

For calendar year 2018, or tax year beginning 07-01-2018, and ending 06-30-2019

Name of foundation WHATLEY CHARITABLE TRUST CO COMPASS BANK		A Employer identification number 72-6185747	
Number and street (or P.O. box number if mail is not delivered to street address) PO BOX 10566 - GW TRUST TAX DEPT		B Telephone number (see instructions) (205) 297-6712	
City or town, state or province, country, and ZIP or foreign postal code BIRMINGHAM, AL 35296		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 747,025	J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	803	803		
	4 Dividends and interest from securities	10,677	10,677		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	29,602			
	b Gross sales price for all assets on line 6a _____ 111,622				
	7 Capital gain net income (from Part IV, line 2)		29,602		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	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	41,082	41,082		
	13 Compensation of officers, directors, trustees, etc	9,865	4,933		4,932
	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)				
	c Other professional fees (attach schedule)	1,183	1,183		0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	1,280			0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	233	233		
	24 Total operating and administrative expenses. Add lines 13 through 23	12,561	6,349	0	4,932
	25 Contributions, gifts, grants paid	35,000			35,000
	26 Total expenses and disbursements. Add lines 24 and 25	47,561	6,349	0	39,932
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-6,479			
	b Net investment income (if negative, enter -0-)		34,733		
c Adjusted net income (if negative, enter -0-)				0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	8,107	11,257	11,257
	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)	585,971	415,284	571,989
	c	Investments—corporate bonds (attach schedule)		162,659	163,779
	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)	594,078	589,200	747,025	
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	594,078	589,200	
	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)	594,078	589,200		
31	Total liabilities and net assets/fund balances (see instructions) .	594,078	589,200		

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	594,078
2	Enter amount from Part I, line 27a	2	-6,479
3	Other increases not included in line 2 (itemize) ▶ _____	3	2,149
4	Add lines 1, 2, and 3	4	589,748
5	Decreases not included in line 2 (itemize) ▶ _____	5	548
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	589,200

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2 Capital gain net income or (net capital loss) <div style="float: right; font-size: small;"> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	29,602
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))
2017	40,071	735,492	0 054482
2016	39,932	682,473	0 058511
2015	24,117	646,707	0 037292
2014	40,351	694,912	0 058066
2013	41,201	697,801	0 059044

2 Total of line 1, column (d)	2	0 267395
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0 053479
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	720,998
5 Multiply line 4 by line 3	5	38,558
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	347
7 Add lines 5 and 6	7	38,905
8 Enter qualifying distributions from Part XII, line 4	8	39,932

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 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	347
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	347
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	347
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	780
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	780
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	433
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ▶ 348 Refunded ▶	11	85

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AL _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions.	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 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	15		
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ► _____			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions.	1b		No
	Organizations relying on a current notice regarding disaster assistance check here.			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?			
	If "Yes," list the years ► 20____, 20____, 20____, 20____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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?			
	If "Yes," did it have excess business holdings in 2018 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 2018).	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 2018?	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		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(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		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(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		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	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			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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 5	9,865		
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	718,935
b	Average of monthly cash balances.	1b	13,043
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	731,978
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	731,978
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	10,980
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	720,998
6	Minimum investment return. Enter 5% of line 5.	6	36,050

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	36,050
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	347
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	347
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	35,703
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	35,703
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	35,703

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	39,932
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	39,932
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	347
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	39,585

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				35,703
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.	7,096			
b From 2014.	7,207			
c From 2015.	0			
d From 2016.	6,368			
e From 2017.	4,076			
f Total of lines 3a through e.	24,747			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 39,932				
a Applied to 2017, 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 2018 distributable amount.				35,703
e Remaining amount distributed out of corpus	4,229			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	28,976			
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 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				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 2013 not applied on line 5 or line 7 (see instructions).	7,096			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	21,880			
10 Analysis of line 9				
a Excess from 2014.	7,207			
b Excess from 2015.	0			
c Excess from 2016.	6,368			
d Excess from 2017.	4,076			
e Excess from 2018.	4,229			

