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Form 990-PF

Return of Private Foundation

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

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- Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

2013

Open to Public
Inspection

For calendar year 2013, or tax year beginning 07-01-2013, and ending 06-30-2014

Name of foundation WHATLEY CHARITABLE TRUST CO COMPASS BANK -		A Employer identification number 72-6185747
Number and street (or P O box number if mail is not delivered to street address) P O BOX 10566 - WMG TAX DEPT		Room/suite
City or town, state or province, country, and ZIP or foreign postal code BIRMINGHAM, AL 35296		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> <input checked="" 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		D 1. Foreign organizations, check here <input type="checkbox"/> <input checked="" type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <input checked="" type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 709,401		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <input checked="" type="checkbox"/>
J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> <input checked="" type="checkbox"/>

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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input type="checkbox"/> <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	12,919	12,919		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	36,394			
	b Gross sales price for all assets on line 6a 248,927				
	7 Capital gain net income (from Part IV, line 2) . . .		36,394		
	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	49,313	49,313		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	10,432	9,389		1,043
	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)	695	625	0	70
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	1,376			0
	19 Depreciation (attach schedule) and depletion . . .	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications	88	0	0	88
	23 Other expenses (attach schedule)	68	68		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	12,659	10,082	0	1,201
	25 Contributions, gifts, grants paid.	40,000			40,000
	26 Total expenses and disbursements. Add lines 24 and 25	52,659	10,082	0	41,201
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-3,346			
	b Net investment income (if negative, enter -0-) . . .		39,231		
	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				
	2 Savings and temporary cash investments		5,182	7,027	7,027
	3 Accounts receivable ►			0	0
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (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				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)		564,998	559,807	702,374
	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)		570,180	566,834	709,401
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)			0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		570,180	566,834	
	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)		570,180	566,834	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		570,180	566,834	

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	570,180
2	Enter amount from Part I, line 27a	2	-3,346
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	566,834
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	566,834

Part IV Capital Gains and Losses for Tax on Investment Income

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

1a See Additional Data Table			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
------------------------------	------------------------------------------------	-----------------------------------------------------	-----------------------------------------------------

a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
-------------------------------	------------------------------------------	---------------------------------------------------	-----------------------------------------------------------------------------------------------

a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	(i) If gain, also enter in Part I, line 7 (j) If (loss), enter -0- in Part I, line 7	2	36,394
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

 Yes No

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

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))
2012	40,034	644,352	0 062131
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

2 Total of line 1, column (d).	2	0 344204
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 068841
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	697,801
5 Multiply line 4 by line 3.	5	48,037
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	392
7 Add lines 5 and 6.	7	48,429
8 Enter qualifying distributions from Part XII, line 4.	8	41,201

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 <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	785
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input 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	0
3	Add lines 1 and 2.	3	785
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	785
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	988
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	988
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	203
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 203 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?	1a	No
1b	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
<i>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.</i>			
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 <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? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation.</i>	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	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).	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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)	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<input checked="" type="checkbox"/> 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 ► 15 and enter the amount of tax-exempt interest received or accrued during the year ►

16 At any time during calendar year 2013, 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? Yes 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.**

1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 ► 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 2013 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 2013)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4a
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 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b

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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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). (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? 	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input checked="" type="checkbox"/>	5b
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	

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).

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	10,432		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE".

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		

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 708,427
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 708,427
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.	3 708,427
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 10,626
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 697,801
6	Minimum investment return. Enter 5% of line 5.	6 34,890

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 34,890
2a	Tax on investment income for 2013 from Part VI, line 5.	2a 785
b	Income tax for 2013 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 785
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 34,105
4	Recoveries of amounts treated as qualifying distributions.	4 0
5	Add lines 3 and 4.	5 34,105
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 34,105

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 41,201
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 41,201
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 41,201

