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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

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

OMB No 1545-0052
2010

For calendar year 2010, or tax year beginning 07-01-2010 , and ending 06-30-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

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 ☐

D 1. Foreign organizations, check here ☐

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

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

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)

J Accounting method ☐ Cash ☐ Accrual

☐ 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.	15,621	15,621		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	38,717			
	b Gross sales price for all assets on line 6a _____191,326				
	7 Capital gain net income (from Part IV, line 2)		38,717		
	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)	<input type="checkbox"/> 1			
	12 Total. Add lines 1 through 11	54,339	54,338		
	13 Compensation of officers, directors, trustees, etc	9,445	8,500		945
	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)				
	c Other professional fees (attach schedule)	<input type="checkbox"/> 6	6		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		0	0	
	23 Other expenses (attach schedule)	<input type="checkbox"/> 144	144		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	9,595	8,650	0	945
	25 Contributions, gifts, grants paid	34,400			34,400
	26 Total expenses and disbursements. Add lines 24 and 25	43,995	8,650	0	35,345
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	10,344			
	b Net investment income (if negative, enter -0-)		45,688		
	c Adjusted net income (if negative, enter -0-)			0	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2010)

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		
	2	Savings and temporary cash investments	6,448	5,598	5,598
	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)	538,121	549,321	634,103
	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)	544,575	554,919	639,701	
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	544,575	554,919	
	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)	544,575	554,919	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	544,575	554,919	

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	544,575
2	Enter amount from Part I, line 27a	2	10,344
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	554,919
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	554,919

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)		<div><div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div></div>	<div><div>2</div><div>38,717</div></div>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>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</div>		<div><div>3</div></div>	

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))
2009	9,945	563,275	0 017656
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
2	Total of line 1, column (d).		<div><div>2</div><div>0 48114</div></div>
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		<div><div>3</div><div>0 096228</div></div>
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.		<div><div>4</div><div>632,298</div></div>
5	Multiply line 4 by line 3.		<div><div>5</div><div>60,845</div></div>
6	Enter 1% of net investment income (1% of Part I, line 27b).		<div><div>6</div><div>457</div></div>
7	Add lines 5 and 6.		<div><div>7</div><div>61,302</div></div>
8	Enter qualifying distributions from Part XII, line 4.		<div><div>8</div><div>35,345</div></div>
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)			
1aExempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
bDomestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	914
cAll other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3Add lines 1 and 2.		3	914
4Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	914
6Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	5
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	
7Total credits and payments Add lines 6a through 6d.		7	5
8Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	0
9Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	909
10Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11	0

Part VII-AStatements Regarding Activities			
1aDuring 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?			YesNo
bDid 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.		1a1b	NoNo
cDid the foundation file Form 1120-POL for this year?.		1c	No
dEnter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
eEnter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2Has 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	No
3Has 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	No
4aDid the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
bIf "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		5	No
6Are 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	Yes
7Did 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	Yes
8aEnter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> AL _____			
bIf 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	Yes
9Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		9	No
10Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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		
16	At any time during calendar year 2010, 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		No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(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).			
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)?	1b		
	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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?			
	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 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			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2010 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>)	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 2010?	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.	<input checked="" type="checkbox"/>	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	9,445		
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 24 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	641,927
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	641,927
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	641,927
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	9,629
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	632,298
6	Minimum investment return. Enter 5% of line 5.	6	31,615

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	31,615
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	914
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	914
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	30,701
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	30,701
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	30,701

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	35,345
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	35,345
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	35,345
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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				30,701
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.			0	
b Total for prior years 2008 , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005.				63,532
b From 2006.				27,444
c From 2007.				27,994
d From 2008.				67,483
e From 2009.				0
f Total of lines 3a through e.	186,453			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 35,345				
a Applied to 2009, 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 2010 distributable amount.				30,701
e Remaining amount distributed out of corpus	4,644			
5 Excess distributions carryover applied to 2010 (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	191,097			
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 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	63,532			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	127,565			
10 Analysis of line 9				
a Excess from 2006. . . .				27,444
b Excess from 2007. . . .				27,994
c Excess from 2008. . . .				67,483
d Excess from 2009. . . .				0
e Excess from 2010. . . .				4,644

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	
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 10566
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)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	34,400
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2010)

Part XVII

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

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.

2

Other assets.

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

2

Purchases of assets from a noncharitable exempt organization.

