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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation BBVA COMPASS FOUNDATION		A Employer identification number 63-0823545
Number and street (or P O box number if mail is not delivered to street address) PO BOX 10566, MAILCODE: AL BI CH TXA		B Telephone number (see instructions) 205-297-5503
City or town, state, and ZIP code BIRMINGHAM, AL 35296		C If exemption application is pending check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> 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"/>
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		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 85,929 (Part I, column (d) must be on cash basis)		
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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 instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants etc., received (attach schedule) <input type="checkbox"/> if the foundation is not required to attach Sch B	4,050,000			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	2,850	2,850		
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
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				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	4,052,850	2,850	0	
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	1,090			
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	100			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses. Add lines 13 through 23	1,190	0	0	0
25	Contributions, gifts, grants paid	4,606,800			4,606,800
26	Total expenses and disbursements. Add lines 24 and 25	4,607,990	0	0	4,606,800
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-555,140			
b	Net investment income (if negative, enter -0-)		2,850		
c	Adjusted net income (if negative, enter -0-)			0	

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Operating and Administrative Expenses

Revenue

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		636,069	85,929	85,929
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶			0	
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶			0	
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)			0		
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶ (attach schedule)			0		
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)			636,069	85,929	85,929
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	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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds			636,069	85,929
	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 instructions)			636,069	85,929
	31	Total liabilities and net assets/fund balances (see instructions)			636,069	85,929

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	636,069
2	Enter amount from Part I, line 27a	2	-555,140
3	Other increases not included in line 2 (itemize) ▶ <u>Return of contribution</u>	3	5,000
4	Add lines 1, 2, and 3	4	85,929
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	85,929

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					
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			0		
b			0		
c			0		
d			0		
e			0		
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		0	0		
b		0	0		
c		0	0		
d		0	0		
e		0	0		
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	0	
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 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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	4,731,304	1,655,829	2.8574
2010	5,596,344	2,091,894	2.6753
2009	4,104,795	4,762,352	0.8619
2008	3,350,378	7,349,990	0.4558
2007	4,729,645	6,783,071	0.6973
2 Total of line 1, column (d)			7.5477
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			1.5095
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			1,124,497
5 Multiply line 4 by line 3			1,697,428
6 Enter 1% of net investment income (1% of Part I, line 27b)			29
7 Add lines 5 and 6			1,697,457
8 Enter qualifying distributions from Part XII, line 4 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			4,606,800

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	29
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> 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-)		2	
3 Add lines 1 and 2		3	29
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	29
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	70	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	70	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	41	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 41 Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> Alabama		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address www.bbvacompass.com/foundation				
14	The books are in care of BBVA Compass WMG-trust dept Telephone no 800-239-2265			
Located at 15 South 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 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country 				

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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years 		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No**5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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 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
SEE ATTACHED SCHEDULE				

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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 ☐

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 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		

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 instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	0
b	Average of monthly cash balances	1b	1,141,621
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,141,621
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,141,621
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	17,124
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,124,497
6	Minimum investment return. Enter 5% of line 5	6	56,225

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

1	Minimum investment return from Part X, line 6	1	56,225
2a	Tax on investment income for 2012 from Part VI, line 5	2a	29
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	29
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	56,196
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	56,196
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	56,196

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,606,800
b	Program-related investments - total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,606,800
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 instructions)	5	29
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,606,771

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				56,196
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	4,397,449			
b From 2008	2,980,693			
c From 2009	3,867,089			
d From 2010	5,491,917			
e From 2011	4,638,605			
f Total of lines 3a through e	21,375,753			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 4,606,800				
a Applied to 2011, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				56,196
e Remaining amount distributed out of corpus . .	4,550,604			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	25,926,357			
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				
d Subtract line 6c from line 6b Taxable amount - see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	4,397,449			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	21,528,908			
10 Analysis of line 9				
a Excess from 2008 . . .	2,980,693			
b Excess from 2009 . . .	3,867,089			
c Excess from 2010 . . .	5,491,917			
d Excess from 2011 . . .	4,638,605			
e Excess from 2012 . . .	4,550,604			

Part XIV Private Operating Foundations (see 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 2012, enter the date of the ruling **NA**

b Check box to indicate whether the foundation is a private operating foundation described in section

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) 2012	(b) 2011	(c) 2010	(d) 2009		
					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

applications at www.bbvacompass.com/foundation

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

applications at www.bbvacompass.com/foundation

c Any submission deadlines

September 30 of each year

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

found at www.bbvacompass.com/foundation

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE ATTACHED LIST				
Total			▶ 3a	4,606,800
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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

JSA Form 990-PF (2012)

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? | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | | |

[illegible]

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

- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
COMPASS BANK EMPLOYEE BENE PLANS	501 (C) (9)	COMMON CONTROL

**Sign
Here**

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

Signature of officer or trustee

11/15/2013
Date

► Executive Director
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check <input type="checkbox"/> if self-employed	PTIN
---	------

Firm's name ▶

Firm's EIN ►

Firm's address ►

Phone no

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

2012

Name of the organization

Employer identification number

BBVA COMPASS FOUNDATION

63-0823545

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization BBVA COMPASS FOUNDATION	Employer identification number 63-0823545
--	---

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>COMPASS BANK</u> <u>P.O. BOX 10566</u> <u>BIRMINGHAM, AL 35296</u>	\$ <u>4,050,000.00</u>	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

BBVA COMPASS FOUNDATION

Employer identification number

63-0823545

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----

Name of organization

Employer identification number

BBVA COMPASS FOUNDATION

63-0823545

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	

BBVA Compass Bank Foundation
63-0823545
2012 Form 990 PF
Part VIII , Line 1

Name	Address	Title, and average hours per week devoted to position	Compensation (If not paid, enter -0-)	Contributions to employee benefit plans and deferred compensation	Expense account, other allowances
Manolo Sanchez	2200 Post Oak Blvd., Houston, TX 77056	COB, Trustee, part time	-0-	-0-	-0-
Tiffany Dunne	2200 Post Oak Blvd., Houston, TX 77056	President, part time	-0-	-0-	-0-
J. Reymundo Ocanas	2200 Post Oak Blvd., Houston, TX 77056	VP, part time	-0-	-0-	-0-
Kirk Pressley	15 South 20th St., Birmingham, AL 35233	Treasurer, part time	-0-	-0-	-0-
Joseph B. Cartee	15 South 20th St., Birmingham, AL 35233	Secretary, part time	-0-	-0-	-0-
Angel Reglero	15 South 20th St., Birmingham, AL 35233	Trustee, part time	-0-	-0-	-0-
Rafael Bustillo	2200 Post Oak Blvd., Houston, TX 77056	Trustee, part time	-0-	-0-	-0-
William Helms	2200 Post Oak Blvd., Houston, TX 77056	Trustee, part time	-0-	-0-	-0-
James G. Heslop	15 South 20th St., Birmingham, AL 35233	Trustee, part time	-0-	-0-	-0-
Sandy Salgado	15 South 20th St., Birmingham, AL 35233	Trustee, part time	-0-	-0-	-0-
Jeffery Talpas	2200 Post Oak Blvd., Houston, TX 77056	Trustee, part time	-0-	-0-	-0-

NAME	ADDRESS 1	ADDRESS 2	CITY, STATE, ZIP	DATE	AMOUNT
ABA EDUCATION FOUNDATION	1120 CONNECTICUT AVE NW	WASHINGTON, DC 20036-3902	WASHINGTON, DC 20036-3902	11/20/2012	25,000 00
ABILITY HOUSING OF NE FLORIDA	126 W ADAMS ST STE 502	JACKSONVILLE, FL 32202-3834	JACKSONVILLE, FL 32202-3834	12/24/2012	3,000 00
ACCEL	10251 NORTH 35TH AVENUE	PHOENIX, AZ 85051	PHOENIX, AZ 85051	7/27/2012	5,000 00
ACCION NEW MEXICO	2000 ZEARING AVE NW	ALBUQUERQUE, NM 87104	ALBUQUERQUE, NM 87104	11/20/2012	7,500 00
ACCION NEW MEXICO	2000 ZEARING AVE NW	ALBUQUERQUE, NM 87104	ALBUQUERQUE, NM 87104	11/20/2012	7,500 00
ACCION SAN DIEGO	404 EUCLID AVE STE 271	SAN DIEGO, CA 92114-2222	SAN DIEGO, CA 92114-2222	12/24/2012	5,000 00
ACCION TEXAS INC	2014 S HACKBERRY ST	SAN ANTONIO, TX 78210-3541	SAN ANTONIO, TX 78210-3541	11/20/2012	15,000 00
ACCION TEXAS INC	2014 S HACKBERRY ST	SAN ANTONIO, TX 78210-3541	SAN ANTONIO, TX 78210-3541	12/24/2012	10,000 00
ACCION, THE U S NETWORK INC	45 MAIN STREET, SUITE 816	BROOKLYN, NY 11201	BROOKLYN, NY 11201	12/24/2012	10,000 00
ACH CHILD AND FAMILY SERVICES	1424 SUMMIT AVE	FORTH WORTH, TX 76102-5912	FORTH WORTH, TX 76102-5912	11/20/2012	4,000 00
ACHIEVERS BY CHOICE, INC	102 DOVE TRAIL	NAVASOTA, TX 77868-9602	NAVASOTA, TX 77868-9602	12/24/2012	3,000 00
ADVOCACY RESOURCE CENTER FOR HOUSING	2507 BUDDY OWENS AVE	MCALLEN, TX 78504-5427	MCALLEN, TX 78504-5427	11/20/2012	2,500 00
AFFORDABLE HOMES OF SOUTH TEXAS	1420 ERIE AVE	MCALLEN, TX 78501-5220	MCALLEN, TX 78501-5220	12/24/2012	20,000 00
AFFORDABLE HOUSING CLEARINGHOUSE	23861 EL TORO RD STE 401	LAKE FOREST, CA 92630-4735	LAKE FOREST, CA 92630-4735	12/24/2012	2,500 00
AIDS ACTION COALITION OF HUNTSVILLE	600 ST CLAIR AVE, BLDG 6, STE 14	HUNTSVILLE, AL 35801-5008	HUNTSVILLE, AL 35801-5008	5/8/2012	2,000 00
AIDS FOUNDATION HOUSTON INC	3202 WESLAYAN ANNEX	HOUSTON, TX 77027-5796	HOUSTON, TX 77027-5796	11/20/2012	7,500 00
AL STATE UNIV FOUNDATION	AL FAMILY YOUTH INITIATIVE	915 SOUTH JACKSON STREET	MONTGOMERY, AL 36104	5/8/2012	2,500 00
ALABAMA ASSET BUILDING COALITION	601 19TH STREET, NORTH, 2ND FL	BIRMINGHAM, AL 35203	BIRMINGHAM, AL 35203	11/20/2012	11,800 00
ALABAMA BALLET	2726 1ST AVE S	BIRMINGHAM, AL 35233-2719	BIRMINGHAM, AL 35233-2719	7/27/2012	5,000 00
ALABAMA COUNCIL ON ECONOMIC EDUC	2710 18TH STREET, #59288	BIRMINGHAM, AL 35259	BIRMINGHAM, AL 35259	12/24/2012	3,000 00
ALABAMA DANCE THEATRE	1018 MADISON AVENUE	MONTGOMERY, AL 36104	MONTGOMERY, AL 36104	5/8/2012	2,500 00
ALABAMA POVERTY PROJECT	P O BOX 55058	BIRMINGHAM, AL 35255	BIRMINGHAM, AL 35255	5/8/2012	10,000 00
ALABAMA SCHOOL OF FINE ARTS	FOUNDATION INC	1800 8TH AVENUE NORTH	BIRMINGHAM, AL 35203-2203	3/12/2012	10,000 00
ALABAMA SYMPHONY ORCHESTRA	3621 6TH AVE S	BIRMINGHAM, AL 35222-2407	BIRMINGHAM, AL 35222-2407	11/20/2012	15,000 00
ALABAMA SYMPHONY ORCHESTRA	3621 6TH AVE S	BIRMINGHAM, AL 35222-2407	BIRMINGHAM, AL 35222-2407	11/20/2012	15,000 00
ALBERTVILLE CITY SCHOOLS FOUNDATION	301 S BROAD ST	ALBERTVILLE, AL 35950-2215	ALBERTVILLE, AL 35950-2215	12/24/2012	1,000 00
ALCARH SCHOLARSHIP FUND, INC	PO BOX 70037	TUSCALOOSA, AL 35407-0037	TUSCALOOSA, AL 35407-0037	12/24/2012	2,000 00
ALISA'S ANGELS FOUNDATION	3404 N SOLDIER TRL	TUCSON, AZ 85749-9099	TUCSON, AZ 85749-9099	11/20/2012	1,000 00
ALLEY'S HOUSE	4113 JUNIUS ST	DALLAS, TX 75246-1428	DALLAS, TX 75246-1428	5/18/2012	5,000 00
ALTRUSA INTL OF Ocala FL FOUNDATION	PO BOX 4228	OCALA, FL 34478-4228	OCALA, FL 34478-4228	12/24/2012	1,000 00
ALVORD EDUCATIONAL FOUNDATION	10365 KELLER AVE	RIVERSIDE, CA 92505-1349	RIVERSIDE, CA 92505-1349	12/24/2012	1,000 00
ALZHEIMER'S SERVICES MARSHALL COUNTY	PO BOX 2842	ALBERTVILLE, AL 35950-0000	ALBERTVILLE, AL 35950-0000	12/24/2012	1,000 00
AMERICAN CANCER SOCIETY INC-	DALLAS OFFICE	8900 CARPENTER FRWY	DALLAS, TX 75247	5/8/2012	100 00
AMERICAN DIABETES ASSOCIATION	12385 SORRENTO ROAD, A-2	PENSACOLA, FL 32507	PENSACOLA, FL 32507	12/24/2012	1,500 00
AMERICAN HEART ASSOCIATION	5851 ST AUGUSTINE ROAD	JACKSONVILLE, FL 32207	JACKSONVILLE, FL 32207	12/24/2012	2,500 00
AMERICAN HEART ASSOCIATION INC-	BIRMINGHAM CHAPTER	1449 MEDICAL PARK DR	BIRMINGHAM, AL 35213	5/8/2012	100 00
AMERICAN RED CROSS	2700 SOUTHWEST FREEWAY	HOUSTON, TX 77098	HOUSTON, TX 77098	5/18/2012	10,000 00
AMERICAN RED CROSS	2700 SOUTHWEST FREEWAY	HOUSTON, TX 77098	HOUSTON, TX 77098	5/18/2012	10,000 00
AMERICAN RED CROSS	2700 SOUTHWEST FREEWAY	HOUSTON, TX 77098	HOUSTON, TX 77098	5/22/2012	10,000 00
AMERICAN RED CROSS	2700 SOUTHWEST FREEWAY	HOUSTON, TX 77098	HOUSTON, TX 77098	7/27/2012	10,000 00
AMERICAN RED CROSS	PIKES PEAK CHAPTER	1040 SOUTH 8TH STREET	COLORADO SPRINGS, CO 80905	7/27/2012	50,000 00
AMERICAN RED CROSS	751 RIVERSIDE AVENUE	JACKSONVILLE, FL 32204	JACKSONVILLE, FL 32204	12/24/2012	2,500 00
AMERICAN RED CROSS SOUTHERN	ARIZONA CHAPTER	2916 E BROADWAY BLVD	TUCSON, AZ 85716	7/27/2012	5,000 00
AMPHIBIAN PRODUCTIONS, INC	2429 COLONIAL PKWY	FORT WORTH, TX 76109	FORT WORTH, TX 76109	11/28/2012	4,000 00
ANGEL CHARITY FOR CHILDREN, INC	PO BOX 14225	TUCSON, AZ 85732-4225	TUCSON, AZ 85732-4225	12/24/2012	2,500 00
ARC OF MADISON COUNTY	1100 WASHINGTON ST NW	HUNTSVILLE, AL 35801-4678	HUNTSVILLE, AL 35801-4678	12/24/2012	2,000 00
ARCA	11300 LOMAS BLVD NE	ALBUQUERQUE, NM 87112-5512	ALBUQUERQUE, NM 87112-5512	11/28/2012	2,000 00
ARIZONA SCIENCE CENTER	600 E WASHINGTON ST	PHOENIX, AZ 85004-2303	PHOENIX, AZ 85004-2303	5/8/2012	10,000 00
ARTHRITIS FDN, SE REGION ALABAMA	2700 HIGHWAY 280 EAST, SUITE 180	BIRMINGHAM, AL 35223	BIRMINGHAM, AL 35223	11/28/2012	7,000 00
ARTS COUNCIL FT WORTH & TARRANT CO	1300 GENDY ST	FORT WORTH, TX 76107-4036	FORT WORTH, TX 76107-4036	11/28/2012	10,000 00
ASSOCIATED SOLO ARTISTS	IN PROXY FOR ARTZ OUT LOUD	88 HARDCRABBLE RD	CHESTER, NY 10918-0000	7/27/2012	2,500 00
ATHENS LIMESTONE HOSPITAL	FOUNDATION	PO BOX 999	ATHENS, AL 35612-0999	3/12/2012	2,000 00
ATHENS STATE UNIVERSITY	300 N BEATY STREET	ATHENS, AL 35611	ATHENS, AL 35611	12/24/2012	7,500 00
ATHENS STATE UNIVERSITY	300 N BEATY STREET	ATHENS, AL 35611	ATHENS, AL 35611	12/24/2012	2,500 00
ATHENS-LIMESTONE PUBLIC LIBRARY	405 SOUTH ST E	ATHENS, AL 35611-2664	ATHENS, AL 35611-2664	12/24/2012	4,000 00
AUBURN UNIVERSITY	317 SOUTH COLLEGE	AUBURN, AL 36849	AUBURN, AL 36849	12/24/2012	1,500 00
AUSTIN AREA URBAN LEAGUE	8011 CAMERON RD STE A-100	AUSTIN, TX 78754-3806	AUSTIN, TX 78754-3806	11/20/2012	2,500 00
AUSTIN CHILDREN'S SHELTER	4800 A MANOR ROAD	AUSTIN, TX 78723-5471	AUSTIN, TX 78723-5471	11/20/2012	2,500 00
AUSTIN SYMPHONY ORCHESTRA	1101 RED RIVER	AUSTIN, TX 78701-1912	AUSTIN, TX 78701-1912	7/27/2012	6,500 00
AUSTIN YMBL SUNSHINE CAMP	PO BOX 684980	AUSTIN, TX 78768-4980	AUSTIN, TX 78768-4980	12/24/2012	4,000 00
AUSTIN YMBL SUNSHINE CAMP	PO BOX 684980	AUSTIN, TX 78768-4980	AUSTIN, TX 78768-4980	12/24/2012	6,000 00
AVANCE HOUSTON, INC	4281 DACOMA	HOUSTON, TX 77092	HOUSTON, TX 77092	5/18/2012	10,000 00
AVANCE-EL PASO, INC	616 N VIRGINIA ST STE B	EL PASO, TX 79902-5311	EL PASO, TX 79902-5311	11/28/2012	1,000 00
AVENIDA GUADALUPE ASSOCIATION	1313 GUADALUPE ST STE 100	SAN ANTONIO, TX 78207-5547	SAN ANTONIO, TX 78207-5547	12/24/2012	5,000 00
AVENIDA GUADALUPE ASSOCIATION	1313 GUADALUPE ST STE 100	SAN ANTONIO, TX 78207-5547	SAN ANTONIO, TX 78207-5547	12/24/2012	5,000 00
AVENUE CDC	2505 WASHINGTON AVE STE 400	HOUSTON, TX 77007-6044	HOUSTON, TX 77007-6044	11/28/2012	30,000 00
AZTECA ECONOMIC DEV & PRES CORP	20 ITURBIDE ST		LAREDO, TX 78040-6126	11/20/2012	2,000 00
BAPTIST HEALTH CARE FOUNDATION	PO BOX 17500	PENSACOLA, FL 32522-7500	PENSACOLA, FL 32522-7500	3/12/2012	2,000 00
BAPTIST HEALTH FOUNDATION	841 PRUDENTIAL DRIVE, SUITE 1300	JACKSONVILLE, FL 32207	JACKSONVILLE, FL 32207	7/27/2012	5,000 00

