Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , **and ending**

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [X] Address change [ ] Name change

Name of foundation Compton Foundation, Inc.		**A Employer identification number** 94-3142932
Number and street (or P O box number if mail is not delivered to street address) 101 Montgomery St	Room/suite 850	**B** Telephone number (415) 391-9001
City or town, state, and ZIP code San Francisco, CA 94104		**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 [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here [ ]

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 67,185,152.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here [ ]

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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	157.	157.		
	4 Dividends and interest from securities	1,415,231.	1,415,231.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,854,811.			
	b Gross sales price for all assets on line 6a 47,980,679.				
	7 Capital gain net income (from Part IV, line 2)		1,854,811.		
	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	28,715.	28,715.	Statement 1	
	12 **Total.** Add lines 1 through 11	3,298,914.	3,298,914.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	188,986.	18,899.		170,087.
	14 Other employee salaries and wages	330,983.	25,676.		305,307.
	15 Pension plans, employee benefits	206,162.	14,569.		191,594.
	16a Legal fees Stmt 2	4,733.	0.		4,733.
	b Accounting fees Stmt 3	38,995.	19,498.		19,497.
	c Other professional fees Stmt 4	361,652.	315,758.		45,894.
	17 Interest				
	18 Taxes Stmt 5	45,727.	45,727.		0.
	19 Depreciation and depletion	17,129.	1,210.		
	20 Occupancy	46,697.	3,300.		43,397.
	21 Travel, conferences, and meetings	69,624.	0.		69,624.
	22 Printing and publications	1,253.	0.		1,253.
	23 Other expenses Stmt 6	402,437.	241,271.		90,949.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,714,378.	685,908.		942,335.
	25 Contributions, gifts, grants paid	4,184,967.			4,184,967.
	26 **Total expenses and disbursements.** Add lines 24 and 25	5,899,345.	685,908.		5,127,302.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<2,600,431.>			
	b **Net investment income** (if negative, enter -0-)		2,613,006.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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	14,987.	65,505.	65,505.
	2 Savings and temporary cash investments	124,042.	211,961.	211,961.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	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 8	1,268,429.	2,372,372.	2,380,929.
	b Investments - corporate stock Stmt 9	42,123,870.	40,140,760.	45,086,446.
	c Investments - corporate bonds Stmt 10	12,864,102.	11,261,556.	11,655,636.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 11	6,458,093.	6,394,515.	7,747,739.
	14 Land, buildings, and equipment: basis ▶ 246,330.			
	Less accumulated depreciation Stmt 7 ▶ 214,394.	17,510.	31,936.	31,936.
	15 Other assets (describe ▶)	1,090.	0.	0.
	16 **Total assets** (to be completed by all filers)	62,877,123.	60,483,605.	67,185,152.
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 12)	0.	205,502.	
	23 **Total liabilities** (add lines 17 through 22)	0.	205,502.	
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	62,877,123.	60,278,103.	
	25 Temporarily restricted			
	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**	62,877,123.	60,278,103.	
	31 **Total liabilities and net assets/fund balances**	62,877,123.	60,483,605.	

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	62,877,123.
2 Enter amount from Part I, line 27a	2	<2,600,431.>
3 Other increases not included in line 2 (itemize) ▶ Return of prior year grants	3	1,411.
4 Add lines 1, 2, and 3	4	60,278,103.
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	60,278,103.

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				
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	48,342,168.		46,125,868.	2,216,300.
b	<361,489.>			<361,489.>
c				
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				2,216,300.
b				<361,489.>
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } — 2 — 1,854,811.

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))
2009	5,251,569.	58,752,764.	.089384
2008	5,224,805.	74,922,035.	.069737
2007	5,913,654.	86,793,415.	.068135
2006	6,884,866.	80,072,157.	.085983
2005	8,236,779.	77,111,263.	.106817

2	**Total** of line 1, column (d)	2	.420056
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	.084011
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	62,300,699.
5	Multiply line 4 by line 3	5	5,233,944.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	26,130.
7	Add lines 5 and 6	7	5,260,074.
8	Enter qualifying distributions from Part XII, line 4	8	5,127,302.

