AMENDED RETURN

Form 990-PF — Return of Private Foundation

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

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning , and ending

G Check all that apply: [ ] Initial return [ ] Final return [X] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: Compton Foundation, Inc.

Number and street (or P O box number if mail is not delivered to street address): 255 Shoreline Dr — Room/suite: 540

City or town, state, and ZIP code: Redwood City, CA 94065-1444

A Employer identification number: 94-3142932

B Telephone number: (650)508-1181

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 ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 59,344,341.

J Accounting method: [X] Cash [ ] 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).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	21,033.		N/A	
2	Check ▶ [ ] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	16,822.	16,822.		
4	Dividends and interest from securities	1,929,993.	1,929,993.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<1,029,014.>			Statement 1
b	Gross sales price for all assets on line 6a 114272703.				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	117,424.	117,424.		Statement 2
12	Total. Add lines 1 through 11	1,056,258.	2,064,239.		
13	Compensation of officers, directors, trustees, etc	159,328.	7,966.		151,362.
14	Other employee salaries and wages	320,411.	31,546.		288,865.
15	Pension plans, employee benefits	170,907.	13,248.		26,047.
16a	Legal fees Stmt 3	1,466.	0.		1,466.
b	Accounting fees Stmt 4	38,579.	19,290.		19,289.
c	Other professional fees Stmt 5	502,420.	464,252.		38,168.
17	Interest				
18	Taxes Stmt 6	175,000.	0.		0.
19	Depreciation and depletion	20,944.	1,623.		
20	Occupancy	59,217.	4,590.		54,627.
21	Travel, conferences, and meetings	72,603.	0.		72,603.
22	Printing and publications	11,612.	528.		11,084.
23	Other expenses Stmt 7	425,810.	386,737.		39,073.
24	Total operating and administrative expenses. Add lines 13 through 23	1,958,297.	929,780.		702,584.
25	Contributions, gifts, grants paid	4,522,221.			4,522,221.
26	Total expenses and disbursements. Add lines 24 and 25	6,480,518.	929,780.		5,224,805.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<5,424,260.>			
b	Net investment income (if negative, enter -0-)		1,134,459.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Lines 1–12: Revenue. Lines 13–26: Operating and Administrative Expenses.

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	260,530.	24,805.	24,805.
	2	Savings and temporary cash investments		301,439.	301,439.
	3	Accounts receivable ▶ 4,276,265.			
		Less: allowance for doubtful accounts ▶		4,276,265.	4,276,265.
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	5,000.	5,000.	5,000.
	10a	Investments - U.S. and state government obligations Stmt 9	6,410,259.	109,200.	133,354.
	b	Investments - corporate stock Stmt 10	31,348,055.	29,021,145.	22,929,565.
	c	Investments - corporate bonds Stmt 11	10,915,514.	17,009,173.	15,730,683.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other Stmt 12	28,436,000.	23,906,338.	15,890,384.
	14	Land, buildings, and equipment: basis ▶ 210,381.			
		Less accumulated depreciation Stmt 13▶ 177,973.	40,386.	32,408.	32,408.
	15	Other assets (describe ▶ Statement 14)	100,749.	20,438.	20,438.
	16	**Total assets** (to be completed by all filers)	77,516,493.	74,706,211.	59,344,341.
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			
	22	Other liabilities (describe ▶ Statement 15)	0.	1,756,823.	
	23	**Total liabilities** (add lines 17 through 22)	0.	1,756,823.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31**			
	24	Unrestricted	77,266,493.	72,949,388.	
	25	Temporarily restricted	250,000.	0.	
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	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**	77,516,493.	72,949,388.	
	31	**Total liabilities and net assets/fund balances**	77,516,493.	74,706,211.	

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	77,516,493.
2	Enter amount from Part I, line 27a	2	<5,424,260.>
3	Other increases not included in line 2 (itemize) ▶ See Statement 8	3	857,155.
4	Add lines 1, 2, and 3	4	72,949,388.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	72,949,388.

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	Publicly-traded securities	P	Various	Various
b	Partnership pass-thrus	P	Various	Various
c	Capital Gains Dividends			
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	114,670,212.		115,301,717.	<631,505.>
b	<549,753.>			<549,753.>
c	152,244.			152,244.
d				
e				

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

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<631,505.>
b				<549,753.>
c				152,244.
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** <1,029,014.>

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).
If (loss), enter -0- in Part I, line 8 **3** N/A

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))
2007	5,913,654.	86,793,415.	.068135
2006	6,884,866.	80,072,157.	.085983
2005	8,236,779.	77,111,263.	.106817
2004	7,458,808.	76,722,506.	.097218
2003	8,106,088.	71,785,603.	.112921

2	**Total** of line 1, column (d)	2	.471074
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.094215
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	74,922,035.
5	Multiply line 4 by line 3	5	7,058,780.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,345.
7	Add lines 5 and 6	7	7,070,125.
8	Enter qualifying distributions from Part XII, line 4	8	5,224,805.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling letter: ______ (attach copy of ruling letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		1	22,689.
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	22,689.
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	22,689.
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a 141,024.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	141,024.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
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	118,335.
11 Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶ 118,335. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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		X
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		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		X
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	X	
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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
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	X	
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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
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		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ www.comptonfoundation.org

14 The books are in care of ▶ Edith Eddy Telephone no. ▶ 650-508-1181

Located at ▶ 255 Shoreline Dr, Ste 540, Redwood City, CA ZIP+4 ▶ 94065-1444

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		X
	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 2008?		1c		X
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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
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.)	N/A	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. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2008 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 2008.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
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 2008?		4b		X

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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 [X] 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 [X] No

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? [X] 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 [X] 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 — Yes: X

Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? [X] 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 [X] No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b — No: X

If you answered "Yes" to 6b, also file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A — 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.

(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
See Statement 16		159,328.	25,018.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
Charlotte M. Johnson 255 Shoreline Dr, Ste 540, Redwood Ci	Director of Grants 40.00	75,616.	11,196.	
Jennifer Sokolove 255 Shoreline Dr, Ste 540, Redwood Ci	Program Officer 40.00	82,923.	12,288.	
Deborah Daughtry 255 Shoreline Dr, Ste 540, Redwood Ci	Director of Communications 40.00	58,574.	8,419.	

Total number of other employees paid over \$50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Metropolitan West Asset Management 11766 Wilshire Blvd, Los Angeles, CA	Investment advisory	62,615.
Munder Capital Management 480 Pierce Street, Birmingham, MI 48009	Investment advisory	83,986.
Boston Common Asset Management 84 State St, 1000, Boston, MA 02109	Investment advisory	223,489.
Alan D Biller & Assoc 535 Middlefield Rd, 230, Menlo Park, CA 94025	Investment advisory	56,557.

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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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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	75,788,250.
b	Average of monthly cash balances		1b	274,730.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	76,062,980.
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	76,062,980.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,140,945.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	74,922,035.
6	**Minimum investment return.** Enter 5% of line 5		6	3,746,102.

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	3,746,102.
2a	Tax on investment income for 2008 from Part VI, line 5	2a 22,689.		
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	22,689.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	3,723,413.
4	Recoveries of amounts treated as qualifying distributions		4	59,894.
5	Add lines 3 and 4		5	3,783,307.
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	3,783,307.

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	5,224,805.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,224,805.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,224,805.

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.

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01-02-09

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				3,783,307.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003 4,526,081.				
b From 2004 3,602,249.				
c From 2005 4,570,628.				
d From 2006 2,969,415.				
e From 2007 1,645,520.				
f **Total** of lines 3a through e	17,313,893.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ $ 5,224,805.				
a Applied to 2007, 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)	5,224,805.			
d Applied to 2008 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	3,783,307.			3,783,307.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	18,755,391.			
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 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	742,774.			
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	18,012,617.			
10 Analysis of line 9:				
a Excess from 2004 3,602,249.				
b Excess from 2005 4,570,628.				
c Excess from 2006 2,969,415.				
d Excess from 2007 1,645,520.				
e Excess from 2008 5,224,805.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the 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 of the person to whom applications should be addressed:

Edith Eddy, (650) 508-1181
255 Shoreline Dr, 540, Redwood City, CA 94065

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

See attached

c Any submission deadlines:

March 7th and September 7th

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

See attached

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 17				
Total			▶ 3a	4522221.
b *Approved for future payment*				
Michigan State University		University		38,900.
Minnesota Public Radio		Public Charity		10,000.
Population Reference Bureau		Public Charity		118,150.
University of Minnesota		University		380,000.
Yale University		University		50,000.
Total			▶ 3b	597,050.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	16,822.	
4 Dividends and interest from securities			14	1,929,993.	
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			14	117,424.	
8 Gain or (loss) from sales of assets other than inventory			18	<1,029,014.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,035,225.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 1,035,225.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Edith T. Eddy — 4/14/10 — EXECUTIVE DIRECTOR

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Sue Fujitani	Date 04/09/10	Check if self-employed ☒	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	Sue Fujitani 3145 Geary Blvd #65 San Francisco, CA 94118		EIN
			Phone no. 415-566-4619

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01-02-09

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, and 990-PF.**

OMB No 1545-0047

2008

Name of the organization

Compton Foundation, Inc.

Employer identification number

94-3142932

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule. (Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions)

General Rule

☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000 (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year) ▶ $ ____________

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
Compton Foundation, Inc.	94-3142932

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Barr Laboratories/WCC c/o 8630 North Mercer Way Mercer Island, WA 98040	$ 21,033.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Form 990-PF Gain or (Loss) from Sale of Assets Statement 1

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Publicly-traded securities	Purchased	Various	Various

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
114,670,212.	115,301,717.	0.	0.	<631,505.>

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Partnership pass-thrus	Purchased	Various	Various

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
<549,753.>	0.	0.	0.	<549,753.>

Capital Gains Dividends from Part IV	152,244.
Total to Form 990-PF, Part I, line 6a	<1,029,014.>

Form 990-PF Other Income Statement 2

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Partnership income	92,683.	92,683.	
Lending income	24,741.	24,741.	
Total to Form 990-PF, Part I, line 11	117,424.	117,424.	

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Consultation	1,466.	0.		1,466.
To Fm 990-PF, Pg 1, ln 16a	1,466.	0.		1,466.

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Audit and tax preparation	38,579.	19,290.		19,289.
To Form 990-PF, Pg 1, ln 16b	38,579.	19,290.		19,289.

Form 990-PF Other Professional Fees Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment management and advisory	463,892.	463,892.		0.
Program consultants	32,617.	0.		32,617.
Payroll processing	1,269.	0.		1,269.
Computer consulting	4,642.	360.		4,282.
To Form 990-PF, Pg 1, ln 16c	502,420.	464,252.		38,168.

Form 990-PF	Taxes			Statement 6
Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax on investment income	175,000.	0.		0.
To Form 990-PF, Pg 1, ln 18	175,000.	0.		0.

Form 990-PF	Other Expenses			Statement 7
Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Banking fees	17,569.	17,569.		0.
Insurance	6,886.	141.		6,745.
Supplies	7,942.	616.		7,326.
Telephone and internet service	3,787.	294.		3,493.
Professional development	7,480.	0.		7,480.
Other deductible partnership expenses	367,183.	367,183.		0.
Other expenses	14,963.	934.		14,029.
To Form 990-PF, Pg 1, ln 23	425,810.	386,737.		39,073.

Form 990-PF Other Increases in Net Assets or Fund Balances	Statement 8
Description	Amount
Return of prior year grants	59,894.
Book/tax basis differences, partnerships	797,261.
Total to Form 990-PF, Part III, line 3	857,155.