NAME	ADDRESS 1	ADDRESS 2	CITY, STATE, ZIP	DATE	AMOUNT
BAPTIST HEALTH FOUNDATION	P O BOX 830605	BIRMINGHAM, AL 35283-0605	BIRMINGHAM, AL 35283-0605	12/24/2012	10,000 00
BARRETT FOUNDATION, INC	10300 CONSTITUTION AVE NE	ALBUQUERQUE, NM 87112-5359	ALBUQUERQUE, NM 87112-5359	7/27/2012	1,000 00
B-CS HABITAT FOR HUMANITY	119 LAKE ST	BRYAN, TX 77801-2030	BRYAN, TX 77801-2030	12/24/2012	5,000 00
BE THE MATCH FOUNDATION	PO BOX 382137	BIRMINGHAM, AL 35238	BIRMINGHAM, AL 35238	9/5/2012	6,100 00
BEAUMONT PUBLIC SCHOOLS	FOUNDATION INC	3395 HARRISON AVE	BEAUMONT, TX 77706-5009	7/27/2012	5,000 00
BELTON EDUCATIONAL ENRICHMENT FDN	400 N WALL ST	BELTON, TX 76513-3143	BELTON, TX 76513-3143	12/24/2012	2,000 00
BEN HOGAN FOUNDATION	PO BOX 121518	FORT WORTH, TX 76121-1518	FORT WORTH, TX 76121-1518	7/27/2012	5,000 00
BETHANY HOUSE OF LAREDO INC	819 HIDALGO ST	LAREDO, TX 78040-5832	LAREDO, TX 78040-5832	11/20/2012	5,000 00
BETTER BASICS, INC	211 SUMMIT PARKWAY, SUITE 108	BIRMINGHAM, AL 35209	BIRMINGHAM, AL 35209	7/27/2012	5,000 00
BETTER BUSINESS BUREAU EDUCATION FDN	1005 LA POSADA DR	AUSTIN, TX 78752-3815	AUSTIN, TX 78752-3815	12/24/2012	2,500 00
BIG BROTHERS BIG SISTERS	202 BALTIMORE	SAN ANTONIO, TX 78215	SAN ANTONIO, TX 78215	12/24/2012	3,000 00
BIG BROTHERS BIG SISTERS	450 E JOHN CARPENTER FWY	IRVING, TX 75062-3955	IRVING, TX 75062-3955	12/24/2012	30,000 00
BIG BROTHERS BIG SISTERS LONE STAR	720 PINE STREET, STE 1	ABILENE, TX 79601	ABILENE, TX 79601	12/24/2012	2,000 00
BIG BROTHERS BIG SISTERS OF	NORTHWEST FLORIDA	1149 CREIGHTON RD STE 1	PENSACOLA, FL 32504-7071	7/27/2012	1,000 00
BIG BROTHERS BIG SISTERS OF S TEXAS	202 BALTIMORE AVE	SAN ANTONIO, TX 78215-1907	SAN ANTONIO, TX 78215-1907	11/20/2012	1,500 00
BIRMINGHAM BOYS CHOIR FOUNDATION	3205 MONTE D'ESTE WAY	BIRMINGHAM, AL 35216-4605	BIRMINGHAM, AL 35216-4605	7/27/2012	5,000 00
BIRMINGHAM MUSEUM OF ART	2000 REV ABRAHAM WOODS JR BLVD	BIRMINGHAM, AL 35203-2205	BIRMINGHAM, AL 35203-2205	7/27/2012	10,000 00
BIRMINGHAM ZOO	2630 CAHABA ROAD		BIRMINGHAM, AL 35223	11/28/2012	5,000 00
BLINN FOUNDATION, INC	902 COLLEGE AVE	BRENNHAM, TX 77833-4049	BRENNHAM, TX 77833-4049	12/24/2012	2,000 00
BOBBY BRAGAN YOUTH FOUNDATION	3116 W 6TH ST	FORT WORTH, TX 76107-2712	FORT WORTH, TX 76107-2712	11/28/2012	2,500 00
BORDERFEST ASSOCIATION	611 E COMA AVE	HIDALGO, TX 78557-2512	HIDALGO, TX 78557-2512	12/18/2012	10,000 00
BORDERFEST ASSOCIATION	611 E COMA AVE	HIDALGO, TX 78557-2512	HIDALGO, TX 78557-2512	12/24/2012	5,100 00
BOY SCOUTS OF AMERICA	521 EDGEWOOD AVE S	JACKSONVILLE, FL 32205-5332	JACKSONVILLE, FL 32205-5332	5/8/2012	100 00
BOYS & GIRLS CLUB GRTR FT WORTH	3218 E BELKNAP ST	FORT WORTH, TX 76111-4739	FORT WORTH, TX 76111-4739	11/28/2012	5,000 00
BOYS & GIRLS CLUB OF MORGAN COUNTY	PO BOX 1431	DECATUR, AL 35602-1431	DECATUR, AL 35602-1431	12/24/2012	2,000 00
BOYS & GIRLS CLUB OF THE AUSTIN AREA	5407 N IH 35 STE 400	AUSTIN, TX 78723-2445	AUSTIN, TX 78723-2445	7/27/2012	5,000 00
BOYS & GIRLS CLUBS GREATER LEE CTY	1365 GATEWOOD DRIVE, SUITE 221	AUBURN, AL 36830-2824	AUBURN, AL 36830-2824	12/24/2012	1,000 00
BOYS & GIRLS CLUBS OF LARIMER COUNTY	103 SMOKEY ST	FT COLLINS, CO 80525-3801	FT COLLINS, CO 80525-3801	12/24/2012	2,000 00
BOYS & GIRLS CLUBS OF NE FLORIDA	1300 RIVERPLACE BLVD STE 310	JACKSONVILLE, FL 32207-9018	JACKSONVILLE, FL 32207-9018	12/24/2012	3,300 00
BOYS & GIRLS CLUBS OF TUCSON	PO BOX 40217	TUCSON, AZ 85717-0217	TUCSON, AZ 85717-0217	11/20/2012	2,500 00
BOYS AND GIRLS CLUB OF EAGLE PASS	1904 ANTONIO M GARCIA ST	EAGLE PASS, TX 78852-5882	EAGLE PASS, TX 78852-5882	12/24/2012	2,000 00
BOYS AND GIRLS CLUB OF LAREDO INC	PO BOX 1419	LAREDO, TX 78042-1419	LAREDO, TX 78042-1419	11/20/2012	15,000 00
BOYS AND GIRLS CLUBS OF HARLINGEN	P O BOX 1982	HARLINGEN, TX 78550	HARLINGEN, TX 78550	11/20/2012	5,000 00
BRAZOS VALLEY FOOD BANK, INC	1514 SHILOH AVENUE	BRYAN, TX 77803	BRYAN, TX 77803	12/24/2012	3,500 00
BREAD OF THE MIGHTY FOOD BANK, INC	PO BOX 5086/325 NW 10 AVENUE	GAINESVILLE, FL 32627/32601	GAINESVILLE, FL 32627/32601	12/24/2012	3,000 00
BREAST CANCER RESEARCH	FOUNDATION OF ALABAMA	PO BOX 531225	BIRMINGHAM, AL 35253	5/8/2012	5,000 00
BRIARWOOD-BROOKWOOD, INC	1752 FM 1489	BROOKSHIRE, TX 77423	BROOKSHIRE, TX 77423	5/18/2012	10,000 00
BROOKS REHABILITATION	3599 UNIVERSITY BOULEVARD SOUTH	JACKSONVILLE, FL 32216-4252	JACKSONVILLE, FL 32216-4252	7/27/2012	5,000 00
BUFFALO BAYOU PARTNERSHIP	1113 VINE ST STE 200	HOUSTON, TX 77002	HOUSTON, TX 77002	12/24/2012	10,000 00
BURRITT ON THE MOUNTAIN	3101 BURRITT DR SE		HUNTSVILLE, AL 35801-1142	7/27/2012	3,000 00
CA IE COUNCIL-BOY SCOUTS OF AMERICA	1230 INDIANA COURT	REDLANDS, CA 92374	REDLANDS, CA 92374	12/24/2012	1,000 00
CAL POLY POMONA FOUNDATION INC	3801 W TEMPLE AVENUE BLDG 55	POMONA, CA 91768-2557	POMONA, CA 91768-2557	12/24/2012	2,500 00
CALAVERAS COMMUNITY FOUNDATION	PO BOX 1436	ANGELS CAMP, CA 95222	ANGELS CAMP, CA 95222	12/24/2012	1,000 00
CALHOUN COUNTY CDC	1516 W 10TH ST	ANNISTON, AL 36201-5316	ANNISTON, AL 36201-5316	12/24/2012	1,100 00
CALIF STATE UNIV SAN BERNARDINO FDN	5500 UNIVERSITY PKY	SAN BERNARDINO, CA 92407-2393	SAN BERNARDINO, CA 92407-2393	12/24/2012	1,000 00
CALIFORNIA HCC FOUNDATION	770 L ST STE 900	SACRAMENTO, CA 95814-3367	SACRAMENTO, CA 95814-3367	11/20/2012	5,000 00
CALIFORNIA REINVESTMENT COALITION	474 VALENCIA ST STE 230	SAN FRANCISCO, CA 94103-5927	SAN FRANCISCO, CA 94103-5927	5/8/2012	20,000 00
CANCER CARE SERVICES	623 S HENDERSON ST	FORT WORTH, TX 76104-2920	FORT WORTH, TX 76104-2920	7/27/2012	3,500 00
CAPITAL AREA FOOD BANK OF	OF TEXAS, INC	8201 SOUTH CONGRESS AVE	AUSTIN, TX 78745-7305	7/27/2012	10,000 00
CAPTAIN HOPE'S KIDS	10555 NEWKIRK ST STE 580	DALLAS, TX 75220-2343	DALLAS, TX 75220-2343	11/28/2012	2,500 00
CARE AND SHARE FOOD BANK	2605 PREAMBLE PT	COLORADO SPGS, CO 80915-1200	COLORADO SPGS, CO 80915-1200	7/27/2012	8,000 00
CARE AND SHARE FOOD BANK	2605 PREAMBLE PT	COLORADO SPGS, CO 80915-1200	COLORADO SPGS, CO 80915-1200	7/27/2012	13,000 00
CARE AND SHARE FOOD BANK	2605 PREAMBLE PT	COLORADO SPGS, CO 80915-1200	COLORADO SPGS, CO 80915-1200	7/27/2012	2,000 00
CARE AND SHARE FOOD BANK	2605 PREAMBLE PT	COLORADO SPGS, CO 80915-1200	COLORADO SPGS, CO 80915-1200	7/27/2012	2,000 00
CASA DE ESPERANZA DE LOS NINOS, INC.	PO BOX 66581	HOUSTON, TX 77266-6581	HOUSTON, TX 77266-6581	5/18/2012	10,000 00
CASA DE MISERICORDIA	PO BOX 430175	LAREDO, TX 78043-0175	LAREDO, TX 78043-0175	11/20/2012	4,000 00
CASA MANANA	3101 W LANCASTER AVE	FORT WORTH, TX 76107-3042	FORT WORTH, TX 76107-3042	11/28/2012	4,000 00
CATHOLIC COMMUNITY SERVICES OF	SOUTHERN ARIZONA INC	140 W SPEEDWAY BLVD STE 230	TUCSON, AZ 85705-7688	7/27/2012	2,500 00
CENTER FOR AUTISM & REL DIS UNIV FL	219 GRINTER HALL	GAINESVILLE, FL 32611	GAINESVILLE, FL 32611	12/24/2012	3,000 00
CENTER FOR PERF ARTS WOODLANDS	2005 LAKE ROBBINS DR	THE WOODLANDS, TX 77380-1136	THE WOODLANDS, TX 77380-1136	12/24/2012	5,000 00
CENTERS FOR CHILDREN	AND FAMILIES, INC.	1004 N BIG SPRING ST STE 325	MIDLAND, TX 79701-3370	12/24/2012	3,500 00
CENTRAL ARIZONA SHELTER SERVICES	230 S 12TH AVE		PHOENIX, AZ 85007-3101	11/20/2012	10,000 00
CENTRO LATINO FOR LITERACY	1709 W 8TH ST STE A	LOS ANGELES, CA 90017-2147	LOS ANGELES, CA 90017-2147	12/24/2012	1,500 00
CEREBRAL PALSY OF COLORADO, INC	801 YOSEMITE STREET	DENVER, CO 80230-6087	DENVER, CO 80230-6087	11/20/2012	3,250 00
CEREBRAL PALSY OF COLORADO, INC	801 YOSEMITE STREET	DENVER, CO 80230-6087	DENVER, CO 80230-6087	12/24/2012	3,250 00
CHAMBERLAIN BALLET - PERFORMING ARTS	3003 W 15TH ST	PLANO, TX 75075-7633	PLANO, TX 75075-7633	11/28/2012	2,500 00
CHASE'S PLACE	320 CUSTER RD	RICHARDSON, TX 75080	RICHARDSON, TX 75080	11/28/2012	10,000 00
CHILD PROTECTIVE SERVICES	COMMUNITY PARTNERS	1215 SKILES ST	DALLAS, TX 75204-6019	5/18/2012	10,000 00
CHILD STUDY CENTER	1300 W LANCASTER AVE	FORT WORTH, TX 76102-3410	FORT WORTH, TX 76102-3410	5/8/2012	2,500 00

