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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

OMB No 1545-0052

2009

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

For calendar year 2009, or tax year beginning 07-01-2009 , and ending 06-30-2010

G

Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation WHATLEY CHARITABLE TRUST CO COMPASS BANK -		A Employer identification number 72-6185747	
	Number and street (or P O box number if mail is not delivered to street address) P O BOX 10566 - WMG TAX DEPT		Room/suite	B Telephone number (see page 10 of the instructions) (205) 297-6712
	City or town, state, and ZIP code BIRMINGHAM, AL 35296		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 552,568		J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(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 (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	12,365	12,365		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-28,446			
	b Gross sales price for all assets on line 6a _____ 241,820				
	7 Capital gain net income (from Part IV, line 2) . . .		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	643	1		
	12 Total. Add lines 1 through 11	-15,438	12,366		
	13 Compensation of officers, directors, trustees, etc	8,423	7,581		842
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)	595	536	0	59
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see page 14 of the instructions)				0
	19 Depreciation (attach schedule) and depletion . . .	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications	44	0	0	44
	23 Other expenses (attach schedule)	123	123		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	9,185	8,240	0	945
	25 Contributions, gifts, grants paid	9,000			9,000
	26 Total expenses and disbursements. Add lines 24 and 25	18,185	8,240	0	9,945
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-33,623			
	b Net investment income (if negative, enter -0-)		4,126		
	c Adjusted net income (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		6	6
	2	Savings and temporary cash investments	5,149	6,448	6,448
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	573,049	538,121	546,114
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			0
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	578,198	544,575	552,568	
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 (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	578,198	544,575	
	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 (see page 17 of the instructions)	578,198	544,575	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	578,198	544,575	

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	578,198
2	Enter amount from Part I, line 27a	2	-33,623
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	544,575
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	544,575

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 Additional Data Table			
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-28,446
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of 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))
2008	94,852	550,810	0 172205
2007	66,301	782,438	0 084736
2006	68,125	828,095	0 082267
2005	103,421	832,185	0 124276
2004	136,980	868,220	0 157771

2	Total of line 1, column (d).	2	0 621256
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 124251
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.	4	563,275
5	Multiply line 4 by line 3.	5	69,988
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	41
7	Add lines 5 and 6.	7	70,029
8	Enter qualifying distributions from Part XII, line 4.	8	9,945

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 on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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

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-)

3

Add lines 1 and 2.

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5

Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6

Credits/Payments

a

2009 estimated tax payments and 2008 overpayment credited to 2009

6a

88

b

Exempt foreign organizations—tax withheld at source

6b

c

Tax paid with application for extension of time to file (Form 8868)

6c

0

d

Backup withholding erroneously withheld

6d

7

Total credits and payments Add lines 6a through 6d.

8

Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached

9

Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10

Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.

11

Enter the amount of line 10 to be Credited to 2010 estimated tax 5 Refunded

1

83

2

0

3

83

4

0

5

83

7

88

8

0

9

10

5

11

0

Part VII-AStatements Regarding Activities

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?

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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.

c

Did the foundation file Form 1120-POL for this year?.

d

Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation \$ (2) On foundation managers \$

e

Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$

2

Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

3

Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year?.

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.

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?

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

8a

Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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 .

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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV

10

Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Yes

No

1a

No

1b

No

1c

No

2

No

3

No

4a

No

4b

5

No

6

Yes

7

Yes

8b

Yes

9

No

10

No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of COMPASS BANK Telephone no (205) 297-6712			
Located at 15TH S 20TH ST BIRMINGHAM AL ZIP+4 35233				
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	

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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
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 2009?	1c		No
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years 20 , 20 , 20 , 20		Yes	No
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 page 20 of the instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
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 2009 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 2009.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2009?	4b		No

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))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.		5b		
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>		<input type="checkbox"/> Yes	<input type="checkbox"/> No	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		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 (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
COMPASS BANK PO BOX 10566 BIRMINGHAM, AL 35296	TRUSTEE 20	8,423		
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). 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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	571,853
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	571,853
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	571,853
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	8,578
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	563,275
6	Minimum investment return. Enter 5% of line 5.	6	28,164

Part XI

Distributable Amount (see page 25 of the 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	28,164
2a	Tax on investment income for 2009 from Part VI, line 5.	2a	83
b	Income tax for 2009 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	83
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	28,081
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	28,081
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	28,081