Form 990-PF U.S. and State/City Government Obligations Statement 9

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
Schedule	X		109,200.	133,354.
Total U.S. Government Obligations			109,200.	133,354.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			109,200.	133,354.

Form 990-PF Corporate Stock Statement 10

Description	Book Value	Fair Market Value
Schedule	29,021,145.	22,929,565.
Total to Form 990-PF, Part II, line 10b	29,021,145.	22,929,565.

Form 990-PF Corporate Bonds Statement 11

Description	Book Value	Fair Market Value
Schedule	17,009,173.	15,730,683.
Total to Form 990-PF, Part II, line 10c	17,009,173.	15,730,683.

Form 990-PF Other Investments Statement 12

Description	Valuation Method	Book Value	Fair Market Value
Schedule - LLC	COST	23,502,784.	15,486,830.
Schedule - cash management funds	COST	403,554.	403,554.
Total to Form 990-PF, Part II, line 13		23,906,338.	15,890,384.

Form 990-PF Depreciation of Assets Not Held for Investment Statement 13

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Furniture and equipment	177,219.	157,033.	20,186.
Leasehold improvements	33,162.	20,940.	12,222.
Total To Fm 990-PF, Part II, ln 14	210,381.	177,973.	32,408.

Form 990-PF Other Assets Statement 14

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Program related investment	100,749.	20,438.	20,438.
To Form 990-PF, Part II, line 15	100,749.	20,438.	20,438.

Form 990-PF Other Liabilities Statement 15

Description	BOY Amount	EOY Amount
Investments, unsettled trades	0.	1,756,823.
Total to Form 990-PF, Part II, line 22	0.	1,756,823.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 16

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
Edith T. Eddy 255 Shoreline Dr, Ste 540 Redwood City, CA 94065	Executive Director 36.00	159,328.	25,018.	0.
Marshal J. Compton 255 Shoreline Dr, Ste 540 Redwood City, CA 94065	President 4.00	0.	0.	0.
Rebecca DiDomenico 255 Shoreline Dr, Ste 540 Redwood City, CA 94065	Vice President 2.00	0.	0.	0.
W. Danforth Compton 255 Shoreline Dr, Ste 540 Redwood City, CA 94065	Secretary 2.00	0.	0.	0.
Marty Krasney 255 Shoreline Dr, Ste 540 Redwood City, CA 94065	Treasurer 2.00	0.	0.	0.
Kennette M Benedict 255 Shoreline Dr, Ste 540 Redwood City, CA 94065	Director 2.00	0.	0.	0.
Vanessa Compton 255 Shoreline Dr, Ste 540 Redwood City, CA 94065	Director 2.00	0.	0.	0.
Betty L Farrell 255 Shoreline Dr, Ste 540 Redwood City, CA 94065	Director 2.00	0.	0.	0.
J. Martin Goebel 255 Shoreline Dr, Ste 540 Redwood City, CA 94065	Director 2.00	0.	0.	0.
Stephen Perry 255 Shoreline Dr, Ste 540 Redwood City, CA 94065	Director 2.00	0.	0.	0.
Terry Tempest Williams 255 Shoreline Dr, Ste 540 Redwood City, CA 94065	Director 2.00	0.	0.	0.

Ann.C Stephens 255 Shoreline Dr, Ste 540 Redwood City, CA 94065	Emerita, Vice Chair 2.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		159,328.	25,018.	0.

Form 990-PF — Grants and Contributions Paid During the Year — Statement 17

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Peace & Security - schedule,		Public Charity	980,750.
Population & Reproductive Health - schedule		Public Charity	1,025,100.
Environment & Sustainability - schedule		Public Charity	1,454,100.
General Education Support - schedule		Public Charity	312,577.
Community Welfare - schedule,		Public Charity	96,500.

Arts & Culture - schedule,	Public Charity	206,870.
3rd Generation Grants - schedule,	Public Charity	400,000.
Miscellaneous - schedule,	Public Charity	46,324.
Total to Form 990-PF, Part XV, line 3a		4,522,221.

COMPTON FOUNDATION
94-3142932
Year ended December 31, 2008
RECAP OF INVESTMENTS

DESCRIPTION	Key	Basis	Market
METWEST - see detail, Investments pp 2-14			
U S Government obligations	G	109,200	133,354
Inflation index bonds	D	638,123	616,507
Mortgage backed securities	D	4,566,775	4,724,164
Collateralized mortgage obligations	D	4,306,865	3,634,042
Asset backed securities	D	958,528	767,352
TBA	D	2,951,401	2,975,373
Corporate bonds	D	3,451,403	2,894,259
Foreign bonds and notes	D	136,078	118,986
Cash and short term investments		(1,756,823)	(1,756,823)
		15,361,550	14,107,214
MUNDER - see detail, Investments pp 15-21			
Equities	E	10,177,305	8,785,795
Short-term investments	C	403,198	403,198
		10,580,503	9,188,993
GLOBAL ENVIRONMENT CAPITAL COMPANY, LLC	LP	1,754,769	1,754,769
Partnership ID #33-0383489			
GLOBAL ENVIRONMENT CAPITAL COMPANY II, LLC	LP	3,086	3,086
Partnership ID #20-2682960			
GEEMF III, LP	LP	2,016,004	2,016,004
Partnership ID #98-0528277			
GEF TECHNOLOGY MANAGERS CO., LLC	LP	12,043	12,043
Partnership ID #52-2228392			
NEUBERGER BERMAN, 623,740 953 sh	E	16,123,151	9,942,431
Equity Fund Series, Socially Resp Fund			
LEGACY VENTURES V (QP), LLC	LP	49,349	51,932
Partnership ID #26-3913174			
GRANT SECURITIES			
1500 sh Coronado Oil	E	52,093	-
SCHWAB			
85 sh Energizer Holding	E	819	4,602
Cash	C	356	356
		1,175	4,958
REALTY ASSOCIATES FUND VI	E	2,667,777	4,196,737
BOSTON COMMON INT'L SOCIAL FUND LLC	LP	19,667,533	11,648,996
TOTALS		68,289,033	52,927,163
Add back cash management funds, reported as liability on form 990-PF		1,756,823	1,756,823
		70,045,856	54,683,986

Summary:	**% of market:**			
Cash management	0 74%	C	403,554	403,554
Debt securities	28 77%	D	17,009,173	15,730,683
Equity securities	41 93%	E	29,021,145	22,929,565
Govt securities	0 24%	G	109,200	133,354
Other investment	0 00%	O	-	-
Limited partnership	28 32%	LP	23,502,784	15,486,830
	100 00%		70,045,856	54,683,986

ninnetwork/taxclients/compton/2008 tax wps invts recap
11/4/2009

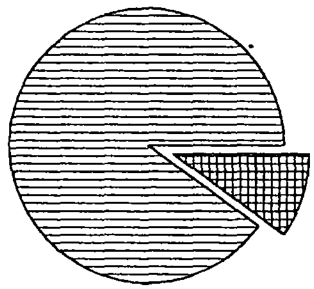
COMPTON FOUNDATION -
METROPOLITAN WEST ASSET
MANAGEMENT LLC -ADVISOR

ACCOUNT STATEMENT

Statement Period 01/01/2008 through 12/31/2008
Account Number 015

Schedule Of Assets Held

Investment Allocation



112.5%	DEBT SECURITIES	15,864,036 78
12 5-%	SHORT TERM INVESTMENTS	1,756,823.44-
100 0%	Total	14,107,213.34

Investment Summary

	Cost	Market Value	% of Acct	Estim Ann Inc	Income Yield
DEBT SECURITIES	17,118,372 38	15,864,036 78	112.45	982,994	6 20
SHORT TERM INVESTMENTS	1,756,823.44-	1,756,823.44-	12.45-	12,625	0 72-
Total Assets	15,361,548.94	14,107,213.34	100 00	995,618	7 06

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
	DEBT SECURITIES					
	US GOVERNMENT OBLIGATIONS					
93,000	UNITED STATES TREAS BDS 6.125% 11/15/2027 912810FB9	109,199 66	143 391	133,353 63	24,153 97	4.272

COMPTON FOUNDATION -
METROPOLITAN WEST ASSET
MANAGEMENT LLC -ADVISOR

ACCOUNT STATEMENT

Statement Period 01/01/2008 through 12/31/2008
Account Number 015

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
	INFLATION INDEX BONDS					
148,000	UNITED STATES TREAS NTS INFLATION INDEXED SECURITY 2% 01/15/2016 912828ET3	167,919.93	104.76	155,044.80	12,875.13-	1.909
127,000	UNITED STATES TREAS BDS INFLATION INDEXED SECURITY 2.375% 01/15/2027 912810PS1	139,663.72	107.66	136,728.20	2,935.52-	2.206
341,000	UNITED STATES TREAS BDS 1.75% 01/15/2028 912810PV4	330,539.05	95.23	324,734.30	5,804.75-	1.838
	TOTAL INFLATION INDEX BONDS	638,122.70		616,507.30	21,615.40-	
	MORTGAGE BACKED SECURITIES					
223,758.92	FEDERAL NATL MTG ASSN POOL #735646 4.5% 07/01/2020 31402RHX0	222,605.16	102.607	229,592.32	6,987.16	4.386
41,190.16	FEDERAL NATL MTG ASSN POOL #254232 6.5% 03/01/2022 31371KLM1	39,022.18	104.487	43,038.36	4,016.18	6.221
37,848.17	FEDERAL NATL MTG ASSN POOL #646884 VARIABLE 5.483% 05/01/2032 31390HUH6	37,621.00	100.298	37,960.96	339.96	5.467
68,351.31	FEDERAL NATL MTG ASSN POOL #655928 7% 08/01/2032 31390TVV8	63,134.03	106.127	72,539.19	9,405.16	6.596
56,865.22	FEDERAL NATL MTG ASSN POOL #555177 VARIABLE 4.849% 01/01/2033 31385WXE4	55,035.09	98.677	56,112.89	1,077.80	4.914
48,355.61	FEDERAL HOME LN MTG CORP GOLD POOL #G01611 4% 09/01/2033 31283HYG4	49,094.09	99.051	47,896.72	1,197.37-	4.038
238,732.72	FEDERAL NATL MTG ASSN POOL #254868 5% 09/01/2033 31371LCD9	231,981.06	102.364	244,376.36	12,395.30	4.885