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 2018, enter the date of the ruling. ▶					
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)					
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) 2018	(b) 2017	(c) 2016	(d) 2015	
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 foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2)) NONE	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest NONE	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here <input type="checkbox"/> 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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.	
a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed COMPASS BANK - WEALTH MANAGEMENT GR ATTN GREG ROBINSON PO BOX 1056 BIRMINGHAM, AL 35296 (205) 297-6712	
b The form in which applications should be submitted and information and materials they should include LETTER DESCRIBING PROJECT, OTHER SOURCE FINDINGS, PROOF OF EXEMPTION, CURRENT FINANCIAL DATA, AND REQUESTED AMOUNT	
c Any submission deadlines NONE	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors CHARITABLE, RELIGIOUS, SCIENTIFIC, LITERARY, OR EDUCATIONAL PURPOSES EXCLUDING POLITICAL PER REGS IRC SEC 501 (C) (3) AND 170 (C) (2)	

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

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

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	
Enter gross amounts unless otherwise indicated				
1 Program service revenue				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments.				
3 Interest on savings and temporary cash investments		14	803	
4 Dividends and interest from securities.		14	10,677	
5 Net rental income or (loss) from real estate				
a Debt-financed property.				
b Not debt-financed property.				
6 Net rental income or (loss) from personal property				
7 Other investment income.				
8 Gain or (loss) from sales of assets other than inventory		18	29,602	
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue a _____				
b _____				
c _____				
d _____				
e _____				
12 Subtotal Add columns (b), (d), and (e).			41,082	
13 Total. Add line 12, columns (b), (d), and (e).				41,082

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

[illegible]

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) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | | |
| (1) Cash. | | 1a(1) | | No |
| (2) Other assets. | | 1a(2) | | No |
| b Other transactions | | | | |
| (1) Sales of assets to a noncharitable exempt organization. | | 1b(1) | | No |
| (2) Purchases of assets from a noncharitable exempt organization. | | 1b(2) | | No |
| (3) Rental of facilities, equipment, or other assets. | | 1b(3) | | No |
| (4) Reimbursement arrangements. | | 1b(4) | | No |
| (5) Loans or loan guarantees. | | 1b(5) | | No |
| (6) Performance of services or membership or fundraising solicitations. | | 1b(6) | | No |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | | 1c | | No |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | | | |

[illegible]

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	*****	2019-11-14	*****
	_____ 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 <input type="checkbox"/>	PTIN
	CHRISTOPHER L GILLAM		2019-11-14		P01212487
	Firm's name ▶ ERNST & YOUNG US LLP				Firm's EIN ▶ 34-6565596
	Firm's address ▶ 40 WESTMINSTER ST PROVIDENCE, RI 02903				Phone no (401) 457-3848

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)
1	2 GARRETT MOTION INC		2017-03-02	2018-10-25
1	17 PRAXAIR INCORPORATED		2016-04-13	2018-10-31
	32 ABBOTT LABORATORIES		2014-04-07	2018-11-09
	12 APPLE COMPUTERS INCORPORATED		2013-05-13	2018-11-09
	11 AUTOMATIC DATA PROCESSING		2014-08-25	2018-11-09
	104 CISCO SYSTEMS INCORPORATED		2014-08-25	2018-11-09
	78 COTY INC-CL A		2017-03-02	2018-11-09
	161 DANONE-SPONS ADR		2014-09-19	2018-11-09
	48 FRANKLIN RESOURCES INCORPORATED		2016-06-28	2018-11-09
	1 GARRETT MOTION INC		2017-03-02	2018-11-09

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		3	
2,779		1,839	940
2,307		1,224	1,083
2,428		778	1,650
1,610		803	807
4,857		2,582	2,275
660		1,444	-784
2,370		2,260	110
1,463		1,481	-18
13		14	-1

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) 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	
			940
			1,083
			1,650
			807
			2,275
			-784
			110
			-18
			-1

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)
33 ISHARES COHEN & STEERS REALTY		2014-08-25	2018-11-09
1 24 ISHARES RUSSELL 2000 GROWTH		2013-06-07	2018-11-09
66 JUNIPER NETWORKS		2016-04-13	2018-11-09
50 MICROSOFT CORPORATION		2011-08-12	2018-11-09
30 MOLSON COORS BREWING CO -B		2018-03-05	2018-11-09
68 PFIZER INCORPORATED		2016-04-13	2018-11-09
2 RESIDEO TECHNOLOGIES INC		2017-03-02	2018-11-09
42 TWENTY-FIRST CENTURY FOX INC		2018-03-05	2018-11-09
22 V F CORPORATION		2016-04-13	2018-11-09
29 AETNA INC		2016-04-13	2018-11-30