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CHILDCARE RESOURCES	1904 1ST AVE NORTH	BIRMINGHAM, AL 35203-4064	BIRMINGHAM, AL 35203-4064	5/8/2012	5,000 00
CHILDREN'S ADV CTR LAREDO-WEBB CTY	111 N MERIDA	LAREDO, TX 78043-4128	LAREDO, TX 78043-4128	11/28/2012	5,000 00
CHILDREN'S ADVOCACY CENTER	OF LAREDO-WEBB COUNTY	111 N MERIDA	LAREDO, TX 78043-4128	7/27/2012	5,000 00
CHILDREN'S ADVOCACY CTR COLLIN CTY	2205 LOS RIOS BLVD	PLANO, TX 75074-3422	PLANO, TX 75074-3422	12/24/2012	9,500 00
CHILDREN'S MUSEUM OF DENVER, INC	2121 CHILDRENS MUSEUM DR	DENVER, CO 80211-5221	DENVER, CO 80211-5221	5/18/2012	10,000 00
CHILDRENS MUSEUM OF BROWNSVILLE	501 RINGGOLD STREET # 5	BROWNSVILLE, TX 78520	BROWNSVILLE, TX 78520	11/20/2012	3,500 00
CHILDRENS MUSEUM OF HOUSTON	1500 BINZ ST		HOUSTON, TX 77004-7112	11/28/2012	10,000 00
CHINA SPRING ISD EDUCATION FDN	PO BOX 40	CHINA SPRING, TX 76633	CHINA SPRING, TX 76633	12/24/2012	3,000 00
CHRISTUS FOUNDATION FOR HEALTHCARE	2615 FANNIN	HOUSTON, TX 77002	HOUSTON, TX 77002	11/28/2012	5,000 00
CITIZEN SCHOOLS	2700 SOUTHWEST FREEWAY, SUITE B	HOUSTON, TX 77098	HOUSTON, TX 77098	11/28/2012	3,000 00
CITY OF SAN ANTONIO WESTSIDE	DEVELOPMENT CORPORATION FUND	110 BROADWAY, STE 230	SAN ANTONIO, TX 78205	7/27/2012	10,000 00
CIVITAN INTERNATIONAL	PO BOX 11094	ALBUQUERQUE, NM 87192-0094	ALBUQUERQUE, NM 87192-0094	5/8/2012	100 00
CNDC--DRESS FOR SUCCESS	1510 HIGH STREET	DENVER, CO 80218	DENVER, CO 80218	11/28/2012	2,500 00
COACHELLA VALLEY HOUSING COALITION	45701 MONROE ST STE G		INDIO, CA 92201-3964	3/12/2012	2,000 00
COACHELLA VALLEY HOUSING COALITION	45701 MONROE ST STE G	INDIO, CA 92201-3964	INDIO, CA 92201-3964	12/24/2012	1,000 00
COMM RES & HOUSING DEV CORP	7305 LOWELL BLVD UNIT 200	WESTMINSTER, CO 80030-1709	WESTMINSTER, CO 80030-1709	11/28/2012	5,000 00
COMMUNITIES IN SCHOOLS	4520 E CENTRAL TX EXPRESSWAY	KILLEEN, TX 76543-5626	KILLEEN, TX 76543-5626	12/24/2012	2,000 00
COMMUNITIES IN SCHOOLS DALLAS	8700 N STEMMONS FWY STE 125	DALLAS, TX 75247-3729	DALLAS, TX 75247-3729	11/28/2012	20,000 00
COMMUNITIES IN SCHOOLS HOUSTON	1235 NORTH LOOP W STE 300	HOUSTON, TX 77008-4702	HOUSTON, TX 77008-4702	11/28/2012	10,000 00
COMMUNITIES IN SCHOOLS TARRANT CTY	6707 BRENTWOOD STAIR RD STE 510	FORT WORTH, TX 76112-3334	FORT WORTH, TX 76112-3334	11/28/2012	10,000 00
COMMUNITY CARE, INC	P O BOX 8622	GADSDEN, AL 35902-8622	GADSDEN, AL 35902-8622	12/24/2012	2,000 00
COMMUNITY CREDIT COUNSELING SERVICES	2009 WADSWORTH BLVD STE 100	LAKEWOOD, CO 80214-5731	LAKEWOOD, CO 80214-5731	5/18/2012	2,500 00
COMMUNITY FDN OF GREATER BIRMINGHAM	2100 1ST AVE N STE 700	BIRMINGHAM, AL 35203-4223	BIRMINGHAM, AL 35203-4223	11/20/2012	5,000 00
COMMUNITY FOOD BANK CENTRAL ALABAMA	107 WALTER DAVIS DR	BIRMINGHAM, AL 35209-2803	BIRMINGHAM, AL 35209-2803	12/24/2012	10,000 00
COMMUNITY FOOD BANK CENTRAL ALABAMA	107 WALTER DAVIS DR	BIRMINGHAM, AL 35209-2803	BIRMINGHAM, AL 35209-2803	12/24/2012	10,000 00
COMMUNITY FOOD BANK OF	CENTRAL ALABAMA	107 WALTER DAVIS DR	BIRMINGHAM, AL 35209-2803	3/12/2012	10,000 00
COMMUNITY FOOD BANK, INC	3003 SOUTH COUNTRY CLUB ROAD	TUCSON, AZ 85726-6727	TUCSON, AZ 85726-6727	11/20/2012	2,500 00
COMMUNITY FREE CLINIC DECATUR	245 JACKSON ST SE	DECATUR, AL 35601-2513	DECATUR, AL 35601-2513	12/24/2012	3,500 00
COMMUNITY HOPE PROJECTS INC	2332 JORDAN AVE	MCALLEN, TX 78503-7822	MCALLEN, TX 78503-7822	12/24/2012	2,500 00
CONSUMER CREDIT COUNSELING	SERVICE OF ALABAMA, INC	640 S LAWRENCE ST	MONTGOMERY, AL 36104-5810	5/8/2012	2,500 00
CORE CITY BUSINESS INCUBATORS	DBA BEAVER STREET ENTERPRISE CENT	1225 WEST BEAVER STREET	JACKSONVILLE, FL 32204	7/27/2012	5,000 00
CORNERSTONE ASSISTANCE NETWORK	3500 NOBLE AVE		FORT WORTH, TX 76111-4618	11/28/2012	5,000 00
COVENANT HOSPICE	5041 N 12TH AVE	PENSACOLA, FL 32504-8916	PENSACOLA, FL 32504-8916	12/24/2012	2,000 00
CR SMITH MUSEUM FOUNDATION	4601 HIGHWAY 360	FORT WORTH, TX 76155	FORT WORTH, TX 76155	11/28/2012	5,000 00
CRYSTAL CHARITY BALL	30 HIGHLAND PARK VILLAGE, SUITE 2	DALLAS, TX 75205-2791	DALLAS, TX 75205-2791	7/27/2012	20,000 00
CULLMAN REGIONAL MEDICAL CENTER	1912 ALABAMA HWY 157/PO BOX 1108	CULLMAN, AL 35056-1108	CULLMAN, AL 35056-1108	3/12/2012	5,000 00
CULTURAL ACTIVITIES CENTER, INC	3011 N 3RD ST	TEMPLE, TX 76501-1367	TEMPLE, TX 76501-1367	12/24/2012	1,000 00
DALLAS BLACK DANCE THEATRE	2700 FLORA ST	DALLAS, TX 75201-2508	DALLAS, TX 75201-2508	11/28/2012	2,500 00
DALLAS COUNCIL ALCOHOL & DRUG ABUSE	1349 EMPIRE CENTRAL DR STE 800	DALLAS, TX 75247-4040	DALLAS, TX 75247-4040	11/28/2012	5,000 00
DALLAS MUSEUM OF ART	1717 N HARWOOD ST	DALLAS, TX 75201-2315	DALLAS, TX 75201-2315	12/24/2012	30,000 00
DALLAS SYMPHONY ORCHESTRA	2301 FLORA STREET	DALLAS, TX 75201	DALLAS, TX 75201	11/28/2012	21,000 00
DALLAS-FORT WORTH MINORITY SUPPLIER	DEVELOPMENT COUNCIL INC	2720 N STEMMONS FWY STE 1000S	DALLAS, TX 75207-2244	10/2/2012	7,500 00
DANCE THEATRE OF ARLINGTON	222 W MAIN ST	ARLINGTON, TX 76010-7112	ARLINGTON, TX 76010-7112	11/28/2012	1,500 00
DECATUR CITY SCHOOLS FOUNDATION	PO BOX 1224	DECATUR, AL 35602-1224	DECATUR, AL 35602-1224	12/24/2012	10,000 00
DEL RIO COUNCIL FOR THE ARTS	120 E GARFIELD ST	DEL RIO, TX 78840-5561	DEL RIO, TX 78840-5561	12/24/2012	1,000 00
DENVER PUBLIC LIBRARY FRIENDS FDN	10 W 14TH AVENUE PKWY	DENVER, CO 80204-2731	DENVER, CO 80204-2731	11/28/2012	3,250 00
DENVER PUBLIC SCHOOLS FOUNDATION	900 GRANT STREET	DENVER, CO 80203	DENVER, CO 80203	11/20/2012	10,000 00
DESERT MISSION NEIGHBORHOOD RENEWAL	9229 N 4TH ST	PHOENIX, AZ 85020	PHOENIX, AZ 85020	7/27/2012	5,000 00
DESERT MISSION, INC	9201 N 5TH STREET	PHOENIX, AZ 85020	PHOENIX, AZ 85020	11/20/2012	15,000 00
DIAMOND CHILDREN'S MED CTR	1501 N CAMPBELL AVENUE	TUCSON, AZ 85724	TUCSON, AZ 85724	11/20/2012	6,750 00
DIOCESE OF LAREDO	1901 CORPUS CHRISTI STREET		LAREDO, TX 78043-0000	11/20/2012	5,000 00
DOTHAN AREA CHAMBER FOUNDATION	102 JAMESTOWN BOULEVARD	DOTHAN, AL 36301	DOTHAN, AL 36301	12/24/2012	2,500 00
DOWNTOWN GADSDEN INC	635 BROAD STREET	GADSDEN, AL 35902-8501	GADSDEN, AL 35902-8501	12/24/2012	1,500 00
E3 ALLIANCE	5930 MIDDLE FISKVILLE RD STE 505	AUSTIN, TX 78752-4341	AUSTIN, TX 78752-4341	7/27/2012	2,500 00
EARLY LEARNING CENTERS	OF LUBBOCK, INC	1639 MAIN STREET	LUBBOCK, TX 79401	12/24/2012	2,000 00
EARNED ASSET RESOURCE NETWORK	235 MONTGOMERY ST 3RD FLR STE 300	SAN FRANCISCO, CA 94104-2902	SAN FRANCISCO, CA 94104-2902	12/24/2012	25,000 00
EAST CENTRAL AL UCP	PO BOX 694	ANNISTON, AL 36202-0694	ANNISTON, AL 36202-0694	12/24/2012	1,200 00
EASTER SEALS BLAKE FOUNDATION	5704 E GRANT RD	TUCSON, AZ 85712-2235	TUCSON, AZ 85712-2235	7/27/2012	2,500 00
EASTER SEALS RIO GRANDE VALLEY	1217 W HOUSTON AVE	MCALLEN, TX 78501-5012	MCALLEN, TX 78501-5012	11/20/2012	5,000 00
EASTERN SHORE CHAMBER FDN	PO BOX 310	DAPHNE, AL 36526-0310	DAPHNE, AL 36526-0310	11/28/2012	5,000 00
EBONY CULTURAL SOCIETY	8716 STARVIEW ST	TEMPLE, TX 76502	TEMPLE, TX 76502	12/24/2012	1,500 00
EDUCATION FOUNDATION OF ALACHUA CTY	1725 SE 1ST AVE	GAINESVILLE, FL 32641-7220	GAINESVILLE, FL 32641-7220	11/20/2012	10,000 00
EL CENTRO DE CORAZ N	5001 NAVIGATION BLVD		HOUSTON, TX 77011-1019	11/28/2012	5,000 00
EL PASO COLLABORATIVE FOR CED	1359 LOMALAND DR	EL PASO, TX 79935-5201	EL PASO, TX 79935-5201	12/24/2012	4,000 00
EL PASO MUSEUM OF ART FOUNDATION	1 ARTS FESTIVAL PLZ	EL PASO, TX 79901-1135	EL PASO, TX 79901-1135	5/18/2012	6,000 00
EL PASO PRO MUSICA	PO BOX 13328	EL PASO, TX 79913-3328	EL PASO, TX 79913-3328	11/28/2012	5,000 00
EL PASO REGIONAL ECON DEV FDN	201 E MAIN DR STE 1711	EL PASO, TX 79901-1390	EL PASO, TX 79901-1390	11/28/2012	7,500 00
EL PASO REGIONAL ECON DEV FDN	201 E MAIN DR STE 1711	EL PASO, TX 79901-1390	EL PASO, TX 79901-1390	11/28/2012	7,500 00
EL PASO SYMPHONY ORCHESTRA	PO BOX 180	EL PASO, TX 79942-0180	EL PASO, TX 79942-0180	5/18/2012	12,000 00

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EL RIO HEALTH CENTER FOUNDATION	839 W CONGRESS ST	TUCSON, AZ 85745-2819	TUCSON, AZ 85745-2819	7/27/2012	6,000 00
EL ROSARIO CHARITABLE TRUST	119 RETAMA AVE	MISSION, TX 78572	MISSION, TX 78572	11/20/2012	2,500 00
EPISCOPAL CHILDREN'S SERVICES	8443 BAYMEADOWS RD SUITE 1	JACKSONVILLE, FL 32256-7440	JACKSONVILLE, FL 32256-7440	12/24/2012	3,300.00
EPISCOPAL KYLE HOME, INC	929 CHESTNUT ST	GADSDEN, AL 35901-4034	GADSDEN, AL 35901-4034	12/24/2012	1,500 00
ESCAPE FAMILY RESOURCE CENTER	3210 EASTSIDE ST	HOUSTON, TX 77098-1912	HOUSTON, TX 77098-1912	11/28/2012	2,000 00
EXCEPTIONAL FOUNDATION GULF COAST	7 S BAYVIEW ST	FAIRHOPE, AL 36532-3401	FAIRHOPE, AL 36532-3401	11/28/2012	2,000 00
EXPLORA SCIENCE CENTER & CHILDREN'S	MUSEUM OF ALBUQUERQUE	1701 MOUNTAIN RD NW	ALBUQUERQUE, NM 87104-1396	7/27/2012	5,000 00
EXPRESS CHILDREN'S THEATRE	446 NORTHWEST MALL	HOUSTON, TX 77092-8543	HOUSTON, TX 77092-8543	11/28/2012	2,000 00
FAIR HOUSING AGENCY OF ALABAMA	574 AZALEA RD	MOBILE, AL 36609-1577	MOBILE, AL 36609-1577	11/20/2012	5,000 00
FAIRHOPE-PT CLEAR ROTARY YOUTH PGMS	PO BOX 2230	FAIRHOPE, AL 36533	FAIRHOPE, AL 36533	11/28/2012	5,000 00
FAMILY ABUSE CENTER	PO BOX 20395	WACO, TX 76702-0395	WACO, TX 76702-0395	12/24/2012	3,400 00
FAMILY SERVICE ASSOC OF SAN ANTONIO	702 SAN PEDRO AVE	SAN ANTONIO, TX 78212-4610	SAN ANTONIO, TX 78212-4610	11/20/2012	5,000 00
FDN FOR AUBURN'S CONT ENRICHMENT	PO BOX 1370	AUBURN, AL 36830	AUBURN, AL 36830	12/24/2012	2,000 00
FLAGSTAFF MEDICAL CENTER	1200 N BEAVER ST	FLAGSTAFF, AZ 86001	FLAGSTAFF, AZ 86001	7/27/2012	5,000 00
FLORIDA COUNCIL ON ECONOMIC EDUC	1211 N WEST SHORE BLVD STE 305		TAMPA, FL 33607-4615	11/28/2012	2,500 00
FLORIDA HOUSING COALITION, INC	1367 E LAFAYETTE ST STE C	TALLAHASSEE, FL 32301-4769	TALLAHASSEE, FL 32301-4769	11/28/2012	10,000 00
FOCUS POINTS FAMILY RESOURCE CTR	2501 E 48TH AVENUE	DENVER, CO 80216	DENVER, CO 80216	11/28/2012	5,000 00
FOOD BANK OF CORPUS CHRISTI	826 KRILL ST	CRP CHRISTI, TX 78408-2515	CRP CHRISTI, TX 78408-2515	12/24/2012	10,000 00
FOOD BANK OF EAST ALABAMA INC	375 INDUSTRY DR	AUBURN, AL 36832-4274	AUBURN, AL 36832-4274	12/24/2012	4,000 00
FOOD BANK OF THE RIO GRANDE VALLEY	2601 ZINNIA	MCALLEN, TX 78502	MCALLEN, TX 78502	11/20/2012	5,500 00
FOOD BANK OF THE RIO GRANDE VALLEY	2601 ZINNIA	MCALLEN, TX 78502	MCALLEN, TX 78502	11/20/2012	5,500 00
FORT BEND COMMUNITY	REVITALIZATION PROJECTS	13330 S GESSNER RD	MISSOURI CITY, TX 77489-1022	5/18/2012	2,500 00
FORT COLLINS SYMPHONY ASSOCIATION	214 S COLLEGE AVE	FORT COLLINS, CO 80524-2870	FORT COLLINS, CO 80524-2870	12/24/2012	2,000 00
FORT PAYNE CITY SCHOOLS	P O BOX 681029	FORT PAYNE, AL 35968 1611	FORT COLLINS, CO 80524-2870	12/24/2012	2,000 00
FORT WORTH PUBLIC LIBRARY FDN	500 W 3RD ST	FORT WORTH, TX 76102-7305	FORT WORTH, TX 76102-7305	11/28/2012	5,000 00
FOUNDATION COMMUNITIES, INC	3036 S 1ST STREET	AUSTIN, TX 78704-0000	AUSTIN, TX 78704-0000	12/24/2012	10,000 00
FRAMEWORKS COMMUNITY	DEVELOPMENT CORPORATION INC	701 TILLERY ST SUITE A-7B BOX	AUSTIN, TX 78702-3738	5/8/2012	10,000 00
FRED MOORE DAY NURSERY SCHOOL, INC	821 CROSS TIMBER ST	DENTON, TX 76205-6120	DENTON, TX 76205-6120	12/24/2012	3,000 00
FREE TRADE ALLIANCE EDUCATION FDN	203 S ST MARYS STE 130		SAN ANTONIO, TX 78205-2716	11/20/2012	5,000 00
FRIENDS OF SAGUARO NATIONAL PARK	2700 NORTH KINNEY ROAD	TUCSON, AZ 85743	TUCSON, AZ 85743	7/27/2012	2,500 00
FT WORTH SYMPHONY ORCHESTRA	330 E 4TH ST STE 200	FORT WORTH, TX 76102-4019	FORT WORTH, TX 76102-4019	11/28/2012	4,000 00
GATOR BOWL ASSOCIATION INC	1 GATOR BOWL BLVD	JACKSONVILLE, FL 32202-1507	JACKSONVILLE, FL 32202-1507	7/27/2012	8,000 00
GENESIS WOMEN'S SHELTER	4411 LEMMON AVENUE, SUITE 201	DALLAS, TX 75219	DALLAS, TX 75219	11/28/2012	10,000 00
GENESYS WORKS - HOUSTON	601 JEFFERSON ST STE 3950	HOUSTON, TX 77002-7900	HOUSTON, TX 77002-7900	11/28/2012	2,000 00
GIRL SCOUTS OF GREATER SOUTH TEXAS	202 EAST MADISON	HARLINGEN, TX 78540	HARLINGEN, TX 78540	7/27/2012	5,000 00
GIRLS INC OF CENTRAL ALABAMA	PO BOX 130729	BIRMINGHAM, AL 35213	BIRMINGHAM, AL 35213	11/20/2012	10,000 00
GOLD CROWN FOUNDATION	7400 E CRESTLINE CIR STE 200	GREENWOOD VLG, CO 80111-3653	GREENWOOD VLG, CO 80111-3653	5/18/2012	10,000 00
GOOD SAMARITAN SOCIETY	1011 RUTH STREET	PRESCOTT, AZ 86301	PRESCOTT, AZ 86301	7/27/2012	2,000 00
GOODWILL INDUSTRIES	OF CENTRAL TEXAS	1015 NORWOOD PARK BLVD	AUSTIN, TX 78753-6608	5/8/2012	10,000 00
GOODWILL INDUSTRIES COL SPRINGS FDN	PO BOX 6300	COLORADO SPGS, CO 80934-6300	COLORADO SPGS, CO 80934-6300	12/24/2012	4,000 00
GREATER PHOENIX ECONOMIC COUNCIL	2 NORTH CENTRAL AVENUE, SUITE 250	PHOENIX, AZ 85004-2389	PHOENIX, AZ 85004-2389	5/8/2012	20,000 00
GRTR ALABAMA BOY SCOUTS OF AMERICA	516 LIBERTY PARKWAY	BIRMINGHAM, AL 35242	BIRMINGHAM, AL 35242	11/28/2012	2,500 00
GRTR ALABAMA BOY SCOUTS OF AMERICA	516 LIBERTY PARKWAY	BIRMINGHAM, AL 35242	BIRMINGHAM, AL 35242	12/24/2012	2,000 00
GTR BIRMINGHAM HABITAT FOR HUMANITY	408 LLOYD NOLAN PKWY		FAIRFIELD, AL 35064-0000	11/28/2012	10,000 00
GTR BIRMINGHAM HABITAT FOR HUMANITY	408 LLOYD NOLAN PKWY	FAIRFIELD, AL 35064-0000	FAIRFIELD, AL 35064-0000	12/24/2012	10,000 00
HABITAT FOR HUMANITY ATHENS	700 BROWNSFERRY STREET	ATHENS, AL 35611	ATHENS, AL 35611	12/24/2012	5,000 00
HABITAT FOR HUMANITY GREATER MIAMI	3800 NW 22 AVENUE	MIAMI, FL 33142-5318	MIAMI, FL 33142-5318	12/24/2012	10,000 00
HABITAT FOR HUMANITY OF	JEFFERSON COUNTY	610 TRINITY ST	BEAUMONT, TX 77701-2921	7/27/2012	2,000 00
HABITAT FOR HUMANITY OF CALHOUN CTY	PO BOX 1135	ANNISTON, AL 36202-1135	ANNISTON, AL 36202-1135	12/24/2012	1,200 00
HABITAT FOR HUMANITY OF LAREDO, INC	PO BOX 440709	LAREDO, TX 78044-0709	LAREDO, TX 78044-0709	11/20/2012	10,000 00
HABITAT FOR HUMANITY OF MORGAN CTY	PO BOX 1651	DECATUR, AL 35602	DECATUR, AL 35602	12/24/2012	5,000 00
HABITAT FOR HUMANITY RIVERSIDE, INC	2180 IOWA AVENUE	RIVERSIDE, CA 92507	RIVERSIDE, CA 92507	12/24/2012	1,500 00
HABITAT FOR HUMANITY TUCSON	621 W LESTER ST	TUCSON, AZ 85705-6432	TUCSON, AZ 85705-6432	7/27/2012	5,000 00
HABITAT FOR HUMANITY, INTL	CORPUS CHRISTI	P O BOX 3032	CORPUS CHRISTI, TX 78463-3032	5/2/2012	10,000 00
HARBOR HOSPICE FOUNDATION INC	2450 N MAJOR DR	BEAUMONT, TX 77713-9575	BEAUMONT, TX 77713-9575	7/27/2012	4,000 00
HAVEN FOR HOPE OF BEXAR COUNTY	1 HAVEN FOR HOPE WAY	SAN ANTONIO, TX 78207-1108	SAN ANTONIO, TX 78207-1108	11/20/2012	10,000.00
HEARD MUSEUM	2301 N CENTRAL AVE	PHOENIX, AZ 85004-1323	PHOENIX, AZ 85004-1323	11/20/2012	10,000 00
HIDALGO COUNTY BAR FOUNDATION	314 S CLOSER BLVD	EDINBURG, TX 78539-4561	EDINBURG, TX 78539-4561	11/20/2012	5,000 00
HISPANIC HERITAGE FOUNDATION	3724 BRAYTON AVE	LONG BEACH, CA 90807	LONG BEACH, CA 90807	7/27/2012	25,000 00
HISPANIC HERITAGE FOUNDATION	3724 BRAYTON AVE	LONG BEACH, CA 90807	LONG BEACH, CA 90807	7/27/2012	70,000 00
HISPANIC INTEREST COALITION OF AL	260 WEST VALLEY AVENUE	BIRMINGHAM, AL 35209	BIRMINGHAM, AL 35209	11/20/2012	10,000 00
HISTORIC FORT WORTH INC	1110 PENN ST	FORT WORTH, TX 76102-3417	FORT WORTH, TX 76102-3417	11/28/2012	8,000 00
HOLOCAUST MUSEUM HOUSTON	5401 CAROLINE STREET	HOUSTON, TX 77004-6804	HOUSTON, TX 77004-6804	11/28/2012	5,000 00
HOLY TRINITY CATHOLIC NEWMAN CENTER	520 W RIORDAN RD	FLAGSTAFF, AZ 86001-6324	FLAGSTAFF, AZ 86001-6324	12/24/2012	3,000 00
HOMeward BOUND	2302 W COLTER ST		PHOENIX, AZ 85015-2750	11/20/2012	10,000 00
HOUSE TO HOUSE COMM DEV	PO BOX 5142	MONTGOMERY, AL 36103	MONTGOMERY, AL 36103	12/24/2012	6,900 00
HOUSING COLORADO	225 EAST 16TH AVENUE, SUITE 575	DENVER, CO 80203-0000	DENVER, CO 80203-0000	11/20/2012	10,000 00
HOUSING OPPORTUNITIES OF FORT WORTH	1065 WEST MAGNOLIA AVE	FORT WORTH, TX 76104-4477	FORT WORTH, TX 76104-4477	11/28/2012	10,000 00
HOUSINGWORKS AUSTIN	1503 SOUTH I-35	AUSTIN, TX 78741	AUSTIN, TX 78741	11/20/2012	3,500 00