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ACCOUNT STATEMENT

Statement Period 01/01/2008 through 12/31/2008
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UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
228,913 49	FEDERAL NATL MTG ASSN POOL #725027 5% 11/01/2033 31402CPL0	224,049.09	102 364	234,325 00	10,275 91	4 885
230,120.26	FEDERAL NATL MTG ASSN POOL #888430 5% 11/01/2033 31410GA78	221,508 73	102.364	235,560.30	14,051.57	4 885
226,713 83	FEDERAL HOME LN MTG CORP GOLD POOL #G01864 5% 01/01/2034 3128LXB90	219,912 42	102 442	232,250.18	12,337.76	4 881
32,207 87	FEDERAL HOME LN MTG CORP GOLD POOL #G01673 5 5% 04/01/2034 31283H2E4	31,035 07	102.992	33,171.53	2,136 46	5 340
229,800 66	FEDERAL NATL MTG ASSN POOL #725425 5.5% 04/01/2034 31402C4J8	227,215.41	102.766	236,156 95	8,941 54	5 352
38,055.25	FEDERAL HOME LN MTG CORP GOLD POOL #A33262 5 5% 02/01/2035 31297NTT3	37,262.79	102 875	39,149.34	1,886.55	5 346
101,016 94	FEDERAL NATL MTG ASSN VAR POOL #841031 5 265% 11/01/2035 31407ULL9	101,111 68	101.566	102,598.87	1,487 19	5.184
302,114 04	FEDERAL HOME LN MTG CORP POOL #G01974 5% 12/01/2035 3128LXFP0	286,913 93	102 332	309,159 34	22,245 41	4 886
118,175.53	FEDERAL HOME LN MTG CORP VAR POOL# 1J0045 5.113% 01/01/2036 3128LUBN5	116,430 59	101 715	120,202.24	3,771.65	5 027
180,898.31	FEDERAL HOME LN MTG CORP GOLD POOL #A52339 6.5% 09/01/2036 3128KES46	184,601.11	104.372	188,807.18	4,206.07	6.228
425,611.75	FEDERAL NATL MTG ASSN POOL #955212 5 5% 12/01/2037 31413TVD1	415,802 73	102 624	436,779 80	20,977 07	5 359
248,820	FEDERAL HOME LN MTG CORP PARTN C GOLD POOL #A72860 6% 02/01/2038 3128L6E96	255,118.26	103 114	256,568 25	1,449 99	5 819
217,527 35	FEDERAL HOME LN MTG CORP GOLD POOL #G03995 6 5% 02/01/2038 3128M5XY1	226,297 19	103 969	226,161 01	136 18-	6 252

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Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
235,805.77	FEDERAL HOME LN MTG CORP GOLD POOL #G04079 5.5% 03/01/2038 3128M52L3	238,091.02	102.467	241,623.10	3,532.08	5.368
249,746.95	FEDERAL HOME LN MTG CORP PARTN C GOLD POOL #G04484 6% 08/01/2038 3128M6J58	250,176.20	103.114	257,524.07	7,347.87	5.819
280,850.02	FEDERAL HOME LN MTG CORP PARTN C GOLD POOL #G04706 5.5% 09/01/2038 3128M6R34	282,736.98	102.457	287,750.50	5,013.52	5.368
276,880.15	FEDERAL HOME LN MTG CORP PARTN C GOLD POOL #G04711 6% 09/01/2038 3128M6R83	282,980 16	103.114	285,502.20	2,522.04	5.819
261,223.14	FEDERAL HOME LN MTG CORP PARTN C GOLD POOL #G04709 6% 10/01/2038 3128M6R67	267,039.43	103.114	269,357.63	2,318 20	5.819
	TOTAL MORTGAGE BACKED SECURITIES	4,566,775.40		4,724,164.29	157,388.89	
	COLLATERALIZED MTG OBLIGATIONS					
1,017.87	DLJ COMMERCIAL MORTGAGE CORP SER 1999-CG1 CL A1B 6.46% 01/10/2009 23322BEG9	1,074 13	99.798	1,015.81	58.32-	6.473
111,552.04	MORGAN STANLEY DEAN WITTER CAP I 2000-LIFE CL A2 7.57% 12/15/2009 61746WBF6	127,901.38	99.8925	111,432.17	16,469.21-	7.578
1,067.59	FIRST HORIZON CMO 4.75% 01/25/2019 32051DS45	1,026.05	95.7009	1,021.69	4.36-	4.963
5,966.83	FEDERAL NATL MTG ASSN SER 1991-155 CL ZC 8% 10/25/2021 31358KRH3	6,242.91	100.0883	5,972.10	270.81-	7.993
41,455.36	COUNTRYWIDE ALTERNATE LOAN INC 2004-J6 MTG PASSTHRU CTF CL 2-A-1 6.5% 11/25/2031 12667FRG2	43,347.20	85.8438	35,586.86	7,760.34-	7.572
46,335.4	RESIDENTIAL ASSET MTG PRODS CMO SER 2004 SL1 CL A8 6.5% 11/25/2031 760985W98	48,488.18	103.2813	47,855.80	632 38-	6 293

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COMPTON FOUNDATION -
METROPOLITAN WEST ASSET
MANAGEMENT LLC -ADVISOR

ACCOUNT STATEMENT

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Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
4,950.35	MORGAN STANLEY CAP I INC CMO 7 02% 03/15/2032 61745MNE9	5,313.51	99 695	4,935 25	378.26-	7 041
62,308.15	MASTR SEASONED SECURITIZATION 2005-1 MTG PASSTHRU CTF CL 4-A-1 5 51174% 10/25/2032 55265WCK7	63,786.42	60 0745	37,431.28	26,355 14-	9 175
220,000	LB-UBS COML MTG TR CMO 5 124% 11/15/2032 52108HXM1	218,805 47	88.0911	193,800.49	25,004.98-	5.817
215,000	FEDERAL HOME LN MTG CORP CMO 5% 05/15/2033 31395MBG3	206,240.43	100.1013	215,217.84	8,977 41	4 995
165,000	FEDERAL HOME LN MTG CORP SER 2733 CL ME 5% 01/15/2034 31394NUA4	153,978 52	103.1099	170,131.40	16,152.88	4.849
200,000	FEDERAL NATL MTG ASSN CMO 5.5% 08/25/2034 31394V3J7	197,117.19	102.7574	205,514.84	8,397 65	5 352
137,446	BANK AMER FDG CORP VAR SERIES 2004-A CL 1A3 CMO 5.01191% 09/20/2034 06051GAX7	136,807.31	76 0007	104,459.91	32,347 40-	6 595
94,097.08	FIRST HORIZON MTG PASSTHRU TR VAR SER 2004-AR5 CL 2A1 CMO 5.10006% 10/25/2034 32051D6N7	95,362.20	66.8161	62,871.96	32,490.24-	7 633
70,424 63	INDYMAC MBS INC 2004-AR6 MTG PASSTHRU CTF CL 6-A-1 5.45397% 10/25/2034 45660NY25	72,063.81	70.7523	49,827.07	22,236.74-	7 709
281,415.23	COUNTRYWIDE INC 2005-1 CHL MTG PASSTHRU CTF CL 2-A-1 2.97343% 03/25/2035 12669GRQ6	113,973.17	59.081	166,262.93	52,289 76	5.033
220,000	J P MORGAN MTG TR 2005-A3 MTG PASSTHRU CTF CL 3-A-3 5 02498% 06/25/2035 466247PZ0	219,793.75	73.5214	161,747.12	58,046 63-	6 835

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COMPTON FOUNDATION -
METROPOLITAN WEST ASSET
MANAGEMENT LLC -ADVISOR

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UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
115,606.64	COUNTRYWIDE ALTERNATE LOAN INC CMO VAR 3.61091% 08/25/2035 12667GN33	116,499.25	43.23	49,976.75	66,522.50-	8.353
200,000	J P MORGAN MTG TR 2005-A5 MTG PASSTHRU CTF CL 3-A-2 5.368% 08/25/2035 466247SK0	201,281.25	70.3237	140,647.32	60,633.93-	7.633
93,801.4	WELLS FARGO MTG BACKED SECS 2005 CMO 5.5% 11/25/2035 94983NAA1	89,662.33	67.50	63,315.95	26,346.38-	8.148
211,691.09	AMERICAN HOME MTG INVT TR CMO VARIABLE 5.1% 12/25/2035 02660TJG9	107,962.46	51.2898	108,575.87	613.41	9.944
215,000	WASHINGTON MUTUAL 2005-AR16 MTG PASSTHRU CTF CL 1A4A 5.10214% 12/25/2035 92922F6Z6	211,979.28	71.6805	154,113.03	57,866.25-	7.118
225,000	SALOMON CMO 4.865% 03/18/2036 79548CCQ7	221,581.05	90.6913	204,055.49	17,525.56-	5.364
221,443.67	CREDIT SUISSE FIRST BOSTON MTG CMO 5.67257% 03/25/2036 2254W0MF9	122,901.24	54.4657	120,610.73	2,290.51-	10.415
210,000	J P MORGAN MTG TR CMO 5.7541% 04/25/2036 466247J53	210,959.76	48.4328	101,708.96	109,250.80-	11.881
128,734.41	CSMC MTG BACKED TR 2006-6 CMO VAR 1.07125% 07/25/2036 22942JAM5	76,757.88	38.9816	50,182.76	26,575.12-	2.748
126,749.92	INDYMAC INDX MTG LN TR 2007-AR5 CMO 6.34232% 05/25/2037 45669EAA4	82,387.45	45.91	58,190 89	24,196.56-	13.815
247,477.33	FANNIE MAE CMO VAR .87125% 06/25/2037 31396WFQ4	227,369.80	96.0792	237,774.29	10,404.49	0.907
92,089.62	J P MORGAN MTG TR 2007-S3 CMO 6% 08/25/2037 46631NBL2	57,556.01	52.9375	48,749.94	8,806.07-	11.334
250,000	GMAC CMO 5.713% 10/15/2038 361849VM1	249,062.50	93.7875	234,468.85	14,593.65-	6.091

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Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
220,000	JP MORGAN CHASE COML MTG SECS CMO 4.657% 01/15/2042 46625YEX7	210,632 81	87 4903	192,478.66	18,154 15-	5 323
2,449,793 12	WAMU MTG PASS THRU CTFS SER 2007 CMO .829999299% 02/25/2047 92926WAD9	35,855.98	1.69	41,401 50	5,545.52	49 112
3,040,051 77	WAMU MTG PASS-THROUGH CTFS SER 2 CM0 720553529% 04/25/2047 93364AAH5	39,323 04	0 25	7,600.13	31,722.91-	288 221
200,359.82	WAMU MTG PASS THRU CTFS SER 2007 CMO VAR 5.5575% 05/25/2047 93364CAA6	131,235.68	42.75	85,653.82	45,581 86-	13 000
139,000	POPULAR ABS MTG PASS THRU TR 200 ABS VAR .78125% 06/25/2047 73316NAC9	82,010 00	29 262	40,674.19	41,335 81-	2 670
351,579.59	LEHMAN XS TR SER 2007-16N CMO VAR 2 245% 09/25/2047 52525BAD4	120,525.88	33 7841	118,778 14	1,747.74-	6 645
	TOTAL COLLATERALIZED MTG OBLIGATIONS	4,306,865 28		3,634,041.79	672,823.49-	
	ASSET BACKED SECURITIES					
35,227 87	NORTHWEST AIRLINES INC PASS THRU TR CTF ABS SER 01-1 7 041% 04/01/2022 667294AW2	36,813 12	68 00	23,954.95	12,858 17-	10 354
10,353 36	FIRST PLUS HOME LOAN TRUST ABS SER 1997-3 CL M2 7.52% 11/10/2023 337925CB5	9,671.40	93.645	9,695.41	24.01	8 030
6,465.22	FIRST ALLIANCE MTG TR SER 1994-3 CL A-1 ABS 7 825% 10/25/2025 31846LAL0	6,703 53	88 4923	5,721.22	982 31-	8 843
81,195.43	CONSECO FINANCE ABS SER 2001 D CL A5 6.19% 11/15/2032 20847TBH3	86,745 78	86 2124	70,000.49	16,745 29-	7 180
157,282.52	RESIDENTIAL ASSET MTG PRODS ABS SER 2003 RS11 CLASS AI6A 5 98% 12/25/2033 760985K26	157,279.89	55 4057	87,143 48	70,136 41-	10 793

