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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 07-01-2012 , and ending 06-30-2013

Name of foundation
WHATLEY CHARITABLE TRUST CO COMPASS BANK -

A Employer identification number
72-6185747

Number and street (or P O box number if mail is not delivered to street address) Room/suite
P O BOX 10566 - WMG TAX DEPT

B Telephone number (see instructions)
(205) 297-6712

City or town, state, and ZIP code
BIRMINGHAM, AL 35296

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 649,982

J Accounting method ☐ Cash ☐ Accrual ☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	12,974	12,974		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	45,829			
	b	Gross sales price for all assets on line 6a 257,167				
	7	Capital gain net income (from Part IV, line 2)		45,829		
	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	58,803	58,803		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	9,725	8,753		972
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)	625	563	0	62
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	284			0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	94	94		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	10,728	9,410	0	1,034
	25	Contributions, gifts, grants paid	39,000			39,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	49,728	9,410	0	40,034
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	9,075			
	b	**Net investment income** (if negative, enter -0-)		49,393		
	c	**Adjusted net income** (if negative, enter -0-)			0	

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	9,000		
	2	Savings and temporary cash investments	5,488	5,182	5,182
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶		0	0
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	546,617	564,998	644,800
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			0
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	561,105	570,180	649,982
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **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.**			
	27	Capital stock, trust principal, or current funds	561,105	570,180	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	561,105	570,180	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	561,105	570,180	

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	561,105
2	Enter amount from Part I, line 27a	2	9,075
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	570,180
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	570,180

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	45,829
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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	21,986	605,461	0 036313
2010	35,345	632,298	0 055899
2009	9,945	563,275	0 017656
2008	94,852	550,810	0 172205
2007	66,301	782,438	0 084736

2	**Total** of line 1, column (d).	2	0 366809
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 073362
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	644,352
5	Multiply line 4 by line 3.	5	47,271
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	494
7	Add lines 5 and 6.	7	47,765
8	Enter qualifying distributions from Part XII, line 4.	8	40,034

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	988
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	988
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	988
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 600		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	600
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	388
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 0 **Refunded** ▶	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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____ **(2)** On foundation managers ▶ $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶AL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶COMPASS BANK Telephone no ▶(205) 297-6712

Located at ▶15TH S 20TH ST BIRMINGHAM AL ZIP +4 ▶35233

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ | 15 |

16	At any time during calendar year 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		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

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

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
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		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **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)?	**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?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☑ **No**			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**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
COMPASS BANK PO BOX 10566 BIRMINGHAM, AL 35296	TRUSTEE 20	9,725		

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 ▶				0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	654,164
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	654,164
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	654,164
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,812
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	644,352
6	**Minimum investment return.** Enter 5% of line 5	6	32,218

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	32,218
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 988		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	988
3	Distributable amount before adjustments Subtract line 2c from line 1	3	31,230
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	31,230
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	31,230

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	40,034
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	40,034
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	40,034

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				31,230
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010 , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. 27,994				
b From 2008. 67,483				
c From 2009. 0				
d From 2010. 4,644				
e From 2011. 0				
f Total of lines 3a through e.	100,121			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 40,034				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				31,230
e Remaining amount distributed out of corpus	8,804			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	108,925			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see 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)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	27,994			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	80,931			
10 Analysis of line 9				
a Excess from 2008. . . . 67,483				
b Excess from 2009. . . . 0				
c Excess from 2010. . . . 4,644				
d Excess from 2011. . . . 0				
e Excess from 2012. . . . 8,804				

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. . . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization 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

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

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

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

c Any submission deadlines

NONE

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

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				39,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .				0	12,974
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory				0	45,829
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				0	58,803

13 Total. Add line 12, columns (b), (d), and (e). **13** 58,803

(See worksheet in line 13 instructions to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
4	INCOME FROM INVESTMENT ACTIVITY IS TO BE USED FOR THE
4	BENEFIT OF AND ANY USE OF ANY CORPORATION OR ORGANIZATION
8	FORMED EXCLUSIVELY FOR RELIGIOUS, CHARITABLE, SCIENTIFIC
8	LITERARY OR EDUCATIONAL PURPOSES AS DESCRIBED IN SECTION
8	501 (C) (3) AND SECTION 170 (C) (2) OF THE IRC AS AMENDED

