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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.

2012

Open to public inspection

For calendar year 2012 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: ☒ 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) \$ 13,886,982.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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)
1	Contributions, gifts, grants, etc., received				
2	Check ☒ If the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	1,163.	1,163.	1,163.	STATEMENT 1
4	Dividends and interest from securities	434,068.	434,068.	434,068.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	43,259.			
b	Gross sales price for all assets on line 6a	2,831,093.			
7	Capital gain net income (from Part IV, line 2)		43,259.		
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 (loss)				
11	Other income	685,985.	685,985.	685,985.	STATEMENT 2
12	Total. Add lines 1 through 11	1,164,475.	1,164,475.	1,121,216.	
13	Compensation of officers, directors, trustees, etc.	60,000.	30,000.	0.	30,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	7,200.	5,760.	0.	1,440.
c	Other professional fees	24,210.	19,368.	0.	4,842.
17	Interest				
18	Taxes	9,502.	0.	0.	0.
19	Depreciation and depletion				
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	100,912.	55,128.	0.	36,282.
25	Contributions, gifts, grants paid	600,000.			600,000.
26	Total expenses and disbursements. Add lines 24 and 25	700,912.	55,128.	0.	636,282.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	463,563.			
b	Net investment income (if negative, enter -0-)		1,109,347.		
c	Adjusted net income (if negative, enter -0-)			1,121,216.	

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SCANNED MAY 29 2013

Revenue

Operating and Administrative Expenses

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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		607,522.	767,970.	767,970.
	2	Savings and temporary cash investments		1,153,693.	1,200,885.	1,200,885.
	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.	4,044,545.
	b	Investments - corporate stock STMT 7		2,910,654.	3,079,371.	3,464,023.
	c	Investments - corporate bonds STMT 8		3,042,702.	3,129,908.	3,371,500.
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 INTEREST)		0.	0.	1,038,059.	
16	Total assets (to be completed by all filers)		11,389,571.	11,853,134.	13,886,982.	
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 ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		11,389,571.	11,853,134.	
	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		11,389,571.	11,853,134.		
31	Total liabilities and net assets/fund balances		11,389,571.	11,853,134.		

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	11,389,571.
2	Enter amount from Part I, line 27a	2	463,563.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	11,853,134.
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	11,853,134.

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 ATTACHED LIST	P		
b SEE ATTACHED LIST	P		
c AT&T (PRIOR YEAR OPTIONS SETTLED IN 2012)	P		
d GOOGLE (PRIOR YEAR OPTIONS SETTLED IN 2012)	P		
e SEE ATTACHED LIST	P		

(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 1,457,671.		1,585,241.	-127,570.
b 1,149,866.		956,139.	193,727.
c 4,362.		2,196.	2,166.
d 2,650.		9,710.	-7,060.
e 216,544.		234,548.	-18,004.

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			-127,570.
b			193,727.
c			2,166.
d			-7,060.
e			-18,004.

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	43,259.
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	43,259.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	590,000.	12,795,198.	.046111
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

2 Total of line 1, column (d)	2	.240828
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	.048166
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	13,730,974.
5 Multiply line 4 by line 3	5	661,366.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,093.
7 Add lines 5 and 6	7	672,459.
8 Enter qualifying distributions from Part XII, line 4	8	636,282.

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	22,187.
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	22,187.
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	22,187.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	19,760.	
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	19,760.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	2.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,429.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ Refunded ☐	11		

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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**

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? **Yes No**
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country **16 X**

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

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

	Yes	No
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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) 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 2012?	4b	X

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	DIRECTOR			
P.O. BOX 298				
BREWTON, AL 36427	0.00	20,000.	0.	0.
SALLY FINLAY	DIRECTOR			
P.O. BOX 298				
BREWTON, AL 36427	0.00	20,000.	0.	0.
PAUL D OWENS JR	DIRECTOR			
P.O. BOX 1229				
BREWTON, AL 36427	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

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	11,453,740.
b	Average of monthly cash balances	1b	1,448,276.
c	Fair market value of all other assets	1c	1,038,059.
d	Total (add lines 1a, b, and c)	1d	13,940,075.
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	13,940,075.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	209,101.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,730,974.
6	Minimum investment return. Enter 5% of line 5	6	686,549.

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	686,549.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	22,187.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	22,187.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	664,362.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	664,362.
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	664,362.

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	636,282.
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	636,282.
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	636,282.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				664,362.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			594,610.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 636,282.				
a Applied to 2011, but not more than line 2a			594,610.	
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 2012 distributable amount				41,672.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				622,690.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
SEE SUPPLEMENT ATTACHED				600,000.
Total			▶ 3a	600,000.
b <i>Approved for future payment</i>				
NONE				
Total			▶ 3b	0

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. | | |

[illegible]

- 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

5-10-13

► 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

Preparer's signature *John H. Roamen*

5-7-12

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** (2012)

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

SOURCE	AMOUNT
SAVINGS INTEREST	1,163.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,163.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME	685,985.	685,985.	685,985.
TOTAL TO FORM 990-PF, PART I, LINE 11	685,985.	685,985.	685,985.

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.	5,760.	0.	1,440.
TO FORM 990-PF, PG 1, LN 16B	7,200.	5,760.	0.	1,440.

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	24,210.	19,368.	0.	4,842.
TO FORM 990-PF, PG 1, LN 16C	24,210.	19,368.	0.	4,842.

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	9,502.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	9,502.	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.	4,044,545.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,675,000.	4,044,545.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,675,000.	4,044,545.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	3,079,371.	3,464,023.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,079,371.	3,464,023.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	3,129,908.	3,371,500.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,129,908.	3,371,500.

SUPPLEMENT TO FORM 990-PF
CURTIS FINLAY FOUNDATION INC.
DECEMBER 31, 2012

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

722,405

Federal Farm Credit Bank Bond, 3.96%, 09/01/2033

3,000,000

3,322,140

3,675,000

4,044,545

Line 10 b Investments - Corporate Stock

Common Stocks - See Listing Attached

2,947,919

3,323,924

Unsettled Options - See Listing Attached

(13,129)

(8,819)

Commodities - See Listing Attached

120,495

118,275

Protective Life Ins. Co. - 536 Shares Common

17,286

15,319

IBM - 80 Shares Common

6,800

15,324

3,079,371

3,464,023

Line 10 c - Corporate Bonds

Certificates of Deposit - See Listing attached

200,000

214,896

Corporate Bonds - See Listing Attached

2,710,187

2,924,751

Preferred Securities - See Listing Attached

116,363

108,919

Government Bonds - See Listing Attached

103,358

122,934

3,129,908

3,371,500

SUPPLEMENT TO FORM 990-PF
Curtis Finlay Foundation, Inc. 63-1080992
2012

Page 1

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	3,000
Birmingham Children's Theater	Public	Unrestricted Support	5,000
Brewton Bulldogs Baseball	Public	Unrestricted Support	500
Brewton Cal Ripken League	Public	Unrestricted Support	2,000
Blue Lake Capital Campaign	Public	Unrestricted Support	25,000
Brewton Council of the Arts	Public	B'ham Children's Theater-School Performance	10,000
Brewton Public Library, Brewton, Alabama	Public	Computer Upgrade	10,000
Brewton Public Library, Brewton, Alabama	Public	Unrestricted Support	25,000
Brewton Area YMCA	Public	Maintenance Fund	20,000
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	Tree & Beautification Board	10,000
Carlisa, Inc	Public	Unrestricted Support	20,000
D. W. McMillan Hospital	Public	Building Fund	25,000
Escambia County Habitat for Humanity	Public	Unrestricted Support	15,000
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
Escambia County Historical Society	Public	Unrestricted Support	10,000
Escambia County Mental Health Board	Public	Unrestricted Support	25,000
Escambia County Special Olympics	Public	Unrestricted Support	3,000
First United Methodist Church	Public	Community Food Pantry	25,000
Fishers Of Men Ministries Alabama South	Public	Unrestricted Support	5,000