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)
3,339		2,963	376
4,585		2,714	1,871
1,935		1,572	363
5,445		1,261	4,184
1,918		2,340	-422
3,015		2,215	800
43		45	-2
2,002		1,521	481
1,852		1,401	451
6,168		3,156	3,012

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) 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	
			376
			1,871
			363
			4,184
			-422
			800
			-2
			481
			451
			3,012

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)
296 CVS CORP COM		2018-11-09	2018-12-07
1 1 AMAZON COM INC		2014-08-25	2019-03-21
25 AMERICAN EXPRESS COMPANY		2014-08-25	2019-03-21
11 AUTOMATIC DATA PROCESSING		2014-08-25	2019-03-21
6 BRIGHTHOUSE FINANCIAL INC		2016-04-13	2019-03-21
42 CVS CORP COM		2018-11-28	2019-03-21
24 DISCOVER FINANCIAL SERVICES		2018-03-05	2019-03-21
21 EASTMAN CHEMICAL COMPANY (SPUN-OFF FROM EASTMAN KODAK EFFECT-		2016-04-13	2019-03-21
68 GOODYEAR TIRE & RUBBER COMPANY		2018-11-09	2019-03-21
54 GOODYEAR TIRE & RUBBER COMPANY		2016-04-13	2019-03-21

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)
23		24	-1
1,802		335	1,467
2,784		2,244	540
1,701		803	898
225		304	-79
2,393		3,366	-973
1,728		1,844	-116
1,667		1,557	110
1,236		1,489	-253
982		1,736	-754

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) 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
			1,467
			540
			898
			-79
			-973
			-116
			110
			-253
			-754

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)
32 PROCTOR & GAMBLE COMPANY		2014-08-25	2019-03-21
1 68 TEGNA INC		2016-04-13	2019-03-21
2 TEXAS INSTRUMENTS INCORPORATED		2018-04-10	2019-03-21
14 TEXAS INSTRUMENTS INCORPORATED		2018-03-05	2019-03-21
23 UNITED PARCEL SERVICE INC		2016-06-28	2019-03-21
58 VANGUARD FTSE EMERGING MARKETS ETF		2014-09-19	2019-03-21
23 VERISK ANALYTICS INC		2018-03-05	2019-03-21
27 CERNER CORPORATION		2016-04-13	2019-03-26
2 99894 DEVON ENERGY CORP		2018-03-05	2019-03-26
48 00106 DEVON ENERGY CORP		2018-03-05	2019-03-26

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)
3,278		2,679	599
956		1,038	-82
223		205	18
1,562		1,516	46
2,503		2,340	163
2,484		2,554	-70
2,973		2,372	601
1,528		1,594	-66
94		96	-2
1,509		1,536	-27

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) 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	
			599
			-82
			18
			46
			163
			-70
			601
			-66
			-2
			-27

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)
90 HANESBRANDS INC		2018-11-09	2019-03-26
1 76 HANESBRANDS INC		2018-03-05	2019-03-26
61 NOBLE ENERGY INC		2019-03-21	2019-03-26
21 T-MOBILE US INC COM		2019-03-21	2019-03-26
501 604 VANGUARD TOT BD MKT IDX-ADM		2010-10-05	2019-03-26
996 76851 VANGUARD S/T BD INDEX FD		2013-02-21	2019-03-26
599 82949 VANGUARD S/T BD INDEX FD		2013-02-21	2019-03-26
14 VARIAN MEDICAL SYSTEMS INC		2014-08-25	2019-03-26
15 VISA INC-CLASS A SHARES		2014-08-25	2019-03-26
1 CVS CORP COM		2018-11-09	2019-04-10

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)
1,527		1,492	35
1,289		1,538	-249
1,525		1,522	3
1,523		1,525	-2
5,352		5,252	100
10,386		10,576	-190
6,250		6,364	-114
1,943		1,040	903
2,319		788	1,531
54		80	-26

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) 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	
			35
			-249
			3
			-2
			100
			-190
			-114
			903
			1,531
			-26

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)
8 ALCON INC		2014-08-25	2019-05-15
1 CAPITAL GAIN DIVIDENDS	P		