BBVA COMPASS FOUNDATION

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2012 CONTRIBUTIONS

NAME	ADDRESS 1	ADDRESS 2	CITY, STATE, ZIP	DATE	AMOUNT
HOUSTON AREA URBAN LEAGUE INC	1301 TEXAS ST	HOUSTON, TX 77002-3508	HOUSTON, TX 77002-3508	12/24/2012	10,000 00
HOUSTON EAR RESEARCH FOUNDATION	7737 SOUTHWEST FWY STE 630	HOUSTON, TX 77074-1867	HOUSTON, TX 77074-1867	11/28/2012	3,000 00
HOUSTON FOOD BANK	535 PORTWALL ST	HOUSTON, TX 77029-1332	HOUSTON, TX 77029-1332	11/28/2012	10,000 00
HOUSTON FURNITURE BANK	2100 HUSSION ST	HOUSTON, TX 77003-5629	HOUSTON, TX 77003-5629	11/28/2012	5,000 00
HOUSTON GRAND OPERA	510 PRESTON ST	HOUSTON, TX 77002-1504	HOUSTON, TX 77002-1504	11/28/2012	10,000 00
HOUSTON HABITAT FOR HUMANITY	3750 N MCCARTY ST		HOUSTON, TX 77029-1046	11/28/2012	10,000 00
HOUSTON MINORITY BUSINESS COUNCIL	THREE RIVERWAY	HOUSTON, TX 77056-1919	HOUSTON, TX 77056-1919	12/24/2012	10,000 00
HOUSTON MUSEUM OF NATURAL SCIENCE	5555 HERMANN PARK DR	HOUSTON, TX 77030-0000	HOUSTON, TX 77030-0000	5/18/2012	10,000 00
HOUSTON SYMPHONY SOCIETY	615 LOUISIANA STREET, SUITE 102	HOUSTON, TX 77002	HOUSTON, TX 77002	3/12/2012	75,000 00
HOUSTON ZOO, INC	1513 CAMBRIDGE STREET	HOUSTON, TX 77030-1603	HOUSTON, TX 77030-1603	11/28/2012	75,000 00
HOUSTON-LOVE MEMORIAL LIBRARY	212 W BURDESHAW STREET	DOTHAN, AL 36303-4421	DOTHAN, AL 36303-4421	12/24/2012	2,500 00
HUDSONALPHA INSTITUTE FOR	BIOTECHNOLOGY	601 GENOME WAY	HUNTSVILLE, AL 35806-2908	5/8/2012	5,960 00
HUMAN RIGHTS CAMPAIGN FOUNDATION	1640 RHODE ISLAND AVENUE NW	WASHINGTON, DC 20036-3212	WASHINGTON, DC 20036-3212	12/24/2012	30,000 00
HUNTSVILLE-MADISON CO CHAMBER FDN	225 CHURCH ST NW	HUNTSVILLE, AL 35801-5542	HUNTSVILLE, AL 35801-5542	12/24/2012	10,000 00
IAMBK, INC	P O BOX 769	AUBURN, AL 36831-0769	AUBURN, AL 36831-0769	12/24/2012	1,000 00
IDYLLWILD ARTS FOUNDATION	52500 TEMECULA RD	IDYLLWILD, CA 92549-0038	IDYLLWILD, CA 92549-0038	12/24/2012	1,000 00
IEA- INSPIRE, ENCOURAGE, ACHIEVE	20 NORTH 11TH	BEAUMONT, TX 77702	BEAUMONT, TX 77702	7/27/2012	2,000 00
IMAGINARIUM OF SOUTH TEXAS	5300 SAN DARIO AVE STE 505	LAREDO, TX 78041-3072	LAREDO, TX 78041-3072	11/20/2012	1,000 00
IMPACT FAMILY COUNSELING	1000 24TH ST S	BIRMINGHAM, AL 35205-2308	BIRMINGHAM, AL 35205-2308	3/12/2012	10,000 00
INDIA HOUSE INCORPORATED	8888 WEST BELLFORT	HOUSTON, TX 77031	HOUSTON, TX 77031	7/27/2012	2,500 00
INNOVATION DEPOT INC	1500 FIRST AVENUE NORTH	BIRMINGHAM, AL 35203-0000	BIRMINGHAM, AL 35203-0000	3/12/2012	75,000 00
INTERNATIONAL MUSEUM OF	ART & SCIENCE	1900 NOLANA	MCALLEN, TX 78504-4121	5/18/2012	10,000 00
JA OF NEW MEXICO, INC	4700 LINCOLN RD , NE, SUITE 108	ALBUQUERQUE, NM 87109	ALBUQUERQUE, NM 87109	7/27/2012	6,000 00
JA OF NORTHERN CALIFORNIA	3003 OAK RD, SUITE 109	WALNUT CREEK, CA 94597	WALNUT CREEK, CA 94597	12/24/2012	5,000 00
JA OF S TEXAS, DBA JA OF LAREDO	313 W VILLAGE BLVD, SUITE 111	LAREDO, TX 78041	LAREDO, TX 78041	11/20/2012	5,000 00
JEFFERSON CO BAR ASSOCIATION FDN	1001 PEARL ST STE 202	BEAUMONT, TX 77701-3555	BEAUMONT, TX 77701-3555	12/24/2012	1,000 00
JEFFERSON COUNTY COUNCIL	ON AGING INC	3712 4TH AVE S	BIRMINGHAM, AL 35222-2420	5/8/2012	100 00
JEFFERSON COUNTY COUNCIL ON AGING	3712 4TH AVE S	BIRMINGHAM, AL 35222-2420	BIRMINGHAM, AL 35222-2420	7/27/2012	5,000 00
JEFFERSON COUNTY SCHOOLS PUBLIC	SCHOOLS PUBLIC EDUCATION FDN	2100 S 18TH ST S	BIRMINGHAM, AL 35209-1296	3/12/2012	5,000 00
JOHN C LINCOLN HEALTH FOUNDATION	2500 W UTOPIA ROAD	PHOENIX, AZ 85027-4171	PHOENIX, AZ 85027-4171	11/20/2012	5,000 00
JR ACHIEVEMENT OF THE CHISHOLM TRAIL	6300 RIDGLEA PL STE 400	FORT WORTH, TX 76116-5706	FORT WORTH, TX 76116-5706	11/28/2012	10,000 00
JULIE ROGERS GIFT OF LIFE PROGRAM	2390 DOWLEN ROAD	BEAUMONT, TX 77706	BEAUMONT, TX 77706	7/27/2012	5,000 00
JULIE ROGERS GIFT OF LIFE PROGRAM	2390 DOWLEN ROAD	BEAUMONT, TX 77706	BEAUMONT, TX 77706	7/27/2012	5,000 00
JUNETEENTH USA CHPTER # 111	P O BOX 2610	TEMPLE, TX 76503	TEMPLE, TX 76503	7/27/2012	1,000 00
JUNIOR ACHIEVEMENT	PO BOX 141284	GAINESVILLE, FL 32614	GAINESVILLE, FL 32614	12/24/2012	5,000 00
JUNIOR ACHIEVEMENT GREATER MIAMI	13490 NW 7TH AVE	NORTH MIAMI, FL 33168-2816	NORTH MIAMI, FL 33168-2816	12/24/2012	10,000 00
JUNIOR ACHIEVEMENT OF ABILENE	500 CHESTNUT, SUITE 1715	ABILENE, TX 79602	ABILENE, TX 79602	12/24/2012	5,000 00
JUNIOR ACHIEVEMENT OF DALLAS, INC	1201 EXECUTIVE DRIVE WEST	RICHARDSON, TX 75081-0000	RICHARDSON, TX 75081-0000	5/8/2012	20,000 00
JUNIOR ACHIEVEMENT OF GREATER	BIRMINGHAM, INC	P O BOX 19307	BIRMINGHAM, AL 35219	7/24/2012	12,000 00
JUNIOR ACHIEVEMENT OF MOBILE	P O BOX 19307	BIRMINGHAM, AL 35219	BIRMINGHAM, AL 35219	11/20/2012	5,000 00
JUNIOR ACHIEVEMENT OF NORTH ALABAMA	2809 NEWBY RD SW STE 116	HUNTSVILLE, AL 35805-4745	HUNTSVILLE, AL 35805-4745	12/24/2012	1,000 00
JUNIOR ACHIEVEMENT OF NORTH ALABAMA	2809 NEWBY RD SW STE 116	HUNTSVILLE, AL 35805-4745	HUNTSVILLE, AL 35805-4745	12/24/2012	3,000 00
JUNIOR ACHIEVEMENT OF SOUTHEAST	TEXAS INC	2115 E GOVERNORS CIR	HOUSTON, TX 77092-8711	7/27/2012	5,000 00
JUNIOR ACHIEVEMENT OF SOUTHEAST	TEXAS INC	2115 E GOVERNORS CIR	HOUSTON, TX 77092-8711	7/27/2012	25,000 00
JUNIOR ACHIEVEMENT OF SOUTHERN CA	6250 FOREST LAWN DR	LOS ANGELES, CA 90068-1016	LOS ANGELES, CA 90068-1016	12/24/2012	1,500 00
JUNIOR ACHIEVEMENT OF TUSCALOOSA	P O BOX 19307	BIRMINGHAM, AL 35219	BIRMINGHAM, AL 35219	5/24/2012	600 00
JUNIOR ACHIEVEMENT OF TUSCALOOSA CTY	ROSEMARY GUSTIN	P O BOX 19307	BIRMINGHAM, AL 35219	12/27/2012	3,000 00
JUNIOR ACHIEVEMENT OF W CENTRAL FL	P O BOX 26	OCALA, FL 34478	OCALA, FL 34478	12/24/2012	1,300 00
JUNIOR ACHIEVEMENT ROCKY MOUNTAIN	1445 MARKET ST STE 200	DENVER, CO 80202-1728	DENVER, CO 80202-1728	5/18/2012	10,000 00
JUNIOR LEAGUE OF BIRMINGHAM	2212 20TH AVE S	BIRMINGHAM, AL 35223-1004	BIRMINGHAM, AL 35223-1004	7/27/2012	15,000 00
JUVENILE DIABETES RESEARCH	FOUNDATION INTERNATIONAL	26 BROADWAY FL 14	NEW YORK, NY 10004-1838	7/24/2012	10,000 00
LA MERCED CHARITABLE TRUST	413 S VIRGINIA AVE	MERCEDES, TX 78570	MERCEDES, TX 78570	11/20/2012	2,500 00
LA ORTHOPAEDIC HOSPITAL	2400 S FLOWER ST	LOS ANGELES, CA 90007-2629	LOS ANGELES, CA 90007-2629	12/24/2012	1,500 00
LAND TRUST OF NORTH ALABAMA	907 FRANKLIN STREET	HUNTSVILLE, AL 35802	HUNTSVILLE, AL 35802	7/27/2012	2,500 00
LAREDO CENTER FOR THE ARTS	500 SAN AGUSTIN AVE		LAREDO, TX 78040-8103	11/20/2012	3,500 00
LAREDO INDEPENDENT SCHOOL DISTRICT	1702 HOUSTON ST	LAREDO, TX 78040 4906	LAREDO, TX 78040-8103	11/20/2012	5,000 00
LAREDO-WEBB IHS	216 BOB BULLOCK LOOP	LAREDO, TX 78046	LAREDO, TX 78046	11/20/2012	2,000 00
LEADERSHIP BIRMINGHAM	PO BOX 2641	BIRMINGHAM, AL 35291-0001	BIRMINGHAM, AL 35291-0001	7/27/2012	10,000 00
LEARN TO READ	P O BOX 2178	JACKSONVILLE, FL 32203	JACKSONVILLE, FL 32203	5/8/2012	5,000 00
LENA POPE HOME, INC	3131 SANGUINET ST	FORT WORTH, TX 76107-5336	FORT WORTH, TX 76107-5336	5/8/2012	2,500 00
LISC	1111 NORTH LOOP WEST SUITE 740	HOUSTON, TX 77008	HOUSTON, TX 77008	11/28/2012	5,000 00
LISD EDUCATION FOUNDATION	PO BOX 8551	LUMBERTON, TX 77657-0450	LUMBERTON, TX 77657-0450	7/27/2012	2,000 00
LO BELLO DE SAN ANTONIO	PO BOX 782163	SAN ANTONIO, TX 78228	SAN ANTONIO, TX 78228	7/27/2012	10,000 00
LOMA LINDA UNIV CHILDREN'S HOSP FDN	PO BOX 2000	LOMA LINDA, CA 92354-0200	LOMA LINDA, CA 92354-0200	12/24/2012	2,000 00
LONGHORN COUNCIL	BOY SCOUTS OF AMERICA	850 CANNON DR	HURST, TX 76054-3191	5/22/2012	2,000 00
LONGHORN COUNCIL, BOY SCOUTS	OF AMERICA	850 CANNON DR	HURST, TX 76054-3191	7/27/2012	2,000 00
LUBBOCK AREA UNITED WAY	1655 MAIN ST STE 101	LUBBOCK, TX 79401-3109	LUBBOCK, TX 79401-3109	12/24/2012	6,750 00
LULAC COUNCIL # 7 CHARITABLE	ASSOCIATION, INC	PO BOX 450628	LAREDO, TX 78045	5/8/2012	2,500 00
LUPUS FDN OF AMERICA TX GULF COAST	3701 KIRBY DR STE 700	HOUSTON, TX 77098-3926	HOUSTON, TX 77098-3926	11/28/2012	3,000 00