SUPPLEMENT TO FORM 990-PF
Curtis Finlay Foundation, Inc. 63-1080992
2012

Page 2

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

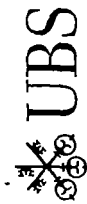
Recipient Name and Address	Foundation Status	Purpose of Grant or Contributions	Amount
Flomaton Elementary School	Public	Unrestricted Support	10,000
Flomaton High School	Public	Drama Club	4,000
Friendship Volunteer Fire Department	Public	Unrestricted Support	4,000
Flomaton Public Library	Public	Unrestricted Support	3,000
FSH Society, Inc	Public	Unrestricted Support	2,000
Gulf Coast Council Boy Scouts of America	Public	Unrestricted Support	5,100
Hillcrest Cemetary - Pollard	Public	Fence Replacement	5,000
Jefferson Davis Community College	Public	Scholarship Fund	50,000
Jay High School	Public	Unrestricted Support	3,000
Jay Historical Society	Public	Unrestricted Support	10,000
Lambeth Volunteer Fire Department	Public	Unrestricted Support	2,000
McCall Volunteer Fire Department	Public	Unrestricted Support	2,000
Miss AL Pageant, Inc	Public	Catherine Crosby Community Service Award Scholarship	5,000
Pollard United Methodist Church	Public	Local Missions	35,000
Roberts Volunteer Fire Department	Public	Unrestricted Support	2,000
Rottschafer Day Care, Inc.	Public	Building Fund & Emergency	25,000
St Maurice's Catholic Church	Public	Unrestricted Support	5,000
St Stephen's Episcopal Church	Public	Community Food Pantry	18,000
The Christmas Project Brewton Chamber of Commerce	Public	Holiday Drive to Benefit The Local Needy	5,000
Town of Pollard	Public	Christmas Lights Electrical Upgrade	5,000
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

SUPPLEMENT TO FORM 990-PF
Curtis Finlay Foundation, Inc. 63-1080992
2012

Page 3

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

Recipient Name and Address	Foundation Status	Purpose of Grant or Contributions	Amount
U of Alabama, Escambia Co. Alumni Assoc	Public	Curtis Finlay Scholarship Fund	25,000
United Fund of Brewton and East Brewton	Public	Unrestricted Support	10,000
Wallace Volunteer Fire Department	Public	Unrestricted Support	2,000
W. S. Neal Middle School	Public	Science Olympiad Program	10,000
Austin K. Arrington		Academic Scholarship - JDCC	4,000
Allison Reid		Academic Scholarship - Univ. of Alabama	4,000
Elizabeth Ann Stokes		Academic Scholarship - Univ. of Alabama	4,000
Jenna Carter		Academic Scholarship - JDCC	2,000
Jared Roberson		Academic Scholarship - Univ. of Alabama	4,000
Kandice Larrimore		Academic Scholarship - Auburn University	4,000
Katherine P. Smith		Academic Scholarship - Univ. of Alabama	4,000
Whitney Elliott		Academic Scholarship - Univ. of Alabama	4,000
			<u>\$ 600,000</u>



Portfolio Management Program December 2012

Account name:
CURTIS FINLAY FOUNDATION INC
Account number:
SQ 04809 T7

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

Your assets

Some prices, income and current values shown may be approximate. As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information.

Cash

Cash and money balances

Holding	Opening balance on Dec 1 (\$)	Closing balance on Dec 31 (\$)	Price per share on Dec 31 (\$)	Average rate	Dividend/Interest period	Days in period
UBS SELECT TREAS CAPITAL	451,722.75	505,314.94	1.00	0.01%	Nov 1 to Nov 30	30

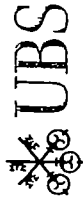
Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
APPLE INC								
Symbol: AAPL Exchange: OTC								
EAI \$2,332 Current yield 1.99%	Mar 15, 11	41,000	346.919	14,223.69	532.172	21,819.05	7,595.36	LT
	Mar 31, 11	119,000	348.288	41,446.37	532.172	63,328.47	21,882.10	LT
	Jun 20, 11	60,000	316.183	18,970.99	532.172	31,930.32	12,959.33	LT
Security total		220,000	339.278	74,641.05		117,077.84	42,436.79	
ASTRAZENECA PLC SPON ADR								
Symbol: AZN Exchange: NYSE								
EAI \$4,560 Current yield 6.03%	Jul 3, 12	323,000	46.039	14,870.63	47.270	15,268.21	397.58	ST
	Jul 5, 12	1,277,000	45.684	58,339.69	47.270	60,363.79	2,024.10	ST
Security total		1,600,000	45.756	73,210.32		75,632.00	2,421.68	
AT&T INC								
Symbol: T Exchange: NYSE								
EAI \$2,520 Current yield 5.34%	Jul 24, 09	1,400,000	25.406	35,568.67	33.710	47,194.00	11,625.33	LT
DEERE AND CO								
Symbol: DE Exchange: NYSE								
EAI \$2,024 Current yield 2.13%	Jul 20, 12	1,100,000	75.819	83,401.12	86.420	95,062.00	11,660.88	ST
DOW CHEMICAL								
Symbol: DOW Exchange: NYSE								
EAI \$3,392 Current yield 3.96%	Oct 16, 12	2,650,000	28.979	76,796.75	32.329	85,671.85	8,875.10	ST



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Portfolio Management Program
December 2012

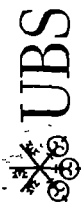
Account name:
CURTIS FINLAY FOUNDATION INC
Account number:
SQ 04809 T7