Part XII

Qualifying Distributions (see page 25 of the 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	9,945
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	9,945
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	9,945
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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				28,081
2 Undistributed income, if any, as of the end of 2008				
a Enter amount for 2008 only.			0	
b Total for prior years 2007 , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2009				
a From 2004.				93,698
b From 2005.				63,532
c From 2006.				27,444
d From 2007.				27,994
e From 2008.				67,483
f Total of lines 3a through e.	280,151			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 9,945				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2009 distributable amount.				9,945
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	18,136			18,136
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	262,015			
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 page 27 of the instructions . . .		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	75,562			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	186,453			
10 Analysis of line 9				
a Excess from 2005. . . .				63,532
b Excess from 2006. . . .				27,444
c Excess from 2007. . . .				27,994
d Excess from 2008. . . .				67,483
e Excess from 2009. . . .				

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a

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

COMPASS BANK - WEALTH MANAGEMENT GR
ATTN GREG ROBINSON PO BOX 1056
BIRMINGHAM,AL 35296
(205) 297-6712

b

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

LETTER DESCRIBING PROJECT, OTHER SOURCE FINDINGS, PROOF OF EXEMPTION, CURRENT FINANCIAL DATA, AND REQUESTED AMOUNT

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

CHARITABLE, RELIGIOUS, SCIENTIFIC, LITERARY, OR EDUCATIONAL PURPOSES EXCLUDING POLITICAL PER REGS IRC SEC 501 (C) (3) AND 170 (C) (2)

Part XV

Supplementary Information (continued)

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)				
<div>a Paid during the year</div> See Additional Data Table				
<div>Total</div>			<div>▶ 3a</div>	9,000
<div>b Approved for future payment</div>				
<div>Total</div>			<div>▶ 3b</div>	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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					
4	Dividends and interest from securities. . . .				0	12,365
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.					
8	Gain or (loss) from sales of assets other than inventory				0	-28,446
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a FED FID TAX REFUND					
b	2008 990PF 6/30/09					642
c	ROUNDING ADJ					1
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .				0	-15,438
13	Total. Add line 12, columns (b), (d), and (e).					-15,438

[illegible]

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?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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

<p>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 or fiduciary) is based on all information of which preparer has any knowledge</p>				
<p>*****</p>			<p>2011-01-18</p>	<p>*****</p>
<p>Signature of officer or trustee</p>			<p>Date</p>	<p>Title</p>
<p>Paid Preparer's Use Only</p>	<p>Preparer's Signature</p>	<p>Date</p>	<p>Check if self-employed <input type="checkbox"/></p>	<p>Preparer's identifying number (see Signature on page 30 of the instructions)</p>
	<p>Firm's name (or yours if self-employed), address, and ZIP code</p>		<p>EIN</p>	
			<p>Phone no</p>	