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2012 CONTRIBUTIONS

NAME	ADDRESS 1	ADDRESS 2	CITY, STATE, ZIP	DATE	AMOUNT
LUTCHER THEATER INC	707 MAIN	ORANGE, TX 77630	ORANGE, TX 77630	12/24/2012	2,000 00
MADISON COUNTY MEDICAL ALLIANCE	3330 L AND N DR SW STE I	HUNTSVILLE, AL 35801-5349	HUNTSVILLE, AL 35801-5349	12/24/2012	1,500 00
MAGIC CITY SMOOTH JAZZ	PO BOX 611178	BIRMINGHAM, AL 35261-1178	BIRMINGHAM, AL 35261-1178	5/8/2012	5,000 00
MAIN STREET THEATER	2540 TIMES BLVD	HOUSTON, TX 77005	HOUSTON, TX 77005	7/27/2012	3,500 00
MAKE WAY FOR BOOKS	3955 E FORT LOWELL ROAD, SUITE 1	TUCSON, AZ 85712	TUCSON, AZ 85712	7/27/2012	3,000 00
MAKE-A-WISH FDN OF THE RGV	ONE PARK PLACE - SUITE 405	MCALLEN, TX 78503-1279	MCALLEN, TX 78503-1279	11/20/2012	5,000 00
MAKE-A-WISH FOUNDATION OF N TEXAS	6655 DESEO	IRVING, TX 75039-3090	IRVING, TX 75039-3090	12/24/2012	15,000 00
MARCH OF DIMES	450 CENTURY PARK SOUTH, SUITE 200	BIRMINGHAM, AL 35226	BIRMINGHAM, AL 35226	7/27/2012	10,000 00
MARCH OF DIMES	11044 RESEARCH BLVD SUITE A-210	AUSTIN, TX 78759	AUSTIN, TX 78759	11/20/2012	5,000 00
MARCH OF DIMES	11044 RESEARCH BLVD SUITE A-210	AUSTIN, TX 78759	AUSTIN, TX 78759	11/20/2012	5,000 00
MARCH OF DIMES	402 NORTH PALAFOX	PENSACOLA, FL 32501	PENSACOLA, FL 32501	12/24/2012	2,000 00
MARCH OF DIMES FOUNDATION	LAREDO DIVISION	3900 N 10TH STREET, SUITE 920	MCALLEN, TX 78503	7/27/2012	2,500 00
MARCH OF DIMES FOUNDATION	1275 MAMARONECK AVE	WHITE PLAINS, NY 10605-5201	WHITE PLAINS, NY 10605-5201	12/24/2012	20,000 00
MARCH OF DIMES SAN ANTONIO	DIVISION	7400 BLANCO RD # 129	SAN ANTONIO, TX 78216	5/8/2012	10,000 00
MARCH OF DIMES SAN ANTONIO DIVISION	7400 BLANCO RD # 129	SAN ANTONIO, TX 78216	SAN ANTONIO, TX 78216	12/24/2012	6,000 00
MCCOMBS SCHOOL OF BUSINESS	FOUNDATION	1 UNIVERSITY STA STOP B6000	AUSTIN, TX 78712-0201	5/8/2012	25,000 00
MCCOMBS SCHOOL OF BUSINESS	FOUNDATION	1 UNIVERSITY STA STOP B6000	AUSTIN, TX 78712-0201	5/8/2012	25,000 00
MCLENNAN COMMUNITY	COLLEGE FOUNDATION	1400 COLLEGE DR	WACO, TX 76708-1402	3/12/2012	3,000 00
MCNAY ART MUSEUM	PO BOX 6069	SAN ANTONIO, TX 78209-0069	SAN ANTONIO, TX 78209-0069	3/12/2012	20,000 00
MEALS ON WHEELS AND MORE, INC	3227 E 5TH ST	AUSTIN, TX 78702-4907	AUSTIN, TX 78702-4907	5/8/2012	2,500 00
MENTAL HEALTH ASSOCIATION	PO BOX 1502	DECATUR, AL 35602-1502	DECATUR, AL 35602-1502	12/24/2012	2,000 00
MERCY MINISTRIES OF LAREDO	2500 ZACATECAS	LAREDO, TX 78046	LAREDO, TX 78046	11/20/2012	5,000 00
METROPOLITAN ARTS CENTER & VIRGINIA	SAMFORD THEATER	1116 26TH ST S	BIRMINGHAM, AL 35205-2414	7/27/2012	5,000 00
MILE HIGH COMMUNITY LOAN FUND	1905 SHERMAN ST STE 325	DENVER, CO 80203-1162	DENVER, CO 80203-1162	11/20/2012	5,000 00
MILE HIGH FREEDOM BAND	PO BOX 9036	DENVER, CO 80209-0036	DENVER, CO 80209-0036	11/28/2012	2,500 00
MILE HIGH UNITED WAY	2505 18TH ST	DENVER, CO 80211-0000	DENVER, CO 80211-0000	11/20/2012	20,000 00
MILLER ST NEIGHBORHOOD RENEWAL	904 KINGSLEY AVE	ORANGE PARK, FL 32073	ORANGE PARK, FL 32073	12/24/2012	5,000 00
MISSION GREENSPPOINT	243-A GREENS ROAD		HOUSTON, TX 77060-0000	7/27/2012	1,000 00
MOBILE AREA CHAMBER OF COMMERCE FDN	P O BOX 1327	MOBILE, AL 36633 1327	DENVER, CO 80209-0036	11/28/2012	5,000 00
MOBILE AREA CHAMBER OF COMMERCE FDN	P O BOX 1327	MOBILE, AL 36633 1327	ORANGE PARK, FL 32073	12/24/2012	4,000 00
MOBILE AREA COUNCIL, BSA	2587 GOVERNMENT BLVD	MOBILE, AL 36606-1613	MOBILE, AL 36606-1613	12/24/2012	5,000 00
MOBILE AREA EDUCATION FOUNDATION	605 BEL AIR BOULEVARD, SUITE 400	MOBILE, AL 36606	MOBILE, AL 36606	12/24/2012	2,000 00
MOBILE SYMPHONY, INC	P O BOX 3127	MOBILE, AL 36652-3127	MOBILE, AL 36652-3127	5/8/2012	5,000 00
MONEY MANAGEMENT INTERNATIONAL	722 E OSBORN RD , SUITE 210	PHOENIX, AZ 85014	PHOENIX, AZ 85014	11/20/2012	10,000 00
MONTGOMERY AREA FOOD BANK, INC	521 TRADE CENTER	MONTGOMERY, AL 36108-2107	MONTGOMERY, AL 36108-2107	12/24/2012	5,000 00
MONTGOMERY MUSEUM OF FINE ARTS ASSOC	PO BOX 230819	MONTGOMERY, AL 36123-0819	MONTGOMERY, AL 36123-0819	11/28/2012	1,100 00
MONTGOMERY PUBLIC SCHOOLS	307 S DECATUR STREET	MONTGOMERY, AL 36104	MONTGOMERY, AL 36104	12/20/2012	7,000 00
MONTGOMERY SYMPHONY ASSOCIATION	PO BOX 1864	MONTGOMERY, AL 36102	MONTGOMERY, AL 36102	5/8/2012	3,500 00
MULTICULTURAL ALLIANCE	500 W SEVENTH ST STE 1707, UNIT	FORT WORTH, TX 76102	FORT WORTH, TX 76102	5/8/2012	3,000 00
MUNROE REGIONAL MEDICAL CENTER	P O BOX 6000		OCALA, FL 34478-6000	9/25/2012	1,000 00
MUSEUM OF FINE ARTS HOUSTON	P O BOX 6826	HOUSTON, TX 77265-6826	HOUSTON, TX 77265-6826	5/22/2012	100,000 00
MUSEUM OF FINE ARTS HOUSTON	PO BOX 6826	HOUSTON, TX 77265-6826	HOUSTON, TX 77265-6826	7/27/2012	75,000 00
MUSEUM OF FINE ARTS HOUSTON	PO BOX 6826	HOUSTON, TX 77265-6826	HOUSTON, TX 77265-6826	7/27/2012	25,000 00
MUSEUM OF FINE ARTS HOUSTON	PO BOX 6826	HOUSTON, TX 77265-6826	HOUSTON, TX 77265-6826	12/24/2012	125,000 00
MUSEUM OF NORTHERN ARIZONA, INC	3101 NORTH FORT VALLEY ROAD	FLAGSTAFF, AZ 86001	FLAGSTAFF, AZ 86001	12/24/2012	4,000 00
MUSEUM OF SOUTH TEXAS HISTORY	200 N CLOSNER BLVD	EDINBURG, TX 78541-3554	EDINBURG, TX 78541-3554	11/20/2012	5,000 00
N DALLAS CHAMBER OF COMMERCE FDN	10707 PRESTON RD		DALLAS, TX 75230-3801	11/28/2012	15,000 00
N B COOK ELEMENTARY SCHOOL	1310 N 12TH AVENUE	PENSACOLA, FL 32503 6006	FORT WORTH, TX 76102	5/8/2012	100 00
NAACP	4805 MOUNT HOPE DR	BALTIMORE, MD 21215-3206	BALTIMORE, MD 21215-3206	11/20/2012	10,000 00
NAACP	4805 MOUNT HOPE DR	BALTIMORE, MD 21215-3206	BALTIMORE, MD 21215-3206	11/20/2012	15,000 00
NAACP	4805 MOUNT HOPE DR	BALTIMORE, MD 21215-3206	BALTIMORE, MD 21215-3206	11/20/2012	10,000 00
NATIONAL ASSOCIATION FOR LATINO	COMMUNITY ASSET BUILDERS NALCAB	1313 GUADALUPE ST SUITE 203	SAN ANTONIO, TX 78207	7/27/2012	20,000 00
NATIONAL CAPACD	1628 16TH STREET NW 4TH FLOOR	WASHINGTON, DC 20009-3064	WASHINGTON, DC 20009-3064	11/20/2012	20,000 00
NATIONAL DANCE INSTITUTE OF	NEW MEXICO	1140 ALTO ST	SANTA FE, NM 87501-2596	7/27/2012	2,500 00
NATIONAL INSTITUTE OF FLAMENCO	214 GOLD AVENUE, SW	ALBUQUERQUE, NM 87102	ALBUQUERQUE, NM 87102	7/27/2012	2,000 00
NATIONAL LOW INCOME HOUSING	COALITION	727 15TH ST NW 6TH FLOOR	WASHINGTON, DC 20005-2168	5/8/2012	50,000 00
NATIONAL MS SOCIETY	813 SHADES CREEK PKWY STE 100B	BIRMINGHAM, AL 35209-4459	BIRMINGHAM, AL 35209-4459	11/28/2012	1,000 00
NATIONAL MS SOCIETY	813 SHADES CREEK PKWY STE 100B	BIRMINGHAM, AL 35209-4459	BIRMINGHAM, AL 35209-4459	12/24/2012	2,850 00
NAVASOTA THEATRE ALLIANCE	104 W WASHINGTON AVE	NAVASOTA, TX 77868-2920	NAVASOTA, TX 77868-2920	12/24/2012	2,500 00
NEIGHBORHOOD HOUSING SERVICES	OF PHOENIX	1405 E MCDOWELL RD 100	PHOENIX, AZ 85006-2938	7/27/2012	25,000 00
NEUHAUS EDUCATION CENTER	4433 BISSONNET ST	BELLAIRE, TX 77401-3217	BELLAIRE, TX 77401-3217	11/28/2012	5,000 00
NEW ALTERNATIVES COMMUNITY LVG	5360 SW 86TH LANE	OCALA, FL 34476	OCALA, FL 34476	12/24/2012	1,000 00
NEW MEXICO ALLIANCE HISPANIC EDUC	4321 YALE BLVD. NE	ALBUQUERQUE, NM 87107	ALBUQUERQUE, NM 87107	11/28/2012	2,500 00
NEW MEXICO CANCER CENTER FOUNDATION	4901 LANG AVENUE NE	ALBUQUERQUE, NM 87109-4495	ALBUQUERQUE, NM 87109-4495	11/28/2012	2,000 00
NEW MEXICO COMMUNITY DEVELOPMENT	LOAN FUND	PO BOX 705	ALBUQUERQUE, NM 87103-0705	7/27/2012	3,500 00
NORTH TEXAS HOUSING COALITION, INC	2900 LIVE OAK STREET	DALLAS, TX 75204-6127	DALLAS, TX 75204-6127	11/28/2012	10,000 00
ODESSA COLLEGE	201 W UNIVERSITY BLVD	ODESSA, TX 79764-7105	ODESSA, TX 79764-7105	12/24/2012	1,500 00
OKALOOSA WALTON HOMELESS COMIT	305 LOVEJOY ROAD	FT WALTON BEACH, FL 32548-342	FT WALTON BEACH, FL 32548-3420	12/24/2012	3,750 00
ONE VISION FOUNDATION	PO BOX 2003	DECATUR, AL 35602-2003	DECATUR, AL 35602-2003	12/24/2012	5,000 00

BBVA COMPASS FOUNDATION

EIN 63-0823545

2012 CONTRIBUTIONS

NAME	ADDRESS 1	ADDRESS 2	CITY, STATE, ZIP	DATE	AMOUNT
OPEN ARMS INC	5940 FOREST PARK ROAD	DALLAS, TX 75235-6406	DALLAS, TX 75235-6406	11/28/2012	2,000 00
OPERA IN THE HEIGHTS	1703 HEIGHTS BLVD	HOUSTON, TX 77008-4023	HOUSTON, TX 77008-4023	7/27/2012	1,000 00
OPERATION NEW BIRMINGHAM	505 20TH STREET NORTH		BIRMINGHAM, AL 35203-2605	11/20/2012	12,500 00
OPPORTUNITY FINANCE NETWORK	620 CHESTNUT ST STE 572	PHILADELPHIA, PA 19106-3411	PHILADELPHIA, PA 19106-3411	5/18/2012	40,000 00
OPPORTUNITY FUND	111 W SAINT JOHN ST STE 710	SAN JOSE, CA 95113-1106	SAN JOSE, CA 95113-1106	11/20/2012	25,000 00
OUTDOOR LAB FOUNDATION	P O BOX 261298	LAKEWOOD, CO 80226	LAKEWOOD, CO 80226	5/18/2012	5,000 00
P4L	1800 WEST LOOP S STE 1875	HOUSTON, TX 77027-3209	HOUSTON, TX 77027-3209	7/27/2012	10,000 00
P4L	1800 WEST LOOP S STE 1875	HOUSTON, TX 77027-3209	HOUSTON, TX 77027-3209	11/28/2012	3,000 00
PALUXY RIVER CHILDREN'S ADVOCACY CTR	1310 WEATHERFORD HWY	GRANBURY, TX 76048-4804	GRANBURY, TX 76048-4804	12/24/2012	10,000 00
PARENTS ALLIANCE	1417 HOUSTON AVE		HOUSTON, TX 77007	11/28/2012	3,000 00
PASO DEL NORTE CHILDREN'S	DEVELOPMENT CENTER	1101 E SCHUSTER AVE	EL PASO, TX 79902-4659	3/12/2012	2,500 00
PASO DEL NORTE CHILDREN'S	DEVELOPMENT CENTER	1101 E SCHUSTER AVE	EL PASO, TX 79902-4659	5/18/2012	2,000 00
PATHWAYS	409 RICHARD ARRINGTON JR BLVD N	BIRMINGHAM, AL 35203-3308	BIRMINGHAM, AL 35203-3308	7/27/2012	7,500 00
PCIC INC	3200 N LOS ALTOS AVE	TUCSON, AZ 85705	TUCSON, AZ 85705	11/20/2012	2,000 00
PEAK EDUCATION	730 N NEVADA AVE	COLORADO SPGS, CO 80903-1008	COLORADO SPGS, CO 80903-1008	12/24/2012	4,000 00
PENSACOLA AREA CHAMBER OF COMMERCE	117 WEST GARDEN ST	PENSACOLA, FL 32501	PENSACOLA, FL 32501	12/24/2012	2,500 00
PENSACOLA OPERA INC	75 S TARRAGONA STREET	PENSACOLA, FL 32502	PENSACOLA, FL 32502	12/24/2012	1,500 00
PENSACOLA STATE COLLEGE	1000 COLLEGE BLVD	PENSACOLA, FL 32504-8910	PENSACOLA, FL 32504-8910	12/24/2012	2,500 00
PEOPLESFUND	207 CHALMERS AVE	AUSTIN, TX 78702-4436	AUSTIN, TX 78702-4436	9/4/2012	10,000 00
PIMA COMMUNITY COLLEGE	FOUNDATION INC	4905C E BROADWAY BLVD	TUCSON, AZ 85709-1010	7/27/2012	1,000 00
PINK RIBBONS PROJECT	2449 SOUTH BLVD STE 100	HOUSTON, TX 77098-5131	HOUSTON, TX 77098-5131	4/24/2012	5,000 00
PLAN FUND	2801 SWISS AVENUE STE 120	DALLAS, TX 75204-0000	DALLAS, TX 75204-0000	5/18/2012	5,000 00
PRESCOTT YMCA OF YAVAPAI COUNTY	750 WHIPPLE ST	PRESCOTT, AZ 86301-1718	PRESCOTT, AZ 86301-1718	12/24/2012	2,000 00
PROJECT SHARE INC	1515 YALE BLVD SE	ALBUQUERQUE, NM 87106	ALBUQUERQUE, NM 87106	7/27/2012	1,000 00
PROYECTO AZTECA	PO BOX 27	SAN JUAN, TX 78589-0027	SAN JUAN, TX 78589-0027	11/20/2012	2,500 00
QUALITY OF LIFE FOUNDATION	OF AUSTIN	210 BARTON SPRINGS RD STE 400	AUSTIN, TX 78704-1253	3/12/2012	40,000 00
RAILROAD PARK FOUNDATION	1600 FIRST AVENUE SOUTH	BIRMINGHAM, AL 35233	BIRMINGHAM, AL 35233	7/27/2012	20,000 00
RANCHO CUCAMONGA COMMUNITY FDN	PO BOX 807	RCH CUCAMONGA, CA 91729-0807	RCH CUCAMONGA, CA 91729-0807	12/24/2012	2,000 00
RANDOLPH SCHOOL	1005 DRAKE AVE SE	HUNTSVILLE, AL 35802-1036	HUNTSVILLE, AL 35802-1036	3/12/2012	20,000 00
REBUILDING TOGETHER - HOUSTON	PO BOX 15315	HOUSTON, TX 77220	HOUSTON, TX 77220	11/28/2012	10,000 00
REBUILDING TOGETHER GREATER DALLAS	PO BOX 560061	DALLAS, TX 75356-0061	DALLAS, TX 75356-0061	7/27/2012	5,000 00
REBUILDING TOGETHER GREATER DALLAS	PO BOX 560061	DALLAS, TX 75356-0061	DALLAS, TX 75356-0061	11/28/2012	15,000 00
REBUILDING TOGETHER-HOUSTON	P O BOX 15315	HOUSTON, TX 77220	HOUSTON, TX 77220	4/24/2012	75,000 00
RED MOUNTAIN THEATRE COMPANY	2329 FIRST AVE NORTH 101 WOOTEN	BIRMINGHAM, AL 35203-0000	BIRMINGHAM, AL 35203-0000	5/8/2012	25,000 00
RIDE TO WALK INC	700 SUNRISE AVE SUITE 0	ROSEVILLE, CA 95661-4561	ROSEVILLE, CA 95661-4561	12/24/2012	5,000 00
RIO GRANDE COMMUNITY DEVELOPMENT	CORPORATION	318 ISLETA BLVD SW RM202	ALBUQUERQUE, NM 87105-3822	7/27/2012	2,500 00
RIVER REGION UNITED WAY	532 S PERRY ST	MONTGOMERY, AL 36104-4616	MONTGOMERY, AL 36104-4616	11/28/2012	5,000 00
RIVERSIDE COUNTY REGIONAL	MEDICAL CENTER FOUNDATION	26520 CACTUS AVE	MORENO VALLEY, CA 92555-3927	12/24/2012	1,000 00
RIVERSIDE EDUC ENRICHMENT FDN	3380 14TH ST	RIVERSIDE, CA 92501-3810	RIVERSIDE, CA 92501-3810	12/24/2012	1,000 00
ROADRUNNER FOOD BANK INC	5840 OFFICE BLVD NE	ALBUQUERQUE, NM 87109-5863	ALBUQUERQUE, NM 87109-5863	7/27/2012	5,000 00
RONALD MCDONALD HOUSE NO CA	2555 49TH ST	SACRAMENTO, CA 95817-2306	SACRAMENTO, CA 95817-2306	12/24/2012	5,000 00
ROTARY CLUB OF BEAUMONT	2355 IH 10 S STE 213	BEAUMONT, TX 77705-2631	BEAUMONT, TX 77705-2631	7/27/2012	5,000 00
ROTARY CLUB OF BIRMINGHAM	FOUNDATION	2019 4TH AVE N	BIRMINGHAM, AL 35203-3359	3/12/2012	10,000 00
RUSK ELEM	2805 GARROW ST	HOUSTON, TX 77003-2323	HOUSTON, TX 77003-2323	4/24/2012	11,000 00
S TEXAS EMERGING MARKETS DEV FUND	115 E COMMERCIAL AVE	LA FERIA, TX 78559-5002	LA FERIA, TX 78559-5002	11/20/2012	10,000 00
S4P SYNERGY INC	24 BASS AVE SW	FORT WALTON BEACH, FL 32548-5355	FORT WALTON BEACH, FL 32548-5355	12/24/2012	2,000 00
SACRAMENTO NHS	2400 ALHAMBRA BLVD	SACRAMENTO, CA 95817-1125	SACRAMENTO, CA 95817-1125	12/24/2012	10,000 00
SAFEHAVEN OF TARRANT COUNTY	8701 W BEDFORD EULESS ROAD	SUITE 600	HURST, TX 76053	11/28/2012	4,000 00
SAMFORD UNIVERSITY	800 LAKESHORE DR	BIRMINGHAM, AL 35229-2293	BIRMINGHAM, AL 35229-2293	3/12/2012	10,000 00
SAN ANTONIO FOOD BANK, INC	5200 OLD HIGHWAY 90 WEST	SAN ANTONIO, TX 78227-2209	SAN ANTONIO, TX 78227-2209	11/20/2012	5,000 00
SAN JUAN DIEGO CATHOLIC	REGIONAL HIGH SCHOOL	P O BOX 3888	MISSION, TX 78573	8/2/2012	10,000 00
SAWMILL COMMUNITY LAND TRUST	PO BOX 25181	ALBUQUERQUE, NM 87125-0181	ALBUQUERQUE, NM 87125-0181	7/27/2012	2,500 00
SEARCH HOMELESS SERVICES	2505 FAHNIN ST	HOUSTON, TX 77002-9115	HOUSTON, TX 77002-9115	11/28/2012	5,000 00
SETON FUND OF THE DAUGHTERS OF	CHARITY OF ST VINCENT DE PAUL INC	1201 WEST 38TH ST	AUSTIN, TX 78705	3/12/2012	12,000 00
SETON WILLIAMSON FOUNDATION	201 SETON PARKWAY	ROUND ROCK, TX 78665	ROUND ROCK, TX 78665	7/27/2012	2,000 00
SHARLOT HALL HISTORICAL SOCIETY	415 W GURLEY ST	PRESCOTT, AZ 86301-3615	PRESCOTT, AZ 86301-3615	12/24/2012	2,000 00
SHOALS ENTREPRENEURIAL CENTER, INC	3115 NORTHINGTON COURT	FLORENCE, AL 35630-6353	FLORENCE, AL 35630-6353	12/24/2012	2,000 00
SHOALS SCHOLAR DOLLARS FOUNDATION	20 HIGHTOWER PLACE	FLORENCE, AL 35630	FLORENCE, AL 35630	12/24/2012	2,000 00
SLOSS FURNACES FOUNDATION INC	20 32ND ST N	BIRMINGHAM, AL 35222-1236	BIRMINGHAM, AL 35222-1236	3/12/2012	10,000 00
SMITH MIDDLE SCH	1124 FIVE MILE RD	BIRMINGHAM, AL 35215 7216	SAN ANTONIO, TX 78216	5/8/2012	100 00
SOUTH PLAINS FOOD BANK, INC	4612 LOCUST AVENUE	LUBBOCK, TX 79404	LUBBOCK, TX 79404	12/24/2012	1,250 00
SOUTH TEXAS FOOD BANK	PO BOX 2007	LAREDO, TX 78044-2007	LAREDO, TX 78044-2007	11/20/2012	5,000 00
SOUTH TEXAS SYMPHONY ASSOCIATION	P O BOX 2832	MCALLEN, TX 78502-2832	MCALLEN, TX 78502-2832	11/28/2012	5,000 00
SOUTHEAST ALABAMA MEDICAL CENTER FDN	PO BOX 6987	DOTHAN, AL 36302	DOTHAN, AL 36302	12/24/2012	12,500 00
SOUTHERN METHODIST UNIVERSITY	MEADOWS MUSEUM	PO BOX 75275-0402	DALLAS, TX 75275-0402	5/18/2012	35,000 00
SOUTHWEST COMMUNITY INVESTMENT CORP	2314 W UNIVERSITY DR SUITE 230	EDINBURG, TX 78539	EDINBURG, TX 78539	11/28/2012	5,000 00
ST MARY'S FOOD BANK ALLIANCE	2831 NORTH 31ST AVENUE	PHOENIX, AZ 85009-1518	PHOENIX, AZ 85009-1518	12/24/2012	5,000 00
STAGE WEST	821 W VICKERY BLVD	FORT WORTH, TX 76104-1144	FORT WORTH, TX 76104-1144	11/28/2012	4,000 00
STARS SCHOLARSHIP FUND	3900 N MCCOLL RD		MCALLEN, TX 78501	11/28/2012	10,000 00