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 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
ENSCO PLC CL A								
Symbol ESV Exchange NYSE								
EAI \$2,100 Current yield 2.53%	Nov 7, 12	1,394 000	57 999	80,850 82	59 280	82,636 32	1,785 50	ST
	Nov 7, 12	6 000	57 786	346 72	59 280	355 68	8 96	ST
Security total		1,400 000	57 998	81,197 54		82,992 00	1,794 46	
EXXON MOBIL CORP								
Symbol XOM Exchange NYSE								
EAI \$3,420 Current yield 2.63%	Jun 6, 03	1,500 000	37 420	56,130 00	86 550	129,825 00	73,695 00	LT
FACEBOOK INC CL A								
Symbol FB Exchange OTC	Dec 19, 12	1,890 000	27 913	52,757 05	26 619	50,309 91	-2,447 14	ST
FORD MOTOR CO COM NEW								
Symbol F Exchange NYSE								
EAI \$2,820 Current yield 1.54%	Jun 1, 11	5,100 000	14 352	73,196 22	12 950	66,045 00	-7,151 22	LT
	Jun 29, 11	3,400 000	13 484	45,847 30	12 950	44,030 00	-1,817 30	LT
	Aug 31, 11	4,400 000	11 183	49,206 96	12 950	56,980 00	7,773 04	LT
	Nov 30, 11	1,200 000	10 544	12,553 19	12 950	15,540 00	2,886 81	LT
Security total		14,100 000	12 830	180,903 67		182,595 00	1,691 33	
GENL ELECTRIC CO								
Symbol GE Exchange NYSE								
EAI \$5,890 Current yield 3.62%	Sep 30, 11	5,000 000	15 307	76,536 50	20 990	104,950 00	28,413 50	LT
	Dec 1, 11	2,300 000	15 900	36,570 68	20 990	48,277 00	11,706 32	LT
	May 16, 12	450 000	19 159	8,621 83	20 990	9,445 50	823 67	ST
Security total		7,750 000	15 707	121,729 01		162,672 50	40,943 49	
HARTFORD FINCL SERVICES GROUP INC								
Symbol HIG Exchange NYSE								
EAI \$2,200 Current yield 1.78%	Feb 17, 12	1,516 000	21 463	32,539 16	22 440	34,019 04	1,479 88	ST
	Feb 21, 12	3,984 000	21 283	84,792 38	22 440	89,400 96	4,608 58	ST
Security total		5,500 000	21 333	117,331 54		123,420 00	6,088 46	
HEINZ H J CO								
Symbol HNZ Exchange NYSE								
EAI \$5,150 Current yield 3.57%	Jun 2, 11	1,400 000	53 695	75,174 38	57 680	80,752 00	5,577 62	LT
	Aug 4, 11	300 000	50 857	15,257 25	57 680	17,304 00	2,046 75	LT
	Sep 30, 11	800 000	50 914	40,731 20	57 680	46,144 00	5,412 80	LT

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Portfolio Management Program
December 2012

Account name:
Account number:

CURTIS FINLAY FOUNDATION INC
SQ 04809 T7

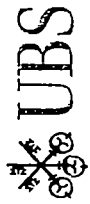
Your Financial Advisor
STONEGATE WEALTH MANAGEMENT
205-977-7070/888-880-1974

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 31 '12	Value on Dec 31 '12	Unrealized gain or loss (\$)	Holding period
Security total		2,500,000	52.465	131,162.83		144,200.00	13,037.17	
INTEL CORP								
Symbol: INTC Exchange: OTC								
EAI: \$2,250 Current yield: 4.36%	Mar 9, 07	700,000	19.150	13,405.00	20.620	14,434.00	1,029.00	LT
	Sep 30, 11	1,800,000	21.669	39,004.56	20.620	37,116.00	-1,888.56	LT
Security total		2,500,000	20.964	52,409.56		51,550.00	-859.56	
JOHNSON & JOHNSON COM								
Symbol: JNJ Exchange: NYSE								
EAI: \$6,588 Current yield: 3.48%	Jan 26, 04	2,500,000	53.000	132,500.00	70.100	175,250.00	42,750.00	LT
	Mar 6, 06	200,000	57.839	11,567.80	70.100	14,020.00	2,452.20	LT
Security total		2,700,000	53.358	144,067.80		189,270.00	45,202.20	
JPMORGAN CHASE & CO								
Symbol: JPM Exchange: NYSE								
EAI: \$4,800 Current yield: 2.73%	Jan 24, 12	2,100,000	37.640	79,045.29	43.969	92,334.90	13,289.61	ST
	Feb 2, 12	1,509,000	37.659	56,828.07	43.969	66,349.22	9,521.15	ST
	Feb 2, 12	391,000	37.733	14,753.75	43.969	17,191.88	2,438.13	ST
Security total		4,000,000	37.657	150,627.11		175,876.00	25,248.89	
MCDONALDS CORP								
Symbol: MCD Exchange: NYSE								
EAI: \$3,080 Current yield: 3.49%	Aug 19, 11	180,000	87.300	15,714.10	88.210	15,877.80	163.70	LT
	Aug 24, 11	620,000	88.740	55,018.95	88.210	54,690.20	-328.75	LT
	Sep 30, 11	200,000	88.049	17,609.90	88.210	17,642.00	32.10	LT
Security total		1,000,000	88.343	88,342.95		88,210.00	-132.95	
MICROSOFT CORP								
Symbol: MSFT Exchange: OTC								
EAI: \$9,266 Current yield: 3.44%	Aug 17, 10	150,000	24.843	3,726.58	26.709	4,006.35	279.77	LT
	Nov 30, 11	3,400,000	25.442	86,503.41	26.709	90,810.60	4,307.19	LT
Security total		3,550,000	25.417	90,229.99		94,816.95	4,586.96	
MYLAN INC								
Symbol: MYL Exchange: OTC								
	Mar 30, 12	3,198,000	23.433	74,940.99	27.450	87,785.10	12,844.11	ST
	Apr 2, 12	152,000	23.595	3,586.55	27.450	4,172.40	585.85	ST
	Apr 18, 12	3,550,000	22.620	80,303.90	27.450	97,447.50	17,143.60	ST
Security total		6,900,000	23.019	158,831.44		189,405.00	30,573.56	



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Portfolio Management Program
December 2012

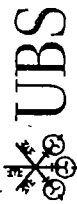
Account name: CURTIS FINLAY FOUNDATION INC
Account number: SQ 04809 T7

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 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
OCCIDENTAL PETROLEUM CRP								
Symbol OXY Exchange NYSE								
EAI \$3,240 Current yield 2.82%	Nov 6, 12	1,500,000	79.545	119,318.38	76.610	114,915.00	-4,403.38	ST
PFIZER INC								
Symbol PFE Exchange NYSE								
EAI \$4,608 Current yield 3.83%	Nov 20, 12	4,800,000	24.199	116,158.44	25.079	120,379.20	4,220.76	ST
QUALCOMM INC								
Symbol QCOM Exchange OTC								
EAI \$790 Current yield 1.62%	Dec 22, 11	790,000	54.190	42,810.69	61.859	48,868.61	6,057.92	LT
ROYAL DUTCH SHELL PLC ADS								
REPSTG 2 CL 8 ORD SHS SPON ADR								
Symbol RDS.B Exchange NYSE								
EAI \$5,504 Current yield 4.85%	Jan 19, 12	1,600,000	73.606	117,770.96	70.890	113,424.00	-4,346.96	ST
SCHLUMBERGER LTD NETHERLANDS								
ANTILLES								
Symbol SLB Exchange NYSE								
EAI \$1,815 Current yield 1.59%	Sep 28, 10	480,000	60.186	28,889.69	69.298	33,263.04	4,373.35	LT
	Aug 25, 11	20,000	74.029	1,480.58	69.298	1,385.96	-94.62	LT
	Oct 3, 12	1,150,000	71.233	81,918.62	69.298	79,692.70	-2,225.92	ST
Security total		1,650,000	68.054	112,288.89		114,341.70	2,052.81	
SEADRILL LTD US UNE								
Symbol SDRIL Exchange NYSE								
EAI \$10,268 Current yield 9.24%	Apr 27, 12	1,041,000	38.498	40,076.51	36.800	38,308.80	-1,767.71	ST
	Apr 27, 12	959,000	38.364	36,791.23	36.800	35,291.20	-1,500.03	ST
	May 16, 12	1,020,000	36.619	37,352.31	36.800	37,536.00	183.69	ST
Security total		3,020,000	37.821	114,220.05		111,136.00	-3,084.05	
SOUTHERN CO								
Symbol SO Exchange NYSE								
EAI \$4,410 Current yield 4.58%	Nov 15, 07	2,250,000	36.982	83,210.03	42.810	96,322.50	13,112.47	LT
TARGET CORP								
Symbol TGT Exchange NYSE								
EAI \$1,721 Current yield 2.43%	Dec 17, 12	1,195,000	60.999	72,894.37	59.170	70,708.15	-2,186.22	ST

