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Form 990-PF

Return of Private Foundation

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

2014

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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For calendar year 2014, or tax year beginning 07-01-2014, and ending 06-30-2015

Name of foundation: WHATLEY CHARITABLE TRUST CO COMPASS BANK -
A Employer identification number: 72-6185747
B Telephone number: (205) 297-6712
C If exemption application is pending, check here
G Check all that apply: Initial return, Final return, Address change, etc.
H Check type of organization: Section 501(c)(3) exempt private foundation
I Fair market value of all assets at end of year: \$ 681,887
J Accounting method: Cash

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Total expenses and disbursements (26) and Excess of revenue over expenses and disbursements (27).

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	7,027	15,170	15,170		
	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 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)	559,807 <input checked="" type="checkbox"/>	590,028	666,717		
	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)	566,834	605,198	681,887			
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	566,834	605,198			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances (see instructions)	566,834	605,198				
31	Total liabilities and net assets/fund balances (see instructions)	566,834	605,198				

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	566,834
2	Enter amount from Part I, line 27a	2	38,364
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	605,198
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	605,198

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) FMV 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	74,004
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 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))
2013	41,201	697,801	0.059044
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

2 Total of line 1, column (d).	2	0.231043
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	0.046209
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	694,912
5 Multiply line 4 by line 3.	5	32,111
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	801
7 Add lines 5 and 6.	7	32,912
8 Enter qualifying distributions from Part XII, line 4.	8	41,152

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	801
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	801
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	801
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	788
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	788
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	13
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 2015 estimated tax <input type="checkbox"/> 0 Refunded <input checked="" 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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <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>		No
c Did the foundation file Form 1120-POL for this year?		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>		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>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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?	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>	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>	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		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? Website address ▶ _____	13	Yes			
14	The books are in care of ▶ <u>COMPASS BANK</u> Telephone no ▶ <u>(205) 297-6712</u> Located at ▶ <u>15TH S 20TH ST BIRMINGHAM AL</u> ZIP +4 ▶ <u>35233</u>					
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <table border="1"><tr><td>15</td><td></td></tr></table>	15				
15						
16	At any time during calendar year 2014, 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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶ _____	16	Yes	No		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
1b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
1c	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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <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).	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p>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</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes" to 6b, file Form 8870.</i></p> <p>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</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
COMPASS BANK PO BOX 10566 BIRMINGHAM, AL 35296	TRUSTEE 20	10,070		

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 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	705,494
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	705,494
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	705,494
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	10,582
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	694,912
6	Minimum investment return. Enter 5% of line 5.	6	34,746

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	34,746
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	801
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	801
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	33,945
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	33,945
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	33,945

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	41,152
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	41,152
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	801
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	40,351

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				33,945
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 2012, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				0
b From 2010.				4,644
c From 2011.				0
d From 2012.				8,804
e From 2013.				7,096
f Total of lines 3a through e.	20,544			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>41,152</u>				
a Applied to 2013, 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 2014 distributable amount.				33,945
e Remaining amount distributed out of corpus	7,207			
5 Excess distributions carryover applied to 2014 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	27,751			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a.	27,751			
10 Analysis of line 9				
a Excess from 2010.	4,644			
b Excess from 2011.	0			
c Excess from 2012.	8,804			
d Excess from 2013.	7,096			
e Excess from 2014.	7,207			

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 2014, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total				40,000
b <i>Approved for future payment</i>				
Total				3b

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash.
(2) Other assets.
b Other transactions
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation.

Table with 4 columns: (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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Sign Here 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 address Firm's EIN 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.)
72 AT&T INC		2005-04-07	2014-08-25
30 ADOBE SYSTEMS INC		2014-04-07	2014-08-25
17 AMERIPRISE FINANCIAL INC		2014-04-07	2014-08-25
25 AMERIPRISE FINANCIAL INC		2013-06-07	2014-08-25
25 ANADARKO PETROLEUM CORPORATION		2011-02-24	2014-08-25
23 ANHEUSER BUSCH INBEV NV ADR		2013-02-14	2014-08-25
9 APPLE COMPUTERS INCORPORATED		2013-05-13	2014-08-25
45 APPLE COMPUTERS INCORPORATED		2008-10-08	2014-08-25
8 BLACKROCK INC		2013-06-07	2014-08-25
6 BLACKROCK INC		2014-04-07	2014-08-25