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COMPTON FOUNDATION -
METROPOLITAN WEST ASSET
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Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
187,216.41	MID-STATE TR VI SER 6 CL A4 ABS 7.79% 07/01/2035 59549NAD5	187,790.90	91.9789	172,199.56	15,591.34-	8.469
110,000	CENTEX HOME EQUITY LN TR 2006-A ABS VAR .72125% 06/25/2036 15231AAD8	75,625.00	44.5405	48,994.52	26,630 48-	1.619
135,000	CITIGROUP MTG LN TR 2007-WFHE1 ABS VAR .67125% 01/25/2037 17311CAU5	72,900.00	45.9661	62,054.28	10,845.72-	1.460
125,000	CITICORP RESIDENTIAL MTG TR SER ABS 6.046% 03/25/2037 173109AE9	85,312.50	74.9128	93,640.98	8,328.48	8.071
150,000	STRUCTURED ASSET SECS CORP MTG L ABS VAR .60125% 03/25/2037 86362YAC0	118,781.25	64.5404	96,810.54	21,970.71-	0.932
74,810.58	CITIGROUP MTG LN TR 2007-AMC4 ABS VAR .53125% 05/25/2037 17313BAB7	55,172.80	80.2204	60,013.31	4,840.51	0.662
108,200	MERRILL LYNCH FIRST FRANKLIN MTG ABS VAR .65125% 06/25/2037 59024VAG4	65,731.50	34.3096	37,123.02	28,608.48-	1.898
	TOTAL ASSET BACKED SECURITIES	958,527.67		767,351.76	191,175.91-	
	TBA					
129,000	FNMA TBA 30 YRS 4.5% 01/01/2039 01F042616	130,733.44	101.344	130,733.76	0.32	4.440
1,055,000	FNMA TBA 30 YRS 5% 01/01/2039 01F050619	1,068,118.36	102.094	1,077,091.70	8,973.34	4.897
1,355,000	FNMA TBA 30 YRS 5.5% 01/01/2039 01F052615	1,375,641.04	102.50	1,388,875.00	13,233.96	5.366
370,000	FHLMC GOLD TBA 30 YRS 5.5% 01/01/2039 02R052610	376,908.59	102.344	378,672.80	1,764 21	5.374
	TOTAL TBA	2,951,401.43		2,975,373.26	23,971.83	

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COMPTON FOUNDATION -
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	CORPORATE BONDS					
120,000	FORD MOTOR CREDIT CO 5 8% 01/12/2009 345397SG9	114,675.00	99 717	119,660.40	4,985.40	5.816
105,000	CAMDEN PPTY TR 4.375% 01/15/2010 133131AN2	102,829.65	89 572	94,050.60	8,779 05-	4 884
40,000	MORGAN STANLEY VAR 2 842% 01/15/2010 61746SBB4	30,200 00	93.164	37,265 60	7,065 60	3 051
50,000	GOLDMAN SACHS GROUP INC 4 5% 06/15/2010 38143UBE0	41,875 00	98 539	49,269.50	7,394.50	4.567
130,000	ENTERGY LA LLC 5 83% 11/01/2010-2007 29364WAG3	129,980 50	96.75	125,775.00	4,205.50-	6 026
40,000	MORGAN STANLEY 5.05% 01/21/2011 61746SBS7	36,800.00	96 049	38,419 60	1,619 60	5 258
145,000	CPG PARTNERS LP 8 25% 02/01/2011 12616FAA5	166,967.50	87.644	127,083.80	39,883.70-	9 413
90,000	SHURGARD STORAGE CTRS INC 7.75% 02/22/2011 82567DAE4	99,121 50	100.428	90,385.20	8,736.30-	7 717
70,000	DEVELOPERS 5.25% 04/15/2011 251591AK9	68,583.90	52 807	36,964.90	31,619.00-	9 942
15,000	MORGAN STANLEY ST DEAN WITTER 6 75% 04/15/2011 617446GM5	10,950.00	98 393	14,758.95	3,808.95	6 860
25,000	HEALTH CARE PPTY 5.95% 09/15/2011 421915EF2	24,895.25	82.876	20,719.00	4,176 25-	7 179
64,166 99	POWER RECEIVABLES FINANC SER REGS 6.29% 01/01/2012 U7317GAA2	69,803.10	97.958	62,856 70	6,946 40-	6 421
150,000	UNITED DOMINION RLTY TR 5% 01/15/2012 91019PCN0	145,324 50	74.835	112,252 50	33,072 00-	6 681

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Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
130,000	COUNTRYWIDE FINL CORP MEDIUM 5.8% 06/07/2012 22238HGQ7	123,175.00	97.465	126,704.50	3,529.50	5.951
110,000	DELTA AIR LINES INC CL A2 7.111% 03/18/2013 247367AT2	112,800.00	80.00	88,000.00	24,800.00-	8.889
95,000	CITIGROUP INC 6.5% 08/19/2013 172967EU1	91,903.00	100.909	95,863.55	3,960.55	6.441
75,000	HEALTH CARE PPTY 5.65% 12/15/2013 421915EH8	74,826.00	59.756	44,817.00	30,009.00-	9.455
90,000	GENERAL ELEC CAP CORP VARIABLE RATE 3.3426664% 09/15/2014 36962GK94	63,000.00	76.984	69,285.60	6,285.60	4.342
45,000	GOLDMAN SACHS GROUP INC 5% 10/01/2014 38143UAW1	37,815.30	89.408	40,233.60	2,418.30	5.592
55,000	HEALTH CARE PPTY OPT TO REMARKET SEC IN 6/05 7.072% 06/08/2015 421915AG4	62,674.70	68.608	37,734.40	24,940.30-	10.308
9,122.29	CONTINENTAL AIRLS PASS THRU DUE 04/01/2015 LEGAL FINAL MTY SER 9 7.461% 10/01/2016 210805BD8	8,552.14	69.00	6,294.38	2,257.76-	10.813
105,000	LEHMAN BROS HLDGS INC 11% 11/07/2016 52517PN64	105,548.70	9.50	9,975.00	95,573.70-	115.789
39,000	LEHMAN BROS HLDGS INC 8.92% 02/16/2017 52517PT68	39,000.00	9.50	3,705.00	35,295.00-	93.895
55,000	MERRILL LYNCH 8.68% 05/02/2017 59018YC66	55,000.00	88.44	48,642.00	6,358.00-	9.815
65,000	MERRILL LYNCH 8.95% 05/18/2017 59018YD65	65,000.00	88.94	57,811.00	7,189.00-	10.063
125,000	MERRILL LYNCH 9.57% 06/06/2017 59018YE49	125,000.00	97.544	121,930.00	3,070.00-	9.811
90,000	WACHOVIA BANK 6% 11/15/2017 92976GAH4	88,810.20	96.533	86,879.70	1,930.50-	6.215

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Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
90,000	FIRST INDUSTRIAL LP 7 5% 12/01/2017 32055TAG8	102,482.10	50.765	45,688.50	56,793.60-	14.774
68,507.26	CONTINENTAL AIRLS PASS THRU SER 1997 4A 6 9% 01/02/2018 210805BU0	64,189.50	80.00	54,805 81	9,383.69-	8 625
70,000	BEAR STEARNS 7 25% 02/01/2018 073902RU4	65,756.25	109.586	76,710.20	10,953 95	6 616
74,000	CREDIT SUISSE N Y BRH 6% 02/15/2018 22541HCC4	73,756.54	91.833	67,956.42	5,800 12-	6.534
35,000	KANSAS CITY PWR & LT CO 6.375% 03/01/2018 485134BK5	35,000.00	94.527	33,084 45	1,915 55-	6.744
46,000	BANK AMER FDG CORP 5.65% 05/01/2018 06051GDX4	45,753 90	100.593	46,272.78	518 88	5.617
94,000	SOUTHWESTERN ELEC 6.45% 01/15/2019 845437BK7	93.881.56	97.837	91,966.78	1,914.78-	6 593
92,000	UNION ELECTRIC CO 6.7% 02/01/2019 906548CG5	91,730.44	91.118	83,828.56	7,901.88-	7.353
33,715 45	CONTINENTAL AIRLS PASS THRU SER 99 2 CL A 1 7.256% 03/15/2020 210805CT2	33,812.55	77.00	25,960.90	7,851.65-	9 423
90,000	BANKAMERICA CAP III 4.8275% 01/15/2027-2008 066047AA9	63,450.00	53 024	47,721.60	15,728 40-	9.104
80,000	NB CAP TR III FLR VAR RATE 3 103% 01/15/2027-2007 62874FAA7	63,000 00	49 375	39,500 00	23,500.00-	6 285
92,000	BANPONCE TRUST I 8 327% 02/01/2027-2007 066915AA7	102,030 76	82 521	75,919 32	26,111 44-	10.091
20,000	BARNETT CAP III 3 86438% 02/01/2027-2008 06808NAE0	14,675.00	45 001	9,000 20	5,674 80-	8 587

COMPTON FOUNDATION -
METROPOLITAN WEST ASSET
MANAGEMENT LLC -ADVISOR

ACCOUNT STATEMENT

Statement Period 01/01/2008 through 12/31/2008
Account Number

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
30,000	FIRST CHICAGO NBD CAP I PFD SECS FLTG RATE 3.78938% 02/01/2027-2008 31945HAA3	21,600.00	67.606	20,281.80	1,318.20-	5.605
75,000	METLIFE INC 6.5% 12/15/2032 59156RAE8	76,160.25	85.057	63,792.75	12,367.50-	7.642
170,000	J P MORGAN CHASE CAP XIII VAR FLOATS QTLY US LIB+95 SER M 6.31% 09/30/2034-2014 46626YAA0	132,200.00	71.472	121,502.40	10,697.60-	8.829
130,000	CITIGROUP INC 6.875% 03/05/2038 172967EP2	126,712.35	113.789	147,925.70	21,213.35	6.042
75,000	SOUTHERN 7.2% 11/01/2066-2011 844030AH9	75,294.00	34.50	25,875.00	49,419.00-	20.870
75,000	TRAVELERS COS INC 6.25% 03/15/2067-2017 89417EAA7	74,806.50	65.504	49,128.00	25,678.50-	9.541
	TOTAL CORPORATE BONDS	3,451,402.64		2,894,258.65	557,143.99-	
	FOREIGN BONDS AND NOTES					
90,000	DEUTSCHE BK AG GLOBAL MEDIUM TER 4.875% 05/20/2013 2515A0NY5	89,877.60	98.179	88,361.10	1,516.50-	4.965
70,000	CREDIT SUISSE GUERNSEY BRH CAP NT TIER 1 FLTG RATE 3.755% 05/29/2049-2017 225448AB5	46,200.00	43.75	30,625.00	15,575.00-	8.583
	TOTAL FOREIGN BONDS AND NOTES	136,077.60		118,986.10	17,091.50-	
	TOTAL DEBT SECURITIES	17,118,372.38		15,864,036.78	1,254,335.60-	
	SHORT TERM INVESTMENTS					
	SHORT TERM INVESTMENTS					
633,237.25	MUNDER INSTITUTIONAL MMF COMERICA CL Y 626125637	633,237.25	1.00	633,237.25	0.00	0.910

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COMPTON FOUNDATION -
METROPOLITAN WEST ASSET
MANAGEMENT LLC -ADVISOR