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				34,105
2 Undistributed income, if any, as of the end of 2013			0	
a Enter amount for 2012 only.			0	
b Total for prior years 2011, 2010, 2009		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	67,483			
b From 2009.	0			
c From 2010.	4,644			
d From 2011.	0			
e From 2012.	8,804			
f Total of lines 3a through e.	80,931			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 41,201			0	
a Applied to 2012, 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 2013 distributable amount.			34,105	
e Remaining amount distributed out of corpus	7,096			0
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			
6 Enter the net total of each column as indicated below:	88,027			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.				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 2008 not applied on line 5 or line 7 (see instructions).	67,483			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	20,544			
10 Analysis of line 9				
a Excess from 2009.	0			
b Excess from 2010.	4,644			
c Excess from 2011.	0			
d Excess from 2012.	8,804			
e Excess from 2013.	7,096			

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 2013, enter the date of the ruling.			
b	Check box to indicate whether the organization is a private operating foundation described in section <input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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.			
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 address of the person to whom applications should be addressed

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

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

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

c Any submission deadlines

NONE

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

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	40,000
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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 12,919
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 36,394
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 49,313
13 Total Add line 12, columns (b), (d), and (e)						13 49,313

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

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.)
57 BROADCOM CORPORATION - CLASS A		2013-06-07	2013-09-12
41 COGNIZANT TECH		2008-11-26	2013-09-12
42 CONOCOPHILLIPS		2005-04-07	2013-09-12
25 DEERE & COMPANY		2012-03-05	2013-09-12
5 DEERE & COMPANY		2013-02-14	2013-09-12
39 WALT DISNEY COMPANY		2012-07-12	2013-09-12
20 EQUINIX INC		2012-03-05	2013-09-12
428 239 AMERICAN EUROPACIFIC GROWTH CL F#416		2012-03-05	2013-09-12
223 263 AMERICAN EUROPACIFIC GROWTH CL F#416		2013-06-07	2013-09-12
27 ESTEE LAUDER COMPANIES - CLASS A		2011-07-06	2013-09-12
67 ORACLE CORPORATION		2011-08-12	2013-09-12
12 RALPH LAUREN CORP		2013-06-07	2013-09-12
1021 366 TOUCHSTONE EMERGING MARKETS EQ-IS		2013-05-13	2013-09-12
1948 965 TOUCHSTONE EMERGING MARKETS EQ-IS		2012-03-08	2013-09-12
66 U.S. BANCORP		2005-04-07	2013-09-12
1320 37 VANGUARD BD INDEX FD SIGNAL #1351		2008-04-18	2013-09-12
838 202 VANGUARD BD INDEX FD SIGNAL #1351		2009-08-18	2013-09-12
38 VARIAN MEDICAL SYSTEMS INC		2008-10-08	2013-09-12
70 061 VANGUARD VALUE INDEX FD-SIGN #1346		2013-06-07	2013-09-12
253 683 WELLS FARGO ADV HI INC - INS		2013-06-07	2013-09-12
2320 014 WELLS FARGO ADV HI INC - INS		2010-04-16	2013-09-12
64 ACTAVIS PLC		2013-06-07	2013-10-16
5 KNOWLES CORP		2010-04-16	2014-03-07
410 265 ABERDEEN EMERGING MARKET INSTL FUNDS		2013-09-12	2014-04-07
22 AMERICAN EXPRESS COMPANY		2011-08-12	2014-04-07
2 AMERICAN EXPRESS COMPANY		2013-09-12	2014-04-07
6 APPLE COMPUTERS INCORPORATED		2008-10-08	2014-04-07
44 BEAM INC		2005-04-07	2014-04-07
30 DOLLAR GENERAL CORP		2013-09-12	2014-04-07
7 EMC CORPORATION MASSACHSETTS		2012-03-05	2014-04-07