Additional Data

Software ID: 09000072

Software Version: 09-0

EIN: 72-6185747

Name: WHATLEY CHARITABLE TRUST CO COMPASS BANK -

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
63 ABBOTT LABORATORIES		2007-10-10	2010-01-29
5 AECOM TECHNOLOGY CORP		2009-08-13	2010-04-16
133 ALCOA INC		2005-04-07	2010-01-29
93 AMERISOURCEBERGEN		2007-10-10	2009-08-13
8 AMGEN INCORPORATED		2005-12-02	2009-08-13
34 AMGEN INCORPORATED		2005-12-02	2010-04-16
38 BURLINGTON NORTHERN SANTA FE (CO FORMED THRU MERGER OF BURLINGTON		2005-04-07	2010-02-16
52 CAMERON INTERNATIONAL CORP		2008-03-07	2009-08-13
7 CERNER CORPORATION		2007-10-10	2009-08-13
44 COGNIZANT TECH		2008-11-26	2010-01-29
6 COMPANHIA DE BEBIDAS - AMBEV ADR		2008-10-08	2009-08-13
34 CONOCOPHILLIPS		2005-04-07	2010-04-16
47 DOVER CORP		2008-03-07	2009-08-13
47 EMERSON ELECTRIC COMPANY		2008-10-08	2010-01-29
90 422 AMERICAN EUROPACIFIC GROWTH CL F#416		2009-08-13	2010-04-16
282 226 AMERICAN EUROPACIFIC GROWTH CL F#416		2009-08-13	2010-06-08
28 FTI CONSULTING INC		2008-10-08	2010-01-29
52 FAMILY DOLLAR STORES INC		2008-11-26	2010-01-29
589 724 FIDELITY ADVISOR SM CAP FD #298		2005-12-02	2009-08-13
3703 877 FIDELITY ADV DIVERS INTL #734		2008-03-07	2009-08-13
29 FREEPORT-MCM COPR GOLD		2008-10-08	2009-08-13
55 GAMESTOP CORP CL A		2008-10-08	2010-01-29
48 HONEYWELL INTERNATIONAL INC		2005-04-07	2009-08-13
123 281 LAZARD EMERGING MKTS PORT-INST #638		2009-08-13	2010-06-08
775 261 MFS EMERGING MARKETS DEBT FD I #833		2007-10-10	2009-08-13
65 MICROSOFT CORPORATION		2005-04-07	2010-04-16
16 MONSANTO CO		2008-03-07	2009-08-13
12 MONSANTO CO		2008-03-07	2010-04-16
7 NORTHERN TRUST CORPORATION		2008-10-08	2009-08-13
23 NORTHERN TRUST CORPORATION		2008-10-08	2010-01-29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,362		3,475	-113
145		146	-1
1,706		4,182	-2,476
1,889		2,123	-234
497		644	-147
2,045		2,735	-690
3,800		2,033	1,767
1,805		2,039	-234
448		453	-5
1,952		819	1,133
442		230	212
1,900		1,901	-1
1,613		1,917	-304
1,963		1,700	263
3,511		3,167	344
9,376		9,886	-510
1,175		1,747	-572
1,605		1,491	114
12,154		16,312	-4,158
51,484		72,892	-21,408
1,888		1,165	723
1,087		1,678	-591
1,721		1,814	-93
2,111		1,963	148
10,303		10,970	-667
2,003		1,626	377
1,342		1,714	-372
767		1,286	-519
426		402	24
1,176		1,321	-145

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FM V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-113
			-1
			-2,476
			-234
			-147
			-690
			1,767
			-234
			-5
			1,133
			212
			-1
			-304
			263
			344
			-510
			-572
			114
			-4,158
			-21,408
			723
			-591
			-93
			148
			-667
			377
			-372
			-519
			24
			-145

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
29 PEPSICO INCORPORATED		2005-12-02	2010-04-16
110 PFIZER INCORPORATED		2005-04-07	2009-08-13
34 PHILIP MORRIS INTERNATIONAL, INC		2005-04-07	2009-08-13
40 PROCTOR & GAMBLE COMPANY		2005-04-07	2009-08-13
10 QUALCOMM INCORPORATED		2005-04-07	2010-06-08
1101 127 T ROWE PRICE INTL BOND FUND		2008-10-08	2009-08-13
388 184 T ROWE PRICE INTL BOND FUND		2007-10-10	2009-08-13
337 066 T ROWE PRICE MID-CAP VALUE		2009-08-13	2010-04-16
38 HENRY SCHEIN INC		2005-12-02	2009-08-13
87 CHARLES SCHWAB INCORPORATED NEW		2008-10-08	2010-01-29
47 SMITH INTERNATIONAL		2007-10-10	2009-08-13
64 SOUTHWESTERN ENERGY CO		2008-10-08	2010-04-16
59 STATE STREET CORPORATION		2005-12-02	2010-04-16
29 STRYKER CORP		2008-10-08	2009-08-13
103 SUNTRUST BANKS INCORPORATED		2008-11-26	2010-04-16
2214 621 TIAA-CREF INSTL M/C VALUE-INSTL#1603		2008-12-03	2009-08-13
931 189 VAN KAMPEN SMALL CAP VALUE-A #78		2008-10-08	2009-08-13
525 844 VAN KAMPEN SMALL CAP VALUE-A #78		2008-10-08	2010-04-16
1683 385 VANGUARD BD INDEX FD SIGNAL #1351		2008-04-18	2010-06-08
97 738 VANGUARD INDEX TR VALUE PORTFOLIO #6		2005-12-02	2010-04-16
83 WASHINGTON MUT INC		2005-04-07	2009-08-13
46 TRANSOCEAN LTD		2008-10-08	2010-06-15