continued next page



Portfolio Management Program
December 2012

Account name:
Account number

CURTIS FINLAY FOUNDATION INC
SQ 04809 T7

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

Your assets, Equities, Common stock (continued)

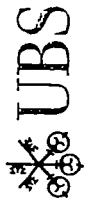
Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
UNILEVER NV NY SHS NEW								
NETHERLANDS SPON SPON ADR								
Symbol UN Exchange NYSE								
EAL \$4.897 Current yield 2.72%								
	Aug 4, 10	3,500,000	30.100	105,350.00	38.300	134,050.00	28,700.00	LT
	Sep 13, 10	1,200,000	27.756	33,307.54	38.300	45,960.00	12,652.46	LT
Security total		4,700,000	29.502	138,657.54		180,010.00	41,352.46	
VODAFONE GROUP PLC NEW SPON								
ADR								
Symbol VOD Exchange NYSE								
EAL \$7.800 Current yield 5.95%								
	Aug 4, 11	3,200,000	27.535	88,112.52	25.190	80,608.00	-7,504.32	LT
	Sep 30, 11	800,000	25.837	20,669.60	25.190	20,152.00	-517.60	LT
	Dec 1, 11	1,000,000	27.218	27,218.28	25.190	25,190.00	-2,028.28	LT
	Dec 14, 11	200,000	27.003	5,400.78	25.190	5,038.00	-362.78	LT
Security total		5,200,000	27.192	141,400.98		130,988.00	-10,412.98	
WALTER ENERGY INC								
Symbol WLT Exchange NYSE								
EAL \$600 Current yield 1.39%								
	Aug 1, 12	1,200,000	33.987	40,784.64	35.880	43,056.00	2,271.36	ST
WELLS FARGO & CO NEW								
Symbol WFC Exchange NYSE								
EAL \$2.420 Current yield 2.57%								
	Nov 10, 08	2,750,000	28.750	79,065.14	34.180	93,995.00	14,929.86	LT
Total				\$2,947,918.51		\$3,323,924.21	\$376,005.70	
Total estimated annual income. \$104,465								

Short options

Holding	Trade date	Number of contracts	Sale price per contract (\$)	Sale proceeds (\$)	Price per contract on Dec 31 (\$)	Contract premium (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
CALL MCDONALDS CORP									
DUE 01/19/13 95.000									
Expires Jan 13									
-Symbol MCO	Jul 12, 12	-10,000	2.715	-2,715.94 ✓	5.000	0.050	-50.00	2,665.94	ST
CALL SCHLUMBERGER LTD									
DUE 01/19/13 77.500									
Expires Jan 13									
-Symbol SLB	Oct 01, 12	-5,000	2.115	-1,057.96 ✓	4.000	0.040	-20.00	1,037.96	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 31 (\$)	Contract premium (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
CALL DOW CHEMICAL									
DUE 03/16/13		33 000							
Expires Mar 13									
Symbol DOW	Dec 19, 12	-26 000	1 205	-3,135 47	128 500	1 285	-3,341 00	-205 53	ST
CALL DEERE AND CO									
DUE 03/16/13		90 000							
Expires Mar 13									
Symbol DE	Dec 20, 12	-10 000	1 958	-1,958 61	190 500	1 905	-1,905 00	53 61	ST
	Dec 21, 12	-1 000	1 749	-174 99	190 500		-190 50	-15 51	ST
Security Total		-11 000		-2,133 60			-2,095 50	38 10	
CALL MYLAN INC									
DUE 04/20/13		30 000							
Expires Apr 13									
Symbol MYL	Dec 13, 12	-69 000	0 592	-4,085 53	48 000	0 480	-3,312 00	773 53	ST
Total				-\$13,128.50			-\$8,818.50	\$4,310.00	

Broad commodities

Closed end funds & Exchange traded products

Total reinvested is the total of all reinvested dividends. It does not include any cash dividends. It is not a tax lot for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot.

Cost basis is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes.

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date. The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes.

Investment return is the current value minus the amount you invested. It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss. It also does not include cash dividends that were not reinvested.

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized (tax) gain or loss (\$)	Investment return (\$)	Holding period
SPDR GOLD TRUST									
Symbol GLD									
Trade date Feb 15, 12	475 000	168 299	79,942 44	79,942 44	162 020	76,959 50	-2,982 94		ST
Trade date Aug 22, 12	255 000	159 029	40,552 62	40,552 62	162 020	41,315 10	762 48		ST
Security total	730 000	165 062	120,495 06	120,495 06	118,274 60	118,274 60	-2,220 46	-2,220 46	



Business Services Account
December 2012

Account name:
Account number:

CURTIS FINLAY FOUNDATION INC
SQ 04798 T7

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

Your assets

Some prices, income and current values shown may be approximate. As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information.

Cash

Cash and money balances

Holding	Opening balance on Dec 1 (\$)	Closing balance on Dec 31 (\$)	Price per share on Dec 31 (\$)	Average rate	Dividend/interest period	Days in period
UBS SELECT TREAS CAPITAL	219,257.91	232,221.71	1.00	0.01%	Nov 1 to Nov 30	30

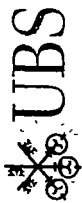
Fixed income

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 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
AMERICAN EXP CENT UT US RATE 03 5000% MAT 02/25/2014 FIXED RATE CD ACCRUED INTEREST \$1,227.40 CUSIP 02586TGDO	Feb 19, 09	100,000.000	100,000	100,000.00	103.225	103,225.00	3,225.00	LT
EAI \$3,500 Current yield 3.39%								
GOLDMAN SACHS BANK NY US RATE 04 0000% MAT 02/25/2019 FIXED RATE CD ACCRUED INTEREST \$1,402.74 CUSIP 381426L29	Feb 19, 09	100,000.000	100,000	100,000.00	111.671	111,671.00	11,671.00	LT
EAI \$4,000 Current yield 3.58%								
Total		\$200,000.000		\$200,000.00		\$214,896.00	\$14,896.00	
Total accrued interest:								\$2,630.14
Total estimated annual income:								\$7,500





