 410	-3,806 92	47 500	0 475	-1,282 50	2,524 42	ST
CALL UNILEVER NV N Y SHS DUE 05/19/12 35 000 Expires May 12 Symbol UN	Nov 30, 11	-47 000	1 800	-8,459 83	150 000	1 500	-7,050 00	1,409 83	ST
Total				-$66,982 17			-$32,736.50	$34,245.67	

Your assets (continued)

Fixed income

Certificates of deposit

Cost basis has been adjusted for accreted original issue discount (OID) on long-term (more than 1 year) CDs

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
AMERICAN EXP CENT UT US RATE 03 5000% MAT 02/25/2014 FIXED RATE CD ACCRUED INTEREST $1,217 81 CUSIP 02586TGD0 EAI· $3,500 Current yield 3 35%	Feb 19, 09	100,000 000	100 000	100,000 00	104.633	104,633.00	4,633 00	LT
GOLDMAN SACHS BANK NY US RATE 04 0000% MAT 02/25/2019 FIXED RATE CD ACCRUED INTEREST $1,391 78 CUSIP 381426L29 EAI $4,000 Current yield 3 71%	Feb 19, 09	100,000 000	100 000	100,000 00	107 734	107,734 00	7,734 00	LT
Total		**$200,000.000**		**$200,000.00**		**$212,367.00**	**$12,367.00**	

Total accrued interest. $2,609.59

Total estimated annual income: $7,500

Corporate bonds and notes

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values Actual market values may vary and thus gains/losses may not be accurately reflected Cost basis has been adjusted for accreted original issue discount (OID) If you have made a tax election to deduct the premium amortization on taxable debt securities, you may request that UBS adjust cost basis for the bond premium amortization

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
DOW CHEMICAL CO NTS B/E RATE 05 400% MATURES 03/15/13 ACCRUED INTEREST $2,362 50 CUSIP 26054LCW1 Moody Baa3 S&P BBB EAI. $8,100 Current yield 5 21%	Mar 03, 03	150,000 000	100 000	150,000 00 '	103 690	155,535 00	5,535 00	LT

continued next page

Your assets › Fixed income › Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
GE CAPITAL INTERNOTES NTS B/E RATE 04 600% MATURES 03/15/13 ACCRUED INTEREST $249 17 CUSIP 36966RDC7 Moody Aa2 S&P AA+ EAI $5,980 Current yield 4 49%	Mar 24, 03	130,000 000	100 000	130,000 00	102 420	133,146 00	3,146 00	LT
DU PONT DE NEMOURS NTS CALL MW+50BPS RATE 04 750% MATURES 03/15/15 ACCRUED INTEREST $1,385 42 CUSIP 263534BX6 Moody A2 S&P A EAI $4,750 Current yield 4 29%	Mar 18, 09	100,000 000	98 439	98,444 25	110.841	110,841 00	12,396 75	LT
SOUTHERN POWER SNR NTS MW + 25BP RATE 04 875% MATURES 07/15/15 ACCRUED INTEREST $2,234 38 CUSIP 843646AF7 Moody Baa1 S&P BBB+ EAI $4,875 Current yield 4 45%	Dec 09, 08	100,000 000	91.075	91,080 25	109.438	109,438 00	18,357 75	LT
ALCOA INC CALL@M/W T+12 5BP NTS RATE 05 550% MATURES 02/01/17 ACCRUED INTEREST $2,297 08 CUSIP 013817AL5 Moody Baa3 S&P BBB- EAI $5,550 Current yield 5 20%	Sep 08, 09	100,000 000	96 139	96,144 25	106 636	106,636 00	10,491 75	LT
BANK OF AMER CORP NTS RATE 05 420% MATURES 03/15/17 ACCRUED INTEREST $1,580 83 CUSIP 060505DA9 Moody Baa2 S&P. BBB+ EAI $5,420 Current yield 6 01%	Mar 04, 10	100,000 000	99 455	99,460 25	90 221	90,221 00	-9,239 25	LT

