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Form 990-PF

Department of the Treasury  
Internal Revenue Service

## 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](http://www.irs.gov/form990pf).

2015

Open to Public  
Inspection

For calendar year 2015, or tax year beginning 07-01-2015 , and ending 06-30-2016

Name of foundation WHATLEY CHARITABLE TRUST CO COMPASS BANK -		A Employer identification number 72-6185747			
		B Telephone number (see instructions) (205) 297-6712			
Number and street (or P O box number if mail is not delivered to street address) PO BOX 10566 - GW TRUST TAX DEPT		C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►			
City or town, state or province, country, and ZIP or foreign postal code BIRMINGHAM, AL 35296					
G Check all that apply Initial return <input type="checkbox"/> Initial return of a former public charity Final return <input type="checkbox"/> Amended return Address change <input type="checkbox"/> Name change					
H Check type of organization Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation <input type="checkbox"/>					
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 654,753		J Accounting method Cash <input type="checkbox"/> Accrual Other (specify) _____ (Part I, column (d) must be on cash basis )			
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		Revenue and expenses per books (a)	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc, received (attach schedule)					
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		16,656	16,656		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		19,478			
b Gross sales price for all assets on line 6a 225,571					
7 Capital gain net income (from Part IV, line 2)			19,478		
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		36,134	36,134		
13 Compensation of officers, directors, trustees, etc		8,910	8,019	891	
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)		800	720	0	80
c Other professional fees (attach schedule)		987	888		99
17 Interest					0
18 Taxes (attach schedule) (see instructions)		817			0
19 Depreciation (attach schedule) and depletion		0	0		
20 Occupancy					
21 Travel, conferences, and meetings			0	0	
22 Printing and publications		47	0	0	47
23 Other expenses (attach schedule)		204	186		
24 Total operating and administrative expenses.					
Add lines 13 through 23		11,765	9,813	0	1,117
25 Contributions, gifts, grants paid		23,000			23,000
26 Total expenses and disbursements. Add lines 24 and 25		34,765	9,813	0	24,117
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		1,369			
b Net investment income (if negative, enter -0-)			26,321		
c Adjusted net income (if negative, enter -0-)				0	

	<b>Part II Balance Sheets</b> 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
	<b>1</b> Cash—non-interest-bearing . . . . .		22,197	22,197
	<b>2</b> Savings and temporary cash investments . . . . .	15,170	30,532	30,532
	<b>3</b> Accounts receivable ► _____			
	Less allowance for doubtful accounts ► _____		0	0
	<b>4</b> Pledges receivable ► _____			
	Less allowance for doubtful accounts ► _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ► _____			
	Less allowance for doubtful accounts ► _____ 0			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
<b>Assets</b>	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	590,028	553,838	602,024
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment basis ► _____			
	Less accumulated depreciation (attach schedule) ► _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .			0
	<b>14</b> Land, buildings, and equipment basis ► _____			
	Less accumulated depreciation (attach schedule) ► _____			
	<b>15</b> Other assets (describe ► _____)			
	<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	605,198	606,567	654,753
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ► _____)			
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22) . . . . .			0
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ► <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/></b> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	605,198	606,567	
	<b>28</b> Paid-in or capital surplus, or land, bldg , and equipment fund			
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds			
	<b>30</b> <b>Total net assets or fund balances</b> (see instructions) . . . . .	605,198	606,567	
	<b>31</b> <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	605,198	606,567	

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	605,198
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	1,369
<b>3</b>	Other increases not included in line 2 (itemize) ► _____	<b>3</b>	0
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	606,567
<b>5</b>	Decreases not included in line 2 (itemize) ► _____	<b>5</b>	0
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	606,567

**Part IV Capital Gains and Losses for Tax on Investment Income**

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired (b) P—Purchase D—Donation	Date acquired (c) (mo, day, yr)	Date sold (d) (mo, day, yr)
<b>1a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>(e) Gross sales price</b>		<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) (e) plus (f) minus (g)</b>
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i) F M V as of 12/31/69</b>		<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	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		<b>2</b> 19,478
<b>3</b>	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				<b>3</b>