Business Services Account
December 2012

Account name:
Account number:

CURTIS FINLAY FOUNDATION INC.
SQ 04798 17

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

Your assets - Fixed income (continued)

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 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
DOW CHEMICAL CO NTS B/E								
RATE 05.400% MATURES 03/15/13								
ACCRUED INTEREST \$2,385.00								
CUSIP 26054LCW1								
Moody: Baa2 S&P: BBB								
EAL \$4.050 Current yield 5.36%	Mar 03, 03	150,000.000	100.000	150,000.00 ¹	100.836	151,254.00	1,254.00	LT
GE CAPITAL INTERNOTES								
NTS B/E								
RATE 04.600% MATURES 03/15/13								
ACCRUED INTEREST \$265.77								
CUSIP 36966RDC7								
Moody: A1 S&P: AA+								
EAL \$1.495 Current yield 4.57%	Mar 24, 03	130,000.000	100.000	130,000.00 ¹	100.594	130,772.20	772.20	LT
FORD MOTOR CREDIT CO								
FORD CREDIT								
RATE 02.750% MATURES 02/20/15								
CALLABLE								
ACCRUED INTEREST \$1,000.69								
CUSIP 34540TBT8								
Moody: Baa3 S&P: BB+								
EAL \$2.750 Current yield 2.75%	Feb 06, 12	100,000.000	100.000	100,000.00	100.015	100,015.00	15.00	ST
DU PONT DE NEMOURS NTS								
CALL MW450BPS								
RATE 04.750% MATURES 03/15/15								
ACCRUED INTEREST \$1,398.61								
CUSIP 263534BX6								
Moody: A2 S&P: A								
EAL \$4.750 Current yield 4.36%	Mar 18, 09	100,000.000	98.439	98,444.25	108.823	108,823.00	10,378.75	LT

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Business Services Account
December 2012

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

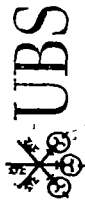
Your Financial Advisor
STONEGATE WEALTH MANAGEMENT
205-977-7070/888-880-1974

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

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
SOUTHERN POWER SNR NTS								
MW + 258P								
RATE 04 875% MATURES 07/15/15								
ACCRUED INTEREST \$2,247 92								
CUSIP 843646AF7								
Moody Baa1 S&P B88+								
EAI \$4,875 Current yield 4.45%	Dec 09, 08	100,000 000	91 075	91,080 25	109 535	109,535 00	18,454 75	LT
ALCOA INC CALL@MMW								
T+12 58P NTS								
RATE 05 550% MATURES 02/01/17								
ACCRUED INTEREST \$2,312 50								
CUSIP 013817AL5								
Moody Baa3 S&P B88-								
EAI \$5,550 Current yield 5.13%	Sep 08, 09	100,000 000	96 139	96,144 25	108 254	108,254 00	12,109 75	LT
BANK OF AMER CORP NTS								
RATE 05.420% MATURES 03/15/17								
ACCRUED INTEREST \$1,595 89								
CUSIP 060505DA9								
Moody Baa3 S&P B88+								
EAI \$5,420 Current yield 4.95%	Mar 04, 10	100,000 000	99 455	99,460 25	109 536	109,536 00	10,075 75	LT
HARTFORD FNCL SRVS NTS								
58P LNG 1ST CPN								
RATE 05 375% MATURES 03/15/17								
ACCRUED INTEREST \$1,582 64								
CUSIP 416515AT1								
Moody Baa3 S&P B88								
EAI \$5,375 Current yield 4.76%	Jun 16, 10	100,000 000	100 107	100,112 25	112 985	112,985 00	12,872 75	LT
MORGAN STANLEY MTN								
CALL@MMW+158P								
RATE 05 550% MATURES 04/27/17								
ACCRUED INTEREST \$986 67								
CUSIP 617446H51								
Moody Baa1 S&P A-								
EAI \$5,550 Current yield 5.01%	Mar 11, 10	100,000 000	103 092	103,097 25	110 863	110,863 00	7,765 75	LT

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Business Services Account -
December 2012

Account name:
Account number:

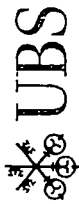
CURTIS FINLAY FOUNDATION INC
SQ 04798.17

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 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
MERRILL LYNCH & CO								
OBP								
RATE 05.700% MATURES 05/02/17								
ACCURED INTEREST \$934.17								
CUSIP 59022GCS0								
Moody: Baa3 S&P BBB+								
EAI \$5,700 Current yield 5.19%	Mar 23, 10	100,000.000	101.762	101,767.25	109.750	109,750.00	7,982.75	LT
AT&T INC CALL @MW+BP								
RATE 05.500% MATURES 02/01/18								
ACCURED INTEREST \$2,291.67								
CUSIP 00206RAU1								
Moody: A2 S&P A-								
EAI \$5,500 Current yield 4.62%	Oct 21, 08	100,000.000	82.770	82,775.25	119.129	119,129.00	36,353.75	LT
GENL ELEC CAP CORP NTS								
RATE 05.625% MATURES 05/01/18								
ACCURED INTEREST \$1,875.00								
CUSIP 36962G3U6								
Moody: A1 S&P AA+								
EAI \$11,250 Current yield 4.74%	Jun 12, 08	200,000.000	99.526	199,057.25	118.753	237,506.00	38,448.75	LT
VULCAN MATERIALS CO NTS								
CALL @MW+45BP								
RATE 07.000% MATURES 06/15/18								
ACCURED INTEREST \$622.22								
CUSIP 929160AK5								
Moody: Baa3 S&P BB								
EAI \$14,000 Current yield 6.33%	Aug 28, 08	200,000.000	99.085	198,175.25	110.500	221,000.00	22,824.75	LT
PITNEY BOWES INC NTS								
MW+50BPS								
RATE 06.250% MATURES 03/15/19								
ACCURED INTEREST \$1,840.28								
CUSIP 724479AH3								
Moody: Baa2 S&P BBB								
EAI \$6,250 Current yield 5.80%	May 16, 11	100,000.000	111.756	111,761.25	107.788	107,788.00	-3,973.25	LT

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Business Services Account
December 2012

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

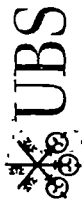
Your Financial Advisor
STONEGATE WEALTH MANAGEMENT
205-977-7070/888-880-1974