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	**1a(1)**		No
(2) Other assets	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
(4) Reimbursement arrangements	**1b(4)**		No
(5) Loans or loan guarantees	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2013-09-23 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
83 ABB LTD SP ADR		2011-08-12	2012-07-12
86 ABB LTD SP ADR		2007-10-10	2012-07-12
21 CATERPILLAR INCORPORATED		2011-08-12	2012-07-12
40 NETEASE, INC		2011-07-06	2012-07-12
33 PHILLIPS 66		2005-04-07	2012-07-12
692 229 TOUCHSTONE EMERGING MARKETS EQ-IS		2011-08-12	2012-07-12
359 174 TOUCHSTONE EMERGING MARKETS EQ-IS		2012-03-08	2012-07-12
63 369 VANGUARD GROWTH INDEX FD SG CL# 1347		2011-08-12	2012-07-12
3 508 VANGUARD GROWTH INDEX FD SG CL# 1347		2012-03-05	2012-07-12
4 283 VANGUARD GROWTH INDEX FD SG CL# 1347		2007-10-10	2012-07-12
35 AFLAC INCORPORATED		2011-02-24	2013-02-14
17 BAIDU, INC - SPON ADR		2012-07-12	2013-02-14
55 BROADCOM CORPORATION - CLASS A		2012-03-05	2013-02-14
50 BROADCOM CORPORATION - CLASS A		2011-02-24	2013-02-14
9 CNOOC LTD ADR		2012-03-05	2013-02-14
6 CNOOC LTD ADR		2010-10-05	2013-02-14
111 CISCO SYSTEMS INCORPORATED		2012-07-12	2013-02-14
56 COMPANHIA DE BEBIDAS - AMBEV ADR		2008-10-08	2013-02-14
35 COVANCE INC		2010-01-29	2013-02-14
56 DOVER CORP		2010-06-08	2013-02-14
10 DOVER CORP		2012-07-12	2013-02-14
39 DU PONT E I DE NEMOURS & COMPANY		2012-03-05	2013-02-14
73 EMERSON ELECTRIC COMPANY		2005-04-07	2013-02-14
10 FREEPORT-MCM COPR GOLD		2011-07-06	2013-02-14
46 FREEPORT-MCM COPR GOLD		2008-10-08	2013-02-14
67 GAP INC		2012-07-12	2013-02-14
1002 308 GOLDMAN SACHS COMM STRAT - INS		2010-04-21	2013-02-14
25 HUMANA INC		2012-07-12	2013-02-14
26 MCDONALDS CORPORATION		2005-04-07	2013-02-14
19 MICROSOFT CORPORATION		2011-08-12	2013-02-14