**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?  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

Yes  No

**1** Enter the appropriate amount in each column for each year, see instructions before making any entries

<b>(a)</b> Base period years Calendar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use assets	<b>(d)</b> Distribution ratio (col (b) divided by col (c))
2014	40,351	694,912	0 058066
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
<b>2</b> Total of line 1, column (d).	.. . . . .		<b>2</b> 0 271453
<b>3</b> 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	.. . . . .		<b>3</b> 0 054291
<b>4</b> Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	.. . . . .		<b>4</b> 646,707
<b>5</b> Multiply line 4 by line 3.	.. . . . .		<b>5</b> 35,110
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	.. . . . .		<b>6</b> 263
<b>7</b> Add lines 5 and 6.	.. . . . .		<b>7</b> 35,373
<b>8</b> Enter qualifying distributions from Part XII, line 4.	.. . . . .		<b>8</b> 24,117

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	1	526
	Date of ruling or determination letter _____ <b>(attach copy of letter if necessary—see instructions)</b>		
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	526
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only) Others enter -0-)	4	0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	526
6	<b>Credits/Payments</b>		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	804
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	804
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> If Form 2220 is attached	8	0
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . ►	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . ►	10	278
11	Enter the amount of line 10 to be <b>Credited to 2015 estimated tax</b> ►	278	Refunded ►
		11	0

**Part VII-A Statements Regarding Activities**

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? . . . . .		<b>Yes</b>	<b>No</b>
1a			<b>Yes</b>	<b>No</b>
1b			<b>Yes</b>	<b>No</b>
1c			<b>Yes</b>	<b>No</b>
1d			<b>Yes</b>	<b>No</b>
2	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . .		<b>Yes</b>	<b>No</b>
	<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 <b>Form 1120-POL</b> for this year? . . . . .		<b>Yes</b>	<b>No</b>
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
(1)	On the foundation ► \$ _____	(2)	On foundation managers ► \$ _____	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		<b>Yes</b>	<b>No</b>
	<i>If "Yes," attach a detailed description of the activities</i>			
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>		<b>Yes</b>	<b>No</b>
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		<b>Yes</b>	<b>No</b>
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		<b>Yes</b>	<b>No</b>
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		<b>Yes</b>	<b>No</b>
	<i>If "Yes," attach the statement required by General Instruction T</i>			
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? . . . . .			
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>		<b>Yes</b>	<b>No</b>
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	► AL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>		<b>Yes</b>	<b>No</b>
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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		<b>Yes</b>	<b>No</b>
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		<b>Yes</b>	<b>No</b>

**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 ►COMPASS BANK Located at ►15TH S 20TH ST BIRMINGHAM AL	Telephone no ►(205) 297-6712 ZIP+4 ►35233	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. . . . . ►	15	
16	At any time during calendar year 2015, 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
<b>1a</b>	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? . . . . . ► Organizations relying on a current notice regarding disaster assistance check here. . . . . ►	1b	
<b>c</b>	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 2015? . . . . .	1c	No
<b>2</b>	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))		
<b>a</b>	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .	2b	No
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
<b>3a</b>	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>b</b>	If "Yes," did it have excess business holdings in 2015 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 2015) . . . . .	3b	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	No
<b>b</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 2015? . . . . .	4b	No

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). . . . .  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .  Yes  No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . . ►  
Organizations relying on a current notice regarding disaster assistance check here. . . . .