continued next page

Your assets › Fixed income › Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
HARTFORD FNCL SRVS NTS 5BP LNG 1ST CPN RATE 05 375% MATURES 03/15/17 ACCRUED INTEREST $1,567 71 CUSIP 416515AT1 Moody Baa3 S&P BBB EAI $5,375 Current yield 5 34%	Jun 16, 10	100,000 000	100 107	100,112 25	100 608	100,608 00	495 75	LT
MORGAN STANLEY MTN CALL@M/W+15BP RATE 05 550% MATURES 04/27/17 ACCRUED INTEREST $971 25 CUSIP 617446H51 Moody A2 S&P A- EAI $5,550 Current yield 5 75%	Mar 11, 10	100,000 000	103 092	103,097 25	96 481	96,481 00	-6,616 25	LT
MERRILL LYNCH & CO 0BP RATE 05 700% MATURES 05/02/17 ACCRUED INTEREST $918 33 CUSIP 59022CCS0 Moody Baa2 S&P BBB+ EAI $5,700 Current yield 6 21%	Mar 23, 10	100,000 000	101 762	101,767 25	91 839	91,839 00	-9,928 25	LT
AT&T INC CALL @M/W+BP RATE 05 500% MATURES 02/01/18 ACCRUED INTEREST $2,276 39 CUSIP 00206RAJ1 Moody A2 S&P A- EAI $5,500 Current yield 4 75%	Oct 21, 08	100,000 000	82 770	82,775 25	115 753	115,753 00	32,977 75	LT
GENL ELEC CAP CORP NTS RATE 05 625% MATURES 05/01/18 ACCRUED INTEREST $1,843 76 CUSIP 36962G3U6 Moody Aa2 S&P AA+ EAI $11,250 Current yield 5 02%	Jun 12, 08	200,000 000	99 526	199,057 25	112 000	224,000 00	24,942.75	LT

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Account name. CURTIS FINLAY FOUNDATION INC
Account number· SQ 04798 T7

Your Financial Advisor:
STONEGATE WEALTH MANAGEMENT
205-977-7070/888-880-1974

Your assets › Fixed income › Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
VULCAN MATERIALS CO NTS CALL@MW+45BP RATE 07 000% MATURES 06/15/18 ACCRUED INTEREST $583 34 CUSIP 929160AK5 Moody Ba2 S&P BB EAI $14,000 Current yield 6 80%	Aug 28, 08	200,000 000	99 085	198,175 25	103 000	206,000.00	7,824 75	LT
PITNEY BOWES INC NTS MAW+50BPS RATE 06 250% MATURES 03/15/19 ACCRUED INTEREST $1,822 92 CUSIP 724479AH3 Moody A2 S&P BBB+ EAI $6,250 Current yield 5 77%	May 16, 11	100,000 000	111 756	111,761 25	108 266	108,266 00	-3,495.25	ST
NOKIA CORP B/E FOREIGN SECURITY RATE 05 375% MATURES 05/15/19 CALL@MW+40BP ACCRUED INTEREST $671 88 ISIN US654902AB18 Moody Baa2 S&P BBB EAI $5,375 Current yield 5 33%	May 17, 11	100,000 000	107 880	107,885 25	100 913	100,913 00	-6,972 25	ST
PROTECTIVE LIFE CORP NTS CALL@MW+50BP RATE 07 375% MATURES 10/15/19 ACCRUED INTEREST $1,536 46 CUSIP 743674AX1 Moody Baa2 S&P A- EAI. $7,375 Current yield 6 65%	Oct 08, 09	100,000 000	100 750	100,755 25	110 973	110,973.00	10,217 75	LT
SLM CORP MED TERM NTS +50BP RATE 08 000% MATURES 03/25/20 ACCRUED INTEREST $2,111 11 CUSIP 78442FEJ3 Moody Ba1 S&P BBB- EAI $8,000 Current yield 7 92%	Dec 21, 10	100,000 000	103 834	103,839 25	101 000	101,000 00	-2,839 25	LT