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
176 MICROSOFT CORPORATION		2008-11-26	2013-02-14
64 NIKE INCORPORATED CLASS B		2010-06-08	2013-02-14
22 PIONEER NAT RES CO		2011-02-24	2013-02-14
3 PIONEER NAT RES CO		2012-03-05	2013-02-14
3 PRICELINE COM INC		2009-08-13	2013-02-14
39 PROCTOR & GAMBLE COMPANY		2007-10-10	2013-02-14
30 QUEST DIAGNOSTICS INC		2012-07-12	2013-02-14
4671 113 VANGUARD BD INDEX FD SIGNAL #1351		2008-04-18	2013-02-14
23 VMWARE, INC		2012-07-12	2013-02-14
411 95 WALTHAUSEN SMALL CAP VALUE FUND		2011-02-24	2013-02-14
27 ALLERGAN INC		2011-02-24	2013-05-13
9 BLACKROCK INC		2013-02-14	2013-05-13
40 CERNER CORPORATION		2007-10-10	2013-05-13
34 DIRECTV		2008-10-08	2013-05-13
15 INTERNATIONAL BUSINESS MACHINES CORP		2007-10-10	2013-05-13
1 INTERNATIONAL BUSINESS MACHINES CORP		2013-02-14	2013-05-13
57 J P MORGAN CHASE & CO		2005-04-07	2013-05-13
139 KAYNE ANDERSON MLP INVT CO - CLSD END FD		2010-06-08	2013-05-13
962 431 PRINCIPAL MIDCAP BLEND FD-IN		2011-02-24	2013-05-13
17 RALPH LAUREN CORP		2011-02-24	2013-05-13
96 247 VANGUARD VALUE INDEX FD-SIGN #1346		2011-08-12	2013-05-13
78 018 VANGUARD VALUE INDEX FD-SIGN #1346		2013-02-14	2013-05-13
38 ACTAVIS INC		2008-10-08	2013-06-07
52 AMERICAN EXPRESS COMPANY		2011-08-12	2013-06-07
66 AMERISOURCEBERGEN		2012-03-05	2013-06-07
31 FLUOR CORPORATION		2011-08-12	2013-06-07
367 287 GOLDMAN SACHS COMM STRAT - INS		2013-05-13	2013-06-07
1899 144 GOLDMAN SACHS COMM STRAT - INS		2010-06-08	2013-06-07
33 LULULEMON ATHLETICA, INC		2012-07-12	2013-06-07
71 594 TCW SMALL CAP GROWTH - I		2012-07-12	2013-06-07

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
795 958 TCW SMALL CAP GROWTH - I		2010-10-05	2013-06-07
90 WELLS FARGO & COMPANY		2011-07-06	2013-06-07
35 MICHAEL KORS HOLDINGS LIMITED (EUR)		2013-05-13	2013-06-07

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,311		1,826	-515
1,358		2,352	-994
1,668		1,896	-228
2,299		1,921	378
1,088		845	243
7,871		8,314	-443
4,084		4,526	-442
2,013		1,779	234
111		115	-4
136		136	
1,705		2,024	-319
1,622		1,843	-221
1,908		1,924	-16
1,734		2,035	-301
1,833		1,978	-145
1,222		1,249	-27
2,313		1,789	524
2,609		429	2,180
2,414		2,006	408
4,017		2,321	1,696
717		512	205
1,839		1,985	-146
4,256		2,412	1,844
354		536	-182
1,629		924	705
2,106		1,817	289
6,034		6,084	-50
1,947		1,852	95
2,428		815	1,613
531		479	52

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
4,918		4,067	851
3,486		2,222	1,264
2,881		2,215	666
393		317	76
2,112		449	1,663
2,995		2,789	206
1,701		1,914	-213
51,336		47,412	3,924
1,691		1,911	-220
8,531		6,818	1,713
2,802		1,974	828
2,509		2,205	304
3,803		1,295	2,508
2,166		779	1,387
3,041		1,771	1,270
203		200	3
2,801		1,991	810
5,227		2,629	2,598
17,641		13,522	4,119
3,134		2,098	1,036
2,663		1,934	729
2,159		2,018	141
4,693		974	3,719
4,048		2,641	1,407
3,498		1,714	1,784
1,951		1,825	126
2,031		2,020	11
10,502		11,411	-909
2,686		1,825	861
2,170		1,818	352

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
24,125		21,141	2,984
3,712		2,529	1,183
2,196		2,186	10

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-515
			-994
			-228
			378
			243
			-443
			-442
			234
			-4
			-319
			-221
			-16
			-301
			-145
			-27
			524
			2,180
			408
			1,696
			205
			-146
			1,844
			-182
			705
			289
			-50
			95
			1,613
			52

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			851
			1,264
			666
			76
			1,663
			206
			-213
			3,924
			-220
			1,713
			828
			304
			2,508
			1,387
			1,270
			3
			810
			2,598
			4,119
			1,036
			729
			141
			3,719
			1,407
			1,784
			126
			11
			-909
			861
			352