NAME	ADDRESS 1	ADDRESS 2	CITY, STATE, ZIP	DATE	AMOUNT
STARS SCHOLARSHIP FUND	3900 N MCCOLL RD	MCALLEN, TX 78501	MCALLEN, TX 78501	11/28/2012	17,400 00
SUMMER SCHOLARS	3401 QUEBEC ST STE 5010	DENVER, CO 80207-2327	DENVER, CO 80207-2327	5/18/2012	2,500 00
SYMPHONY OF SOUTHEAST TEXAS	4345 PHELAN BLVD STE 105	BEAUMONT, TX 77707-2157	BEAUMONT, TX 77707-2157	7/27/2012	3,000 00
TACDC	1524 S I-35 STE 310	AUSTIN, TX 78704-2650	AUSTIN, TX 78704-2650	5/8/2012	7,500 00
TACDC	1524 S I-35 STE 310	AUSTIN, TX 78704-2650	AUSTIN, TX 78704-2650	8/21/2012	27,500 00
TAPING FOR BLIND-SIGHT INTO SOUND	3935 ESSEX LN	HOUSTON, TX 77027-5113	HOUSTON, TX 77027-5113	11/28/2012	3,000 00
TARRANT AREA FOOD BANK	2600 CULLEN ST	FORT WORTH, TX 76107-1302	FORT WORTH, TX 76107-1302	11/28/2012	5,000 00
TARRANT CTY HOSPITAL DIST DBA JPS	1350 S MAIN ST STE 4000	FORT WORTH, TX 76104-7645	FORT WORTH, TX 76104-7645	11/28/2012	5,000 00
TAYLOR RESIDENCES	6601 CHESTER AVE	JACKSONVILLE, FL 32217-2252	JACKSONVILLE, FL 32217-2252	11/20/2012	2,500 00
TEACH FOR AMERICA	3030 N CENTRAL AVE , SUITE 900	PHOENIX, AZ 85012	PHOENIX, AZ 85012	7/27/2012	25,000 00
TEACH FOR AMERICA	1391 SPEER BOULEVARD SUITE 710	DENVER, CO 80204	DENVER, CO 80204	11/28/2012	6,000 00
TEACH FOR AMERICA - ALABAMA	15 R ARRINGTON, JR BLVD N, 4TH	BIRMINGHAM, AL 35203	BIRMINGHAM, AL 35203	11/20/2012	30,000 00
TEACH FOR AMERICA -RIO GRANDE VALLEY	200 S 10TH STREET, SUITE 800	MCALLEN, TX 78501	MCALLEN, TX 78501	11/28/2012	5,000 00
TEACH FOR AMERICA, INC	3030 NORTH CENTRAL AVE SUITE 900	PHOENIX, AZ 85012	PHOENIX, AZ 85012	7/27/2012	10,000 00
TEACH FOR AMERICA, INC	3030 NORTH CENTRAL AVE SUITE 900	PHOENIX, AZ 85012	PHOENIX, AZ 85012	7/27/2012	40,000 00
TEACH FOR AMERICA-JACKSONVILLE	214 NORTH HOGAN STREET SUITE, 601	JACKSONVILLE, FL 32202	JACKSONVILLE, FL 32202	7/27/2012	2,500 00
TEJANO CENTER FOR COMM CONCERNS	2950 BROADWAY ST	HOUSTON, TX 77017-1706	HOUSTON, TX 77017-1706	11/28/2012	2,500 00
TEMPLE COLLEGE FOUNDATION	2600 S 1ST ST	TEMPLE, TX 76504-7435	TEMPLE, TX 76504-7435	12/24/2012	2,500 00
TEMPLE EDUCATION FOUNDATION, INC	PO BOX 736	TEMPLE, TX 76503-0736	TEMPLE, TX 76503-0736	12/24/2012	2,000 00
TEMPLE PARKS FOUNDATION	PO BOX 1586	TEMPLE, TX 76503	TEMPLE, TX 76503	7/27/2012	3,000 00
TEXAS WOMAN'S UNIVERSITY FOUNDATION	PO BOX 425618	DENTON, TX 76204-5618	DENTON, TX 76204-5618	12/24/2012	3,000 00
THE ARC OF TUSCALOOSA COUNTY, INC	1330 UNIVERSITY BOULEVARD EAST	TUSCALOOSA, AL 35404-2978	TUSCALOOSA, AL 35404-2978	12/24/2012	3,000 00
THE BELL CENTER FOR EARLY	INTERVENTION PROGRAMS	1700 29TH CT S	BIRMINGHAM, AL 35209-2502	3/12/2012	4,500 00
THE BLOUNT COUNTY EDUCATION FDN	PO BOX 603	ONEONTA, AL 35121	ONEONTA, AL 35121	12/24/2012	1,000 00
THE BOAZ CITY SCHOOLS FOUNDATION	P O BOX 331	BOAZ, AL 35957 3135	ONEONTA, AL 35121	12/24/2012	1,000 00
THE CHILDRENS FUND	P O BOX 56303	HOUSTON, TX 77256-6303	HOUSTON, TX 77256-6303	4/24/2012	10,000 00
THE COMMUNITY FOUNDATION OF SNM	301 S CHURCH ST STE H	LAS CRUCES, NM 88001-3568	LAS CRUCES, NM 88001-3568	12/24/2012	5,000 00
THE ENSEMBLE THEATRE	3535 MAIN ST	HOUSTON, TX 77002-9529	HOUSTON, TX 77002-9529	4/24/2012	2,500 00
THE HELPING PLACE	PO BOX 12	BUNA, TX 77612-0012	BUNA, TX 77612-0012	12/24/2012	2,000 00
THE HUNTSVILLE HOSPITAL FOUNDATION	101 SIVLEY ROAD	HUNTSVILLE, AL 35801-4421	HUNTSVILLE, AL 35801-4421	12/24/2012	2,000 00
THE LADDER ALLIANCE, INC	1000 BONNIE BRAE NO 200	FORT WORTH, TX 76111-4301	FORT WORTH, TX 76111-4301	11/28/2012	5,000 00
THE LEARNING VILLAGE	4616 TERRACE R		BIRMINGHAM, AL 35208-4110	11/28/2012	2,500 00
THE PRIMAVERA FOUNDATION	702 S 6TH AVENUE	TUCSON, AZ 85701	TUCSON, AZ 85701	7/27/2012	2,500 00
THE REAL ESTATE COUNCIL FOUNDATION	5430 LBJ FREEWAY 100	DALLAS, TX 75240-2667	DALLAS, TX 75240-2667	11/28/2012	10,000 00
THE ROCK URBAN OUTREACH	CENTER, INC D/B/A PAR	2300 MEMORIAL PKWY SW	HUNTSVILLE, AL 35801-5622	7/27/2012	2,000 00
THE SALVATION ARMY	1600 N 23RD STREET	MCALLEN, TX 78501	MCALLEN, TX 78501	11/28/2012	2,500 00
THE UNIVERSITY OF TEXAS	AT BROWNSVILLE	80 FORT BROWN	BROWNSVILLE, TX 78520	10/22/2012	10,000 00
THE UNIVERSITY OF TEXAS AT	SAN ANTONIO	ONE UTSA CIRCLE	SAN ANTONIO, TX 78249	7/27/2012	5,000 00
THE VILLAGE	300 24TH STREET SOUTH	BIRMINGHAM, AL 35233-3514	BIRMINGHAM, AL 35233-3514	5/8/2012	2,000 00
THE WAY FREE MEDICAL CLINIC, INC	479 HOUSTON ST	GREEN COVE SPRINGS, FL 32043	GREEN COVE SPRINGS, FL 32043	12/24/2012	1,150 00
THE WOODS PROJECT, INC	6 SLEEPY OAKS CIR	HOUSTON, TX 77024-5427	HOUSTON, TX 77024-5427	4/24/2012	7,500 00
THE YOUNG PHILANTHROPISTS	FOUNDATION	1407 LARIMER STREET, SUITE 200	DENVER, CO 80202	5/18/2012	7,500 00
TMC FOUNDATION	5301 E GRANT RD	TUCSON, AZ 85712-2805	TUCSON, AZ 85712-2805	11/28/2012	17,500 00
TSTC REGENTS CIRCLE	3801 CAMPUS DR	WACO, TX 76705-1607	WACO, TX 76705-1607	3/12/2012	3,000 00
TURN YOUR LIFE AROUND	1109 W PRINCE RD STE 111	TUCSON, AZ 85705-3127	TUCSON, AZ 85705-3127	7/27/2012	1,000 00
TUSCALOOSA CHILDRENS CENTER INC	520 MARTIN LUTHER KING JR BLVD	TUSCALOOSA, AL 35401-0000	TUSCALOOSA, AL 35401-0000	12/24/2012	2,500 00
TUSCALOOSA SYMPHONY ORCH ASSOC	PO BOX 20001	TUSCALOOSA, AL 35401	TUSCALOOSA, AL 35401	12/24/2012	2,500 00
TUSKEGEE HUMAN & CIVIL RIGHTS MC	PO BOX 830768	TUSKEGEE, AL 36083-0768	TUSKEGEE, AL 36083-0768	11/28/2012	1,000 00
TUSKEGEE REPERTORY THEATRE, INC	PO BOX 830327	TUSKEGEE, AL 36083-0327	TUSKEGEE, AL 36083-0327	12/24/2012	1,500 00
UNFORGETTABLES FOUNDATION	PO BOX 84	RIVERSIDE, CA 92502-0084	RIVERSIDE, CA 92502-0084	12/24/2012	1,000 00
UNITED GIVERS FUND OF DEKALB CTY	PO BOX 680292	FORT PAYNE, AL 35968-1604	FORT PAYNE, AL 35968-1604	12/24/2012	2,000 00
UNITED WAY OF BALDWIN COUNTY	PO BOX 244	FOLEY, AL 36536-0244	FOLEY, AL 36536-0244	11/28/2012	2,500 00
UNITED WAY OF CENTRAL ALABAMA INC	PO BOX 320189	BIRMINGHAM, AL 35232-0189	BIRMINGHAM, AL 35232-0189	12/24/2012	150,000 00
UNITED WAY OF CENTRAL TEXAS, INC	P O BOX 1312	TEMPLE, TX 76503	TEMPLE, TX 76503	12/24/2012	5,000 00
UNITED WAY OF DENTON COUNTY INC	625 DALLAS DR STE 525	DENTON, TX 76205-1200	DENTON, TX 76205-1200	12/24/2012	3,000 00
UNITED WAY OF EAST CENTRAL ALABAMA	PO BOX 1122	ANNISTON, AL 36202-1122	ANNISTON, AL 36202-1122	12/24/2012	2,500 00
UNITED WAY OF HOOD COUNTY	PO BOX 1611	GRANBURY, TX 76048-8611	GRANBURY, TX 76048-8611	12/24/2012	2,500 00
UNITED WAY OF LAREDO, INC	1815 E HILLSIDE ROAD	LAREDO, TX 78041	LAREDO, TX 78041	11/28/2012	2,500 00
UNITED WAY OF MADISON COUNTY INC	701 ANDREW JACKSON WAY NE	HUNTSVILLE, AL 35801-3504	HUNTSVILLE, AL 35801-3504	12/24/2012	5,040 00
UNITED WAY OF MARION COUNTY, INC	1401 NE 2ND ST	OCALA, FL 34470	OCALA, FL 34470	12/24/2012	2,000 00
UNITED WAY OF MARSHALL COUNTY	705 BLOUNT AVENUE	GUNTERSVILLE, AL 35976-0000	GUNTERSVILLE, AL 35976-0000	12/24/2012	1,000 00
UNITED WAY OF MORGAN COUNTY	PO BOX 1058	DECATUR, AL 35602	DECATUR, AL 35602	12/24/2012	3,000 00
UNITED WAY OF N CAMERON CO	134 E VAN BUREN AVE	HARLINGEN, TX 78550-6828	HARLINGEN, TX 78550-6828	11/28/2012	5,000 00
UNITED WAY OF NORTHEAST FLORIDA INC	1301 RIVERPLACE BLVD STE 400	JACKSONVILLE, FL 32207-9000	JACKSONVILLE, FL 32207-9000	12/24/2012	9,000 00
UNITED WAY OF OKALOOSA-WALTON	112 TUPELO AVE SE	FT WALTON BEACH, FL 32548-5555	FT WALTON BEACH, FL 32548-5555	12/24/2012	5,000 00
UNITED WAY OF SAN ANTONIO & BEXAR CO	700 S ALAMO	SAN ANTONIO, TX 78205-3404	SAN ANTONIO, TX 78205-3404	11/28/2012	7,500 00
UNITED WAY OF SOUTH TEXAS	1200 E HACKBERRY, SUITE F	MCALLEN, TX 78501	MCALLEN, TX 78501	11/28/2012	10,000 00
UNITED WAY OF SW ALABAMA	PO DRAWER 89	MOBILE, AL 36601-0089	MOBILE, AL 36601-0089	11/28/2012	5,000 00
UNITED WAY OF TARRANT COUNTY	1500 N MAIN ST	FT WORTH, TX 76164-8903	FT WORTH, TX 76164-8903	11/28/2012	5,000 00