continued next page

Your assets › Fixed income › Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
J P MORGAN CHASE & CO B/E RATE 04 400% MATURES 07/22/20 ACCRUED INTEREST $1,931 11 CUSIP 46625HHS2 Moody Aa3 S&P A EAI $4,400 Current yield 4 31%	May 16, 11	100,000.000	100 676	100,681 25	102 122	102,122 00	1,440 75	ST
CITIGROUP INC NTS B/E RATE 05 375% MATURES 08/09/20 ACCRUED INTEREST $2,105 21 CUSIP 172967FF3 Moody A3 S&P A- EAI $5,375 Current yield 5 23%	May 16, 11	100,000 000	106 519	106,524 25	102 827	102,827.00	-3,697 25	ST
BEST BUY CO INC B/E E-WHOLE+ 30BP RATE 05 500% MATURES 03/15/21 ACCRUED INTEREST $1,604 17 CUSIP 086516AL5 Moody Baa2 S&P BBB- EAI $5,500 Current yield 5 70%	Jul 22, 11	100,000 000	101 218	101,223 25	96 410	96,410 00	-4,813 25	ST
PLUM CREEK TIMBERLANDS 5BP RATE 04 700% MATURES 03/15/21 CALLABLE ACCRUED INTEREST $1,370 83 CUSIP 72925PAC9 Moody Baa2 S&P BBB EAI $4,700 Current yield 4 67%	Jul 13, 11	100,000 000	102 166	102,171 25	100 565	100,565 00	-1,606 25	ST
DELL INC 0BP RATE 04 625% MATURES 04/01/21 ACCRUED INTEREST $1,143 40 CUSIP 24702RAQ4 Moody A2 S&P A- EAI $4,625 Current yield 4 26%	May 16, 11	100,000 000	103 472	103,477 25	108 459	108,459 00	4,981 75	ST

continued next page

Your assets › Fixed income › Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
Total		$2,380,000.000		$2,388,431.75		$2,472,033.00	$83,601.25	

Total accrued interest: $32,567.25

Total estimated annual income: $133,650

[1] Indicates cost basis information provided by you or another third party UBS FS has not verified this information and does not guarantee its accuracy

Preferred securities

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
BB&T CAPITAL TRUST 9 600% DUE 08/01/64 Symbol BBT PRB Exchange NYSE EAI $9,720 Current yield 8 96%	Nov 17, 10	4,050 000	27 953	113,211 06	26 800	108,540 00	-4,671 06	LT
JPM CHASE CAPITAL XXVI 8 000% DUE 05/15/48 CALLABLE Symbol JPM PRZ Exchange NYSE EAI $8,900 Current yield 7 72%	Nov 17, 10	4,450.000	27 266	121,338 07	25 900	115,255 00	-6,083 07	LT
WELLS FARGO CAPITAL XII 7 875% DUE 03/15/68, CALLABLE Symbol BWF Exchange NYSE EAI $8,467 Current yield 7 58%	Nov 17, 10	4,300 000	27 061	116,363 34	25 990	111,757 00	-4,606 34	LT
Total				$350,912.47		$335,552.00	-$15,360.47	

Total estimated annual income: $27,087

Your assets . **Fixed income** (continued)

Government securities

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values Actual market values may vary and thus gains/losses may not be accurately reflected Cost basis has been adjusted for accreted original issue discount (OID) If you have made a tax election to deduct the premium amortization on taxable debt securities, you may request that UBS adjust cost basis for the bond premium amortization

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
FFCB BOND RATE 4 7000% MATURES 12/07/21 ACCRUED INTEREST $300 28 CUSIP 31331SZK2 EAI $4,700 Current yield 3 94%	Feb 12, 10	100,000 000	103 352	103,357 75	119 403	119,403 00	16,045 25	LT

UBS

UBS Financial Services Inc
2005 Stonegate Trail
Suite 101
Vestavia Hills AL 35242-2239

APZ2000963499 1211 SQ 1

2011 Year End Summary

Duplicate statement for the account of:
CURTIS FINLAY FOUNDATION INC
RICHARD DOUGLAS FINLAY
MANAGED ACCOUNT
PO BOX 298
BREWTON AL 36427-0298
Account number SQ 04809 T7

MR MITCHELL NEESE
BOOHAKER, SCHILLACI & CO PC
335 BELLEVILLE AVE
P O BOX 1380
BREWTON AL 36426-2049

Summary of gains and losses

	Amount ($)	
Short term	~~1,135 39~~	6028.90
Long term	144,656 20	
Total	~~$145,791.59~~	150685.10