ACCOUNT STATEMENT

Statement Period 01/01/2008 through 12/31/2008
Account Number ˙015

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
	COMMERCIAL PAPER					
130,000	BNP PARIBAS FIN CP/IP 2.994% 01/06/2009 CP0194581	129,777.55		129,777.55	0.00	2 999
150,000	GECC TLGP CP/IPA 1.65% 01/15/2009 CP0194201	149,756.25		149,756.25	0.00	1 653
165,000	NATL RURAL UTIL CP/IP .3% 01/29/2009 CP0198012	164,965.62		164,965.62	0.00	0.300
	TOTAL COMMERCIAL PAPER	444,499.42		444,499.42	0.00	
	CASH	2,768.47-		2,768.47-	0.00	0.000
	DUE FROM BROKERS	496,055 63		496,055.63	0.00	0.000
	DUE TO BROKERS	3,444,596 48-		3,444,596.48-	0.00	0.000
	ACCRUED INCOME	116,749.21		116,749.21	0.00	0.000
	TOTAL CASH	2,834,560.11-		2,834,560.11-	0.00	
	TOTAL SHORT TERM INVESTMENTS	1,756,823 44-		1,756,823.44-	0.00	
	Total Assets	15,361,548.94		14,107,213.34	1,254,335.60-	

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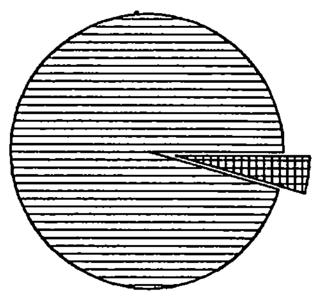
ACCOUNT STATEMENT

Statement Period 01/01/2008 through 12/31/2008
Account Number

Schedule Of Assets Held

Investment Allocation



95. 6%	EQUITY SECURITIES	8, 785, 795. 38
4. 4%	SHORT TERM INVESTMENTS	403, 197. 82
100. 0%	Total	9, 188, 993. 20

Investment Summary

	Cost	Market Value	% of Acct	Estim Ann Inc	Income Yield
EQUITY SECURITIES	10,177,304.61	8,785,795.38	95.61	273,115	3.11
SHORT TERM INVESTMENTS	403,197.82	403,197.82	4.39	3,360	0.83
Total Assets	10,580,502.43	9,188,993.20	100.00	276,474	3.01

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
	EQUITY SECURITIES					
	COMMON STOCK					
12,198	AT&T INC 00206R102	333,161.12	28.50	347,643.00	14,481.88	5.754
3,040	ABBOTT LABS 002824100	165,800.74	53.37	162,244.80	3,555.94-	2.698

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COMPTON FOUNDATION
MUNDER MANAGED

ACCOUNT STATEMENT

Statement Period 01/01/2008 through 12/31/2008
Account Number 005

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
2,150	AECOM TECHNOLOGY CORP DELAWARE 00766T100	40,742.72	30.73	66,069.50	25,326.78	0.000
820	ALLEGHENY TECHNOLOGIES INC 01741R102	77,349.09	25.53	20,934.60	56,414.49-	2.820
3,735	ALTRA HLDGS INC 02208R106	61,333.28	7.91	29,543.85	31,789.43-	0.000
2,902	AMETEK INC 031100100	90,954.00	30.21	87,669.42	3,284.58-	0.794
2,625	AMGEN INC 031162100	167,416.47	57.75	151,593.75	15,822.72-	0.000
1,325	AON CORP 037389103	53,224.19	45.68	60,526.00	7,301.81	1.313
3,680	APACHE CORP 037411105	245,122.81	74.53	274,270.40	29,147.59	0.805
4,435	ASSURANT INC 04621X108	223,841.61	30.00	133,050.00	90,791.61-	1.867
1,325	BB&T CORP 054937107	46,267.11	27.46	36,384.50	9,882.61-	6.846
5,930	BANK OF AMERICA CORP 060505104	199,018.45	14.08	83,494.40	115,524.05-	9.091
4,130	BANK NEW YORK MELLON CORP 064058100	139,826.21	28.33	117,002.90	22,823.31-	3 389
	BAXTER INTL INC 071813109	0.00	53.59	0.00	0.00	0.000
8,025	CVS/CAREMARK CORP 126650100	275,011.71	28.74	230,638.50	44,373.21-	0.960
1,390	CHATTEM INC 162456107	94,860.97	71.53	99,426.70	4,565.73	0.000
3,955	COACH INC 189754104	101,346.08	20.77	82,145.35	19,200.73-	0.000
9,877	COMCAST CORP CORP SPECIAL CL A 20030N200	225,730.06	16.15	159,513.55	66,216.51-	1.548
5,670	CONOCOPHILLIPS 20825C104	185,819.03	51.80	293,706.00	107,886.97	3.629

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ACCOUNT STATEMENT

Statement Period 01/01/2008 through 12/31/2008
Account Number '005

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
1,175	CULLEN FROST 229899109	63,057.51	50.68	59,549.00	3,508.51-	3.315
1,855	CUMMINS INC 231021106	92,875.21	26.73	49,584.15	43,291.06-	2.619
1,925	DELPHI FINL GROUP INC CL A 247131105	73,902.99	18.44	35,497.00	38,405.99-	2.169
1,765	EATON CORP 278058102	130,163.36	49.71	87,738.15	42,425.21-	4.023
3,775	ELECTRONICS FOR IMAGING INC 286082102	56,808.08	9.56	36,089.00	20,719.08-	0.000
3,615	EMERSON ELECTRIC ELEC CO 291011104	146,494.90	36.61	132,345.15	14,149.75-	3.606
1,600	EQUITABLE RESOURCES INC 294549100	57,316.53	33.55	53,680.00	3,636.53-	2.623
2,050	GENERAL CABLE CORP 369300108	90,568.84	17.69	36,264.50	54,304.34-	0 000
1,860	GENERAL MILLS INC 370334104	100,368.18	60.75	112,995.00	12,626.82	2 831
700	GOLDMAN SACHS GROUP INC 38141G104	93,585.24	84.39	59,073 00	34,512.24-	2.212
2,840	GREIF INC CL A 397624107	161,014.30	33.43	94,941.20	66,073.10-	4.547
2,450	HCC INS HLDGS INC 404132102	61,385.00	26.75	65,537.50	4,152 50	1.869
3,085	HASBRO INC 418056107	75,217.49	29.17	89,989.45	14,771.96	2 743
4,165	HAWAIIAN ELECTRIC INDS INC 419870100	110,112.40	22.14	92,213.10	17,899.30-	5 601
4,625	HESS CORP COM 42809H107	256,249.82	53.64	248,085.00	8,164.82-	0 746
3,675	HEWLETT PACKARD CO 428236103	129,349.48	36.29	133,365.75	4,016.27	0 882
4,150	HOLLY CORP COM PAR $0.01 435758305	198,016.42	18 23	75,654.50	122,361.92-	3 291

ACCOUNT STATEMENT

Statement Period 01/01/2008 through 12/31/2008
Account Number 005

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
500	IBM CORP 459200101	43,022.05	84.16	42,080.00	942.05-	2.376
3,205	ITC HLDGS CORP 465685105	136,013.02	43.68	139,994.40	3,981.38	2.793
9,603	JPMORGAN CHASE & CO 46625H100	332,181.59	31.53	302,782.59	29,399.00-	4.821
3,830	JOHNSON & JOHNSON 478160104	242,526.77	59.83	229,148.90	13,377.87-	3.075
1,200	KIMBERLY CLARK CORP 494368103	77,200.18	52.74	63,288.00	13,912.18-	4.399
3,255	MDU RESOURCES GROUP INC 552690109	80,818.32	21.58	70,242.90	10,575.42-	2 873
1,575	MCDONALDS CORP 580135101	92,763.56	62.19	97,949.25	5,185.69	3.216
1,850	MCKESSON CORP 58155Q103	100,304.79	38.73	71,650.50	28,654.29-	1.239
1,305	METLIFE INC 59156R108	75,776.56	34.86	45,492.30	30,284.26-	2.123
2,300	MICROSOFT CORP 594918104	54,014.12	19.44	44,712.00	9,302.12-	2.675
2,915	NATIONAL OILWELL VARCO INC 637071101	154,403.83	24.44	71,242 60	83,161.23-	0.000
5,350	NISOURCE INC 65473P105	96,667.55	10.97	58,689.50	37,978.05-	8.387
2,525	OGE ENERGY CORP 670837103	58,099.46	25.78	65,094.50	6,995.04	5.508
3,275	OIL STATES INTERNATIONAL INC 678026105	96,527.19	18.69	61,209.75	35,317.44-	0.000
4,165	OMNICOM GROUP INC 681919106	185,118.93	26 92	112,121.80	72,997.13-	2.229
3,215	ORACLE CORPORATION 68389X105	68,030.38	17.73	57,001.95	11,028.43-	0.000
1,520	PNC FINANCIAL SERVICES GROUP 693475105	96,393.78	49.00	74,480.00	21,913.78-	5.388

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COMPTON FOUNDATION
MUNDER MANAGED

ACCOUNT STATEMENT

Statement Period 01/01/2008 through 12/31/2008
Account Number 005

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
1,435	PPG INDUSTRIALS INDS INC 693506107	95,884.41	42.43	60,887.05	34,997.36-	4.996
1,415	PEPSICO INC 713448108	90,505.06	54.77	77,499.55	13,005.51-	3.104
8,710	PFIZER INC 717081103	177,876.51	17.71	154,254.10	23,622.41-	7.228
1,600	PRAXAIR INC 74005P104	88,799.40	59 36	94,976.00	6,176.60	2.527
3,800	PROCTER & GAMBLE CO 742718109	238,178.53	61.82	234,916.00	3,262.53-	2.588
2,045	PUGET ENERGY INC 745310102	46,543.55	27.27	55,767.15	9,223.60	3.667
1,675	JM SMUCKER COMPANY-NEW 832696405	67,173.23	43.36	72,628.00	5,454.77	2.952
3,650	SYMANTEC CORP 871503108	47,916.84	13.52	49,348.00	1,431.16	0.000
3,300	THERMO FISHER SCIENTIFIC INC 883556102	172,721.69	34.07	112,431.00	60,290.69-	0.000
3,545	TIME WARNER INC 887317105	60,465.47	10.06	35,662.70	24,802.77-	2.485
1,930	TRAVELERS COS INC 89417E109	97,838.23	45.20	87,236.00	10,602.23-	2.655
6,275	US BANCORP 902973304	207,329.15	25.01	156,937.75	50,391.40-	6.797
6,410	VERIZON COMMUNICATIONS 92343V104	237,679.60	33.90	217,299.00	20,380.60-	5.428
5,260	WABTEC CORP 929740108	179,825.04	39 75	209,085.00	29,259.96	0.101
1,730	WAL-MART STORES INC 931142103	88,956.31	56.06	96,983 80	8,027.49	1.695
5,975	WELLS FARGO & CO NEW 949746101	193,952.88	29.48	176,143.00	17,809.88-	4 613
2,425	WYETH 983024100	114,758.31	37.51	90,961.75	23,796.56-	3.199