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,913		1,739	174
1,728		2,912	-1,184
1,566		1,181	385
2,082		2,134	-52
348		355	-7
10,659		10,439	220
3,758		3,891	-133
7,651		6,307	1,344
1,951		1,651	300
1,591		1,740	-149
1,270		3,444	-2,174
2,588		1,539	1,049
2,735		3,425	-690
1,163		1,617	-454
2,879		5,255	-2,376
29,078		25,983	3,095
12,422		10,737	1,685
8,745		6,063	2,682
17,861		17,086	775
1,960		2,206	-246
4		3,278	-3,274
2,111		3,453	-1,342

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			174
			-1,184
			385
			-52
			-7
			220
			-133
			1,344
			300
			-149
			-2,174
			1,049
			-690
			-454
			-2,376
			3,095
			1,685
			2,682
			775
			-246
			-3,274
			-1,342

Form 990PF Part XV Line 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 Paid during the year				
THE CAHABA RIVER SOCIETY2717 7TH AVENUE SUITE 205 BIRMINGHAM,AL 352333421	NONE	N/A	GENERAL CONTRIBUTION	300
FREEDOM FROM RELIGION FOUNDATIONPO BOX 750 MADISON,WI 53701	NONE	N/A	GENERAL CONTRIBUTION	1,500
PUBLIC CITIZEN FOUNDATION 1600 20TH STREET NW WASHINGTON,DC 20009	NONE	N/A	GENERAL CONTRIBUTION	700
BIRMINGHAM FESTIVAL THEATERPO BOX 55321 BIRMINGHAM,AL 35205	NONE	N/A	GENERAL CONTRIBUTION	1,500
LINUS PAULING INSTITUTE OREGON STATE UNIVERSITY CORVALLIS,OR 973316512	NONE	N/A	GENERAL CONTRIBUTION	2,500
COMPASSION & CHOICESPO BOX 101810 DENVER,CO 802501810	NONE	N/A	GENERAL CONTRIBUTION	2,500
Total  3a				9,000

TY 2009 Accounting Fees Schedule

Name: WHATLEY CHARITABLE TRUST CO COMPASS BANK -

EIN: 72-6185747

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREP FEE	595	536		59

TY 2009 Investments Corporate
Stock Schedule

Name: WHATLEY CHARITABLE TRUST CO COMPASS BANK -
EIN: 72-6185747

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COLUMBIA ACORN INTL	16,204	17,075
AT&T CORP	2,983	2,903
ALCOA INC		
ALLSTATE INSURANCE	4,706	2,471
ALTRIA GROUP INC	2,513	3,246
APACHE CORP	3,927	5,220
AUTOZONE INC	953	2,125
BANKAMERICA CORP	7,202	3,693
BURLINGTON NORTHERN SANTA FE		
CONOCO PHILLIPS	3,746	3,289
DELL INC	5,324	2,074
DOVER CORP	4,545	4,597
EBAY INC	106	78
EMERSON ELECTRIC COMPANY	2,412	3,189
FPL GROUP INC		
FORTUNE BRANDS INC	3,482	1,724
GENERAL ELECTRIC CO	4,552	1,817
JOHN HANCOCK & THRIFT	2,828	1,018
HONEYWELL INTL	2,040	2,108
INTEL CORP	6,218	5,718
JP MORGAN CHASE & CO	3,458	3,624
JACOBS ENGINEERING GROUP	1,576	2,150
LABORATORY CORP OF AMERICA	1,487	2,261
MCDONALDS CORPORATION	1,441	3,030
MICROSOFT CORPORATION	4,067	4,050
PRAXAIR INC	1,306	2,052
PUBLIC SERVICE ENTERPRISE	3,743	4,073
QUALCOMM INC	2,417	2,233
SUNTRUST BANKS INC		
U.S. BANCORP	3,263	2,526