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.)
65 EMC CORPORATION MASSACHSETTS		2011-02-24	2014-04-07
98 EBAY INC		2011-08-12	2014-04-07
25 EXPRESS SCRIPTS HOLDING INC		2008-10-08	2014-04-07
11 EXPRESS SCRIPTS HOLDING INC		2012-03-05	2014-04-07
2019 575 FIDELITY ADV FLO RT H/I - I		2013-09-12	2014-04-07
2 GOLDMAN SACHS GROUP INC		2013-02-14	2014-04-07
17 GOLDMAN SACHS GROUP INC		2011-08-12	2014-04-07
10 INTERNATIONAL BUSINESS MACHINES CORP		2013-02-14	2014-04-07
33 ISHARES RUSSELL 3000 ETF		2013-06-07	2014-04-07
14 KNOWLES CORP		2012-07-12	2014-04-07
14 KNOWLES CORP		2013-05-13	2014-04-07
30 LABORATORY CORP OF AMERICA HLDGS		2005-04-07	2014-04-07
25 LULULEMON ATHLETICA, INC		2013-09-12	2014-04-07
39 THE MOSAIC COMPANY		2013-02-14	2014-04-07
49 OCWEN FINANCIAL CORP		2013-02-14	2014-04-07
46 PUBLIC SERVICE ENTERPRISE GROUP INC		2005-06-07	2014-04-07
23 QUALCOMM INCORPORATED		2013-02-14	2014-04-07
15 ROCKWELL INTL CORP		2012-03-05	2014-04-07
25 SANDISK CORP		2011-08-12	2014-04-07
52 TRIMBLE NAVIGATION LTD		2013-02-14	2014-04-07
18 UNITED TECHNOLOGIES CORPORATION		2005-04-07	2014-04-07
34 ACCENTURE PLC		2013-09-12	2014-04-07
48 AT&T INC		2005-04-07	2014-05-05
49 BANK OF NEW YORK MELLON CORP		2008-10-08	2014-05-05
34 BORG-WARNER AUTOMOTIVE INC		2010-10-05	2014-05-05
12 CELGENE CORP		2010-10-05	2014-05-05
24 CHEVRONTEXACO CORP		2005-06-17	2014-05-05
34 EBAY INC		2011-08-12	2014-05-05
23 FLOWSERVE CORP		2012-03-05	2014-05-05
29 ISHARES RUSSELL 3000 ETF		2013-06-07	2014-05-05

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)
15 ROCKWELL INTL CORP		2012-03-05	2014-05-05
17 SCHLUMBERGER LIMITED		2011-08-12	2014-05-05
599 298 VANGUARD S/T BOND INDEX FD #1349		2013-02-21	2014-05-05
369 56 VANGUARD BD INDEX FD SIGNAL #1351		2008-04-18	2014-05-05
242 512 WALTHAUSEN SMALL CAP VALUE FUND		2011-02-24	2014-05-05
36 MICHAEL KORS HOLDINGS LIMITED (EUR)		2013-09-12	2014-05-05
CAPITAL GAIN DIVIDENDS	P		

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)
1,497		2,007	-510
3,239		763	2,476
2,897		1,810	1,087
2,096		2,037	59
419		454	-35
2,487		1,854	633
3,567		2,747	820
19,305		15,652	3,653
10,065		9,582	483
1,895		1,439	456
2,198		1,844	354
1,961		2,116	-155
11,889		13,233	-1,344
22,686		24,459	-1,773
2,438		1,906	532
13,890		13,402	488
8,818		8,633	185
2,832		1,868	964
2,006		1,974	32
1,923		1,974	-51
17,586		15,693	1,893
90		78	12
15		8	7
6,117		5,994	123
1,906		994	912
173		151	22
3,134		565	2,569
3,663		2,724	939
1,655		1,721	-66
188		197	-9

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)
1,748		1,721	27
5,196		3,129	2,067
1,810		743	1,067
796		584	212
20,115		20,075	40
318		312	6
2,700		1,965	735
1,944		1,999	-55
3,636		3,228	408
434		235	199
434		342	92
2,987		1,487	1,500
1,299		1,619	-320
1,872		2,413	-541
1,864		2,010	-146
1,770		1,324	446
1,798		1,507	291
1,826		1,187	639
1,946		952	994
1,924		1,602	322
2,092		911	1,181
2,667		2,554	113
1,705		1,193	512
1,678		1,244	434
2,052		904	1,148
1,771		702	1,069
3,015		1,408	1,607
1,772		1,039	733
1,712		892	820
3,259		2,837	422