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

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
NOKIA CORP B/E								
FOREIGN SECURITY								
RATE 05 375% MATURES 05/15/19								
CALL@MW+408P								
ACCRUED INTEREST \$686 81								
ISIN US654902AB18								
Moody Baa3 S&P BB-								
EAI \$5.375 Current yield 5 64%	May 17, 11	100,000 000	107 880	107,885 25	95 250	95,250 00	-12,635 25	LT
PROTECTIVE LIFE CORP NTS								
CALL@MW+508P								
RATE 07 375% MATURES 10/15/19								
ACCRUED INTEREST \$1,556 94								
CUSIP 743674AX1								
Moody Baa2 S&P A-								
EAI \$7.375 Current yield 6 07%	Oct 08, 09	100,000 000	100 750	100,755 25	121 553	121,553 00	20,797 75	LT
SLM CORP MED TERM NTS								
+508P								
RATE 08 000% MATURES 03/25/20								
ACCRUED INTEREST \$2,133 33								
CUSIP 78442FEJ3								
Moody Baa1 S&P BBB-								
EAI \$8.000 Current yield 7 00%	Dec 21, 10	100,000 000	103 834	103,839 25	114 250	114,250 00	10,410 75	LT
J P MORGAN CHASE & CO								
B/E								
RATE 04 400% MATURES 07/22/20								
ACCRUED INTEREST \$1,943 33								
CUSIP 46625HHS2								
Moody A2 S&P A								
EAI \$4.400 Current yield 3 90%	May 16, 11	100,000 000	100 676	100,681 25	112 884	112,884 00	12,202 75	LT
CITIGROUP INC NTS B/E								
RATE 05.375% MATURES 08/09/20								
ACCRUED INTEREST \$2,120 14								
CUSIP 172967FE3								
Moody Baa2 S&P A-								
EAI \$5.375 Current yield 4 56%	May 16, 11	100,000 000	106 519	106,524 25	117 845	117,845 00	11,320 75	LT

continued next page





Business Services Account
December 2012

Account name:
Account number:

CURTIS FINLAY FOUNDATION INC
SQ 0479877

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 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
BEST BUY CO INC B/E								
E-WHOLE+ 30BP								
RATE 05 500% MATURES 03/15/21								
ACCRUED INTEREST \$1,619.44								
CUSIP 086516ALS								
Moody: Baa2 S&P BB								
EAI \$5,500 Current yield: 6.49%	Jul 22, 11	100,000.000	101.218	101,223.25	84.750	84,750.00	-16,473.25	LT
PLUM CREEK TIMBERLANDS								
SBP								
RATE 04.700% MATURES 03/15/21								
CALLABLE								
ACCRUED INTEREST \$1,383.89								
CUSIP 72925PAC9								
Moody: Baa2 S&P BBB								
EAI \$4,700 Current yield: 4.23%	Jul 13, 11	100,000.000	102.166	102,171.25	111.151	111,151.00	8,979.75	LT
DELL INC								
OBP								
RATE 04.625% MATURES 04/01/21								
ACCRUED INTEREST \$1,156.25								
CUSIP 24702RAQ4								
Moody: A2 S&P A-								
EAI \$4,625 Current yield: 4.28%	May 16, 11	100,000.000	103.472	103,477.25	107.947	107,947.00	4,469.75	LT
WELLS FARGO & CO								
ALL MED TERM NT								
RATE 03.000% MATURES 08/02/27								
CALLABLE								
ACCRUED INTEREST \$550.00								
CUSIP 9498GRKV2								
Moody: A2 S&P A+								
EAI \$3,300 Current yield: 3.08%	Jul 26, 12	100,000.000	100.000	110,000.00	97.419	107,160.90	-2,839.10	ST
WELLS FARGO & CO NTS								
RATE 07.980% MATURES 02/28/49								
ACCRUED INTEREST \$2,349.67								
CUSIP 949746PM7								
Moody: Baa3 S&P BBB+								
EAI \$7,980 Current yield: 6.95%	May 09, 12	100,000.000	111.750	111,755.25	114.750	114,750.00	2,994.75	ST

continued next page



Business Services Account
December 2012

Account name:
Account number

CURTIS FINLAY FOUNDATION INC
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 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Total		\$2,690,000.000		\$2,710,187.00		\$2,924,751.10	\$214,564.10	

Total accrued interest: \$36,838.83

Total estimated annual income: \$139,145

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 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
---------	------------	------------------	-------------------------------	-----------------	--------------------------------	----------------------	------------------------------	----------------

WELLS FARGO CAPITAL XII

7.875%

DUE 03/15/68, CALLABLE

Symbol BWF Exchange NYSE

EAI \$8.467 Current yield 7.77%

Nov 17, 10

4,300,000

27.061

116,363.34

25.330

108,919.00

-7,444.34

LT

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	Quantity	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
---------	------------	----------	---------------------	-----------------	----------------------	----------------------	------------------------------	----------------

FFCB BOND

RATE 4.7000% MATURES 12/07/21

ACCURED INTEREST \$313.33

CUSIP 313315ZK2

EAI \$4,700 Current yield 3.82%

Feb 12, 10

100,000,000

103.352

103,357.75

122.934

122,934.00

19,576.25

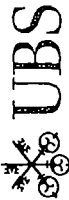
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Your total assets

Cash	Value on Dec 31 (\$)	Percentage of your account	Cost basis (\$)	Estimated annual income (\$)	Unrealized gain or loss (\$)
Cash and money balances	232,221.71	6.37%	232,221.71		
Fixed income					
Certificates of deposits	214,896.00		200,000.00	7,500.00	14,896.00
Corporate bonds and notes	2,924,751.10		2,710,187.00	139,145.00	214,564.10
Preferred securities	108,919.00		116,363.34	8,467.00	-7,444.34
Government securities	122,934.00		103,357.75	4,700.00	19,576.25

continued next page





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

APZZ000975213 1212 SQ-1

2012 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	-127,570.04
Long term	-213,029.54
Total	-\$35,459.50 \$ 66,157.07

Realized gains and losses

Estimated 2012 gains and losses for transactions with trade dates through 12/31/12 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

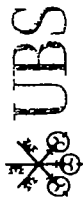
Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
ALCOA INC	FIFO	7,500.000	Feb 03, 12	Jul 02, 12	64,845.12	79,668.96		-14,823.84	

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Member: SIPC 036366 B201 B025 039877

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Portfolio Management Program

Account name: CURTIS FINLAY FOUNDATION INC
Account number: SQ 04809 T7

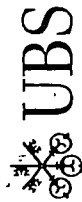
Your Financial Advisor:
STONEGATE WEALTH MANAGEMENT
205-977-7070/888-880-1974