3

Rental of facilities, equipment, or other assets.

4

Reimbursement arrangements.

5

Loans or loan guarantees.

6

Performance of services or membership or fundraising solicitations.

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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)	(b)	(c)	(d)
Line No	Amount involved	Name of noncharitable exempt organization	Description of transfers, transactions, and sharing arrangements

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)	(b)	(c)
Name of organization	Type of organization	Description of relationship

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

2011-11-07

Date

Title

Paid Preparer's Use Only

Preparer's Signature

Firm's name

Firm's address

Date

Firm's EIN

Phone no

Check if self-employed

PTIN

Form 990-PF (2010)

Additional Data

Software ID:

Software Version:

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)
A	1854 798 INVESCO VK SMALL CAP VALUE - A		2008-11-26	2011-02-24
B	63 AECOM TECHNOLOGY CORP		2010-01-29	2011-06-08
C	162 ALTRIA GROUP INC		2008-11-26	2011-06-08
D	5 AMAZON COM INC		2011-02-24	2011-06-08
E	25 APACHE CORPORATION		2005-04-07	2011-02-24
F	11 AUTOZONE INC		2005-04-07	2011-06-08
G	24 BARD C R INC		2008-10-08	2010-10-05
H	3 CNOOC LTD ADRS		2010-10-05	2011-06-08
I	13 CERNER CORPORATION		2007-10-10	2011-06-08
J	23 CHEVRONTEXACO CORP		2005-06-17	2010-10-05
K	28 CLOROX COMPANY		2010-10-05	2011-02-24
L	172 DELL INC		2005-12-02	2011-06-08
M	39 DIRECTV CLASS A		2008-10-08	2011-06-08
N	34 DOLBY LABORATORIES INC CL A		2010-01-29	2011-06-08
O	53 ECOLAB INCORPORATED		2005-12-02	2011-02-24
P	1027 537 FIDELITY ADVISOR SM CAP FD #298		2005-12-02	2010-10-05
Q	35 FREEPORT-MCM COPR GOLD		2008-10-08	2010-10-05
R	12 GOLDMAN SACHS GROUP INC		2010-01-29	2010-10-05
S	42 HARRIS CORP DEL		2010-10-05	2011-02-24
T	62 HEWLETT PACKARD COMPANY		2007-10-10	2011-02-24
U	48 INTEL CORPORATION		2005-04-07	2011-06-08
V	69 ISHARES DJ US ENERGY SECTOR IDX		2010-10-05	2011-02-24
W	37 JOHNSON & JOHNSON		2005-12-02	2010-10-05
X	70 NATIONAL-OILWELL VARCO, INC		2007-10-10	2010-10-05
Y	32 NIKE INCORPORATED CLASS B		2007-10-10	2011-02-24
Z	27 T ROWE PRICE GROUP INC		2005-12-02	2011-06-08
AA	34 PROCTOR & GAMBLE COMPANY		2005-04-07	2010-10-05
AB	68 QUALCOMM INCORPORATED		2005-04-07	2010-10-05
AC	63 RED HAT INC		2010-01-29	2011-06-08
AD	1348 487 T ROWE PRICE MID-CAP VALUE		2010-01-29	2011-02-24

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)
AE	88 351 T ROWE DIVERS MID CAP GROWTH FD #149		2010-06-08	2011-02-24
AF	1851 157 T ROWE DIVERS MID CAP GROWTH FD #149		2009-08-13	2011-02-24
AG	1 UNION PACIFIC CORPORATION		2010-04-16	2010-10-05
AH	6 UNION PACIFIC CORPORATION		2009-08-13	2010-10-05
AI	10 257 VANGUARD INDEX TR VALUE PORTFOLIO #6		2010-06-08	2010-10-05
AJ	141 008 VANGUARD INDEX TR VALUE PORTFOLIO #6		2008-11-26	2010-10-05
AK	15 VISA, INC		2011-02-24	2011-06-08
AL	44 WESTERN DIGITAL CORP		2010-01-29	2011-02-24

