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

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: [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) ▶$ 13,886,982.

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))

	Line		(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	1,163.	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 or (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.	
Operating and Administrative Expenses	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 STMT 3	7,200.	5,760.	0.	1,440.
	c	Other professional fees STMT 4	24,210.	19,368.	0.	4,842.
	17	Interest				
	18	Taxes STMT 5	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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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 ▶ [X] 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?	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? *If "Yes," attach a detailed description of the activities*	2		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*	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? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	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*	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 2012 or the taxable year beginning in 2012 (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)*

		Line	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

		Line	Yes	No
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?	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.

			Line	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 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 (No)

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 (No)

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.

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				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(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 or e-mail 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				600,000.
Total			▶ 3a	600,000.
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	1,163.	
4 Dividends and interest from securities			14	434,068.	
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	685,985.	
8 Gain or (loss) from sales of assets other than inventory			18	43,259.	
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.		1,164,475.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,164,475.

(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 | 5-10-13 | 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	John H. Reamey	5-7-13		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	

223622
12-05-12

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

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

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

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

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

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
			$ 600,000

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

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 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	12,653 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

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 31 ($)	Value on Dec 31 ($)	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 $3,266 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	

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 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 B 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 LINE								
Symbol SDRL 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

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 N Y SHS NEW NETHERLANDS SPON SPON ADR Symbol UN Exchange NYSE EAI $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 EAI $7,800 Current yield 5 95%	Aug 4, 11	3,200.000	27 535	88,112 32	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 EAI $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 EAI $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: MCD	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	-2,220 46	-2,220 46	

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 02586TGD0 EAI $3,500 Current yield 3 39%	Feb 19, 09	100,000 000	100 000	100,000 00	103 225	103,225 00	3,225 00	LT
GOLDMAN SACHS BANK NY US RATE 04 0000% MAT 02/25/2019 FIXED RATE CD ACCRUED INTEREST $1,402 74 CUSIP 381426L29 EAI $4,000 Current yield 3 58%	Feb 19, 09	100,000 000	100 000	100,000 00	111 671	111,671 00	11,671 00	LT
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

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 EAI $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+ EAI $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+ EAI $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 MW+50BPS RATE 04 750% MATURES 03/15/15 ACCRUED INTEREST $1,398 61 CUSIP 263534BX6 Moody A2 S&P A EAI $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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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 + 25BP RATE 04 875% MATURES 07/15/15 ACCRUED INTEREST $2,247 92 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	109 535	109,535 00	18,454 75	LT
ALCOA INC CALL@M/W T+12 5BP NTS RATE 05 550% MATURES 02/01/17 ACCRUED INTEREST $2,312 50 CUSIP 013817AL5 Moody Baa3 S&P BBB- 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 BBB+ 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 5BP LNG 1ST CPN RATE 05 375% MATURES 03/15/17 ACCRUED INTEREST $1,582 64 CUSIP 416515AT1 Moody Baa3 S&P BBB 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@M/W+15BP 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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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 0BP RATE 05.700% MATURES 05/02/17 ACCRUED INTEREST $934 17 CUSIP 59022CCS0 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 ACCRUED INTEREST $2,291 67 CUSIP 00206RAJ1 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 ACCRUED 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 ACCRUED INTEREST $622 22 CUSIP 929160AK5 Moody Ba3 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 ACCRUED 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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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+40BP ACCRUED INTEREST $686 81 ISIN US654902AB18 Moody Ba3 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+50BP 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 +50BP RATE 08 000% MATURES 03/25/20 ACCRUED INTEREST $2,133 33 CUSIP 78442FEJ3 Moody Ba1 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 172967FF3 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

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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 086516AL5 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 5BP 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 0BP 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 94986RKV2 Moody: A2 S&P A+ EAI: $3,300 Current yield 3 08%	Jul 26, 12	110,000 000	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

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 ACCRUED INTEREST $313 33 CUSIP 31331SZK2 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	LT

Your total assets

		Value on Dec.31 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	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

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UBS

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

APZ2000975213 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~~ 193,727.11
Total	~~$85,459.50~~ $ 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	

continued next page

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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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			6,133 90
CALL KIMBERLY CLARK CORP DUE 07/21/12 75 000	FIFO	-17 000	May 16, 12	Mar 26, 12	1,635 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	
	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
	FIFO	-20 000	Apr 23, 12	Jan 04, 12	2,014 51	0 00			2,014 51
CALL MICROSOFT CORP DUE 02/18/12 27 000	FIFO	-37 000	Jan 17, 12	Nov 09, 11	3,934 44	6,437 98		-2,503 54	
CALL MICROSOFT CORP DUE 04/21/12 30 000	FIFO	-71 000	Feb 03, 12	Jan 23, 12	5,750 88	7,808 07		-2,057 19	
CALL MYLAN INC DUE 04/20/13 27 000	FIFO	-69 000	Dec 13, 12	Oct 26, 12	5,519 87	14,124 60		-8,604 73	
CALL QUALCOMM INC DUE 07/21/12 65.000	FIFO	-1,000	Apr 17, 12	Feb 08, 12	222 99	475 00		-252 01	
	FIFO	-6 000	Apr 17, 12	Feb 08, 12	1,367 97	2,850 00		-1,482 03	
CALL SCHLUMBERGER LTD DUE 02/18/12 85 000	FIFO	-5 000	Feb 21, 12	Aug 25, 11	2,074 96	0 00			2,074 96
CALL SCHLUMBERGER LTD DUE 11/17/12 70 000	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
	FIFO	-4 000	Oct 03, 12	Aug 23, 12	1,319 97	977 95			342 02

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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 ($)
	FIFO	-10 000	Oct 03, 12	Aug 29, 12	3,584 69	2,444 87			1,139 82
CALL UNILEVER NV N Y SHS DUE 05/19/12 35 000	FIFO	-47 000	May 21, 12	Nov 30, 11	8,459 83	0 00			8,459 83
CALL WALTER ENERGY INC DUE 03/17/12 80 000	FIFO	-15 000	Mar 19, 12	Dec 01, 11	12,238 23	0 00			12,238 23
CALL WALTER ENERGY INC DUE 09/22/12 75 000	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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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			17,839 00
	FIFO	30.000	Mar 31, 11	Jul 09, 12	17,465 02	17,599 85		-134 83	
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
LINCOLN 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
Total					$1,149,865.72	$936,836.18	19,302.43	-$278.54	$213,308.08
Net long-term capital gains or losses						19,302.43		193,727.11	~~$213,029.54~~
Net capital gains/losses:						956,138.61			$85,459.50

UBS

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

APZ2000975197 1212 SQ 1

2012 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 ($)
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

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

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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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**	