Realized gains and losses

Estimated 2011 gains and losses for transactions with trade dates through 12/30/11 have been incorporated into this statement Please note that gain or loss recognized on the sale or redemption of certain Structured Products, like Contingent Debt Securities, may be ordinary, and not capital, gain or loss Please check with your tax advisor To calculate gains and losses, we liquidate the oldest security lot first This is known as the first-in, first-out or FIFO accounting method We use this method unless you specified which tax lot to close when you placed your order This is known as a versus purchases or VSP order

See Important information about your statement on the last page of this statement for more information We may not adjust gains and losses for all capital changes Cost basis for coupon tax-exempt municipal securities, include securities subject to AMT, has been adjusted for mandatory amortization of bond premium Estimates in the Unclassified section can not be classified as short term or long term because information is missing, or the product is one in which the gain/loss calculation is not provided

Short-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
AKAMAI TECHNOLOGIES INC	FIFO	1,100 000	Feb 10, 11	Jul 28, 11	26,331 84	44,394 46		-18,062 62	
	FIFO	200 000	Mar 02, 11	Jul 28, 11	4,787 61	7,615 24		-2,827 63	
	FIFO	800 000	Mar 02, 11	Jul 28, 11	19,150 43	30,473 76		-11,323 33	
	FIFO	1,200 000	May 11, 11	Jul 28, 11	28,725 65	40,947 60		-12,221 95	
ALCOA INC	FIFO	5,200 000	Nov 02, 10	Aug 04, 11	70,255 33	68,612 96			1,642 37
	FIFO	100 000	Nov 04, 10	Aug 04, 11	1,351 06	1,353 73		-2 67	
	FIFO	870 000	Nov 04, 10	Aug 08, 11	10,489 90	11,777 45		-1,287 55	
	FIFO	4,230 000	Nov 04, 10	Aug 17, 11	51,906 60	57,262 78		-5,356 18	
APPLE INC	FIFO	59 000	Mar 15, 11	Aug 08, 11	21,428 22	20,468 24			959 98
CALL ALCOA INC DUE 01/21/12 17 500	FIFO	-52 000	Aug 04, 11	Jun 01, 11	6,335 30	1,558 22			4,777 08
	FIFO	-1 000	Aug 05, 11	Jun 01, 11	121 84	26 00			95 84
	FIFO	-10 000	Aug 08, 11	Jun 01, 11	1,218 33	234 42			983 91
	FIFO	-41 000	Aug 17, 11	Jun 01, 11	4,995 14	810 68			4,184 46
CALL AT&T INC DUE 01/21/12 30 000	FIFO	-41 000	Dec 30, 11	Aug 19, 11	1 3,221 86	2 1,607 54		Unsettled	1,614.32
	FIFO	-15 000	Dec 30, 11	Aug 22, 11	1,139 97	588 13			551 84
CALL CONS ENERGY INC DUE 01/21/12 65 000	FIFO	-4 000	Jun 02, 11	Jun 01, 11	696 12	648 42			47 70
CALL GOOGLE INC CL A DUE 01/21/12 550 000	FIFO	-1 000	Dec 30, 11	Oct 05, 11	1 2,649 94	2 9,709 61		-7,059.67	Unsettled
CALL HALLIBURTON CO DUE 10/22/11 55 000	FIFO	-16 000	Aug 04, 11	Jun 08, 11	2,581 51	2,794 13		-212.62	
	FIFO	-2 000	Aug 05, 11	Jun 08, 11	322 69	274 00			48.69
	FIFO	-3 000	Aug 08, 11	Jun 08, 11	484 03	249 98			234 05
	FIFO	-11 000	Aug 17, 11	Jun 08, 11	1,774 80	589 65			1,185.15

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Your Financial Advisor:
STONEGATE WEALTH MANAGEMENT
205-977-7070/888-880-1974

Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
CALL INTEL CORP DUE 01/21/12 25 000	FIFO	-80 000	Aug 19, 11	May 19, 11	9,055 70	1,352 54			7,703 16
CALL JOHNSON & JOHNSON C DUE 10/22/11 70 000	FIFO	-27 000	Sep 27, 11	Jun 01, 11	2,786 48	135 00			2,651 48
CALL KIMBERLY CLARK CORP DUE 01/21/12 70 000	FIFO	-17 000	Dec 05, 11	Sep 15, 11	3,739 92	2,550 00			1,189 92
CALL MCDONALDS CORP DUE 03/17/12 95 000	FIFO	-10 000	Dec 27, 11	Nov 08, 11	3,599 93	6,650 00		-3,050 07	
CALL PEABODY ENERGY CORP DUE 01/21/12 80 000	FIFO	-11 000	Jun 08, 11	Jun 01, 11	1,611 45	866 85			744 60
CALL PEABODY ENERGY CORP DUE 09/17/11 65 000	FIFO	-5 000	Aug 08, 11	Jun 08, 11	657 30	40 00			617 30
	FIFO	-6 000	Aug 17, 11	Jun 08, 11	788 76	42 00			746 76
CALL PEPSICO INC DUE 01/21/12 65 000	FIFO	-13 000	Dec 21, 11	Aug 25, 11	2,649 41	2,000 38			649 03
CALL PETROHAWK ENERGY CO DUE 09/17/11 24 000	FIFO	-15 000	Jul 15, 11	Mar 24, 11	3,173 78	21,375 00		-18,201 22	
CALL PROCTER & GAMBLE CO DUE 01/21/12 65 000	FIFO	-14 000	Dec 21, 11	Aug 25, 11	2,475 51	1,994 04			481 47
CALL SCHLUMBERGER LTD DUE 11/19/11 95 000	FIFO	-5 000	Aug 08, 11	Jun 01, 11	1,649 96	810 00			839 96
	FIFO	-5 000	Aug 09, 11	Jun 01, 11	1,649 96	550 00			1,099 96
CALL UNILEVER NV N Y SHS DUE 11/19/11 35 000	FIFO	-47 000	Nov 21, 11	Jun 01, 11	3,360 04	0 00			3,360.04
CISCO SYSTEMS INC	FIFO	3,600 000	Nov 11, 10	Mar 02, 11	66,726 15	74,015 64		-7,289 49	
	FIFO	3,200 000	Nov 11, 10	Mar 10, 11	57,373 62	65,791 68		-8,418 06	
	FIFO	400 000	Dec 07, 10	Mar 10, 11	7,171 70	7,821 04		-649 34	
CLOROX CO	FIFO	600 000	Jan 03, 11	Apr 26, 11	41,249 26	36,928 94			4,320 32
COMMVAULT SYSTEMS INC	FIFO	1,057 000	Feb 10, 11	May 31, 11	43,349 06	37,717 14			5,631.92
	FIFO	243 000	Feb 11, 11	May 31, 11	9,965 77	8,987 68			978 09
CONS ENERGY INC	FIFO	1,600 000	Jan 14, 11	Jun 02, 11	80,128 85	83,279 52		-3,150 67	
	FIFO	800 000	Jan 27, 11	Jun 02, 11	40,064 42	38,775 24			1,289 18