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
3,000	XTO ENERGY INC 98385X106	126,122.43	35.27	105,810.00	20,312.43-	1.361
1,330	ARCH CAPITAL GROUP LTD BERMUDA G0450A105	93,781.31	70.10	93,233.00	548.31-	0 000
	TOTAL COMMON STOCK	9,039,481.43		7,687,698.46	1,351,782.97-	
	FOREIGN STOCK					
4,720	ASPEN INSURANCE HOLDINGS LTD G05384105	113,107.10	24.25	114,460.00	1,352.90	2.474
4,875	AXIS CAPITAL HOLDINGS LTD G0692U109	116,829.37	29.12	141,960.00	25,130.63	2.593
2,445	ACE LTD H0023R105	127,189.10	52.92	129,389.40	2,200.30	2.513
	TOTAL FOREIGN STOCK	357,125.57		385,809.40	28,683.83	
	ADR					
1,730	BASF AG SPON ADR 055262505	77,047.45	38.282	66,227.86	10,819.59-	6.227
4,510	SIMS GROUP LTD SPON ADR 829160100	62,656.59	12.42	56,014.20	6,642.39-	4.815
12,425	STATOIL ASA SPON ADR 85771P102	236,045.97	16.2665	202,111.26	33,934.71-	4.248
3,520	TEVA PHARMACEUTICAL INDS LTD ADR 881624209	134,361.85	42.57	149,846.40	15,484.55	0.968
	TOTAL ADR	510,111.86		474,199.72	35,912.14-	
	REAL ESTATE INVESTMENT TRUSTS					
645	ALEXANDRIA REAL ESTATE EQTY INC 015271109	64,743.41	60.34	38,919.30	25,824.11-	5.303
12,550	ANNALY MTG MGMT INC 035710409	205,842.34	15.87	199,168.50	6,673.84-	12.602
	TOTAL REAL ESTATE INVESTMENT TRUSTS	270,585.75		238,087.80	32,497.95-	

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COMPTON FOUNDATION
MUNDER MANAGED

ACCOUNT STATEMENT

Statement Period 01/01/2008 through 12/31/2008
Account Number · 005

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
	TOTAL EQUITY SECURITIES	10,177,304.61		8,785,795.38	1,391,509.23-	
	SHORT TERM INVESTMENTS					
	SHORT TERM INVESTMENTS					
369,180.67	MUNDER INSTITUTIONAL MMF COMERICA CL Y 626125637	369,180.67	1.00	369,180.67	0.00	0.910
	DUE FROM BROKERS	41,283.97		41,283.97	0.00	0.000
	DUE TO BROKERS	27,924.00-		27,924.00-	0.00	0.000
	ACCRUED INCOME	20,657.18		20,657.18	0.00	0.000
	TOTAL CASH	34,017.15		34,017.15	0.00	
	TOTAL SHORT TERM INVESTMENTS	403,197.82		403,197.82	0.00	
	Total Assets	10,580,502.43		9,188,993.20	1,391,509.23-	

Name

Compton Foundation, Inc.
Treasurer's Report - Summary of Grants
Summary of Grants 2008
2008

Grant #	Organization Name	Unpaid 12/31/07	Awarded	Refunds	Paid	Cancelled	Unpaid 12/31/08
08-3892	Academy at Charlemont Cap. Expenditures, Burrington Leavitt House		10,000		10,000		
08-3955	Access Fund		500		500		
08-4031	Advocates for Youth Improving U.S. International Population Policies		40,000		40,000		
08-4289	Advocates for Youth		3,000		3,000		
08-3748	Aftermath Project Inc. War is Only Half the Story		30,000		30,000		
08-3783	Alliance for Reproductive Justice Continuing to Leverage Additional Funds for EC		22,338		22,338		
08-4210	Alliance for Sustainable Colorado		5,000		5,000		
08-3578	American Farmland Trust AFT's Ecosystem Services Initiative		25,000		25,000		
08-3809	American School Foundation CapitalCcampaign		1,000		1,000		
08-3916	American Youth Foundation		7,000		7,000		
08-3761	American Youth Foundation 2008 Compton International Fellows Retreat - Miniwanca		20,312		20,312		
08-4291	American Youth Foundation		2,000		2,000		
08-3814	Ananse Ntentan Outreach Ananse Ntentan Outreach With Montbello High School		25,000		25,000		
08-4266	Ananse Ntentan Outreach		5,000		5,000		
08-3668	Army War College Foundation, Inc. Stability, Security and Development in Global Context		40,000		40,000		
08-4048	Arts Education International Arts Programs in Sierra Leone		1,000		1,000		
08-3866	Arts Education International Arts Programs in Sierra Leone		9,000		9,000		
08-4324	Ashoka		500		500		
08-4304	Barefoot Artists "Sewing Machine Cooperative"		3,000		3,000		

Compton Foundation, Inc.
Treasurer's Report - Summary of Grants
Summary of Grants 2008
2008

Grant #	Organization Name	Unpaid 12/31/07	Awarded	Refunds	Paid	Cancelled	Unpaid 12/31/08
08-3808	Barefoot Artists		1,000		1,000		
08-3914	Barefoot Artists		100		100		
08-3661	Bay Area Discovery Museum Marine Science Saturdays		5,000		5,000		
08-4303	Boulder County Arts Alliance, Inc.		1,000		1,000		
08-4306	Boulder County Arts Alliance, Inc.		2,000		2,000		
08-3883	Boulder Museum of Contemporary Art		15,000		15,000		
08-3917	Boulder Museum of Contemporary Art		10,000		10,000		
08-4345	Brattleboro Music Center		1,200		1,200		
04-3406	Brown University Compton Population and Reproductive Health Fellowships	66,667				66,667	
08-3529	Bulletin of the Atomic Scientists Strengthening Editorial Content -- Climate Crisis		30,000		30,000		
08-3918	California Academy of Sciences		5,000		5,000		
08-4326	California Tomorrow		500		500		
08-4353	Canelo Project		5,000		5,000		
08-3566	Cape Farewell Cape Farewell Arts/Science Voyage		25,000		25,000		
08-3732	Catholics for Choice Catholics in Public Life		15,000		15,000		
08-3564	Center for American Progress ENOUGH Project		250		250		
08-3611	Center for Biological Diversity Reducing Greenhouse Gases Through CEQA		30,000		30,000		
08-3750	Center for Climate Strategies Western Climate Initiative		30,000		30,000		
08-4237	Center for Environmental Health		1,000		1,000		
08-4257	Center for Food Safety "Beyond Organic" Standards National Strategy Meeting		15,000		15,000		
08-3849	Center for Food Safety Organic and Beyond Campaign		25,000		25,000		
08-4258	Center for Food Safety "Beyond Organic" Standards National Strategy Meeting		5,000		5,000		

Compton Foundation, Inc.
Treasurer's Report - Summary of Grants
Summary of Grants 2008
2008

Grant #	Organization Name	Unpaid 12/31/07	Awarded	Refunds	Paid	Cancelled	Unpaid 12/31/08
08-3657	Center for Health and Gender Equity, Inc. The Prevention Now Campaign		35,000		35,000		
08-4087	Center for International Policy Inc. Colombia's Post-Conflict State-Building Model		20,000		20,000		
08-3807	Center for Native Ecosystems Inc.		3,000		3,000		
08-3677	Center for Strategic and International Studies Inc. Diaspora's Contribution to Police Reform		40,000		40,000		
08-4208	Center for Visionary Law, Business and Public Policy		500		500		
08-4287	Center for Whole Communities, Inc.		2,000		2,000		
08-4300	Center for Whole Communities, Inc. "Office Renovation & Renewable Energy Campaign"		2,000		2,000		
08-3848	Center for Whole Communities, Inc. Whole Thinking Program		25,000		25,000		
08-3712	CERES, Inc. Sustainable Real Estate Program		30,000		30,000		
08-3868	Chez Panisse Foundation Chez Panisse Foundation Partnership Development		25,000		25,000		
08-3769	Chez Panisse Foundation		1,400		1,400		
08-4307	Chez Panisse Foundation		1,600		1,600		
08-4339	Chicago Abortion Fund		1,000		1,000		
08-3662	Choice U.S.A. Choice USA: Keep California Pro-Choice		25,000		25,000		
08-3792	Clark University Compton Mentor Fellowship		36,000		36,000		
08-3992	Climate Registry Implementation of Mandatory Reporting Support		30,000		30,000		
08-4120	Climate Solutions Climate Policy and Leadership Project		30,000		30,000		
08-4225	Climate Trust		2,300		2,300		
08-4354	Collective Heritage Institute Bioneers		5,000		5,000		

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Grant #	Organization Name	Unpaid 12/31/07	Awarded	Refunds	Paid	Cancelled	Unpaid 12/31/08
08-3860	Collective Heritage Institute Bioneers Bioneers Youth Initiative		15,000		15,000		
08-3919	College of Marin Foundation New Marin Scholars		2,000		2,000		
08-3541	Colorado DHCA Low Income Dental Program, Inc.		15,000		15,000		
08-3540	Colorado DHCA Low Income Dental Program, Inc.		15,000		15,000		
08-3596	Common Assets Defense Fund Cap & Dividend: Equitable Climate Solution		5,000		5,000		
08-3812	Common Assets Defense Fund Cap & Dividend: Equitable Climate Solution		5,000		5,000		
08-4327	Commonweal		1,000		1,000		
08-4308	Commonweal		3,000		3,000		
08-3778	Community Action Team of Sisters Leadership Workshop		500		500		
08-3828	Community Food Security Coalition Growing Farm to School Projects		25,000		25,000		
08-3534	Community Music Center Low-Income Student Financial Aid 7/2008 -6/2009		10,000		10,000		
08-3764	Community Partners Sustainable Agriculture and Food Systems Funders Creating a Healthy Food System (General Support)		2,000		2,000		
08-4069	Community Water Center Community Water Center Protecting Groundwater from the Ground Up		25,000		25,000		
08-4183	Concept Foundation Making Medical Abortion Available in Colombia		35,000		35,000		
08-3721	Confluences General Support		25,000		25,000		
08-4166	Connexus Communications Transitional Justice: Establishing Accountability in Aftermath of War		40,000		40,000		

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Grant #	Organization Name	Unpaid 12/31/07	Awarded	Refunds	Paid	Cancelled	Unpaid 12/31/08
08-4017	Connexus Communications Peace Operations and Human Security Initiative Peace Operations and Human Security Initiative		56,500		56,500		
08-4236	Connexus Communications Mainstream Media Project		2,000		2,000		
08-4234	Connexus Communications Mainstream Media Project		400		400		
08-4355	Conscious Alliance Our Future Now		2,500		2,500		
08-3483	Consultative Group on Biological Diversity Biennium Activities for 2008-2009		10,000		10,000		
08-3976	Contemporary Arts Center		1,000		1,000		
08-3855	Cornucopia Institute, Inc. Defending Organic Integrity		17,000		17,000		
08-3920	Corporation of the Fine Arts Museums		7,500		7,500		
08-4349	Coyote Point Museum for Environmental Education		5,000		5,000		
08-4312	Cutting Ball Theater		2,000		2,000		
08-4301	Dairy Center for the Arts		6,000		6,000		
08-4095	Demos: A Network for Ideas and Action Ltd. Strengthening Campaign Finance Laws Initiative		20,000		20,000		
08-4356	Desert Star Community School		3,000		3,000		
08-3620	Dominican University of California Huey D. Johnson Environmental Scholarship Endowment Fund		2,000		2,000		
08-4302	E Town		3,000		3,000		
08-3843	E Town e-chievement award		17,000		17,000		
08-4007	Earth Day Network Inc. Catholic Parish Outreach Project		10,000		10,000		
08-3762	Earth Day Network Inc. Religious Outreach Campaign		10,000		10,000		
08-4100	Eastern Mennonite University, Inc. Center for Justice & Peacebuilding 3D Security Initiative, 3rd Year Request		40,000		40,000		