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)
A	34,165		19,906	14,259
B	1,730		1,716	14
C	4,389		2,513	1,876
D	940		891	49
E	3,022		1,583	1,439
F	3,159		953	2,206
G	1,982		2,117	-135
H	721		625	96
I	1,517		842	675
J	1,906		1,349	557
K	1,881		1,869	12
L	2,682		5,324	-2,642
M	1,851		893	958
N	1,510		1,731	-221
O	2,528		1,793	735
P	25,606		28,422	-2,816
Q	3,163		1,406	1,757
R	1,760		1,813	-53
S	1,933		1,880	53
T	2,643		3,234	-591
U	1,049		1,115	-66
V	3,063		2,278	785
W	2,307		2,277	30
X	3,180		5,409	-2,229
Y	2,748		1,977	771
Z	1,558		981	577
AA	2,051		1,814	237
AB	3,022		2,417	605
AC	2,628		1,731	897
AD	33,119		25,343	7,776

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)
A E	1,382		1,030	352
A F	28,952		19,437	9,515
A G	81		75	6
A H	489		365	124
A I	199		185	14
A J	2,731		2,537	194
A K	1,157		1,108	49
A L	1,352		1,670	-318


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

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) 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				14,259
B				14
C				1,876
D				49
E				1,439
F				2,206
G				-135
H				96
I				675
J				557
K				12
L				-2,642
M				958
N				-221
O				735
P				-2,816
Q				1,757
R				-53
S				53
T				-591
U				-66
V				785
W				30
X				-2,229
Y				771
Z				577
AA				237
AB				605
AC				897
AD				7,776

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) 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 E			352
A F			9,515
A G			6
A H			124
A I			14
A J			194
A K			49
A L			-318

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 SOCIETY 2717 7TH AVENUE SUITE 205 BIRMINGHAM,AL 352333421	NONE	N/A	GENERAL CONTRIBUTION	1,000
WBHM 903 650 11TH STREET SOUTH BIRMINGHAM,AL 35233	NONE	N/A	GENERAL CONTRIBUTION	1,400
FREEDOM FROM RELIGION FOUNDATION PO BOX 750 MADISON,WI 53701	NONE	N/A	GENERAL CONTRIBUTION	6,000
PUBLIC CITIZEN FOUNDATION 1600 20TH STREET NW WASHINGTON,DC 20009	NONE	N/A	GENERAL CONTRIBUTION	3,000
BIRMINGHAM FESTIVAL THEATER PO BOX 55321 BIRMINGHAM,AL 35205	NONE	N/A	GENERAL CONTRIBUTION	6,000
LINUS PAULING INSTITUTE OREGON STATE UNIVERSITY CORVALLIS,OR 973316512	NONE	N/A	GENERAL CONTRIBUTION	8,500
COMPASSION & CHOICES PO BOX 101810 DENVER,CO 802501810	NONE	N/A	GENERAL CONTRIBUTION	8,500
Total  3a				34,400

TY 2010 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	21,857
AT&T CORP	2,983	3,769
ALLSTATE INSURANCE	4,706	2,626
ALTRIA GROUP INC		
APACHE CORP	2,343	4,565
AUTOZONE INC		
BANKAMERICA CORP	7,202	2,817
CONOCO PHILLIPS	3,746	5,038
DELL INC		
DOVER CORP	4,545	7,458
EBAY INC	2,117	2,098
EMERSON ELECTRIC COMPANY	2,412	4,106
FORTUNE BRANDS INC	3,482	2,806
GENERAL ELECTRIC CO	6,409	4,508
JOHN HANCOCK & THRIFT	2,828	1,167
HONEYWELL INTL	2,040	3,218
INTEL CORP	5,103	5,451
JP MORGAN CHASE & CO	3,458	4,053
JACOBS ENGINEERING GROUP	1,576	2,552
LABORATORY CORP OF AMERICA	1,487	2,904
MCDONALDS CORPORATION	1,441	3,879
MICROSOFT CORPORATION	4,067	4,576
PRAXAIR INC	1,306	2,927
PUBLIC SERVICE ENTERPRISE	3,743	4,243
QUALCOMM INC		
U.S. BANCORP	3,263	2,883
UNITED TECHNOLOGIES CORP	2,532	4,426
WALMART STORES INC	3,455	3,507
INGERSOLL-RAND CO	2,073	2,498
CHEVRON TEXACO CORP	3,227	5,656