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? . . . . .  Yes  No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .  
*If "Yes" to 6b, file Form 8870*

6b

No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .  
7b

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	Title, and average hours per week (b) 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	8,910		

**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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
<b>Total</b> number of other employees paid over \$50,000. . . . . ►				0

**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".**

**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.

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

1	_____
	_____
	_____
2	_____
	_____
	_____
All other program-related investments See instructions 3	

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	656,555
b	Average of monthly cash balances. . . . .	1b	0
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d	656,555
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	656,555
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	9,848
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	646,707
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6	32,335

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

1	Minimum investment return from Part X, line 6. . . . .	1	32,335
2a	Tax on investment income for 2015 from Part VI, line 5. . . . .	2a	526
b	Income tax for 2015 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	526
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	31,809
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	31,809
6	Deduction from distributable amount (see instructions). . . . .	6	0
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	31,809

**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	24,117
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	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	24,117
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	6	24,117
<b>Note:</b> 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 2014	(c) 2014	(d) 2015
<b>1</b> Distributable amount for 2015 from Part XI, line 7				31,809
<b>2</b> Undistributed income, if any, as of the end of 2015			0	
<b>a</b> Enter amount for 2014 only. . . . .		0		
<b>b</b> Total for prior years 2013, 2012, 2011		0		
<b>3</b> Excess distributions carryover, if any, to 2015				
<b>a</b> From 2010. . . . .	4,644			
<b>b</b> From 2011. . . . .	0			
<b>c</b> From 2012. . . . .	8,804			
<b>d</b> From 2013. . . . .	7,096			
<b>e</b> From 2014. . . . .	7,207			
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	27,751			
<b>4</b> Qualifying distributions for 2015 from Part XII, line 4 ► \$ 24,117				
<b>a</b> Applied to 2014, but not more than line 2a		0		
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2015 distributable amount. . . . .				24,117
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	7,692			7,692
<b>6</b> <b>Enter the net total of each column as indicated below:</b>	20,059			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5		0		
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions. . . . .		0		
<b>e</b> Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions. . . . .			0	
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015. . . . .				0
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> <b>Excess distributions carryover to 2016.</b> Subtract lines 7 and 8 from line 6a. . . . .	20,059			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2011. . . . .	0			
<b>b</b> Excess from 2012. . . . .	5,756			
<b>c</b> Excess from 2013. . . . .	7,096			
<b>d</b> Excess from 2014. . . . .	7,207			
<b>e</b> Excess from 2015. . . . .				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

<b>1a</b> If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling. ►				
<b>b</b> Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed. . . . .				
<b>b</b> 85% of line 2a . . . . .				
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed.				
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .				
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .				
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> "Assets" alternative test—enter				
(1) Value of all assets . . . . .				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .				
<b>c</b> "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)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total . . . . .</b>			► 3a	23,000
<b>b Approved for future payment</b>				
<b>Total . . . . .</b>			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
a					
b					
c					
d					
e					
f					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . . .					
<b>3</b> Interest on savings and temporary cash investments. . . . .					
<b>4</b> Dividends and interest from securities. . . . .				0	16,656
<b>5</b> Net rental income or (loss) from real estate					
a Debt-financed property. . . . .					
b Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property. . . . .					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory. . . . .			0	0	19,478
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue a					
b					
c					
d					
e					
<b>12</b> Subtotal Add columns (b), (d), and (e). . . . .		0		0	36,134
<b>13</b> Total Add line 12, columns (b), (d), and (e). . . . .				13	36,134

**Part V: B. Relationships of Activities to the Accomplishment of Event Purpose**



**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)
38 DIRECTV		2014-08-25	2015-07-27
896 AT&T INC		2015-07-28	2015-08-06
9 AMAZON COM INC		2014-08-25	2016-01-13
45 BAXALTA INC		2010-10-05	2016-01-13
45 BAXTER INTL INC		2010-10-05	2016-01-13
228 DANONE ADR(EURO)		2014-08-25	2016-01-13
37 EBAY INC		2014-08-25	2016-01-13
43 FACEBOOK INC		2014-08-25	2016-01-13
14 MONSTER BEVERAGE CORP		2014-08-25	2016-01-13
37 PAYPAL HLDGS INC		2014-08-25	2016-01-13