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)
2,479		1,790	689
2,158		1,793	365
2,124		1,830	294
3,123		2,063	1,060
2,788		2,012	776
2,564		2,139	425
914		584	330
4,569		605	3,964
2,662		2,233	429
1,997		1,824	173

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			689
			365
			294
			1,060
			776
			425
			330
			3,964
			429
			173

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.)
23 BORG-WARNER AUTOMOTIVE INC		2012-03-05	2014-08-25
29 BORG-WARNER AUTOMOTIVE INC		2010-10-05	2014-08-25
50 CAMERON INTERNATIONAL CORP		2008-03-07	2014-08-25
40 CELGENE CORP		2010-10-05	2014-08-25
40 CERNER CORPORATION		2013-06-07	2014-08-25
39 DANAHER CORP		2011-08-12	2014-08-25
24 DIAGEO PLC - ADR		2011-07-06	2014-08-25
23 WALT DISNEY COMPANY		2014-04-07	2014-08-25
77 EMC CORPORATION MASSACHUSETTS		2012-03-05	2014-08-25
26 FLUOR CORPORATION		2013-09-12	2014-08-25

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)
1,433		951	482
1,807		771	1,036
3,684		1,961	1,723
3,733		1,171	2,562
2,265		1,993	272
3,016		1,725	1,291
2,848		2,002	846
2,079		1,813	266
2,275		2,168	107
1,948		1,773	175

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			482
			1,036
			1,723
			2,562
			272
			1,291
			846
			266
			107
			175

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.)
28 FLOWSERVE CORP		2012-03-05	2014-08-25
21 HAIN CELESTIAL GROUP INC		2014-04-07	2014-08-25
24 HONEYWELL INTERNATIONAL INC		2005-04-07	2014-08-25
42 ISHARES RUSSELL 2000 GROWTH ETF		2013-06-07	2014-08-25
53 ISHARES RUSSELL 3000 ETF		2013-06-07	2014-08-25
38 KOHLS CORPORATION		2011-07-06	2014-08-25
25 ESTEE LAUDER COMPANIES - CLASS A		2011-07-06	2014-08-25
43 MASTEC INC		2014-04-07	2014-08-25
17 MONSANTO CO		2013-09-12	2014-08-25
23 MONSANTO CO		2013-02-14	2014-08-25

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)
2,128		1,086	1,042
2,013		1,885	128
2,300		907	1,393
5,702		4,749	953
6,319		5,185	1,134
2,263		1,974	289
1,928		1,333	595
1,273		1,774	-501
1,994		1,749	245
2,697		2,350	347

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			1,042
			128
			1,393
			953
			1,134
			289
			595
			-501
			245
			347

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.)
17 PIONEER NAT RES CO		2012-03-05	2014-08-25
11 PRECISION CASTPARTS CORP		2013-02-14	2014-08-25
3 THE PRICELINE GROUP INC		2009-08-13	2014-08-25
80 318 PRINCIPAL MIDCAP BLEND FD-IN		2011-02-24	2014-08-25
41 HENRY SCHEIN INC		2005-12-02	2014-08-25
13 SHIRE PLC ADR (GBP)		2014-04-07	2014-08-25
29 SPLUNK INC		2014-04-07	2014-08-25
33 STARBUCKS CORP		2013-05-13	2014-08-25
28 STARWOOD HOTELS & RESORTS		2014-04-07	2014-08-25
30 THERMO FISCHER SCIENTIFIC INC		2011-07-06	2014-08-25

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,537		1,793	1,744
2,682		2,036	646
3,856		449	3,407
1,785		1,128	657
4,917		1,781	3,136
3,170		1,862	1,308
1,271		1,716	-445
2,573		2,075	498
2,352		2,152	200
3,657		1,958	1,699

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,744
			646
			3,407
			657
			3,136
			1,308
			-445
			498
			200
			1,699