Name

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Grant #	Organization Name	Unpaid 12/31/07	Awarded	Refunds	Paid	Cancelled	Unpaid 12/31/08
08-3854	EcoArts Connections Boulder County Arts Alliance, Inc. EcoArts: Building Capacity		25,000		25,000		
08-4009	Environmental Grantmakers Association Membership		1,560		1,560		
08-4012	Environmental Grantmakers Association 2008 Fall Retreat and Green Practices Project		10,000		10,000		
08-4357	Environmentalism Through Inspiration & Non Violent Action Reverence Project		3,500		3,500		
08-4278	Farmers Conservation Alliance		4,000		4,000		
08-3602	FCNL Education Fund Post-Conflict and Peaceful Prevention Program, 2nd Yr. Request		50,000		50,000		
08-4344	Foundation for Media Education For distribution of "Blood & Oil" DVD		1,000		1,000		
08-4209	Foundation for National Progress Mother Jones Magazine		2,000		2,000		
08-3813	Foundation of Human Understanding		1,000		1,000		
08-3861	Fractured Atlas Productions Inc. Chris Jordan Photography Running the Numbers		25,000		25,000		
08-3625	Freshwater Trust StreamBank		30,000		30,000		
08-4077	Friends of the River Foundation Sierra Forest Legacy Sierra Community Forest Solutions		20,000		20,000		
08-4277	Friends of the Upper Delaware River, Inc.		1,000		1,000		
08-4358	Friends of Tibetan Settlements in India		1,500		1,500		
08-3885	Friends of Tibetan Settlements in India		2,000		2,000		

Grant #	Organization Name	Unpaid 12/31/07	Awarded	Refunds	Paid	Cancelled	Unpaid 12/31/08
08-3915	Full Circle Elementary School, Inc.		4,000		4,000		
08-3890	Full Circle Elementary School, Inc. Fundraising Concert Support		2,000		2,000		
08-4223	Fund for Peace		400		400		
08-3514	Funders' Network on Population, Reproductive Health and Rights, Inc. Membership		2,500		2,500		
08-3791	Furman University Compton Mentor Fellowships		72,000		72,000		
08-4261	Garden Project		5,000		5,000		
08-4149	Gifford Pinchot Task Force Northwest Connectivity Project		20,000		20,000		
08-4340	Global Fund for Women, Inc.		1,000		1,000		
08-4329	Global Greengrants Fund, Inc.		1,000		1,000		
08-3603	Global Justice Center Promoting Colombian Peace and Security		48,000		48,000		
08-4330	Grabhorn Institute		500		500		
08-3485	Grants Managers Network Inc. 2008 Support		500		500		
08-4267	Greensboro Wonder and Wisdom, Inc.		3,000		3,000		
08-3921	Headlands Center for the Arts		10,000		10,000		
08-4281	Heifer Project International, Inc. "Women in Livestock Development Gift" (WiLD)		10,000		10,000		
08-4264	Heifer Project International, Inc.		400		400		
08-3684	Henry L. Stimson Center The Future of Peace Operations Program, 7th Yr. Request		50,000		50,000		
08-3627	Heyday Institute Rivers of California		20,000		20,000		
08-4328	Heyday Institute		1,000		1,000		
08-4310	Heyday Institute		3,000		3,000		
08-4275	Humane Society of Boulder Valley		1,000		1,000		
08-3943	Impact on Education Horizon's K-8 Alternative School		10,000		10,000		
08-4111	Institute for State Effectiveness Manuals and Handbooks - Security		50,000		50,000		

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Grant #	Organization Name	Unpaid 12/31/07	Awarded	Refunds	Paid	Cancelled	Unpaid 12/31/08
08-4113	International Center for Transitional Justice Building Capacity for Security System Reform in Kenya		40,000		40,000		
08-4282	International Documentary Support of Documentary "What I Meant to Tell You"		300		300		
08-3922	International Institute of the Bay Area YouthCares Program		5,000		5,000		
08-3923	International Planned Parenthood Federation, Western Hemisphere Region, Inc.		10,000		10,000		
08-3742	International Rescue Committee Inc. Integrating Family Planning Services South Sudan		35,000		35,000		
08-3749	Island Press-Center for Resource Economics The New Population Challenge (formerly Numbers Matter)		20,000		20,000		
08-3560	Island Press-Center for Resource Economics MORE: Population, Nature, and Women		20,000		20,000		
08-4268	John Dau Sudan Foundation		2,000		2,000		
08-4359	Kipahulu School, Inc. HC 16SA		2,500		2,500		
08-4365	Klamath Riverkeeper Un-Dam the Klamath River		25,000		25,000		
08-4238	KQED, Inc.		270		270		
08-3999	Lake County Resources Initiative Lake County Renewable Energy Project		30,000		30,000		
08-3772	Leadership Institute for Ecology and the Economy Fellowship Support Services for 2008 - Expansion		70,041		70,041		
08-3771	Leadership Institute for Ecology and the Economy Fellowship Support Services - 2008		88,124		88,124		
08-3857	Link Media Inc Global Spirit		25,000		25,000		

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08-4350	Link Media Inc Global Spirit Project		5,000		5,000		
08-4288	Lyric Opera of Chicago		3,000		3,000		
08-3941	Marin Arts Council		7,000		7,000		
08-3513	Marin Brain Injury Network Donor Patio		6,000		6,000		
08-4313	Marin Country Day School		4,000		4,000		
08-3924	Marin Symphony Association		5,000		5,000		
08-4332	Mechanics Institute		500		500		
04-3407	Michigan State University Compton Peace and Security Fellowships	38,900					38,900
08-3793	Middlebury College Compton Mentor Fellowship		36,000		36,000		
08-3689	Minnesota Advocates for Human Rights Liberian Truth and Reconciliation Diaspora Project		40,000		40,000		
08-4346	Minnesota Public Radio - American Public Media In support for "Sustainability Desk"		10,000				10,000
08-4273	Montana Water Trust		5,000		5,000		
08-3794	Morehouse College Compton Mentor Fellowships		72,000		72,000		
08-3889	Mosaic Multicultural Foundation Mosaic Mentoring Initiatives		25,000		25,000		
08-4360	Mosaic Multicultural Foundation		3,500		3,500		
08-3887	Mosaic Multicultural Foundation		5,000		5,000		
08-3925	Museum of Contemporary Art/Denver		15,000		15,000		
08-3884	Museum of Contemporary Art/Denver		20,000		20,000		
08-3942	Museum of Craft and Folk Art		5,000		5,000		
08-3926	NARAL Pro-Choice America Foundation		5,000		5,000		
08-3681	National Family Planning & Reproductive Health Association Pro-Family Planning Presidential Action		25,000		25,000		
08-3505	National Fish and Wildlife Foundation		1,000		1,000		
08-4042	National Health Law Program, Inc. The Standards of Care Project		40,000		40,000		
08-4047	National Judicial College Dividing the Waters Science for Judges		25,000		25,000		

Grant #	Organization Name	Unpaid 12/31/07	Awarded	Refunds	Paid	Cancelled	Unpaid 12/31/08
08-3683	National Latina Institute for Reproductive Health Latinas and Leadership Development		25,000		25,000		
08-3956	National Outdoor Leadership School Annual Fund Scholarship Progam		1,500		1,500		
08-4260	National Wildlife Refuge Association		5,000		5,000		
08-4348	Native Movement Black Sheep Art Collective		1,500		1,500		
08-4366	Natural Capital Institute Interra Project		1,500		1,500		
08-4361	Natural Capital Institute Interra Project		3,500		3,500		
08-4269	Natural Capitalism Solutions		1,500		1,500		
08-4013	Natural Resources Defense Council, Inc.		2,000		2,000		
08-3707	Natural Resources Defense Council, Inc. San Joaquin River Settlement Implementation		30,000		30,000		
08-4272	Nature Conservancy - Colorado		8,000		8,000		
08-4270	Nature Conservancy - Montana		8,000		8,000		
06-1610	Naval Postgraduate School Foundation, Inc. Center for Stabilization and Reconstruction Studies Funding for NGO\IO Travel			677			
08-4125	Naval Postgraduate School Foundation, Inc. Center for Stabilization and Reconstruction Studies Support to NGO/IGO/GovCivilian Education		40,000		40,000		
08-4147	Network of Oregon Watershed Councils Supporting Oregon Watershed Councils		20,000		20,000		
08-4318	New Century Chamber Orchestra		2,000		2,000		
07-2669	New York University Center on International Cooperation Global Peace Operations Outreach Project			1,010			
08-4134	New York University Center on International Cooperation Global Peace Operations Outreach		40,000		40,000		

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	Project, 2nd Year Request						
08-3496	Northern California Grantmakers Membership		8,764		8,764		
08-3927	Oakland Museum of California Foundation		5,000		5,000		
08-4342	Oberlin College		2,000		2,000		
08-3795	Oberlin College Compton Mentor Fellowship		36,000		36,000		
08-3784	Oberlin College Oberlin Access Initiative		5,000		5,000		
08-3726	Occidental Arts and Ecology Center OAEC WATER Institute - Program Support		25,000		25,000		
08-4292	Ohio Ecological Food and Farm Association		2,000		2,000		
08-4362	Organic Consumers Association		2,500		2,500		
08-4035	Pacific Forest Trust Inc. Working Forests, Winning Climate		25,000		25,000		
08-3674	Pacific Institute for Women's Health Youth-Friendly Pharmacy Initiative		35,000		35,000		
08-3777	Pacific News Service One-Day Conference of Danforth Initiative Grantees		25,000		25,000		
08-3737	Pathfinder International Expanding and Improving Abortion Advocacy		35,000		35,000		
08-4213	Peace Partnership International National Peace Academy Gathering		5,000		5,000		
08-3810	Peace Partnership International		5,000		5,000		
08-3537	Pesticide Action Network North America Regional Center		500		500		
08-4299	Pesticide Action Network North America Regional Center		800		800		
08-4204	Physicians for Social Responsibility Inc. Code Black: Coal's Assault on America's Health		25,000		25,000		
08-3928	Pitzer College Scholarships		5,000		5,000		

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Grant #	Organization Name	Unpaid 12/31/07	Awarded	Refunds	Paid	Cancelled	Unpaid 12/31/08
08-3714	Plan-B Theater Company Utah Reading Tour of EXPOSED		20,000		20,000		
08-3929	Planned Parenthood - Golden Gate		5,000		5,000		
07-3072	Planned Parenthood - Western Washington FAC Pharmacists Refusals Project	35,000	446		35,446		
06-1792	Planned Parenthood - New Mexico EC Youth Education Initiative			15,646			
08-3499	Ploughshares Fund Peace and Security Funders Group		10,000		10,000		
08-4333	Ploughshares Fund		1,000		1,000		
08-4298	Point Reyes Bird Observatory		10,000		10,000		
08-3930	Point Reyes Bird Observatory		5,000		5,000		
08-4185	Population Action International Equidad de Genero: Ciudadania Increasing Public Funding for Family Planning in Mexico		30,700		30,700		
08-3803	Population Reference Bureau Inc. Compton International Population Fellowship Program Support Services		242,300		120,650	3,500	118,150
08-3971	Population Resource Center Family Planning: Preparing for the Next Administration		40,000		40,000		
08-3897	Pregnant Mare Rescue		100		100		
08-3931	Prescott College		10,000		10,000		
08-3796	Princeton University Compton Mentor Fellowship		36,000		36,000		
05-3972	Private Agencies Collaborating Together, Inc. Mainstreaming EC in Adolescent Reprod. Heath Programs in Ethiopia			20,104			
08-4341	Protestants for the Common Good		1,000		1,000		
08-3663	Proteus Fund Inc. Piper Fund		40,000		40,000		
08-3664	Public Campaign Building Strategically with Targeted Constituencies		40,000		40,000		
08-3630	Public Health Institute Adolescent Initiative for Reproductive Health		35,000		35,000		