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)
1,794		1,187	607
1,723		1,325	398
6,299		6,359	-60
3,980		3,751	229
5,878		4,014	1,864
3,388		2,259	1,129
			1,389

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	
			-510
			2,476
			1,087
			59
			-35
			633
			820
			3,653
			483
			456
			354
			-155
			-1,344
			-1,773
			532
			488
			185
			964
			32
			-51
			1,893
			12
			7
			123
			912
			22
			2,569
			939
			-66
			-9

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	
			27
			2,067
			1,067
			212
			40
			6
			735
			-55
			408
			199
			92
			1,500
			-320
			-541
			-146
			446
			291
			639
			994
			322
			1,181
			113
			512
			434
			1,148
			1,069
			1,607
			733
			820
			422

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	
			607
			398
			-60
			229
			1,864
			1,129

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE CAHABA RIVER SOCIETY 2717 7TH AVENUE SUITE 205 BIRMINGHAM, AL 352333421	NONE	N/A	GENERAL CONTRIBUTION	5,000
WBHM 903 650 11TH STREET SOUTH BIRMINGHAM, AL 35233	NONE	N/A	GENERAL CONTRIBUTION	3,000
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	3,000
BIRMINGHAM FESTIVAL THEATER PO BOX 55321 BIRMINGHAM, AL 35255	NONE	N/A	GENERAL CONTRIBUTION	7,000
LINUS PAULING INSTITUTE OREGON STATE UNIVERSITY CORVALLIS, OR 973316512	NONE	N/A	GENERAL CONTRIBUTION	10,000
COMPASSION & CHOICES PO BOX 101810 DENVER, CO 802501810	NONE	N/A	GENERAL CONTRIBUTION	7,000
Total				40,000
			► 3a	

TY 2013 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	695	625		70

**TY 2013 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
ABERDEEN EMERGING MARKET	22,827	24,108
AT&T CORP	1,790	2,546
ALLSTATE CORPORATION	1,919	3,347
APACHE CORP	2,343	3,723
CONOCO PHILLIPS	2,888	4,372
DOVER CORP	2,966	5,184
EBAY INC		
GENERAL ELECTRIC CO	6,409	6,281
HONEYWELL INTL	2,040	5,019
INTEL CORP	3,151	4,882
JP MORGAN CHASE & CO	3,481	4,552
LABORATORY CORP OF AMERICA		
MICROSOFT CORPORATION	1,816	3,002
PUBLIC SERVICE ENTERPRISE	2,308	2,978
U.S. BANCORP	1,357	2,036
UNITED TECHNOLOGIES CORP	3,687	6,350
WALMART STORES INC	3,455	4,955
CHEVRON CORP	1,819	4,047
HENRY SCHEIN INC	1,781	4,865
PROCTOR & GAMBLE COMPANY	1,931	2,122
VANGUARD GROWTH INDEX FUND	1,863	2,684
VANGUARD INDEX VALUE PORTFOLIO	1,805	1,893
AMERISOURCEBERGEN CORP	3,346	5,159
CAMERON INTERNATIONAL CORP	1,961	3,386
CERNER CORP	1,992	2,063
GOOGLE INC CL A	1,556	2,923
INTERNATIONAL BUSINESS MACHINE		
PHILIP MORRIS INTERNATIONAL	1,147	2,782
SCHLUMBERGER LIMITED	2,465	3,421
APPLE INC	3,117	9,107