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			2,984
			1,183
			10

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
THE CAHABA RIVER SOCIETY 2717 7TH AVENUE SUITE 205 BIRMINGHAM, AL 352333421	NONE	N/A	GENERAL CONTRIBUTION	1,000
WBHM 903 650 11TH STREET SOUTH BIRMINGHAM, AL 35233	NONE	N/A	GENERAL CONTRIBUTION	1,000
FREEDOM FROM RELIGION FOUNDATION PO BOX 750 MADISON, WI 53701	NONE	N/A	GENERAL CONTRIBUTION	5,000
PUBLIC CITIZEN FOUNDATION 1600 20TH STREET NW WASHINGTON, DC 20009	NONE	N/A	GENERAL CONTRIBUTION	6,000
BIRMINGHAM FESTIVAL THEATER PO BOX 55321 BIRMINGHAM, AL 35205	NONE	N/A	GENERAL CONTRIBUTION	12,000
LINUS PAULING INSTITUTE OREGON STATE UNIVERSITY CORVALLIS, OR 973316512	NONE	N/A	GENERAL CONTRIBUTION	7,000
COMPASSION & CHOICES PO BOX 101810 DENVER, CO 802501810	NONE	N/A	GENERAL CONTRIBUTION	7,000
Total . . . . ▶ **3a**				39,000

TY 2012 Accounting Fees Schedule

Name: WHATLEY CHARITABLE TRUST CO COMPASS BANK -

EIN: 72-6185747

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE	625	563		62

TY 2012 Investments Corporate Stock Schedule

Name: WHATLEY CHARITABLE TRUST CO COMPASS BANK -

EIN: 72-6185747

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AT&T CORP	2,983	4,248
ALLSTATE CORPORATION	1,919	2,743
APACHE CORP	2,343	3,102
CONOCO PHILLIPS	2,888	4,054
DOVER CORP	3,551	4,427
EBAY INC	4,167	6,827
EMERSON ELECTRIC COMPANY		
GENERAL ELECTRIC CO	6,409	5,542
HONEYWELL INTL	2,040	4,284
INTEL CORP	3,151	3,828
JP MORGAN CHASE & CO	3,481	4,170
LABORATORY CORP OF AMERICA	1,487	3,003
MCDONALDS CORPORATION		
MICROSOFT CORPORATION	1,816	2,487
PUBLIC SERVICE ENTERPRISE	3,632	3,887
U.S. BANCORP	3,263	4,085
UNITED TECHNOLOGIES CORP	4,598	6,785
WALMART STORES INC	3,455	4,916
CHEVRON CORP	3,227	6,509
ACCENTURE LTD		
HENRY SCHEIN INC	1,781	3,925
PROCTOR & GAMBLE COMPANY	1,931	2,079
VANGUARD GROWTH INDEX FUND	1,863	2,122
VANGUARD INDEX VALUE PORTFOLIO	1,974	1,926
AMERISOURCEBERGEN	1,466	2,233
CAMERON INTERNATIONAL CORP	1,961	3,058
CERNER CORP	1,992	1,922
GOOGLE INC CL A	3,106	4,402
INTERNATIONAL BUSINESS MACHINE	1,999	1,911
NIKE INC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PHILIP MORRIS INTERNATIONAL	1,147	2,858
SCHLUMBERGER LIMITED	2,047	1,863
ABB LTD ADR		
APPLE INC	3,682	7,930
BANK OF NEW YORK	3,376	3,506
COGNIZANT TECH	763	2,568
COMPANHIA DE BEBIDAS		
DANAHER CORP	1,725	2,469
DIRECTV GROUP		
EXPRESS SCRIPTS INC	3,211	4,877
FREEPORT-MCMORAN COPPER	3,378	2,071
VARIAN MEDICAL SYSTEMS	1,868	2,563
WATSON PHARMACEUTICALS		
BAXTER INTL INC	2,207	3,117
COVANCE INC		
FLOWSERVE CORP	1,978	2,755
GOLDMAN SACHS GROUP INC	4,499	5,143
NEXTERA ENERGY INC	1,837	2,852
PRICELINE COM INC	449	2,480
TIME WARNER CABLE	1,810	3,937
UNION PACIFIC CORP	1,707	3,857
AMERICAN EUROPACIFIC GROWTH	25,234	27,239
GOLDMAN SACHS COMM STRAT		
KAYNE ANDERSON MLP INVT CO	12,612	20,728
WELLS FARGO ADV HI INC	17,667	19,534
ANDARKO PETROLEUM CORP	2,011	2,148
CNOOC LTD ADRS		
HESS CORP	3,858	3,723
PIONEER NATURAL RESOURCES CO	1,793	2,461
AMAZON COM INC	1,247	1,944