**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 (h) plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,577		3,248	329
31		31	
5,248		1,917	3,331
1,836		989	847
1,583		1,218	365
2,963		3,263	-300
938		806	132
4,134		3,226	908
2,020		1,212	808
1,192		1,247	-55

**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	(i) FMV as of 12/31/69 (j) Adjusted basis (k) as of 12/31/69	Excess of col (i) (k) over col (j), if any	Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
			329
			3,331
			847
			365
			-300
			132
			908
			808
			-55

**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)
40 PROCTOR & GAMBLE COMPANY		2014-08-25	2016-01-13
1744 747 VANGUARD TOT BD MKT IDX-ADM		2010-04-16	2016-01-13
53 844 VANGUARD VALUE INDEX-ADM		2015-04-30	2016-01-13
1008 444 WALTHAUSEN SMALL CAP VALUE FUND		2014-09-19	2016-01-13
29 ZIMMER HOLDINGS INC		2014-08-25	2016-01-13
71 AT&T INC		2015-07-28	2016-04-13
46 AGILENT TECHNOLOGIES INC		2013-02-14	2016-04-13
29 ALLSTATE CORP		2012-07-12	2016-04-13
27 AMERICAN EXPRESS COMPANY		2014-08-25	2016-04-13
49 AMERISOURCEBERGEN		2013-09-12	2016-04-13

**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 (g) plus expense of sale	(h) (e) plus (f) minus (g)
3,055		3,019	36
18,739		18,002	737
1,589		1,781	-192
15,560		19,730	-4,170
2,944		2,910	34
2,712		2,463	249
1,874		1,482	392
1,951		976	975
1,673		1,944	-271
4,161		2,540	1,621

**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			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			36
			737
			-192
			-4,170
			34
			249
			392
			975
			-271
			1,621

**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)
36 BAKER HUGHES INCORPORATED		2015-04-30	2016-04-13
76 BANK OF NEW YORK MELLON CORP		2008-11-26	2016-04-13
48 CBS CORP-B		2013-02-14	2016-04-13
27 CENTENE CORPORATION		2016-01-13	2016-04-13
31 CHEVRONTEXACO CORP		2005-06-17	2016-04-13
68 COMMUNITY HEALTH SYSTEMS INC		2016-01-13	2016-04-13
51 CONOCOPHILLIPS		2014-04-07	2016-04-13
21 DEERE & COMPANY		2016-01-13	2016-04-13
20 DEERE & COMPANY		2014-08-25	2016-04-13
71 DICK'S SPORTING GOODS		2016-01-13	2016-04-13

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
1,479		2,480	-1,001
2,850		2,132	718
2,608		2,064	544
1,608		1,646	-38
3,030		1,819	1,211
1,322		1,349	-27
2,226		2,888	-662
1,636		1,554	82
1,558		1,705	-147
3,189		3,026	163

**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			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-1,001
			718
			544
			-38
			1,211
			-27
			-662
			82
			-147
			163

**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.)
76 DISCOVER FINANCIAL SERVICES		2014-04-07	2016-04-13
28 DOVER CORP		2013-05-13	2016-04-13
68 EMC CORPORATION MASSACHSETTS		2012-03-05	2016-04-13
23 EOG RESOURCES INC		2016-01-13	2016-04-13
43 EXPRESS SCRIPTS HOLDING INC		2012-03-05	2016-04-13
17 F5 NETWORKS INC		2016-01-13	2016-04-13
365 FREEPORT-MCM COPR GOLD		2016-01-13	2016-04-13
75 FREEPORT-MCM COPR GOLD		2012-03-05	2016-04-13
153 GENERAL ELECTRIC COMPANY		2010-10-05	2016-04-13
15 GOLDMAN SACHS GROUP INC		2013-02-14	2016-04-13