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Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
EMC CORP MASS	FIFO	400 000	Jan 27, 11	Aug 08, 11	9,032 25	9,983.36		-951 11	
	FIFO	1,950 000	Jan 27, 11	Dec 22, 11	42,724 70	48,668 88		-5,944 18	
GENL ELECTRIC CO	FIFO	3,300 000	Sep 13, 10	Aug 19, 11	50,124 39	53,532 39		-3,408 00	
GOOGLE INC CL A	FIFO	34 000	Aug 31, 10	Aug 08, 11	19,186 51	15,333 94			3,852 57
HALLIBURTON CO (HOLDING COMPANY)	FIFO	710 000	Oct 28, 10	Feb 04, 11	32,529 72	22,319 06			10,210 66
	FIFO	1,440 000	Oct 28, 10	Aug 04, 11	71,094 45	45,266 83			25,827 62
	FIFO	370 000	May 09, 11	Aug 04, 11	18,267 33	17,767 10			500 23
	FIFO	240 000	May 09, 11	Aug 08, 11	10,691 79	11,524 61		-832 82	
HEWLETT PACKARD CO	FIFO	1,566 000	Jan 12, 11	Mar 31, 11	64,522 34	71,443 58		-6,921 24	
	FIFO	1,230 000	Jan 12, 11	Apr 01, 11	50,013 78	56,114 69		-6,100 91	
	FIFO	4 000	Jan 12, 11	Apr 04, 11	162 79	182 49		-19.70	
LINCOLN NATL CORP IND	FIFO	500 000	Oct 18, 10	Aug 08, 11	11,098 01	11,098 01	-1,767 64		
	FIFO	2,900 000	Oct 18, 10	Aug 19, 11	57,085 98	57,085 98	-17,534 79		
MORGAN STANLEY	FIFO	6,600 000	Jun 29, 11	Aug 04, 11	131,146 08	151,387 50		-20,241 42	
PEABODY ENERGY CORP	FIFO	430 000	Jul 22, 10	Mar 11, 11	27,148 21	19,346 56			7,801 65
PETROHAWK ENERGY CORP **MERGER EFF 09/2011**	FIFO	70 000	Feb 04, 11	Jul 15, 11	2,674 64	1,447 59			1,227 05
	FIFO	1,500 000	Feb 04, 11	Jul 15, 11	57,223 90	31,019 70			26,204 20
PROSHARES TRUST PROSHARES SHORT S&P 500	FIFO	4,470 000	Jun 03, 11	Jun 29, 11	185,680 23	186,351 17		-670.94	
QUALCOMM INC	FIFO	900 000	Mar 02, 10	Feb 23, 11	51,475 50	34,157 97			17,317 53
SCHLUMBERGER LTD NETHERLANDS ANTILLES	FIFO	130 000	Sep 28, 10	Mar 10, 11	11,030 31	7,824 29			3,206 02
	FIFO	100 000	Sep 28, 10	Aug 08, 11	7,750 90	6,018 69			1,732 21
	FIFO	490 000	Sep 28, 10	Aug 09, 11	35,846 53	29,491 56			6,354.97

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Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
3M CO	FIFO	800 000	Nov 04, 10	Aug 04, 11	66,787 36	69,508 16		-2,720 80	
	FIFO	1,100 000	Jan 14, 11	Aug 04, 11	91,832 61	96,636 32		-4,803 71	
Total					$1,748,325.51	$1,747,190.12		-$151,727.90	$152,863.29
Net short-term capital gains and losses					① <7011.77>	② <11905.28>			~~$1,135.39~~ 6028 90
					1741313.74	1735284.84			

Long-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
APACHE CORP	FIFO	700 000	Sep 22, 09	Jan 03, 11	84,426 20	65,178 47			19,247 73
CLOROX CO	FIFO	153 000	Jun 13, 08	Feb 14, 11	10,639 95	8,112 87			2,527 08
	FIFO	840 000	Jun 13, 08	Mar 11, 11	57,077·66	44,541·25			12,536 41
	FIFO	407 000	Jun 13, 08	Apr 26, 11	27,980 75	21,581 30			6,399 45
	FIFO	600.000	May 18, 09	Apr 26, 11	41,249 26	30,971 90			10,277.36
GENL ELECTRIC CO	FIFO	500 000	Jul 30, 09	Aug 04, 11	8,388 29	6,614 50			1,773 79
	FIFO	3,500 000	Aug 05, 09	Aug 04, 11	58,718 02	49,273 35			9,444 67
	FIFO	715 000	Aug 05, 09	Aug 08, 11	11,352 34	10,065 84			1,286 50
	FIFO	185 000	Aug 05, 09	Aug 19, 11	2,810 00	2,604 45			205 55
INTEL CORP	FIFO	4,000 000	Sep 10, 04	Aug 19, 11	76,861 72	82,280 00		-5,418 28	
	FIFO	800 000	Mar 16, 06	Aug 19, 11	15,389.65	15,928 00		-538 35	
JPMORGAN CHASE & CO	FIFO	2,400.000	Oct 15, 08	Aug 03, 11	95,578 16	96,239.26		-661 10	
MICROSOFT CORP	FIFO	1,400 000	Mar 14, 08	Aug 03, 11	37,599 64	39,329 92		-1,730 28	
	FIFO	300 000	Mar 10, 09	Aug 03, 11	8,057 06	4,873 54			3,183 52
PEABODY ENERGY CORP	FIFO	270 000	Jul 22, 10	Aug 08, 11	11,823 26	12,147 84		-324.58	
	FIFO	900 000	Jul 22, 10	Dec 01, 11	34,617 37	40,492 80		-5,875 43	
PROTECTIVE LIFE CORP	FIFO	351 000	Nov 15, 06	Jan 18, 11	10,038 09	16,015 15		-5,977 06	
	FIFO	85 000	Nov 16, 06	Jan 18, 11	2,430 88	3,917 82		-1,486 94	
	FIFO	207 000	Dec 11, 06	Jan 18, 11	5,919 90	9,726 33		-3,806 43	
	FIFO	1,857 000	Dec 14, 06	Jan 18, 11	53,107 50	87,441 67		-34,334 17	
	FIFO	2,500 000	Apr 16, 09	Feb 09, 11	72,739 10	20,244 75			52,494 35