BBVA COMPASS FOUNDATION

EIN 63-0823545

2012 CONTRIBUTIONS

NAME	ADDRESS 1	ADDRESS 2	CITY, STATE, ZIP	DATE	AMOUNT
UNITED WAY OF WILLIAMSON COUNTY	1111 NORTH IH-35, SUITE 220	ROUND ROCK, TX 78664	ROUND ROCK, TX 78664	7/27/2012	5,000 00
UNITED WAY TUCSON & S ARIZONA	330 N COMMERCE PARK LOOP	TUCSON, AZ 85745-2789	TUCSON, AZ 85745-2789	11/28/2012	7,500 00
UNIV OF NORTH TEXAS HEALTH SCIENCE	SCIENCE CENTER FOUNDATION	3500 CAMP BOWIE BLVD	FORT WORTH, TX 76107-2644	7/27/2012	7,500 00
UNIVERSITY OF ARIZONA FOUNDATION	1111 N CHERRY AVE	TUCSON, AZ 85721-0109	TUCSON, AZ 85721-0109	12/24/2012	5,000 00
UNIVERSITY OF ARIZONA FOUNDATION	1111 N CHERRY AVE	TUCSON, AZ 85721-0111	TUCSON, AZ 85721-0111	12/24/2012	2,500 00
UNIVERSITY OF CALIFORNIA, RIVERSIDE	3148 HINDERAKER HALL	RIVERSIDE, CA 92521-0001	RIVERSIDE, CA 92521-0001	12/24/2012	1,000 00
UNIVERSITY OF NO COLORADO FDN	JUDY FARR ALUMNI CTR, CAMPUS BOX	GREELEY, CO 80639-0001	GREELEY, CO 80639-0001	12/24/2012	2,000 00
UNIVERSITY OF NORTH AL	FOUNDATION	UNA BOX 5075	FLORENCE, AL 35632-0001	3/12/2012	5,000 00
UNIVERSITY OF NORTH FLORIDA	FOUNDATION, INC	1 UNF DRIVE - ALUMNI HALL	JACKSONVILLE, FL 32224-7699	7/27/2012	5,000 00
UNIVERSITY OF SOUTH ALABAMA	650 CLINIC DRIVE, RM 2150, DEV OF	MOBILE, AL 36688-0002	MOBILE, AL 36688-0002	11/28/2012	10,000 00
URBAN MINISTRY, INC	1229 COTTON AVE SW	BIRMINGHAM, AL 35211-1914	BIRMINGHAM, AL 35211-1914	5/8/2012	5,000 00
UT-PAN AMERICAN FOUNDATION	1201 W UNIVERSITY DR ITT BLDG 1	EDINBURG, TX 78539-2999	EDINBURG, TX 78539-2999	11/28/2012	10,000 00
VALLEY LAND FUND	2400 N 10TH ST STE A	MCALLEN, TX 78501-4072	MCALLEN, TX 78501-4072	11/28/2012	5,000 00
VALLEY OF THE SUN YMCA	350 N FIRST AVENUE	PHOENIX, AZ 85003-0000	PHOENIX, AZ 85003-0000	5/8/2012	20,000 00
VALLEY PROUD ENVIRONMENTAL COUNCIL	513 E JACKSON ST STE 304		HARLINGEN, TX 78550-6877	11/28/2012	3,500 00
VALLEY ZOOLOGICAL SOCIETY	DBA GLADYS PORTER ZOO	500 RINGGOLD ST	BROWNSVILLE, TX 78520-7918	7/27/2012	2,500 00
VAN CLIBURN FOUNDATION, INC	2525 RIDGMAR BLVD STE 307	FORT WORTH, TX 76116-4583	FORT WORTH, TX 76116-4583	11/28/2012	5,000 00
VANNIE E COOK JR CANCER	FOUNDATION, INC	101 W EXPRESSWAY 83	MCALLEN, TX 78503-1341	5/18/2012	10,000 00
VILLAGE OF PROMISE, INC	200 PRATT AVENUE	HUNTSVILLE, AL 35801	HUNTSVILLE, AL 35801	12/24/2012	2,500 00
VOLUNTEERS FOR OUTDOOR COLORADO	600 SOUTH MARION PARKWAY	DENVER, CO 80209	DENVER, CO 80209	5/18/2012	2,500 00
VULCAN PARK AND MUSEUM	1701 VALLEY VIEW DRIVE	BIRMINGHAM, AL 35209	BIRMINGHAM, AL 35209	12/27/2012	2,750 00
WARREN VILLAGE, INC	1323 GILPIN ST	DENVER, CO 80218-2552	DENVER, CO 80218-2552	12/24/2012	5,000 00
WASHINGTONS BIRTHDAY CELEBRATION	ASSOCIATION OF LAREDO	1819 E HILLSIDE RD	LAREDO, TX 78041-3383	5/8/2012	100 00
WEEKS BAY FOUNDATION, INC	11401 US HIGHWAY 98	FAIRHOPE, AL 36532-5404	FAIRHOPE, AL 36532-5404	11/28/2012	1,500 00
WELD FOOD BANK	1108 H STREET	GREELEY, CO 80631-9100	GREELEY, CO 80631-9100	12/24/2012	2,000 00
WEST ANNISTON FOUNDATION	1700 W 10TH ST	ANNISTON, AL 36201-4302	ANNISTON, AL 36201-4302	12/24/2012	1,200 00
WJCT INC	100 FESTIVAL PARK AVE	JACKSONVILLE, FL 32202-1309	JACKSONVILLE, FL 32202-1309	7/27/2012	5,000 00
WOMEN INVOLVED IN NURT GIV SHRG	7500 HIGHWAY 90 WEST #2-240	SAN ANTONIO, TX 78227	SAN ANTONIO, TX 78227	11/28/2012	5,000 00
WOMEN TOGETHER FOUNDATION	511 NORTH CYNTHIA STREET	MCALLEN, TX 78501-8712	MCALLEN, TX 78501-8712	11/28/2012	12,000 00
WOMEN'S BUSINESS CENTER OF	NORTH ALABAMA (WBCNA)	225 CHURCH STREET	HUNTSVILLE, AL 35801	3/12/2012	1,000 00
WOMEN'S BUSINESS CENTER, INC	1301 AZALEA RD	MOBILE, AL 36693-4703	MOBILE, AL 36693-4703	12/24/2012	3,000 00
WOMEN'S CENTER OF TARRANT CO	1723 HEMPHILL ST	FORTH WORTH, TX 76110-1516	FORTH WORTH, TX 76110-1516	11/28/2012	5,000 00
WOMEN'S RESOURCE OF GRTR HOUSTON	730 N POST OAK RD STE 204	HOUSTON, TX 77024-3969	HOUSTON, TX 77024-3969	11/28/2012	10,000 00
WONDERS & WORRIES	9101 BURNET RD STE 107	AUSTIN, TX 78758-5260	AUSTIN, TX 78758-5260	11/28/2012	2,500 00
WORLD AFFAIRS COUNCIL OF	JACKSONVILLE	3948 THIRD STREET, SOUTH, #380	JACKSONVILLE, FL 32250-5847	7/27/2012	3,000 00
YAVAPAI REGIONAL MEDICAL	CENTER FOUNDATION	1003 WILLOW CREEK ROAD	PRESCOTT, AZ 86301-1641	3/12/2012	15,000 00
YES PREP PUBLIC SCHOOLS INC	6201 BONHOMME RD STE 168N		HOUSTON, TX 77036-4427	11/28/2012	3,000 00
YMCA COLUMBUS	PO BOX 1640	COLUMBUS, GA 31902-1640	COLUMBUS, GA 31902-1640	12/24/2012	2,000 00
YMCA OF FLORIDA'S FIRST COAST	12735 GRAN BAY PKWY W STE 250	JACKSONVILLE, FL 32258-4499	JACKSONVILLE, FL 32258-4499	3/12/2012	5,000 00
YMCA OF METROPOLITAN FT WORTH	512 LAMAR ST	FORTH WORTH, TX 76102-3754	FORTH WORTH, TX 76102-3754	11/28/2012	5,000 00
YMCA OF NORTHWEST FLORIDA	420 N PALAFOX ST	PENSACOLA, FL 32501-3919	PENSACOLA, FL 32501-3919	12/24/2012	2,000 00
YOUNG MENS CHRISTIAN ASSOCIATION	OF AUSTIN TEXAS	1402 EAST CESAR CHAVEZ	AUSTIN, TX 78702-4354	5/8/2012	10,000 00
YOUNG TEXANS AGAINST CANCER	P O BOX 22915	HOUSTON, TX 77227-2915	HOUSTON, TX 77227-2915	4/24/2012	5,000 00
YWCA FOUNDATION	309 23RD ST N	BIRMINGHAM, AL 35203-3820	BIRMINGHAM, AL 35203-3820	3/12/2012	20,000 00
ZACHARY SCOTT THEATRE CENTER	1510 TOOMEY RD	AUSTIN, TX 78704-1078	AUSTIN, TX 78704-1078	5/8/2012	5,000 00
ZEBRA FOUNDATION FOR YOUTH INC	PO BOX 1513	WINDERMERE, FL 34786-1513	WINDERMERE, FL 34786-1513	12/24/2012	2,500 00
ZELPHA'S CULTURAL DEVELOPMENT CORP	PO BOX 2197	TUSCALOOSA, AL 35403-2197	TUSCALOOSA, AL 35403-2197	12/24/2012	1,000 00
ZOOLOGICAL SOCIETY OF SAN DIEGO	P O BOX 120551	SAN DIEGO, CA 92112-0551	SAN DIEGO, CA 92112-0551	3/12/2012	33,000 00
			TOTAL		4,606,800 00

**RESOLUTIONS OF THE BOARD OF TRUSTEES
OF BBVA COMPASS FOUNDATION**

May 29, 2012

WHEREAS, the Board of Trustees (the "Board") of the BBVA Compass Foundation (the "Foundation") deems it appropriate, desirable and in the best interests of the Foundation to amend the bylaws of the Foundation to appoint three (3) new trustees and make other necessary amendments to the bylaws; and

WHEREAS, the Board deems it appropriate, desirable and in the best interests of the Foundation to reappoint for another term the current officers of the Foundation;

NOW, THEREFORE, BE IT RESOLVED, the amended and restated bylaws accompanying these Resolutions as Exhibit A are hereby approved and adopted and such amended and restated bylaws appoint the following three (3) new trustees:

1. Angel Reglero;
2. Jeffery Talpas; and
3. Sandy Salgado.

RESOLVED, that the Board does hereby elect and appoint for another term the following officers of the Foundation in the capacity designated adjacent to their names below:

Name	Title
Tiffany Dunne	President
J. Reymundo Ocañas	Vice President and Executive Director
Kirk Pressley	Treasurer
Joseph B. Cartee	Secretary

RESOLVED, that the proper officers of the Foundation are authorized, empowered and directed for and on behalf of the Foundation to do any and all acts and things necessary or appropriate in connection with the adoption and effectuation of the foregoing resolutions, including without limitation the execution, attestation of any documents, instruments, or contracts and the communication of such resolutions to appropriate persons.

IN WITNESS WHEREOF, I hereby certify that these Resolutions were adopted by the Board of Trustees of the BBVA Compass Foundation at its annual meeting held on May 29, 2012.

Joseph B. Cartee
Secretary

Exhibit A

Amended and Restated Bylaws dated May 29, 2012

**BYLAWS
OF
BBVA COMPASS FOUNDATION**

Second Amended and Restated dated May 29, 2012

**BYLAWS
OF
BBVA COMPASS FOUNDATION**

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**BYLAWS
OF
BBVA COMPASS FOUNDATION**

**ARTICLE I
Board of Trustees**

Section 1. Creation of Board. All corporate powers of BBVA Compass Foundation (the "Foundation") shall be exercised by or under the authority of, and the business and affairs of the Foundation shall be managed under the discretion of, a Board of Trustees (the "Board"). All of the powers and duties conferred or imposed upon a board of directors by Sections 10-3A-1, *et seq.*, Code of Alabama (1975) as amended, shall be exercised and performed by the Board.

Section 2. Eligibility to Serve as Trustee. The following officers of Compass Bank (or any successor thereto) shall serve as trustees of the Foundation during the period in which they hold such offices:

Compass Bank Office	Current Office Holder
President and Chief Executive Officer	Manolo Sánchez
Chief Financial Officer	Angel Reglero
Retail Banking Executive Officer	Jeffery Talpas
Commercial Banking Executive Officer	Rafael Bustillo
Wealth Management Executive Officer	William Helms
U.S. Corporate and Investment Banking Executive	Sandy Salgado
Chief Human Resources Executive	James G. Heslop
General Counsel	B. Shane Clanton
Director, Communications & Corporate Responsibility	Tiffany Dunne
Director, Corporate Reputation and Responsibility	J. Reymundo Ocañas

The Chief Executive Officer of Compass Bank shall serve as Chairman of the Board. When the current office holder ceases to hold such position, whether as a result of retirement, termination of employment or a change in corporate responsibilities, he or she shall automatically cease to be a member of the Board of Trustees, and his or her successor shall automatically become a member of the Board. For so long as any officer holds more than one office at Compass Bank which is designated to serve as a trustee of the Foundation, then the number of trustees of the Foundation will be reduced by the number of positions held by the individual in excess of one position. If Compass Bank should change the titles of its officers such that any of the above-designated titles is no longer utilized, the remaining members of the Board shall designate a successor by amendment of the Bylaws, even if the remaining members shall constitute less than a quorum of the Board.

Section 3. Annual Meeting of the Board. The annual meeting of the Board shall be held at such time and place as the Board may determine.

Section 4. Regular Meetings of the Board. Regular meetings of the Board shall be held at such times and places as the Board may determine. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding business day which is not a legal holiday.

Section 5. Special Meetings of the Board. Special meetings of the Board may be called by either (a) the Chairman of the Board or (b) a majority of the trustees then in office. Each special meeting shall be held at such time and place as may be specified in the notice of the special meeting. Business transacted at a special meeting shall be limited to the purpose or purposes stated in the notice of meeting.

Section 6. Notice of Meetings. Notice of the time, day, and place of all meetings of the Board shall be given to all members of the Board in person or by telephone, mail, e-mail, or facsimile, by or at the direction of the Chairman of the Board or the persons who called the meeting. For special meetings, the notice of meeting shall further specify the purpose or purposes for which the meeting is being called. If the notice is sent by mail, it must be deposited in the United States first class mail or with a private mail carrier for overnight delivery, postage prepaid and addressed to the member at his address as it appears on the records of the Foundation, at least five days before the day of the meeting. If the notice is sent by any other method or is delivered in person, the notice must be sent or delivered at least forty-eight hours before the meeting. A waiver of notice in writing signed by the person or persons entitled to notice, whether before or after the time stated therein, shall be equivalent to the giving of notice.

Section 7. Quorum. A majority of the trustees then in office shall constitute a quorum at any meeting of the Board for the transaction of business. The act of a majority of the trustees present at any meeting at which there is a quorum shall be an act of the Board, except as may be otherwise specifically provided by law or by the Articles of Incorporation of the Foundation or by these Bylaws. Members of the Board may participate in any meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating at the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 8. Written Consent Actions. Any action required to be taken or permitted to be taken by the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board. The written consent action shall have the same force and effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 9. Compensation of Trustees. Trustees shall not receive compensation for their services in such office; provided, however, that the Board may provide for the reimbursement of reasonable expenses.

ARTICLE II Committees

Section 1. In General. The Board may, by a resolution passed by a majority of the trustees then in office, create an executive committee and such committees as it may deem necessary or useful to promote the purposes and carry on the work of the Foundation. Each such committee shall consist of members of the Board who are elected to membership in such committee by the Board. To the extent authorized to do so in an enabling resolution, committees may exercise the power of the Board, except that no committee shall have the power to do any of the following:

- (a) Amend or restate the Articles of Incorporation;
- (b) Amend, alter, or repeal the Bylaws;
- (c) Adopt a plan for the distribution in liquidation of the assets of the Foundation;
- (d) Effect a dissolution of the Foundation;
- (e) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation;
- (f) Adopt a plan of merger or consolidation;
- (g) Elect, appoint, or remove any member of any such committee or any trustee or officer of the Foundation; or
- (h) Amend, alter, or repeal any action or resolution of the Board unless by its terms such resolution provides that it may be amended, altered, or repealed by such committee.

The Board may by resolution create other committees not having or exercising the authority of the Board. Persons serving on such committees need not be members of the Board.

Section 2. Terms. Each member of a committee shall continue in such capacity until the next annual meeting of the Board or until such person's successor is appointed, unless the committee shall sooner be terminated by the Board.

Section 3. Resignation and Removal. Any member of a committee may resign at any time upon written notice to the Foundation addressed to it at its principal office or to its President or Secretary. The Board may remove any member of a committee from such office at any time with or without cause.

Section 4. Chairmen of Committees. The Board shall appoint one member of each committee as chairman.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as is provided for in the case of original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board establishing the committee, a majority of the whole committee shall constitute a quorum.

Section 7. Written Consent Actions. Any action required to be taken or permitted to be taken by a committee of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the committee. The written consent action shall have the same force and effect as a unanimous vote of such committee and shall be filed with the minutes of the proceedings of such committee.

Section 8. Rules of Governance. Each committee may adopt rules for its own governance not inconsistent with the Articles of Incorporation of the Foundation, these Bylaws, or rules adopted by the Board. If a committee does not adopt such rules, the rules applicable to the Board shall apply to the committee.

ARTICLE III Officers

Section 1. In General. The officers of the Foundation shall consist of a Chairman of the Board, a President, one or more Vice Presidents, a Secretary, and a Treasurer. Such officers shall be elected by the Board at its annual meeting and shall serve upon such conditions as the Board deems appropriate, except that such individual who serves as the Chief Executive Officer for Compass Bank shall serve as Chairman of the Board. The Board may appoint such other officers, assistant officers, and agents (including an Executive Director) as it deems necessary to carry out the business of the Foundation. Such other officers, assistant officers, and agents shall hold their offices upon such conditions and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. Two or more offices may be held by the same person, except that the President may not also serve as Secretary. No officer, other than the Chairman of the Board, need be a member of the Board.

Section 2. Terms. Unless an officer should earlier resign, be removed from office, be disqualified from serving in such office, become incapacitated, or die, each officer shall hold office for a term ending on the date of the annual meeting following such officer's election;

provided, however, that if (a) the officer is not re-elected at such annual meeting, (b) no successor is elected to fill the position held by such officer, and (c) the Board does not designate the office as vacant, then the officer shall continue to serve as such officer until one of the events in (a), (b), or (c) should occur, but for a period of no more than three years. Notwithstanding any other provision of these Bylaws, any officer may be removed at any time, with or without cause, by the vote of a majority of the members of the Board then in office.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term related to the vacancy.

Section 4. Duties of the Chairman of the Board. The Chairman of the Board shall, when present, preside at all meetings of the Board. In general, such person shall perform all the duties incident to the office of chairman of the board. The Chairman of the Board shall perform such other duties as may be prescribed by these Bylaws or assigned to such person by the Board.

Section 5. Duties of the President. The President shall be the chief executive officer of the Foundation and shall be subject to the general direction of the Board. The President shall exercise general supervision over the property, business, and affairs of the Foundation, shall perform such other duties as may be prescribed by these Bylaws or assigned to such person by the Board, and shall coordinate the work of the other officers of the Foundation.

Section 6. Duties of Vice Presidents. The Vice Presidents, in order of their seniority or as designated by the Board, shall in the absence, inability, or disability of the President perform the duties and exercise the powers of said office, and when so acting shall be subject to all restrictions upon the President. At all other times the Vice Presidents shall perform such other duties and exercise such other powers as the Board may prescribe, or as the President may delegate.