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BANK OF NEW YORK	2,132	2,848
COGNIZANT TECH		
DANAHER CORP	1,725	3,070
EXPRESS SCRIPTS HOLDING INC	1,885	2,981
FREEPORT-MCMORAN COPPER & GOLD	3,378	2,738
VARIAN MEDICAL SYSTEMS		
BAXTER INTL INC	2,207	3,253
FLOWSERVE CORP	1,086	2,082
GOLDMAN SACHS GROUP INC	2,221	2,512
NEXTERA ENERGY INC	1,837	3,587
THE PRICELINE GROUP INC	449	3,609
TIME WARNER CABLE INC	1,810	5,156
UNION PACIFIC CORP	1,707	4,988
AMERICAN EUROPACIFIC GROWTH		
KAYNE ANDERSON MLP INVT CO	20,817	30,188
WELLS FARGO ADV HI INC		
ANDARKO PETROLEUM CORP	2,011	2,737
HESS CORP	3,858	5,538
PIONEER NATURAL RESOURCES CO	1,793	3,907
AMAZON COM INC	1,247	2,273
BORGWARNER INC	3,438	6,258
CELGENE CORP	1,171	3,435
BROADCOM CORP		
EMC CORP	4,039	3,819
ORACLE CORP	1,541	2,270
SANDISK CORP	984	2,611
PRINCIPAL MIDCAP BLEND FUND	38,592	58,585
WALTHAUSEN SMALL CAP VALUE FD	19,763	29,085
VANGUARD TOTAL BOND INDEX FD	82,562	84,371
AMERICAN EXPRESS COMPANY	1,764	2,372

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DEERE & COMPANY	1,909	1,902
DIAGEO PLC - ADR	2,002	3,054
EQUINIX INC		
FLUOR CORPORATION	1,773	1,999
KOHLS CORPORATION	1,974	2,002
ESTEE LAUDER COMPANIES - CL A	1,333	1,857
ROCKWELL INTL CORP		
THERMO FISCHER SCIENTIFIC	1,958	3,540
TOUCHSTONE EMERGING MARKETS		
RALPH LAUREN CORP		
BEAM INC		
WELLS FARGO COMPANY	4,227	7,201
ISHARES RUSSELL 2000 GROWTH	24,618	28,930
ISHARES RUSSELL 3000 ETF	5,185	6,240
MONSANTO CO	4,099	4,990
THE MOSAIC COMPANY		
OCCIDENTAL PETROLEUM CORP	2,707	3,182
AGILENT TECHNOLOGIES	2,047	2,642
ANALOG DEVICES INC	2,045	2,379
PRECISION CASTPARTS CORP	2,036	2,776
MICHAEL KORS HOLDINGS LTD	1,403	1,684
CBS CORP	2,064	2,983
THE WALT DISNEY COMPANY	1,813	1,972
STARBUCKS CORP	2,075	2,554
ANHEUSER BUSCH INBEV NV	2,139	2,643
WARNER CHILCOTT PLC		
VALEANT PHARMACEUTICALS	2,063	3,027
WALGREEN COMPANY	2,053	3,632
ARM HOLDINGS PLC	3,736	3,755
QUALCOMM INC	1,572	1,901

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN INTL GROUP INC	2,447	3,002
AMERIPRISE FINANCIAL INC	3,893	5,040
BLACKROCK INC CL A	4,057	4,474
OCWEN FINANCIAL CORP		
VANGUARD S/T BOND INDEX FD	89,530	89,227
TRIMBLE NAVIGATION LTD	2,460	3,289
URBAN OUTFITTERS INC	2,036	1,659
V F CORPORATION	2,182	3,024
MASTEC INC	1,774	1,325
UNITED RENTALS INC	1,842	3,456
STRATASYS LTD	1,716	1,932
STARWOOD HOTELS & RESORTS	2,152	2,263
HAIN CELESTIAL GROUP INC	1,885	1,864
ACTAVIS PLC	1,948	3,569
ABBOTT LABORATORIES	1,797	1,922
MEDNAX, INC	1,963	1,861
SHIRE PLC	1,862	3,061
ASML HOLDING N.V.	1,778	1,772
ADOBE SYSTEMS INC	1,793	2,171
CISCO SYSTEMS INC	3,555	3,728
GOOGLE INC CLASS C	1,551	2,876
SPLUNK INC	1,716	1,605
DISCOVER FINANCIAL SERVICES	4,323	4,710
VISA INC	3,699	4,003
CAMBIAR INTL EQUITY FUND	28,821	30,654
RIDGEWORTH SEIX FLOATING RATE	20,959	20,982

TY 2013 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	18	18		0
FOREIGN TAXES ON QUALIFIED FOR	50	50		0

TY 2013 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 TAX PAYMENT - PRIOR YE	388	0		0
FEDERAL ESTIMATES - PRINCIPAL	988	0		0