**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)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
3,982		4,323	-341
1,846		1,735	111
1,745		1,871	-126
1,794		2,218	-424
3,063		1,885	1,178
1,651		1,588	63
4,003		1,407	2,596
822		3,378	-2,556
4,738		3,302	1,436
2,394		2,221	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			Gains (Col. (h) gain minus col. (k), but not less than -0-) or (l) Losses (from col. (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col. (i) (k) over col. (j), if any	
			-341
			111
			-126
			-424
			1,178
			63
			2,596
			-2,556
			1,436
			173

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
16 HONEYWELL INTERNATIONAL INC		2016-01-13	2016-04-13
24 HONEYWELL INTERNATIONAL INC		2014-09-19	2016-04-13
46 INTEL CORPORATION		2016-01-13	2016-04-13
77 INTEL CORPORATION		2008-03-07	2016-04-13
92 KAYNE ANDERSON MLP INVT CO		2010-06-08	2016-04-13
42 MARATHON PETROLEUM CORPORATION		2015-04-30	2016-04-13
32 MEDNAX, INC		2014-04-07	2016-04-13
35 NEXTERA ENERGY, INC		2011-08-12	2016-04-13
95 ORACLE CORPORATION		2014-08-25	2016-04-13
17 PHILIP MORRIS INTERNATIONAL, INC		2005-04-07	2016-04-13

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
1,834		1,559	275
2,751		2,023	728
1,474		1,473	1
2,467		1,536	931
1,496		1,281	215
1,659		2,127	-468
2,164		1,963	201
4,056		1,837	2,219
3,913		3,173	740
1,691		591	1,100

**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			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			275
			728
			1
			931
			215
			-468
			201
			2,219
			740
			1,100

**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)
42 T ROWE PRICE GROUP INC		2016-01-13	2016-04-13
73 PUBLIC SERVICE ENTERPRISE GROUP INC		2012-07-12	2016-04-13
21 SANDISK CORP		2016-01-13	2016-04-13
25 SANDISK CORP		2011-08-12	2016-04-13
23 TIME WARNER INC		2014-08-25	2016-04-13
13 TIME WARNER CABLE INC		2010-06-08	2016-04-13
47 U.S. BANCORP		2005-04-07	2016-04-13
24 WAL MART STORES INCORPORATED		2016-01-13	2016-04-13
22 WAL MART STORES INCORPORATED		2010-06-08	2016-04-13
69 WELLS FARGO & COMPANY		2013-09-12	2016-04-13

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
3,194		3,065	129
3,329		2,308	1,021
1,611		1,525	86
1,918		984	934
1,713		1,774	-61
2,668		672	1,996
1,941		1,357	584
1,660		1,497	163
1,522		1,116	406
3,387		2,385	1,002

**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			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			129
			1,021
			86
			934
			-61
			1,996
			584
			163
			406
			1,002

**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)
16 ALLERGAN PLC		2013-06-07	2016-04-13
2336 CHARTER COMMUNICATIONS INC-A		2016-04-13	2016-06-27
1097 778 CAMBIAR INTL EQUITY FUND-INS		2013-09-12	2016-06-28
98 BOSTON SCIENTIFIC CORP		2016-04-13	2016-06-28
22 LOWE'S COMPANIES INC		2014-08-25	2016-06-28
540 VANGUARD FTSE EMERGING MARKETS ETF		2014-09-19	2016-06-28
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 (h) plus expense of sale	(h) (e) plus (f) minus (g)
3,551		1,948	1,603
52		52	
24,645		26,402	-1,757
2,169		1,914	255
1,703		1,160	543
18,325		23,776	-5,451
			3,354

**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			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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			1,603
			-1,757
			255
			543
			-5,451