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)
45		44	1
			8,271

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

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>				
BIRMINGHAM FESTIVAL THEATER PO BOX 55321 BIRMINGHAM, AL 35255	NONE	PC	GENERAL	10,000
CAHABA RIVER SOCIETY INC 2717 7TH AVENUE S SUITE 205 BIRMINGHAM, AL 352333421	NONE	PC	GENERAL	10,000
PUBLIC RADIO WBHM 903 FM UNIVERSITY OF ALABAMA AT BIRMINGHAM 650 11TH STREET SOUTH BIRMINGHAM, AL 35233	NONE	PC	GENERAL	5,000
Total ▶ 3a				35,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
COMPASSION & CHOICES PO BOX 101810 DENVER, CO 802501810	NONE	PC	GENERAL	5,000
LINUS PAULING INSTITUTE OREGON STATE UNIVERSITY FOUNDATION 307 LINUS PAULING SCIENCE CENTER CORVALLIS, OR 973316512	NONE	PC	GENERAL	5,000
Total ▶ 3a				35,000

TY 2018 Investments Corporate Bonds Schedule**Name:** WHATLEY CHARITABLE TRUST CO COMPASS BANK**EIN:** 72-6185747**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
VANGUARD S-T BOND INDEX-ADM	84,728	85,393
VANGUARD TOT BD MKT IDX-ADM	62,247	63,578
VIRTUS SEIX FLT RT HI INC-I	15,684	14,808

TY 2018 Investments Corporate Stock Schedule

Name: WHATLEY CHARITABLE TRUST CO COMPASS BANK
EIN: 72-6185747

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JP MORGAN CHASE & CO		
MICROSOFT CORPORATION	2,860	9,779
UNITED TECHNOLOGIES CORP	3,552	4,687
PROCTOR & GAMBLE COMPANY		
VANGUARD GROWTH INDEX	1,500	2,349
VANGUARD VALUE INDEX	8,241	8,811
CERNER CORP	1,504	1,979
PHILIP MORRIS INTERNATIONAL	3,022	3,063
SCHLUMBERGER LIMITED	4,358	2,384
APPLE INC	648	1,979
VARIAN MEDICAL SYSTEMS	817	1,497
KAYNE ANDERSON MLP INVT CO		
AMAZON COM INC	2,513	9,468
BORGWARNER INC	2,006	2,771
ORACLE CORP	5,493	7,634
PRINCIPAL MIDCAP FUND	51,300	87,811
VANGUARD TOTAL BOND MKT INDEX		
AMERICAN EXPRESS COMPANY		
THERMO FISCHER SCIENTIFIC	1,938	2,937
WELLS FARGO COMPANY		
ISHARES RUSSELL 2000 GROWTH	16,797	25,109
THE WALT DISNEY COMPANY	1,789	2,514
QUALCOMM INC	4,137	4,792
V F CORPORATION	1,542	2,446
ABBOTT LABORATORIES	5,186	9,335
CISCO SYSTEMS INC	1,734	3,174
VISA INC	3,085	8,504
CAMBIAR INTL EQUITY FUND	47,299	49,390
RIDGEWORTH SEIX FLOATING RATE		
ISHARES COHEN & STEERS REIT	16,187	20,052

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VANGUARD FTSE EMERGING MARKETS	25,051	29,176
FACEBOOK INC	6,645	12,352
ALIBABA GROUP HLDG	3,648	8,134
AUTOMATIC DATA PROCESSING		
COCA-COLA COMPANY	4,018	4,939
DANONE ADR	3,907	4,503
YUM! BRANDS INC	1,783	3,873
MERCK & CO INC	2,215	3,102
NOVARTIS AG	1,488	1,735
NOVO NORDISKA S ADR	4,424	4,747
AMGEN INC	1,752	2,396
AUTODESK INC	2,361	7,168
FACTSET RESEARCH SYSTEMS INC	1,403	3,152
HANESBRANDS INC		
SEI INVESTMENTS INC	2,294	3,478
EXPEDITORS INTL OF WASHINGTON	2,557	4,627
UNITED PARCEL SERVICE INC		
EASTMAN CHEMICAL COMPANY		
PRAXAIR INC		
CIMAREX ENERGY CO	3,962	2,077
ILLINOIS TOOL WORKS INC		
PARKER HANNIFIN CORP	2,132	3,230
COMCAST CORP SPL A	2,110	2,875
GOODYEAR TIRE & RUBBER COMPANY		
TJX COMPANIES INC	3,473	4,865
TEGNA INC		
WHIRLPOOL CORP		
KIMBERLY-CLARK CORPORATION	3,220	3,199
MONSTER BEVERAGE CORP	3,560	6,383
MEDTRONIC PLC	3,288	3,993