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Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
QUALCOMM INC	FIFO	1,900 000	Mar 02, 10	Mar 15, 11	99,752 64	72,111 27			27,641 37
SPDR GOLD TRUST	FIFO	210 000	Mar 19, 09	Aug 01, 11	33,339 99	19,760 61			13,579 38
	FIFO	450 000	Mar 19, 09	Aug 24, 11	77,424 00	42,344 16			35,079 84
WAL MART STORES INC	FIFO	410 000	Apr 28, 09	Mar 10, 11	21,624 99	20,071 10			1,553 89
	FIFO	1,390 000	Apr 28, 09	Jun 01, 11	75,623 85	68,045 92			7,577 93
Total					**$1,034,570.27**	**$889,914.07**		**-$60,152.62**	**$204,808.82**
Net long-term capital gains or losses									**$144,656.20**
Net capital gains/losses									**$145,791.59**

End of statement for account number SQ 04809 T7

UBS

UBS Financial Services Inc
2005 Stonegate Trail
Suite 101
Vestavia Hills AL 35242-2239

APZ2000963481 1211 SQ 1

2011 Year End Summary

Duplicate statement for the account of:
CURTIS FINLAY FOUNDATION INC
RICHARD DOUGLAS FINLAY
BOND ACCOUNT
PO BOX 298
BREWTON AL 36427-0298
Account number SQ 04798 T7

MR MITCHELL NEESE
BOOHAKER, SCHILLACI & CO PC
335 BELLEVILLE AVE
P O BOX 1380
BREWTON AL 36426-2049

Summary of gains and losses

	Amount ($)
Short term	-1,130 25
Long term	318 76
Total	**$-811.49**

UBS

Account name: CURTIS FINLAY FOUNDATION INC
Account number SQ 04798 T7

Realized gains and losses

Estimated 2011 gains and losses for transactions with trade dates through 12/30/11 have been incorporated into this statement Please note that gain or loss recognized on the sale or redemption of certain Structured Products, like Contingent Debt Securities, may be ordinary, and not capital, gain or loss Please check with your tax advisor To calculate gains and losses, we liquidate the oldest security lot first This is known as the first-in, first-out or FIFO accounting method We use this method unless you specified which tax lot to close when you placed your order This is known as a versus purchases or VSP order

See Important information about your statement on the last page of this statement for more information We may not adjust gains and losses for all capital changes Cost basis for coupon tax-exempt municipal securities, include securities subject to AMT, has been adjusted for mandatory amortization of bond premium Estimates in the Unclassified section can not be classified as short term or long term because information is missing, or the product is one in which the gain/loss calculation is not provided

Short-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
FHLB BOND 04 500 % DUE 012120 DTD 012110 FC 07212010	FIFO	100,000 000	Feb 12, 10	Jan 24, 11	100,000 00	101,130 25		-1,130 25	

Long-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
DOW CHEMICAL CO NTS B/E 07 950% 071516 DTD070209 FC011510	FIFO	100,000 000	Jun 23, 09	Jul 15, 11	100,000 00	100,000 00			
FHLB BOND 04 625 % DUE 021811 DTD 010606 FC 02182006	FIFO	100,000 000	Feb 27, 06	Feb 18, 11	100,000 00	99,681 24 [1]			318 76
Total					**$200,000.00**	**$199,681.24**			**$318.76**
Net long-term capital gains or losses									**$318.76**
Net capital gains/losses.								**-$811.49**	

[1] Indicates cost basis information provided by you or another third party UBS FS has not verified this information and does not guarantee its accuracy