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07-2884	Public Health Institute Berkeley Media Studies Group Emergency Contraception Advocacy Case Study			22,457			
08-4174	Public Health Institute California Adolescent Health Collaborative Minor Consent & Confidentiality Toolkit Expansion		30,000		30,000		
08-3756	Public International Law and Policy Group Peacebuilding in Nepal		50,000		50,000		
08-3694	Public Radio International Inc. The World: Peace and Politics		30,000		30,000		
08-4334	Puente a la Salud Comunitaria		1,000		1,000		
08-3953	Putney School Scholarship Fund		2,000		2,000		
08-3487	Quivira Coalition Inc.		1,000		1,000		
08-4319	Regeneration Project		1,000		1,000		
08-4056	Regeneration Project California Interfaith Power and Light California Interfaith Power and Light		20,000		20,000		
08-3734	Reproductive Health Access Project Family Medicine Reproductive Health Network		22,000		22,000		
08-3543	Reproductive Health Technologies Project, Inc. The Impact of Environmental Exposures on Reproductive Health		40,000		40,000		
08-4046	Resource Media Bridging the Divide		20,000		20,000		
08-4271	River Network		3,000		3,000		
08-4321	River of Words		1,000		1,000		
08-3879	River of Words Teacher Training Program		25,000		25,000		
08-3833	Rivers Unlimited - Mill Creek Restoration Project Green Schools/Green Infrastructure Program		25,000		25,000		

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08-4351	Rock the Earth Michael Franti and Spearhead		5,000		5,000		
08-4075	Rocky Mountain Institute Accelerating Military Leadership in National Energy Efficiency		30,000		30,000		
08-3806	Round River Conservation Studies		3,000		3,000		
08-4352	Rudolf Steiner Foundation, Inc.		12,500		12,500		
08-4293	Rural Advancement Foundation International USA		3,000		3,000		
08-3584	Salmon-Safe, Inc. Salmon-Safe Partner Network		24,000		24,000		
08-3932	San Domenico School Virtuoso Program		1,000		1,000		
08-3933	San Francisco Ballet Association		5,000		5,000		
08-3934	San Francisco Conservatory of Music		5,000		5,000		
08-4335	San Francisco Conservatory of Music		1,000		1,000		
08-4059	San Francisco Film Society Moxie Institute Connected: A Declaration of Interdependence		40,000		40,000		
08-4347	San Francisco Lighthouse for the Blind		500		500		
08-4363	San Francisco Medical Research Foundation		1,000		1,000		
08-3935	San Francisco Museum of Modern Art		10,000		10,000		
08-3936	San Francisco Opera		5,000		5,000		
08-3937	San Francisco Performing Arts Library & Museum		5,000		5,000		
08-4336	Sausalito Library Foundation Centennial Fund		500		500		
08-4137	Search for Common Ground Child Soldiers Initiative, 2nd Year Request		50,000		50,000		
08-4244	Seven Hills School		2,000		2,000		
08-3980	Sexuality Information and Education Council of the United States Inc. Turn it Back and Turn it Around		30,000		30,000		
08-4338	Share Our Strength Inc.		1,000		1,000		

Grant #	Organization Name	Unpaid 12/31/07	Awarded	Refunds	Paid	Cancelled	Unpaid 12/31/08
08-3561	Sierra Club Foundation Global Population and Environment Program		30,000		30,000		
08-4294	Sisters Organization for Activities and Recreation		1,000		1,000		
08-3506	Southern Vermont Health Services Corporation Brattleboro Memorial Hospital		1,000		1,000		
08-4179	Southwest Women's Law Center Reproductive Justice for Immigrant Women		35,000		35,000		
08-3938	Sunny Hills Children's Services		5,000		5,000		
08-3610	Sustainable Northwest Rural Voices for Conservation Initiative		35,000		35,000		
08-4224	Teaching Peace		1,000		1,000		
08-4322	Three Penny Review		1,000		1,000		
08-3645	Tides Foundation Catalyst Fund		20,000		20,000		
08-3939	Trust for Public Land		5,000		5,000		
08-3789	Tufts University Compton Mentor Fellowship		36,000		36,000		
08-4142	Tufts University Feinstein International Center People First Accountability Reparation Uganda		40,000		40,000		
08-3701	Tufts University Alliance Linking Leaders in Education and the Services Civil-Military Relations for a Better World		18,700		18,700		
03-2138	Tulane University School of Public Health & Tropical Medicine Compton Population and Reproductive Health Fellowships-4th of 4 paymts	29,087			29,087		
08-4201	University of California - San Francisco Bixby Center for Reproductive Health/ANSIRH Advancing Access to Abortion Care: Reframing the Legal Restrictions		54,879		54,879		

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Grant #	Organization Name	Unpaid 12/31/07	Awarded	Refunds	Paid	Cancelled	Unpaid 12/31/08
08-3886	University of Colorado - Boulder CU Art Museum		13,000		13,000		
08-4214	University of Colorado Foundation Conflict and Peace Studies INVST		5,000		5,000		
06-2391	University of Florida Foundation Program for Studies in Tropical Conservation Compton Environment & Sustainability Fellowships	50,000			50,000		
03-2139	University of Minnesota Interdisciplinary Center for the Study of Global Change Compton Fellowship Program in Peace	50,000					50,000
07-2641	University of Minnesota Interdisciplinary Center for the Study of Global Change Compton International Fellowship Program	330,000					330,000
08-3634	University of Oregon Ecosystem Workforce Program Empowering Forest Communities to Affect Climate Policy		23,000		23,000		
08-4284	University of Pennsylvania Donald Prowler Endowment Fund		5,000		5,000		
08-3790	Vassar College Compton Mentor Fellowship		36,000		36,000		
08-4138	Wallowa Resources Joseph Creek Collaboration		20,000		20,000		
08-3847	Watershed Media Eco Schools: Book and Outreach Campaign		17,000		17,000		
08-3515	Watershed Research and Training Center Making Rural Revitalization a Reality		30,000		30,000		
08-3975	Watershed School $2,500 for Scholarship Fund, $500 for African Artist in Residence		3,000		3,000		
08-3899	Watershed School		3,300		3,300		
08-3900	Watershed School		3,300		3,300		

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08-3940	Watershed School		20,000		20,000			
08-4040	Western Resource Advocates Water Energy Nexus		16,500		16,500			
08-3659	Western Rivers Conservancy Yurok Tribal Park Project		30,000		30,000			
08-4276	Whittier Street Health Center Committee, Inc. Saving the Health of the Community International Benefit Concert		1,000		1,000			
08-3856	Wild Farm Alliance Safe Food Requires Healthy Ecosystems		25,000		25,000			
08-3875	Wild Foundation Extreme Ice Survey Extreme Ice Survey		25,000		25,000			
08-3805	Wildearth Guardians		3,000		3,000			
08-4343	William Lawrence Camp, Inc. Edwin B. Pratt Memorial Scholarship		500		500			
08-3546	William Lawrence Camp, Inc. Camp Minority Scholarship Fund		1,000		1,000			
08-3954	World Learning, Inc. School for International Training Diversity Fund		1,500		1,500			
08-3770	World Learning, Inc. School for International Training		1,000		1,000			
07-2698	Yale University School of Forestry & Environmental Studies Compton International Fellowship Program in Environ. & Sustainability	100,000			50,000			50,000
Total grants listed:	**307**	699,654	4,489,784	59,894	4,522,221	70,167		597,050

COMPTON FOUNDATION, INC.

Application Procedures

Before submitting a proposal, prospective applicants are strongly encouraged to review the Foundation's Funding Priorities section, including General Criteria and the relevant program description, to determine whether their proposal reflects the Foundation's current interests. Applicants should also check Cut-off Dates to ensure that their proposal will meet grant cycle deadlines.

A complete application, **mailed** to the Compton Foundation, consists of:

- a 3-4 page project proposal
- the supporting attachments listed below
- the Proposal Outline Form submitted, and then printed from this link

The Foundation does not accept proposals sent by fax or email. Please do not fold, bind or staple your proposal or attachments.

The **3-4 page** project proposal should be printed on **ONE side only**, and should describe:

- the organization making the request
- the goals and objectives of the designated project, including specific outcomes
- the means by which the project's effectiveness will be measured
- a one-half to one page update of previous work supported by the Foundation (if relevant)

Each of the following **supporting attachments** should be printed on **ONE side only**:

- Proposal Outline Form
- Qualifications of key people involved (1 page only)
- List of Board members with affiliations–*universities excluded* (1 page only)
- Project budget, including income and expenses (1 page only)
  Please consider including a line item allowing you to offset any greenhouse gas emissions associated with project travel.
- Organization's budget, including revenue sources, for year in which project will be carried out (1 page only)
- Statement of Assets and Liabilities (preferably audited, and from the most current year-end)
- Statement of Revenue and Expenses, or Statement of Activities (preferably audited, and from the most current year-end)
  *Please do **not** send a copy of your form 990, or complete audit.*
- Names and contact information for 3-5 references (include phone numbers and email addresses)
- A copy of the organization's 501(c)(3) IRS tax exemption letter

For those applicants with a sponsoring organization, please include the fiscal sponsor's organizational budget. In addition, please submit the fiscal sponsor's Statement of Assets and Liabilities, and Statement of Revenue and Expenses.

In the interest of preserving the environment, the Foundation actively discourages prospective applicants from sending more than the minimum amount of information requested. If additional information is required, the applicant will be notified.

The Foundation makes grants only to organizations and institutions that qualify under the requirements of the Federal Tax Reform Act of 1969. The Foundation files annual tax returns with the Internal Revenue Service, the California State Franchise Tax Board, and the Office of the Attorney General of the State of California.

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Section 4942(h)(2) Election
as to the Treatment of Qualifying Distributions

Name:	Compton Foundation, Inc
Address:	255 Shoreline Dr, Ste 540 Redwood City, CA 94065-1444
Federal ID No:	94-3142932
Year Ending:	December 31, 2008

Pursuant to IRC Section 4942(h)(2) and Regulation 53.4942(a)-3(d)(2), the above referenced foundation hereby elects to treat $5,224,805 of current-year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of (check one):

☐ Undistributed income from the tax year(s) ending:

Tax Year	Amount
________	________
________	________

☑ Corpus.

Edith T. Eddy
Signature

EDITH T. EDDY
Name

EXECUTIVE DIRECTOR
Title

Compton Foundation Inc.
94-3142932
12/31/2008

Substantiation of Exercise of Expenditure Responsibility: The following information is provided in accordance with IRC Sec. 4945(h)(3) and Reg. IRC Sec. 4945 (h)(3) and Reg. 53.4945-5(d) to demonstrate that the Foundation exercised fiscal responsibility in regard to its grants and its program related in

Name and address of grantee	Amount of grant	Date of grant	Purpose of grant	Amounts expended by grantee as of 12/31/08	To the grantor's knowledge, grantee has diverted a portion of funds from the purpose of the grant (yes/no)	Dates of reports received from grantee	Dates and results of any verification of the grantee's reports
Cape Farewell 239 Royal College Street, London NW1 9LT England (08-3566)	$25,000	7/21/2008	Arts/Science Voyage with artists,scientists and educators to address and raise awaareness of climate change.		No		None required