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BORGWARNER INC	4,343	5,600
ALLERGAN INC		
CELGENE CORP	1,873	3,743
BROADCOM CORP	2,013	1,926
EMC CORP	5,957	5,126
ORACLE CORP	3,386	3,777
SANDISK CORP	1,937	3,055
AFLAC INC		
PRINCIPAL MIDCAP BLEND FUND	36,897	46,661
TCW SMALL CAP GROWTH		
WALTHAUSEN SMALL CAP VALUE FD	22,081	27,747
VANGUARD TOTAL BOND INDEX FD	106,543	108,303
AMERICAN EXPRESS COMPANY	1,175	1,944
CATERPILLAR INC		
DEERE & COMPANY	4,399	4,144
DIAGEO PLC - ADR	2,002	2,759
DU PONT E I DE NEMOURS & CO		
EQUINIX INC	2,747	3,694
FLUOR CORPORATION		
KOHLS CORPORATION	1,974	1,919
ESTEE LAUDER COMPANIES	2,772	3,420
NETEASE INC		
ROCKWELL INTL CORP	2,374	2,494
THERMO FISCHER SCIENTIFIC	1,958	2,539
TOUCHSTONE EMERGING MARKETS	37,692	34,099
PHILLIPS 66		
RALPH LAUREN CORP	2,116	2,085
BEAM INC	2,724	2,777
WELLS FARGO COMPANY	2,272	3,756
ISHARES RUSSELL 2000 GROWTH	16,960	16,727

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ISHARES RUSSELL 3000	11,250	11,086
MONSANTO CO	2,350	2,272
THE MOSAIC COMPANY	2,413	2,099
OCCIDENTAL PETROLEUM	2,707	2,766
AGILENT TECHNOLOGIES	2,047	1,967
ANALOG DEVICES INC	2,045	1,982
PRECISION CASTPARTS CORP	2,036	2,486
MICHAEL KORS HOLDINGS LTD	1,963	1,985
CBS CORP	2,064	2,346
THE WALT DISNEY COMPANY	1,854	2,463
STARBUCKS CORP	2,075	2,162
ANHEUSER BUSCH INBEV NV	2,139	2,076
WARNER CHILCOTT PLC	2,026	2,071
VALEANT PHARMACEUTICALS	2,063	2,066
WALGREEN COMPANY	2,053	2,166
ARM HOLDINGS PLC	2,044	1,703
QUALCOMM INC	3,079	2,871
AMERICAN INTL GROUP INC	2,446	2,458
AMERIPRISE FINANCIAL INC	2,063	2,022
BLACKROCK INC	2,233	2,055
OCWEN FINANCIAL CORP	2,010	2,020
VANGUARD S/T BOND INDEX FD	62,974	62,332
TRIMBLE NAVIGATION LTD	4,062	3,665
URBAN OUTFITTERS	2,036	1,971
V F CORPORATION	2,182	2,317

TY 2012 Other Expenses Schedule

Name: WHATLEY CHARITABLE TRUST CO COMPASS BANK -

EIN: 72-6185747

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	21	21		0
FOREIGN TAXES ON QUALIFIED FOR	73	73		0

TY 2012 Taxes Schedule

Name: WHATLEY CHARITABLE TRUST CO COMPASS BANK -

EIN: 72-6185747

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL ESTIMATES - PRINCIPAL	284	0		0