## 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)				
<b>a Paid during the year</b>				
THE CAHABA RIVER SOCIETY 2717 7TH AVENUE SUITE 205 BIRMINGHAM, AL 352333421	NONE	N/A	GENERAL CONTRIBUTION	4,000
WBHM 903 650 11TH STREET SOUTH BIRMINGHAM, AL 35233	NONE	N/A	GENERAL CONTRIBUTION	2,000
FREEDOM FROM RELIGION FOUNDATION PO BOX 750 MADISON, WI 53701	NONE	N/A	GENERAL CONTRIBUTION	3,000
PUBLIC CITIZEN FOUNDATION 1600 20TH STREET NW WASHINGTON, DC 20009	NONE	N/A	GENERAL CONTRIBUTION	2,000
BIRMINGHAM FESTIVAL THEATER PO BOX 55321 BIRMINGHAM, AL 35255	NONE	N/A	GENERAL CONTRIBUTION	5,000
LINUS PAULING INSTITUTE OREGON STATE UNIVERSITY CORVALLIS, OR 973316512	NONE	N/A	GENERAL CONTRIBUTION	4,000
COMPASSION & CHOICES PO BOX 101810 DENVER, CO 802501810	NONE	N/A	GENERAL CONTRIBUTION	3,000
<b>Total . . . . .</b>			► 3a	23,000

## TY 2015 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 2015 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
ALLSTATE CORPORATION		
CONOCO PHILLIPS		
DOVER CORP		
EBAY INC		
GENERAL ELECTRIC CO		
HONEYWELL INTL		
INTEL CORP		
JP MORGAN CHASE & CO	3,481	4,909
MICROSOFT CORPORATION	4,121	6,294
PUBLIC SERVICE ENTERPRISE		
U.S. BANCORP		
UNITED TECHNOLOGIES CORP	3,552	3,692
WALMART STORES INC		
CHEVRON CORP		
PROCTOR & GAMBLE COMPANY	6,459	6,604
VANGUARD GROWTH INDEX FUND	1,500	1,541
VANGUARD INDEX VALUE PORTFOLIO	2,500	2,558
AMERISOURCEBERGEN CORP		
CERNER CORP	3,098	3,164
GOOGLE INC CL A		
PHILIP MORRIS INTERNATIONAL	556	1,628
SCHLUMBERGER LIMITED	2,465	2,293
APPLE INC	1,427	2,103
BANK OF NEW YORK		
EXPRESS SCRIPTS HOLDING INC		
FREEPORT-MCMORAN COPPER & GOLD		
VARIAN MEDICAL SYSTEMS	3,643	3,536
BAXTER INTL INC		
GOLDMAN SACHS GROUP INC		
NEXTERA ENERGY INC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TIME WARNER CABLE INC		
KAYNE ANDERSON MLP INV CO	18,467	17,053
AMAZON COM INC	5,194	9,303
BORGWARNER INC	1,716	1,299
EMC CORP		
ORACLE CORP	3,974	3,888
SANDISK CORP		
PRINCIPAL MIDCAP BLEND FUND	53,782	72,696
WALTHAUSEN SMALL CAP VALUE FD		
VANGUARD TOTAL BOND INDEX FD	61,272	63,455
AMERICAN EXPRESS COMPANY	2,244	1,519
DEERE & COMPANY		
THERMO FISCHER SCIENTIFIC	1,591	1,625
WELLS FARGO COMPANY	1,801	1,751
ISHARES RUSSELL 2000 GROWTH	21,350	24,555
MONSANTO CO		
AGILENT TECHNOLOGIES		
CBS CORP		
THE WALT DISNEY COMPANY	1,789	1,761
ARM HOLDINGS PLC	3,736	3,777
QUALCOMM INC	4,631	3,428
AMERICAN INTL GROUP INC	2,447	2,909
VANGUARD S/T BOND INDEX FD		
V F CORPORATION	1,528	1,476
ABBOTT LABORATORIES	3,360	3,263
MEDNAX, INC		
CISCO SYSTEMS INC	8,098	9,554
GOOGLE INC CLASS C		
DISCOVER FINANCIAL SERVICES		
VISA INC	4,243	6,082