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PFIZER INC	3,991	4,895
STRYKER CORP		
ALPHABET INC CLASS C	1,546	5,405
ALPHABET INC CLASS A	4,986	8,662
CHARTER COMMUNICATIONS INC	1,572	2,766
JUNIPER NETWORKS INC		
AETNA INC		
CAPITAL ONE FINANCIAL CORP		
CITIGROUP INC	5,796	8,404
FRANKLIN RESOURCES INC		
LOEWS CORP	1,666	2,351
MARSH & MCLENNAN COMPANIES INC	1,933	2,993
METLIFE INC	4,552	5,414
MORGAN STANLEY	1,700	2,891
VANTIV INC		
VIRTUS QUALITY SMALL CAP FUND	32,403	38,230
VANGUARD SHORT-TERM BOND INDEX		
AXALTA COATING SYS LTD	1,506	1,786
CARS.COM INC		
COTY INC - CL A		
DEERE & CO	2,483	4,640
FORD MOTOR CO		
HARTFORD FINANCIAL SERVICES GR	2,926	3,678
HONEYWELL INTERNATIONAL INC	1,456	2,095
PEPSICO INC	4,614	5,245
PNC FINANCIAL SERVICES GROUP	1,567	2,746
REGENERON PHARMACEUTICALS	3,936	3,443
YUM CHINA HOLDING INC	1,085	1,894
VIRTUS SEIX FLT RT HI INC		
STEEL PATH MLP SELECT		

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BERKSHIRE HATHAWAY INC	5,176	5,329
BRIGHTHOUSE FINANCIAL INC		
DEVON ENERGY CORP	3,136	2,795
DISCOVER FINANCIAL SERVICES	4,534	4,578
FIRST REPUBLIC BANK	2,442	2,539
GILEAD SCIENCES INC	1,582	1,419
MOLSON COORS BREWING CO		
TEXAS INSTRUMENTS INC	1,435	1,607
TWENTY-FIRST CENTURY FOX INC		
UNITED CONTINENTAL HOLDINGS IN	2,699	3,502
VERISK ANALYTICS INC		
WORLDPAY INC	1,377	3,186
AMERICAN INTERNATIONAL GROUP,	3,137	3,836
COLGATE PALMOLIVE COMPANY	2,147	2,437
GENERAL MOTORS CO	2,154	2,235
JPMORGAN CHASE & CO	1,633	3,354
KONTOOR BRANDS INC	103	112
NVIDIA CORP	2,518	2,299
NVR INC	2,796	3,370
PROCTER & GAMBLE COMPANY	5,336	7,127
STARBUCKS CORP	3,560	4,359
ALCON INC	163	186
LINDE PUBLIC LIMITED COMPANY	1,839	3,414
INV OPP STEELPATH MLP FUND	15,000	14,298

TY 2018 Other Decreases Schedule

Name: WHATLEY CHARITABLE TRUST CO COMPASS BANK
EIN: 72-6185747

Description	Amount
RETURN OF CAPITAL	548

TY 2018 Other Expenses Schedule**Name:** WHATLEY CHARITABLE TRUST CO COMPASS BANK**EIN:** 72-6185747**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	54	54		0
FOREIGN TAXES ON QUALIFIED FOR	80	80		0
FOREIGN TAXES ON NONQUALIFIED	99	99		0

TY 2018 Other Increases Schedule**Name:** WHATLEY CHARITABLE TRUST CO COMPASS BANK**EIN:** 72-6185747

Description	Amount
2017 TRANSACTIONS POSTED IN 2018	353
MUTUAL FUND ADJUSTMENT	1,645
DISALLOWED WASH SALE ADJUSTMENTS	142
PRIOR YEAR ADJ FOR COTY ROC	9

TY 2018 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
INVESTMNT MNGMNT FEES (NON-DED	1,183	1,183		

TY 2018 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	500	0		0
TAXES (UBIT) - ESTIMATES	780	0		0