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UNITED TECHNOLOGIES CORP	2,532	3,246
WALMART STORES INC	3,455	3,173
WASHINGTON MUTUAL INC		
INGERSOLL-RAND CO	2,091	1,897
CHEVRON TEXACO CORP	4,576	5,293
ACCENTURE LTD	1,549	2,048
AMGEN INC		
CISCO SYSTEMS INC	3,707	3,282
ECOLAB INC	1,793	2,380
FIDELITY ADVISOR SM CAP FD	28,422	22,534
HENRY SCHEIN INC	1,781	2,251
JOHNSON & JOHNSON	2,277	2,185
MARATHON OIL CORP	2,890	3,669
PEPSICO INC	1,739	1,768
PFIZER INC		
PROCTOR & GAMBLE COMPANY	6,800	6,298
QUEST DIAGNOSTICS	1,515	1,493
STATE STREET CORP		
T. ROWE PRICE GROUP		2,353
TEXAS INSTRUMENTS INC	3,553	2,421
VANGUARD GROWTH INDEX FUND	1,801	1,424
VANGUARD INDEX VALUE PORTFOLIO	2,722	2,635
T. ROWE PRICE INTL BOND FUND	1,927	
ABBOTT LABORATORIES		
AMERISOURCEBERGEN	1,164	1,619
BEST BUY COMPANY INC	2,178	1,490
CAMERON INTERNATIONAL CORP	1,961	1,626
CERNER CORP	2,137	2,504
GOOGLE INC CL A	3,106	2,225
HEWLETT PACKARD COMPANY	3,234	2,683

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INTERNATIONAL BUSINESS MACHINE	2,952	3,087
MONSANTO CO		
NATIONAL-OILWELL VARCO INC	5,409	2,315
NIKE INC	4,199	4,323
PHILIP MORRIS INTERNATIONAL	1,147	1,513
SCHLUMBERGER LIMITED	2,463	1,605
SMITH INTERNATIONAL		
ABB LTD ADR	2,352	1,486
MFS EMERGIN MARKETS DEBT FD		
VANGUARD BD INDEX FD SIGNAL	141,285	148,138
FIDELITY DIVERSIFIED INTL		
AGCO CORP	1,678	1,456
APPLE INC	1,789	4,779
BANK OF NEW YORK	3,376	3,086
BARD (C.R.) INC	2,117	1,861
CHARLES SCHWAB CORP		
COGNIZANT TECH	763	2,052
COMPANHIA DE BEBIDAS	1,073	2,828
DANAHER CORP	937	1,188
DIRECTV GROUP	1,672	2,476
EXPRESS SCRIPTS INC	1,247	1,975
FAMILY DOLLAR STORES INC		
FREEPORT-MCMORAN COPPER	2,331	3,430
FTI CONSULTING INC		
GAMESTOP CORP		
HUMANA INC	1,717	2,192
NORTHERN TRUST CORP		
SOUTHWESTERN ENERGY		
STRYKER CORP		
TRANSOCEAN LTD		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VARIAN MEDICAL SYSTEMS	1,868	1,987
WATSON PHARMACEUTICALS	1,692	2,678
TIAA-CREF INSTL VALUE		
VAN KAMPEN SMALL CAP VALUE		
AECOM TECHNOLOGY CORP	1,716	1,452
BAXTER INTL INC	329	244
CARNIVAL CORP	1,758	1,572
COVANCE INC	2,006	1,796
DOLBY LABORATORIES INC	1,731	2,131
FLOWSERVE CORP	1,659	1,526
GOLDMAN SACHS GROUP INC	1,813	1,575
NEXTERA ENERGY INC	1,218	1,463
PRICELINE COM INC	897	1,059
RED HAT INC	1,731	1,823
TIME WARNER CABLE	1,810	1,823
UNION PACIFIC CORP	2,146	2,224
WESTERN DIGITAL	1,670	1,327
AMERICAN EUROPACIFIC GROWTH	16,890	16,297
GOLDMAN SACHS COMM STRAT	17,495	15,639
KAYNE ANDERSON MLP INVT CO	16,892	17,586
LAZARD EMERGING MKTS	17,475	19,088
T ROWE DIVERS MID CAP GROWTH	20,467	22,169
T ROWE PRICE MID CAP VALUE	25,343	26,727
WELLS FARGO ADV HI INC	15,693	16,310
INVESCO VK SMALL CAP VALUE	19,906	26,987

TY 2009 Other Expenses Schedule

Name: WHATLEY CHARITABLE TRUST CO COMPASS BANK -

EIN: 72-6185747

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursement s for Charit able Purposes
FOREIGN TAXES	1	1		0
FOREIGN TAXES ON QUALIFIED FOR	109	109		0
FOREIGN TAXES ON NONQUALIFIED	13	13		0

TY 2009 Other Income Schedule

Name: WHATLEY CHARITABLE TRUST CO COMPASS BANK -

EIN: 72-6185747

Description	Revenue And Expenses Per Books	Net Invest ment Income	Adjusted Net Income
FED FID TAX REFUND -		0	
2008 F990PF 6/30/09	642	0	
ROUNDING ADJ	1	1	