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.)
22 TIME WARNER CABLE INC		2010-06-08	2014-08-25
89 TRIMBLE NAVIGATION LTD		2013-06-07	2014-08-25
50 UNION PACIFIC CORPORATION		2010-06-08	2014-08-25
33 UNITED RENTALS INC		2013-09-12	2014-08-25
36 UNITED TECHNOLOGIES CORPORATION		2013-02-14	2014-08-25
49 URBAN OUTFITTERS INC		2013-02-14	2014-08-25
48 V F CORPORATION		2013-05-13	2014-08-25
24 VALEANT PHARMACEUTICALS INTL		2013-06-07	2014-08-25
168 891 VANGUARD S/T BOND INDEX FD #1349		2013-01-27	2014-08-25
51 677 VANGUARD S/T BOND INDEX FD #1349		2013-02-21	2014-08-25

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,255		1,138	2,117
3,006		2,460	546
5,282		1,707	3,575
3,891		1,842	2,049
3,953		1,980	1,973
1,966		2,036	-70
3,081		2,182	899
2,781		2,063	718
1,775		1,795	-20
543		548	-5

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,117
			546
			3,575
			2,049
			1,973
			-70
			899
			718
			-20
			-5

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.)
57 621 VANGUARD VALUE INDEX FD-SIGN #1346		2014-04-07	2014-08-25
49 WALGREEN COMPANY		2013-02-14	2014-08-25
19 MICHAEL KORS HOLDINGS LIMITED (EUR)		2013-09-12	2014-08-25
17 STRATASYS LTD		2014-04-07	2014-08-25
19 ASML HOLDING N V (EUR)		2013-09-12	2014-08-25
1562 409 ABERDEEN EMERGING MARKET INSTL FUNDS		2013-09-12	2014-09-19
467 581 ABERDEEN EMERGING MARKET INSTL FUNDS		2014-08-28	2014-09-19
44 ANALOG DEVICES, INC		2013-02-14	2014-09-19
247 KAYNE ANDERSON MLP INVT CO		2010-06-09	2014-09-19
3333 CDK GLOBAL INC		2014-08-25	2014-10-07

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)
1,926		1,805	121
2,975		2,053	922
1,553		1,403	150
1,958		1,716	242
1,807		1,778	29
24,139		22,827	1,312
7,224		7,500	-276
2,191		2,045	146
10,133		6,164	3,969
9		11	-2

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			121
			922
			150
			242
			29
			1,312
			-276
			146
			3,969
			-2

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)
4 CALIFORNIA RES CORP		2013-02-14	2014-12-04
28 ALLSTATE CORP		2012-07-12	2015-04-30
22 AMERISOURCEBERGEN		2012-03-05	2015-04-30
37 APACHE CORPORATION		2005-04-07	2015-04-30
22 APPLE COMPUTERS INCORPORATED		2013-05-13	2015-04-30
7 CDK GLOBAL INC		2014-08-25	2015-04-30
12 CALIFORNIA RES CORP		2013-02-14	2015-04-30
1 DEERE & COMPANY		2014-08-25	2015-04-30
21 DEERE & COMPANY		2013-02-14	2015-04-30
29 DOVER CORP		2012-07-12	2015-04-30

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3		3	
1,963		943	1,020
2,593		806	1,787
2,514		2,343	171
2,784		502	2,282
335		222	113
106		91	15
90		85	5
1,893		1,909	-16
2,218		1,231	987

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	
			1,020
			1,787
			171
			2,282
			113
			15
			5
			-16
			987

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.)
86 GENERAL ELECTRIC COMPANY		2005-05-04	2015-04-30
56 HESS CORP		2011-08-12	2015-04-30
25 HONEYWELL INTERNATIONAL INC		2005-04-07	2015-04-30
81 INTEL CORPORATION		2008-03-07	2015-04-30
23 KEYSIGHT TECHNOLOGIES INC		2013-02-14	2015-04-30
57 LOWE'S COMPANIES INC		2014-08-25	2015-04-30
31 OCCIDENTAL PETROLEUM CORPORATION		2013-02-14	2015-04-30
323 886 VANGUARD TOT BD MKT IDX-ADM		2008-04-18	2015-04-30
969 89 VANGUARD S/T BD INDEX FD		2013-02-21	2015-04-30
52 705 VANGUARD GROWTH INDEX-ADM		2012-03-05	2015-04-30