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 (\$)
BAKER HUGHES INC	VSP	1,950 000	Jan 03, 12	Nov 07, 12	80,457 59	99,632 99		-19,175 40	
BAXTER INTL INC	FIFO	2,100 000	May 01, 12	Nov 16, 12	119,277 32	117,240 40			2,036 92
BHP BILLITON LTD SPON ADR	FIFO	1,500 000	Jan 12, 12	Sep 26, 12	101,253 23	114,580 31		-13,327 08	
	FIFO	390 000	Feb 02, 12	Sep 26, 12	26,325 84	31,573 23		-5,247 39	
CALL ABBOTT LABS DUE 02/18/12 55 000	FIFO	-28 000	Jan 12, 12	Oct 19, 11	5,360 97	3,171 50			2,189 47
CALL APPLE INC DUE 01/21/12 450 000	FIFO	-2 000	Jan 23, 12	Oct 18, 11	3,599 93	0 00			3,599 93
CALL APPLE INC DUE 04/21/12 440 000	FIFO	-2 000	Apr 18, 12	Jan 23, 12	3,659 92	35,600 00		-31,940 08	
CALL AT&T INC DUE 07/21/12 30 000	FIFO	-56 000	Mar 02, 12	Jan 10, 12	5,836 97	7,938 01		-2,101 04	
CALL BHP BILLITON LTD SP DUE 11/17/12 70 000	FIFO	-11 000	Sep 26, 12	Jul 09, 12	2,089 95	1,891 59			198 36
CALL CONS ENERGY INC DUE 01/21/12 40 000	FIFO	-30 000	Jan 12, 12	Oct 13, 11	10,550 78	280 21			10,270 57
CALL DEERE AND CO DUE 12/22/12 82 500	FIFO	-9 000	Dec 20, 12	Aug 01, 12	2,564 93	3,742 24		-1,177 31	
	FIFO	-2 000	Dec 21, 12	Aug 01, 12	569 99	690 00		-120 01	
CALL GENL ELECTRIC CO DUE 01/19/13 22 500	FIFO	-77 000	Oct 16, 12	Sep 13, 12	4,332 94	7,315 00		-2,982 06	
CALL GENL ELECTRIC CO DUE 10/20/12 21 000	FIFO	-77 000	Sep 13, 12	Jul 06, 12	3,647 83	7,395 96		-3,748 13	
CALL GOOGLE INC CL A DUE 03/17/12 680 000	FIFO	-1 000	Jan 20, 12	Jan 05, 12	2,179 95	120 00			2,059 95
CALL GOOGLE INC CL A DUE 06/16/12 600 000	FIFO	-1 000	May 30, 12	Jan 24, 12	2,599 95	850 00			1,749 95
CALL GOOGLE INC CL A DUE 09/22/12 620 000	FIFO	-1 000	Jul 09, 12	May 30, 12	2,559 94	1,399 00			1,160 94
CALL INTEL CORP DUE 10/20/12 28 000	FIFO	-50 000	Oct 22, 12	Jul 09, 12	2,207 70	0 00			2,207 70
CALL JOHNSON & JOHNSON C DUE 04/21/12 70 000	FIFO	-27 000	Apr 23, 12	Sep 27, 11	3,806 92	0 00			3,806 92

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Portfolio Management Program

Account name:
Account number

CURTIS FINLAY FOUNDATION INC.
SQ 04809 T7

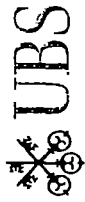
Your Financial Advisor
STONEGATE WEALTH MANAGEMENT
205-977-7070/888-880-1974

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 JOY GLOBAL INC DUE 07/21/12 85,000	FIFO	15,000	Apr 30, 12	Mar 16, 12	7,483.90	1,350.00			2,133.90
CALL KIMBERLY CLARK CORP DUE 07/21/12 75,000	FIFO	17,000	May 16, 12	Mar 26, 12	11,635.30	8,840.00		-7,204.70	
CALL LINCOLN NATL CORP I DUE 01/21/12 21,000	FIFO	63,000	Jan 04, 12	Sep 16, 11	9,944.34	1,631.11			8,313.23
CALL LINCOLN NATL CORP I DUE 07/21/12 25,000	FIFO	31,000	Feb 22, 12	Feb 14, 12	5,812.70	7,553.84		-1,741.14	
CALL LYONDELLBASELL DUE 01/19/13 44,000	FIFO	32,000	Feb 23, 12	Feb 14, 12	6,000.20	8,132.84		-2,132.64	
CALL LYONDELLBASELL DUE 01/19/13 44,000	FIFO	18,000	Oct 16, 12	Jul 02, 12	6,368.12	17,100.00		-10,731.88	
CALL MCDONALDS CORP DUE 06/16/12 105,000	FIFO	10,000	Jun 01, 12	Jan 09, 12	1,876.85	25.72			1,851.13
CALL MCDONALDS CORP DUE 09/22/12 90,000	FIFO	10,000	Jul 12, 12	Jun 01, 12	2,199.95	3,800.00		-1,600.05	
CALL MERCK & CO INC NEW DUE 04/21/12 39,000	FIFO	20,000	Mar 09, 12	Jan 04, 12	2,014.51	325.78			1,688.73
CALL MICROSOFT CORP DUE 02/18/12 27,000	FIFO	20,000	Apr 23, 12	Jan 04, 12	2,014.51	0.00			2,014.51
CALL MICROSOFT CORP DUE 04/21/12 30,000	FIFO	37,000	Jan 17, 12	Nov 09, 11	3,934.44	6,437.98		-2,503.54	
CALL MYLAN INC DUE 04/20/13 27,000	FIFO	71,000	Feb 03, 12	Jan 23, 12	5,750.88	7,808.07		-2,057.19	
CALL QUALCOMM INC DUE 07/21/12 65,000	FIFO	59,000	Dec 13, 12	Oct 26, 12	5,519.87	14,124.60		-8,604.73	
CALL SCHLUMBERGER LTD DUE 02/18/12 85,000	FIFO	1,000	Apr 17, 12	Feb 08, 12	2,222.99	475.00		-252.01	
CALL SCHLUMBERGER LTD DUE 11/7/12 70,000	FIFO	6,000	Apr 17, 12	Feb 08, 12	1,367.97	2,850.00		-1,482.03	
CALL SODA-STREAM INTL LT DUE 01/19/13 40,000	FIFO	5,000	Feb 21, 12	Aug 25, 11	2,074.96	0.00			2,074.96
CALL SODA-STREAM INTL LT DUE 01/19/13 40,000	FIFO	5,000	Oct 01, 12	Jul 09, 12	1,374.96	2,288.05		-913.09	
CALL SODA-STREAM INTL LT DUE 01/19/13 40,000	FIFO	6,000	Oct 03, 12	Aug 22, 12	2,099.95	1,466.92			633.03
CALL SODA-STREAM INTL LT DUE 01/19/13 40,000	FIFO	4,000	Oct 03, 12	Aug 23, 12	1,319.97	977.95			342.02

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Portfolio Management Program

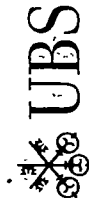
Account name:
CURTIS FINLAY FOUNDATION INC
Account number:
SQ 04809 T7Your Financial Advisor:
STONEGATE WEALTH MANAGEMENT
205-977-7070/888-880-1974