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACCENTURE LTD	1,550	3,202
CISCO SYSTEMS INC	3,707	2,404
ECOLAB INC		
FIDELITY ADVISOR SM CAP FD		
HENRY SCHEIN INC	1,781	2,935
JOHNSON & JOHNSON		
MARATHON OIL CORP	2,890	6,216
PEPSICO INC	1,739	2,042
PROCTOR & GAMBLE COMPANY	4,986	4,513
QUEST DIAGNOSTICS	1,515	1,773
T. ROWE PRICE GROUP	945	1,569
TEXAS INSTRUMENTS INC	3,553	3,414
VANGUARD GROWTH INDEX FUND	1,801	1,893
VANGUARD INDEX VALUE PORTFOLIO	154	154
T. ROWE PRICE INTL BOND FUND		
AMERISOURCEBERGEN	1,164	2,111
BEST BUY COMPANY INC	2,178	1,382
CAMERON INTERNATIONAL CORP	1,961	2,515
CERNER CORP	1,295	2,444
GOOGLE INC CL A	3,106	2,532
HEWLETT PACKARD COMPANY		
INTERNATIONAL BUSINESS MACHINE	2,952	4,289
NATIONAL-OILWELL VARCO INC		
NIKE INC	2,222	2,879
PHILIP MORRIS INTERNATIONAL	1,147	2,203
SCHLUMBERGER LIMITED	2,463	2,506
ABB LTD ADR	2,352	2,231
VANGUARD BD INDEX FD SIGNAL		
AGCO CORP	1,678	2,665
APPLE INC	1,789	6,378

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BANK OF NEW YORK	3,376	3,203
BARD (C.R.) INC		
COGNIZANT TECH	763	3,007
COMPANHIA DE BEBIDAS	1,073	4,722
DANAHER CORP	937	1,696
DIRECTV GROUP	779	1,728
EXPRESS SCRIPTS INC	1,247	2,267
FREEPORT-MCMORAN COPPER	924	2,433
HUMANA INC	1,717	3,866
TRANSOCEAN LTD	4,216	3,422
VARIAN MEDICAL SYSTEMS	1,868	2,661
WATSON PHARMACEUTICALS	1,692	4,536
AECOM TECHNOLOGY CORP		
BAXTER INTL INC	2,207	2,686
CARNIVAL CORP	1,758	1,957
COVANCE INC	2,006	2,078
DOLBY LABORATORIES INC		
FLOWSERVE CORP	1,659	1,978
GOLDMAN SACHS GROUP INC		
NEXTERA ENERGY INC	1,218	1,724
PRICELINE COM INC	897	3,072
RED HAT INC		
TIME WARNER CABLE	1,810	2,731
UNION PACIFIC CORP	1,707	2,610
WESTERN DIGITAL		
AMERICAN EUROPACIFIC GROWTH	16,890	20,737
GOLDMAN SACHS COMM STRAT	17,495	18,250
KAYNE ANDERSON MLP INVT CO	16,160	20,328
LAZARD EMERGING MKTS	17,475	23,841
T ROWE DIVERS MID CAP GROWTH		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
T ROWE PRICE MID CAP VALUE		
WELLS FARGO ADV HI INC	15,693	17,447
INVESCO VK SMALL CAP VALUE		
CORNING INC	1,869	1,833
ANDARKO PETROLEUM CORP	2,012	1,919
CNOOC LTD ADRS	1,249	1,416
HESS CORP	2,031	1,794
PIONEER NATURAL RESOURCES CO	2,316	2,060
AMAZON COM INC	1,247	1,431
BORGWARNER INC	1,861	2,828
POLO RALPH LAUREN CORP	2,098	2,254
ALLERGAN INC	1,974	2,248
CELGENE CORP	1,873	1,930
BROADCOM CORP	2,044	1,682
EMC CORP	2,409	2,507
ORACLE CORP	2,002	2,040
SANDISK CORP	2,045	1,743
AFLAC INC	2,024	1,634
VISA INC	960	1,095
PRINCIPAL MIDCAP BLEND FUND	46,252	49,445
TCW SMALL CAP GROWTH	21,141	24,786
WALTHAUSEN SMALL CAP VALUE FD	23,126	23,489
VANGUARD TOTAL BOND INDEX FD	166,545	173,151

TY 2010 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	11	11		0
FOREIGN TAXES ON QUALIFIED DIV	125	125		0
FOREIGN TAXES ON NONQUALIFIED	8	8		0

TY 2010 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
ROUNDING ADJ	1	0	

TY 2010 Other Professional Fees Schedule

Name: WHATLEY CHARITABLE TRUST CO COMPASS BANK -

EIN: 72-6185747

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	6	6		