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)
2,341		3,107	-766
4,330		3,858	472
2,540		945	1,595
2,641		1,615	1,026
773		565	208
3,982		3,005	977
2,478		2,613	-135
3,537		3,287	250
10,223		10,299	-76
2,917		1,863	1,054

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-766
			472
			1,595
			1,026
			208
			977
			-135
			250
			-76
			1,054

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)
30 VISA, INC		2013-09-12	2015-04-30
44 WAL MART STORES INCORPORATED		2010-06-08	2015-04-30
340 077 WALTHAUSEN SMALL CAP VALUE FUND		2011-02-24	2015-04-30
61 WELLS FARGO & COMPANY		2011-08-12	2015-04-30
0137 GOOGLE INC-CL C		2007-10-10	2015-05-11
1858 DANONE ADR(EURO)		2015-06-10	2015-06-29
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)
1,999		1,403	596
3,449		2,340	1,109
7,431		5,628	1,803
3,372		1,545	1,827
7		4	3
3		3	
			3,562

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	
			596
			1,109
			1,803
			1,827
			3

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 <i>Paid during the year</i>				
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			3a	40,000

TY 2014 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	800	720		80

TY 2014 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		
AT&T CORP		
ALLSTATE CORPORATION	976	1,881
APACHE CORP		
CONOCO PHILLIPS	2,888	3,132
DOVER CORP	1,735	1,965
EBAY INC	2,053	2,229
GENERAL ELECTRIC CO	3,302	4,065
HONEYWELL INTL	2,023	2,447
INTEL CORP	1,536	2,342
JP MORGAN CHASE & CO	3,481	5,353
MICROSOFT CORPORATION	4,121	5,430
PUBLIC SERVICE ENTERPRISE	2,308	2,867
U.S. BANCORP	1,357	2,040
UNITED TECHNOLOGIES CORP	3,552	3,993
WALMART STORES INC	1,116	1,560
CHEVRON CORP	1,819	2,991
HENRY SCHEIN INC		
PROCTOR & GAMBLE COMPANY	5,781	5,712
VANGUARD GROWTH INDEX FUND		
VANGUARD INDEX VALUE PORTFOLIO	1,781	1,752
AMERISOURCEBERGEN CORP	2,540	5,211
CAMERON INTERNATIONAL CORP		
CERNER CORP		
GOOGLE INC CL A	1,556	2,700
PHILIP MORRIS INTERNATIONAL	1,147	2,646
SCHLUMBERGER LIMITED	2,465	2,500
APPLE INC	1,426	2,759
BANK OF NEW YORK	2,132	3,190
DANAHER CORP		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EXPRESS SCRIPTS HOLDING INC	1,885	3,824
FREEPORT-MCMORAN COPPER & GOLD	3,378	1,397
VARIAN MEDICAL SYSTEMS	3,643	3,626
BAXTER INTL INC	2,207	3,147
FLOWSERVE CORP		
GOLDMAN SACHS GROUP INC	2,221	3,132
NEXTERA ENERGY INC	1,837	3,431
THE PRICELINE GROUP INC		
TIME WARNER CABLE INC	672	2,316
UNION PACIFIC CORP		
KAYNE ANDERSON MLP INVT CO	14,570	15,928
ANDARKO PETROLEUM CORP		
HESS CORP		
PIONEER NATURAL RESOURCES CO		
AMAZON COM INC	5,267	8,248
BORGWARNER INC	1,716	2,501
CELGENE CORP		
EMC CORP	1,871	1,795
ORACLE CORP	7,147	7,657
SANDISK CORP	984	1,456
PRINCIPAL MIDCAP BLEND FUND	50,782	73,307
WALTHAUSEN SMALL CAP VALUE FD	19,730	22,075
VANGUARD TOTAL BOND INDEX FD	79,275	80,042
AMERICAN EXPRESS COMPANY	4,187	4,041