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 UNILEVER NV N Y SHS DUE 05/19/12 35 000	FIFO	-10 000	Oct 03, 12	Aug 29, 12	3,584 69	2,444 87			1,139 82
CALL WALTER ENERGY INC DUE 03/17/12 80 000	FIFO	-47 000	May 21, 12	Nov 30, 11	8,459 83	0 00			8,459 83
CALL WALTER ENERGY INC DUE 09/22/12 75 000	FIFO	-15 000	Mar 19, 12	Dec 01, 11	12,238 23	0 00			12,238 23
	FIFO	-9 000	Aug 14, 12	Mar 23, 12	3,621 56	117 63			3,503 93
	FIFO	-3 000	Aug 14, 12	Mar 26, 12	1,109 98	39 21			1,070 77
	FIFO	-3 000	Aug 14, 12	Apr 12, 12	1,229 97	39 21			1,190 76
CALL WALTER ENERGY INC DUE 12/22/12 40 000	FIFO	-3 000	Aug 31, 12	Aug 14, 12	961 90	570 00			391 90
	FIFO	-4 000	Nov 29, 12	Aug 14, 12	1,282 54	28 00			1,254 54
	FIFO	-8 000	Nov 29, 12	Aug 14, 12	2,799 93	56 00			2,743 93
CONS ENERGY INC	FIFO	3,000 000	Oct 10, 11	Jan 12, 12	109,075 78	113,582 21		-4,506 43	
CORNING INC	VSP	2,908 000	May 09, 12	Dec 17, 12	36,537 78	38,910 10		-2,372 32	
	VSP	2,892 000	May 10, 12	Dec 17, 12	36,336 74	38,633 22		-2,296 48	
HALLIBURTON CO (HOLDING COMPANY)	FIFO	350 000	May 09, 11	Jan 03, 12	11,993 94	16,806 72		-4,812 78	
	FIFO	810 000	May 11, 11	Jan 03, 12	27,757 42	37,610 97		-9,853 55	
	FIFO	1,790 000	Oct 14, 11	Jan 03, 12	61,340 45	64,623 07		-3,282 62	
ISHARES FTSE CHINA 25 INDEX FUND ETF	FIFO	3,080 000	Dec 05, 12	Dec 12, 12	120,434 54	117,466 42			2,968 12
JOY GLOBAL INC	FIFO	1,500 000	Mar 08, 12	Apr 30, 12	106,140 04	121,462 96		-15,322 92	
LYONDELLBASELL INDUSTRIES N V SHS - A - CL A	FIFO	138 000	Jul 02, 12	Oct 16, 12	7,307 96	5,676 89			1,631 07
	FIFO	1,662 000	Jul 02, 12	Oct 16, 12	88,013 24	68,894 67			19,118 57
PEPSICO INC	FIFO	1,350 000	Aug 04, 11	Feb 17, 12	84,505 91	86,554 71		-2,048 80	
PROCTER & GAMBLE CO	FIFO	1,450 000	Aug 04, 11	Mar 09, 12	96,791 67	87,257 09			9,534 58
SODA STREAM INTL LTD ILS	FIFO	561 000	Aug 16, 12	Oct 03, 12	20,235 59	21,680 35		-1,444 76	
	FIFO	483 000	Aug 16, 12	Oct 04, 12	17,442 96	18,665 97		-1,223 01	
	FIFO	956 000	Aug 16, 12	Oct 05, 12	35,324 52	36,945 48		-1,620 96	

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Portfolio Management Program

Account name:
Account number:

CURTIS FINLAY FOUNDATION INC
SQ 04809 T7

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

Realized gains and losses (continued)

Short-term capital gains and losses (continued)

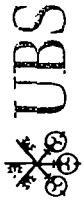
Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
WALTER ENERGY INC	FIFO	1,418,000	Dec 01, 11	Sep 04, 12	43,844.16	102,944.90		-59,100.74	
	FIFO	82,000	Dec 01, 11	Sep 04, 12	2,555.49	5,953.09		-3,397.60	
Total					\$1,457,670.96	\$1,585,241.00		-\$245,148.31	\$117,578.27
Net short-term capital gains and losses									-\$127,570.04

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 (\$)
ABBOTT LABS	FIFO	920,000	Jul 22, 10	Mar 30, 12	56,289.26	45,002.90			11,286.36
	FIFO	945,000	Jul 22, 10	May 07, 12	58,596.58	46,225.81			12,370.77
	FIFO	935,000	Jul 22, 10	May 09, 12	57,562.39	45,736.65			11,825.74
APPLE INC	FIFO	50,000	Mar 15, 11	Apr 18, 12	30,603.69	17,345.97			13,257.72
AT&T INC	FIFO	2,800,000	Jan 26, 09	Mar 09, 12	87,054.51	75,289.67			11,764.84
	FIFO	1,400,000	Jul 24, 09	Aug 01, 12	52,918.81	35,568.67			17,350.14
GOOGLE INC CL A	FIFO	136,000	Aug 31, 10	Jul 09, 12	79,174.78	61,335.78		-134.83	17,839.00
	FIFO	30,000	Mar 31, 11	Jul 09, 12	17,465.02	17,599.85			
INTEL CORP	VSP	2,200,000	Mar 16, 06	Dec 19, 12	46,517.43	43,802.00			2,715.43
	VSP	300,000	Mar 09, 07	Dec 19, 12	6,343.29	5,745.00			598.29
KIMBERLY CLARK CORP	FIFO	1,710,000	Apr 26, 11	May 16, 12	136,688.26	111,227.63			25,460.63
UNICORN NATL CORP IND	FIFO	6,300,000	Aug 25, 11	Oct 12, 12	149,495.90	126,070.56	19,302.43		23,425.34
MERCK & CO INC-NEW COM	FIFO	1,838,000	Mar 30, 10	Mar 09, 12	69,244.43	69,369.15		-124.72	
	FIFO	162,000	Mar 30, 10	Mar 09, 12	6,095.16	6,114.15		-18.99	
	FIFO	1,000,000	Mar 30, 10	Sep 12, 12	41,316.31	37,741.65			3,574.66
	FIFO	1,000,000	Mar 30, 10	Dec 12, 12	41,316.31	37,741.65			3,574.66
MICROSOFT CORP	FIFO	1,500,000	Mar 10, 09	Mar 09, 12	48,009.73	24,367.70			23,642.03
	FIFO	2,050,000	Aug 17, 10	Mar 09, 12	65,613.30	50,930.00			14,683.30
SOUTHERN CO	FIFO	1,740,000	Aug 17, 07	Feb 02, 12	76,998.60	61,444.80			15,553.80
	FIFO	410,000	Aug 17, 07	Feb 02, 12	18,138.05	14,478.37			3,659.68

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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 (\$)
	FIFO	100 000	Nov 15, 07	Feb 02, 12	4,423 91	3,698 22			725 69
					\$1,149,865.72	\$936,836.18	19,302.43	-3278.54	\$213,308.08
Total						19,302.43		193,727.11	-3278.54
Net long-term capital gains or losses						956,138.61			\$85,459.50
Net capital gains/losses:									



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

APZ2000975197 1212 SQ 1

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

2012 Year End Summary

Summary of gains and losses

	Amount (\$)
Long term	-18,004.75

Realized gains and losses

Estimated 2012 gains and losses for transactions with trade dates through 12/31/12 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.

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 (\$)
BB&T CAPITAL TRUST VI 9.600% DUE 08/01/64	FIFO	4,050.000	Nov 17, 10	May 08, 12	105,294.38	113,211.06		-7,916.68	

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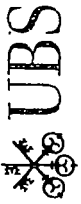


Member SIPC

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Page 1 of 2



Business Services Account

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

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

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 (\$)
JPM CHASE CAPITAL XXVI 8 000%									
DUE 05/15/48 CALLABLE	FIFO	4,450 000	Nov 17, 10	Jul 12, 12	111,250.00	121,338.07		-10,088.07	
Total					\$216,544.38	\$234,549.13		-\$18,004.75	
Net long-term capital gains or losses								-\$18,004.75	
Net capital gains/losses:								-\$18,004.75	