Section 7. Duties of the Secretary. The Secretary shall record the minutes of the meetings of the Board and shall perform such other duties as may be delegated to the Secretary by the President or the Board. The Secretary shall have charge of the seal of the Foundation.

Section 8. Duties of the Treasurer. The Treasurer shall have charge and custody of the funds, securities, and other like property of the Foundation and shall be responsible for the receipt, investment, safeguarding, and disbursement of the funds of the Foundation. The Treasurer shall be subject to the general direction of the President and the Board.

Section 9. Duties of the Executive Director. The Executive Director, if one is appointed by the Board, shall have general supervision over the daily management of the business of the Foundation and shall be responsible for carrying into effect all actions and resolutions of the Board to the extent that such actions and resolutions are not made the responsibility of another officer of the Foundation. The Executive Director shall make such reports to the Board as it may require. The Executive Director shall be subject to the general direction of the Chairman of the Board.

Section 10. Execution of Documents. The Chairman of the Board, the President, and any Vice President are authorized, in their discretion and to the extent permitted herein and by

law, to do and perform any and all corporate and official acts in carrying on the Foundation's business, including but not limited to the authority to make, execute, acknowledge, and deliver all written instruments that may be necessary in the purchase, sale, lease, assignment, transfer, management, or handling in any way of property of any description held or controlled by the Foundation in any capacity. The Board may authorize any other officer or officers or agent or agents to enter into such instruments, and such authority may be delegated by the person so authorized. The Treasurer, the Secretary, or any Assistant Treasurer or Assistant Secretary is authorized to attest the signature of another officer on such instruments and to affix the corporate seal to any and all instruments requiring such attestation or execution under seal; provided, however, that no person holding two offices shall attest his own signature.

In addition to the foregoing, the Treasurer may give receipts and endorse checks, drafts, and other instruments for the payment of money for deposit or collection by the Foundation.

The enumeration herein of particular powers shall not restrict in any way the general powers and authority of the officers.

Section 11. Compensation of Officers of Officers and Employees. The officers and employees of the Foundation may receive such reasonable compensation for services rendered as the Board may deem appropriate. The Board will approve all compensation arrangements in advance of paying compensation and will document such arrangements in writing. Such documentation will include the names of those persons who decided or voted on the compensation arrangements, information about compensation paid by similarly-situated taxable or tax-exempt organizations for similar services (including any compensation surveys compiled by independent firms or actual written offers from similarly-situated organizations), and any other information on which the Board relies in making its decision. The Board shall review its compensation arrangements periodically.

The Foundation shall make no loans to its trustees or officers.

ARTICLE IV Conflicts of Interest

Section 1. Purpose. It is the policy of the Foundation that all persons who exercise substantial influence over the affairs of the Foundation should be free from the influence of conflicting interests when they act on behalf of the Foundation, and that they should act solely in the best interests of the Foundation, without regard to personal considerations. All transactions with persons who exercise substantial influence over the affairs of the Foundation shall satisfy the requirements to meet the rebuttable presumption of reasonableness under Section 4958 of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any subsequent federal tax law), and the regulations currently or hereafter promulgated thereunder (the "Code")

This Article IV provides procedures to be observed when the Foundation is contemplating entering into a Transaction that might benefit the private interest of a person who exercises substantial influence over the affairs of the Foundation, to require the reporting of such private benefits, to address the making of compensation determinations and the receipt of gifts, and to require annual statements of compliance with this Article IV. This Article IV is intended

to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to the Foundation, including Section 4958 of the Code.

Section 2. Definitions. For purposes of this Article IV:

- (a) A “Conflict of Interest” exists where any of the following are present:
 - (1) The Foundation is contemplating entering into, a Transaction or Compensation Arrangement, with an Interested Person or a Related Person; or
 - (2) The Foundation is contemplating entering into a Transaction in which an Interested Person’s personal interests (or those of a Related Person), or interests which the Interested Person (or a Related Person) owes to others, arise simultaneously or appear to clash with those interests of the Foundation.
- A Conflict of Interest does not exist when the Transaction will result in benefits to an Interested Person (or a Related Person) which are also available to a large group, or when the benefits are of inconsequential value. Further, a Conflict of Interest does not exist when an Interested Person votes on the election of the Interested Person or others to unpaid positions.
- (b) “Compensation Arrangement” includes direct and indirect remuneration as well as gifts or favors.
 - (c) “Governing Board” means the Foundation’s Board of Trustees or other body which is considering a Transaction.
 - (d) “Influential Persons” means the employees, officers, and trustees of the Foundation and any other persons who, based on all facts and circumstances, are in a position to exercise substantial influence over the affairs of the Foundation. Such term does not include Interested Persons.
 - (e) “Interested Person” means the persons who are members of the Governing Board.
 - (f) “Related Person” means (1) an Interested Person’s spouse, siblings, ancestors, descendants, and the spouses of descendants and (2) a corporation, partnership, trust, or estate in which the Interested Person or any person described in (1) own an investment or beneficial interest.

- (g) “Transaction” means a transaction, arrangement, or decision to be entered into by the Foundation.

Section 3. Disclosure of an Interested Person’s Conflict of Interest. An Interested Person shall disclose any Conflict of Interest of the Interested Person to the Governing Board. Disclosure of the Conflict of Interest, including all material facts, shall be accomplished by written or oral notice delivered to the Governing Board at a meeting of the Governing Board. Thereafter, the Interested Person shall leave the meeting.

Section 4. Actions for Addressing an Interested Person’s Conflict of Interest. With respect to any Conflict of Interest of an Interested Person disclosed to or identified by the Governing Board pursuant to this Article IV, the Governing Board shall take the following action:

- (a) The chairman of the Governing Board shall, if appropriate, appoint a disinterested person or committee to investigate a reasonable alternative to the Transaction;
- (b) After exercising due diligence, the Governing Board shall determine whether the Foundation can secure, with reasonable efforts, a more advantageous Transaction such that no Conflict of Interest is present; and
- (c) If a more advantageous Transaction cannot be secured without creating a Conflict of Interest, the Governing Board shall determine whether the Transaction is fair and reasonable to the Foundation, in its best interest, and for its own benefit. The Foundation shall thereafter make its decision as to whether to enter into the Transaction.

No Transaction between the Foundation and an Interested Person or a Related Person shall be either void or voidable solely because of a Conflict of Interest, if the Conflict of Interest is disclosed to the Governing Board, and the underlying Transaction is found to be fair and reasonable to the Foundation and in the best interest of the Foundation, in accordance with this Article IV.

All decisions of the Governing Board shall be taken by a majority vote of the disinterested members of the Governing Board. With respect to proceedings required by this Section 4, the minutes of meetings of the Governing Board shall contain:

- (aa) The names of the Interested Persons who disclosed or otherwise were found to have a Conflict of Interest;
- (bb) The nature of the Conflict of Interest;
- (cc) Any action taken to determine whether the Transaction was or would be fair and reasonable to the Foundation and in its best interest;

- (dd) The determination of the Governing Board as to whether the Transaction in fact was or would be in the best interest of the Foundation; and
- (ee) The names of the persons who were present for discussions and votes relating to the Transaction, the content of the discussion, including any alternatives to the Transaction, and a record of any votes taken in connection with the proceedings.

Section 5. Conflicts of Interest for Influential Persons. The preceding sections of this Article IV apply to Conflicts of Interest involving Interested Persons. Influential Persons shall also be subject to this Article IV as follows:

- (a) The definitions of “Conflict of Interest” and “Related Person” shall be applied by substituting “Influential Person” for “Interested Person.”
- (b) In the event that an Influential Person has a role in the contemplation of a Transaction which is a Conflict of Interest, the Influential Person shall disclose the Conflict of Interest to a supervisor who is disinterested. The Influential Person shall thereafter not be involved in the Transaction. Rules similar to those in Section 4 shall be applicable to the deliberations of the disinterested supervisor.

Section 6. Failure to Disclose a Conflict of Interest. If the Board has reasonable cause to believe any Interested Person or Influential Person has failed to make the disclosure required by this Article IV, the Board shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose. After hearing the response, if any, of the person, and after making further investigation as warranted by the circumstances, the Board shall take appropriate disciplinary and corrective action.

Section 7. Annual Statements. Each year at the Board’s annual meeting, the Board shall identify the Interested Persons and the Influential Persons. Thereafter, each Interested Person and each Influential Person shall complete and affirm a statement, in the form of Exhibit A attached hereto, that such person (a) has received a copy of this Article IV; (b) has read and understands this Article IV; (c) has agreed to comply with this Article IV; and (d) understands the Foundation is a nonprofit organization and that, in order to maintain its tax-exempt status, the Foundation must engage primarily in activities which accomplish one or more of its exempt purposes.

Section 8. Periodic Reviews. To ensure the Foundation operates in a manner consistent with its purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted by the Board. Any such review shall be conducted at or in conjunction with an annual meeting of the Board and shall address the following subjects:

- (a) whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and
- (b) whether partnerships, joint ventures, and arrangements with management organizations in which the Foundation participates, conform to the Foundation's written policies, are properly recorded, reflect reasonable investments or payments for goods and services, further the purposes of the Foundation, and do not result in any inurement, impermissible private benefit or in any excess benefit transaction.

When conducting the periodic reviews provided for in this Section 8, the Foundation may, but need not, use outside advisors. Use of outside experts shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE V

Whistleblower Policy

The Foundation will adhere to all laws and regulations that apply to it. The support of all employees, officers, and trustees is necessary to achieving compliance with various laws and regulations. The Foundation will not retaliate against an employee, officer, or trustee who, in good faith, has made a protest as to, complained about, disclosed, or threatened to disclose some practice of the Foundation to a supervisor, public body, or law enforcement officer on the basis of a reasonable belief that the practice is in violation of a law, rule, or regulation or is in violation of a clear mandate of public policy.

Employees, officers, and trustees are encouraged to make such protests, complaints, and disclosures within the Foundation prior to seeking redress outside the Foundation. Any employee may make such complaints in writing to such employee's supervisor, any officer, or any member of the Board. Any officer may make such complaints in writing to any superior officer or any member of the Board. Any trustee may make such complaints in writing to the Chairman of the Board.

Any person receiving such a complaint shall immediately report it to the Chairman of the Board (or to some other board member, officer, or employee of the Foundation who is not implicated by the complaint), and the receiver of the report shall appoint a committee of three members of the Board to investigate the complaint. The results of such investigation shall be distributed to the Board within thirty days of appointment of such committee. If, given the nature of the complaint, a committee of the Board cannot be appointed, legal counsel shall be consulted and appropriate actions taken.

An employee, officer, or trustee who files a complaint must be acting in good faith and must have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

ARTICLE VI

Document Retention Policy

Section 1. Purpose. This Article VI provides for the systematic review, retention and destruction of documents received or created by the Foundation in connection with the transaction of the Foundation's business. This Article VI covers all records and documents, regardless of physical form and contains guidelines for how long certain documents should be kept and how records should be destroyed. The Article VI is intended to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records, and to facilitate the Foundation's operations by promoting efficiency and freeing up valuable storage space.

Section 2. Document Retention. The Foundation shall abide by the document retention time periods provided below. Documents that are not listed but are substantially similar to a document which is listed shall be retained for the length of time provided for the listed document.

Corporate Records

Articles of Incorporation	Permanent
Bylaws	Permanent
Board and Committee Minutes	Permanent
Annual Reports to Secretary of State/Attorney General	Permanent
IRS Form 1023 (Application for Tax-Exempt Status)	Permanent
IRS Determination Letter	Permanent
State Tax Correspondence	Permanent

Accounting and Corporate Tax Records

Annual Audits and Financial Statements	Permanent
General Ledgers	Permanent
IRS Form 990 (Tax Returns)	Permanent
Business Expense Records	7 years
IRS Form 1099s	7 years
Journal Entries	7 years
Invoices	7 years
Donor Records and Acknowledgement Letters	7 years
Grant Agreements and Applications	5 years after completion
Sales Records	5 years

Bank Records

Check Registers	Permanent
Bank Deposit Slips	7 years
Bank Statements and Reconciliation	7 years

Electronic Fund Transfer Documents	7 years
Petty Cash Vouchers	3 years
Cash Receipts	3 years
Credit Card Receipts	3 years

Other

Insurance Policies	Permanent
Real Estate Documents	Permanent
Stock and Bond Records	Permanent
Copyright Registrations	Permanent
Contracts	7 years after completion
Leases	6 years after expiration
Correspondence	3 years

Section 3. Electronic Documents and Records. Electronic documents will be retained as if they were paper documents. Therefore, any electronic files, including records of donations made online will be maintained for the appropriate amount of time if they are listed in Section 2 of this Article VI. Email messages which are required to be maintained shall be printed in hard copy and placed in the appropriate file or moved to an archive computer file folder. Backup and recovery methods will be tested on a regular basis.

Section 4. Emergency Planning. The Foundation's records will be stored in a safe, secure and accessible manner. Documents and financial files that are essential to the Foundation's operations during emergencies will be duplicated or backed up at least every week and maintained off site.

Section 5. Document Destruction. The Foundation's officers shall be responsible for implementing this Article VI. Any documents which are due for destruction but which contain confidential or proprietary information shall be shredded. Absent legal advice to the contrary as well as the consent of the Chairman of the Board, no documents shall be destroyed during the course of any investigation or lawsuit which involves the Foundation or its employees, officers, trustees, or agents.

Section 6. Compliance. Failure on the part of officers and employees to follow this Article VI can result in disciplinary action. The Chairman of the Board will periodically review this Article VI with legal counsel or the organization's certified public accountant.

ARTICLE VII

Seal

The corporate seal of the Foundation shall consist of two concentric circles, between the edges of which shall be engraved the words: "BBVA Compass Foundation", and across the center thereof the words: "Corporate Seal".

ARTICLE VIII
Principal Place of Business

The principal place of business of the Foundation shall be in Jefferson County, Alabama, or at such other place or places as may be designated from time to time by the Board.

ARTICLE IX
Fiscal Year

The fiscal year of the Foundation shall begin on January 1 and shall end on December 31, but may be changed by the Board.

ARTICLE X
Investments

The Foundation shall have the right to retain all or any part of any securities or property acquired by it in any manner whatsoever and to invest and reinvest any funds held by it, according to the judgment of the Board; provided, however, that no action shall be taken by or on behalf of the Foundation if such action is a prohibited transaction or would result in the denial or loss of status as a tax-exempt organization under the provisions of Section 501(c)(3) of the Code.

ARTICLE XI
Amendments

These Bylaws may be amended, repealed, or altered in whole or in part by the Board at any meeting which is duly convened after notice of such purpose.

ARTICLE XII
Immunity

Section 1. Statutory Immunity for Officers. Pursuant to Section 10-11-1, *et seq*, Code of Alabama (1975), each noncompensated officer and member of a governing body of the Foundation shall be immune from suit and not subject to civil liability arising from the conduct of the affairs of the Foundation except as follows: (a) his act or omission gives rise to a cause of action and amounts to willful or wanton misconduct or fraud, or gross negligence; (b) the civil action is brought by the Foundation; (c) the cause of action relates to a personal injury to, or death of, another person or property damage arising from an accident inflicted by the officer or trustee acting within the line and scope of his duties; or (d) an action is brought by the Department of Examiners of Public Accounts.

Section 2. Statutory Immunity for Volunteers. Pursuant to Section 6-5-336, Code of Alabama (1975), all volunteers shall be immune from civil liability on the basis of any act or omission of such volunteer resulting in damage or injury if both (a) the volunteer was acting in good faith and within the scope of such volunteer's official functions and duties for the Foundation, and (b) the damage or injury was not caused by willful or wanton misconduct by such volunteer. For purposes of this Section 2, the term "volunteer" shall include all persons performing services for the Foundation without compensation (other than reimbursement for

actual expenses incurred), and such term shall include any such person serving as a director, officer, trustee, or direct service volunteer.

ARTICLE XIII

Indemnification

Section 1. Definition. For purposes of this Article XIII, the term “officer” shall include the Foundation’s officers, directors, trustees, and the members of any other governing body of the Foundation, and any reference herein to directors, trustees, officers, employees, or agents shall include former directors, trustees, officers, employees, and agents and their respective heirs, executors, and administrators.

Section 2. In General. The Foundation shall indemnify any officer of the Foundation who was, is, or is threatened to be made a party to any proceeding by reason of the fact that the officer is or was such an officer or is or was serving at the request of the Foundation as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other profit or nonprofit enterprise against all liabilities and expenses incurred in the proceeding except such liabilities and expenses as are incurred because of the officer’s willful misconduct or knowing violation of the criminal law. Unless a determination has been made that indemnification is not permissible, the Foundation shall make advances and reimbursements for expenses incurred by an officer of the Foundation in a proceeding upon receipt of an undertaking from the officer to repay the same if it is ultimately determined that the officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the officer of the Foundation and shall be accepted without reference to the officer’s ability to make repayment. The Board is hereby empowered to contract in advance to indemnify and advance the expenses of any officer of the Foundation.

Section 3. Additional Indemnification. The Board is hereby empowered to cause the Foundation to indemnify or contract in advance to indemnify any person not specified in Section 2 of this Article XIII who is, was, or is threatened to be made a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other profit or nonprofit enterprise, to the same extent as if such person was specified as one to whom indemnification is granted in Section 2.

Section 4. Indemnification Insurance. The Foundation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article XIII and may also procure insurance, in such amounts as the Board may determine, on behalf of any person who is or was a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other profit or nonprofit enterprise, against any liability asserted against or incurred by such person in any such capacity or arising from such person’s status as such, whether or not the Foundation would have power to indemnify such person against such liability under the provisions of this Article XIII.

Section 5. Legal Determinations. In the event of a change in the composition of a majority of the Board after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to Section 2 of this Article XIII shall be made by special legal counsel agreed upon by the Board and the proposed indemnitee. If the Board and the proposed indemnitee are unable to agree upon such special legal counsel, the Board and the proposed indemnitee each shall select a nominee, and the nominees shall select such special legal counsel.

Section 6. Scope of Indemnification. The provisions of this Article XIII shall be applicable to all actions, claims, suits, or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification, or repeal of this Article XIII shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue, or matter in any then-pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification, or repeal.

EXHIBIT A

BBVA COMPASS FOUNDATION
ANNUAL DISCLOSURE STATEMENT

I, _____, hereby certify the following:

1. I have received a copy of the Conflicts of Interest Policy included in Article IV of the Bylaws of BBVA Compass Foundation (the "Policy");
2. I have read the Policy;
3. I understand the Policy;
4. I agree to comply with the Policy;
5. I have previously disclosed any conflicts of interest in accordance with the Policy;
6. I understand the BBVA Compass Foundation ("Foundation") is a nonprofit organization; and
7. I understand the Foundation must engage primarily in activities which accomplish one or more of its exempt purposes.

Dated _____, ____.

By: _____

Name: _____

Title: _____