DEERE & COMPANY	1,705	1,941
DIAGEO PLC - ADR		
FLUOR CORPORATION		
KOHLS CORPORATION		
ESTEE LAUDER COMPANIES - CL A		
THERMO FISCHER SCIENTIFIC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WELLS FARGO COMPANY	2,683	4,274
ISHARES RUSSELL 2000 GROWTH	19,870	25,815
ISHARES RUSSELL 3000 ETF		
MONSANTO CO	4,244	6,567
OCCIDENTAL PETROLEUM CORP		
AGILENT TECHNOLOGIES	1,482	1,774
ANALOG DEVICES INC		
PRECISION CASTPARTS CORP		
MICHAEL KORS HOLDINGS LTD		
CBS CORP	2,064	2,664
THE WALT DISNEY COMPANY		
STARBUCKS CORP		
ANHEUSER BUSCH INBEV NV		
VALEANT PHARMACEUTICALS		
WALGREEN COMPANY		
ARM HOLDINGS PLC	3,736	4,089
QUALCOMM INC	4,631	4,008
AMERICAN INTL GROUP INC	2,447	3,400
AMERIPRISE FINANCIAL INC		
BLACKROCK INC CL A		
VANGUARD S/T BOND INDEX FD	76,887	76,546
TRIMBLE NAVIGATION LTD		
URBAN OUTFITTERS INC		
V F CORPORATION		
MASTEC INC		
UNITED RENTALS INC		
STRATASYS LTD		
STARWOOD HOTELS & RESORTS		
HAIN CELESTIAL GROUP INC		
ACTAVIS PLC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES	1,797	2,307
MEDNAX, INC	1,963	2,372
SHIRE PLC		
ASML HOLDING N.V.		
ADOBE SYSTEMS INC		
CISCO SYSTEMS INC	8,098	9,144
GOOGLE INC CLASS C	1,546	2,603
SPLUNK INC		
DISCOVER FINANCIAL SERVICES	4,323	4,379
VISA INC	4,243	5,506
CAMBIAR INTL EQUITY FUND	50,321	52,559
RIDGEMOUTH SEIX FLOATING RATE	20,959	20,427
ISHARES COHEN & STEERS	13,739	13,710
VANGUARD FTSE EMERGING MARKETS	32,802	30,456
LOWE'S COMPANIES, INC	1,160	1,473
BAKER HUGHES INC	2,480	2,221
EOG RESOURCES INC	2,091	1,839
MARATHON PETROLEUM CORP	2,127	2,197
DICK'S SPORTING GOODS INC	1,539	1,450
DIRECT TV	3,248	3,526
FACEBOOK INC	7,053	8,062
TIME WARNER INC	1,774	2,010
ALIBABA GROUP HLDG	2,053	2,057
AUTOMATIC DATA PROCESSING	1,606	1,765
COCA-COLA COMPANY	4,018	3,805
DANONE ADR	6,061	5,672
SABMILLER PLC	2,801	2,664
YUM! BRANDS INC	2,552	3,153
ALLERGAN PLC	1,948	4,855
MERCK & CO INC	2,215	2,106

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NOVARTIS AG	3,746	4,130
NOVO NORDISCK A/S	2,870	3,450
ZIMMER HOLDINGS INC	2,910	3,168
AMGEN INC	3,100	3,531
AUTODESK INC	3,542	3,305
FACTSET RESEARCH SYSTEMS INC	2,679	3,413
GREENHILL & CO INC	1,781	1,529
T. ROWE PRICE GROUP INC	1,558	1,477
SEI INVESTMENTS INC	3,588	4,756
EXPEDITORS INTL OF WASHINGTON	3,898	4,288
UNITED PARCEL SERVICE INC	3,623	3,586

TY 2014 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	29	29		0
FOREIGN TAXES ON QUALIFIED FOR	141	141		0
FOREIGN TAXES ON NONQUALIFIED	31	31		0

TY 2014 Other Income Schedule

Name: WHATLEY CHARITABLE TRUST CO COMPASS BANK -

EIN: 72-6185747

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROUNDING ADJ	12	0	

TY 2014 Other Professional Fees Schedule

Name: WHATLEY CHARITABLE TRUST CO COMPASS BANK -

EIN: 72-6185747

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	654	589		65

TY 2014 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	585	0		0