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
CAMBIAR INTL EQUITY FUND	26,919	25,291
RIDGEWORTH SEIX FLOATING RATE	20,959	19,664
ISHARES COHEN & STEERS	13,739	16,555
VANGUARD FTSE EMERGING MARKETS	14,860	14,127
LOWE'S COMPANIES, INC		
BAKER HUGHES INC		
EOG RESOURCES INC	1,461	1,919
MARATHON PETROLEUM CORP		
DICK'S SPORTING GOODS INC		
DIRECT TV		
FACEBOOK INC	5,338	7,428
TIME WARNER INC		
ALIBABA GROUP HLDG	5,126	5,249
AUTOMATIC DATA PROCESSING	1,606	2,021
COCA-COLA COMPANY	4,018	4,397
DANONE ADR	4,446	4,506
SABMILLER PLC	2,801	2,986
YUM! BRANDS INC	2,552	2,902
ALLERGAN PLC		
MERCK & CO INC	2,215	2,132
NOVARTIS AG	3,746	3,465
NOVO NORDISK A/S	2,870	3,388
ZIMMER HOLDINGS INC		
AMGEN INC	3,100	3,499
AUTODESK INC	3,542	3,573
FACTSET RESEARCH SYSTEMS INC	2,679	3,390
GREENHILL & CO INC	1,781	596
T. ROWE PRICE GROUP INC		
SEI INVESTMENTS INC	3,588	4,667
EXPEDITORS INTL OF WASHINGTON	3,898	4,561

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
UNITED PARCEL SERVICE INC	3,623	3,986
EASTMAN CHEMICAL COMPANY	1,557	1,426
PRAXAIR INC	1,614	1,573
CIMAREX ENERGY CO	2,459	2,744
ILLINOIS TOOL WORKS INC	1,570	1,562
PARKER HANNIFIN CORP	2,132	2,053
COMCAST CORP SPL A	2,110	2,216
GOODYEAR TIRE & RUBBER COMPANY	1,736	1,386
TJX COMPANIES INC	1,912	1,931
TEGNA INC	1,621	1,576
WHIRLPOOL CORP	2,808	2,500
KIMBERLY-CLARK CORPORATION	1,630	1,650
MONSTER BEVERAGE CORP	3,031	5,625
SYSCO CORPORATION	3,336	3,603
MEDTRONIC PLC	1,698	1,909
BOSTON SCIENTIFIC CORP	1,504	1,799
PFIZER INC	2,867	3,098
STRYKER CORP	1,535	1,678
ALPHABET INC CLASS C	1,546	3,461
ALPHABET INC CLASS A	3,862	5,628
CHARTER COMMUNICATIONS INC	1,572	1,600
INTERNATIONAL BUSINESS MACHINE	1,662	1,670
JUNIPER NETWORKS INC	1,572	1,484
LINEAR TECHNOLOGY CORP	1,531	1,582
AETNA INC	1,657	1,832
CAPITAL ONE FINANCIAL CORP	3,040	2,731
CITIGROUP INC	4,269	4,069
FRANKLIN RESOURCES INC	1,584	1,335
LOEWS CORP	1,532	1,603
MARSH & MCLENNAN	2,293	2,533

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
METLIFE INC	3,374	3,027
MORGAN STANLEY	3,116	3,144
PROGRESSIVE CORP	1,771	1,709
VANTIV INC	1,523	1,585
VIRTUS QUALITY SMALL CAP FUND	22,154	24,257
VANGUARD SHORT-TERM BOND INDEX	91,768	92,427

## TY 2015 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	92	92		0
FOREIGN TAXES ON QUALIFIED	45	45		0
FOREIGN TAXES ON NONQUALIFIED	49	49		0
ROUNDING ADJ	18	0		0

## TY 2015 Other Professional Fees Schedule

**Name:** WHATLEY CHARITABLE TRUST CO COMPASS BANK -

**EIN:** 72-6185747

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
INVESTMENT MANAGEMENT FEES	987	888		99

## TY 2015 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	13	0		0
FEDERAL ESTIMATES - PRINCIPAL	804	0		0