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 or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	52,260.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	52,260.
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	52,260.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	110,335.		
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	110,335.
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	58,075.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	58,075.	**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 2010 or the taxable year beginning in 2010 (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

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

			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 ▶ The Foundation Telephone no. ▶ 415-391-9001

Located at ▶ 101 Montgomery Street, Ste 850, San Francisco, CA ZIP+4 ▶ 94104

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			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 22 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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 2010 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 2010.)*	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 2010?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☒ Yes ☐ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? | 5b | Yes: | No: 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? ☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ 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 13		188,986.	50,627.	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
Jennifer Sokolove - 101 Montgomery St, Ste 850, San Francisco, CA 94104	Program Officer 40.00	97,360.	31,989.	0.
Roger Fuse Brown - 101 Montgomery St, Ste 850, San Francisco, CA 94104	Director of Grants 40.00	83,392.	17,105.	0.
Deborah Daughtry - 101 Montgomery St, Ste 850, San Francisco, CA 94104	Director of Communications 40.00	65,772.	28,719.	0.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Boston Common Asset Management 84 State St, 1000, Boston, MA 02109	Investment advisory	92,066.
Munder Capital Management 480 Pierce Street, Birmingham, MI 48009	Investment advisory	72,618.
Alan D Biller & Assoc 535 Middlefield Rd, 230, Menlo Park, CA 94025	Investment advisory	57,033.
Metropolitan West Asset Management 11766 Wilshire Blvd, Los Angeles, CA	Investment advisory	50,580.
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.

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	63,143,104.
b	Average of monthly cash balances		1b	106,337.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	63,249,441.
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	63,249,441.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	948,742.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	62,300,699.
6	**Minimum investment return** Enter 5% of line 5		6	3,115,035.

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	3,115,035.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 52,260.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	52,260.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	3,062,775.
4	Recoveries of amounts treated as qualifying distributions		4	1,411.
5	Add lines 3 and 4		5	3,064,186.
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	3,064,186.

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	5,127,302.
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	5,127,302.
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	5,127,302.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				3,064,186.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 4,570,628.				
b From 2006 2,969,415.				
c From 2007 1,645,520.				
d From 2008 5,224,805.				
e From 2009 5,259,569.				
f **Total** of lines 3a through e	19,669,937.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 5,127,302.				
a Applied to 2009, 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)	5,127,302.			
d Applied to 2010 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	3,064,186.			3,064,186.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	21,733,053.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	1,506,442.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	20,226,611.			
10 Analysis of line 9:				
a Excess from 2006 2,969,415.				
b Excess from 2007 1,645,520.				
c Excess from 2008 5,224,805.				
d Excess from 2009 5,259,569.				
e Excess from 2010 5,127,302.				

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	(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:

See Statement 14

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

c Any submission deadlines:

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

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 15				
Total			▶ 3a	4184967.
b Approved for future payment				
University of Minnesota 220 Oak St SW Ste 450 Minneapolis, MN 55455		University		110,000.
Total			▶ 3b	110,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	157.	
4 Dividends and interest from securities			14	1,415,231.	
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	28,715.	
8 Gain or (loss) from sales of assets other than inventory			18	1,854,811.	
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.		3,298,914.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 3,298,914.

(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

Signature of officer or trustee: [signature] Date: 11.7.2011 Title: Executive Direct

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Sue Fujitani	Sue Fujitani	11/06/11		P00542703

Firm's name ▶ Sue Fujitani Firm's EIN ▶

Firm's address ▶ 3145 Geary Blvd #65
San Francisco, CA 94118
Phone no. 415-566-4619

023622
04-26-11

Form 990-PF	Other Income	Statement 1

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Partnership income	28,593.	28,593.	
Lending income	122.	122.	
Total to Form 990-PF, Part I, line 11	28,715.	28,715.	

Form 990-PF	Legal Fees	Statement 2

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Consultations	4,733.	0.		4,733.
To Fm 990-PF, Pg 1, ln 16a	4,733.	0.		4,733.

Form 990-PF	Accounting Fees	Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Audit and tax preparation	38,995.	19,498.		19,497.
To Form 990-PF, Pg 1, ln 16b	38,995.	19,498.		19,497.

Form 990-PF	Other Professional Fees	Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment management and advisory	315,248.	315,248.		0.
Program consultants	37,923.	0.		37,923.
Payroll processing	1,262.	0.		1,262.
Computer consulting	7,219.	510.		6,709.
To Form 990-PF, Pg 1, ln 16c	361,652.	315,758.		45,894.

Form 990-PF	Taxes			Statement 5
Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign tax withheld	45,727.	45,727.		0.
To Form 990-PF, Pg 1, ln 18	45,727.	45,727.		0.

Form 990-PF	Other Expenses			Statement 6
Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Banking fees	20,559.	20,559.		0.
Insurance	11,345.	441.		10,904.
Supplies	6,196.	438.		5,758.
Telephone and internet service	5,931.	319.		5,612.
Professional development	1,375.	97.		1,278.
ED Transition	58,179.	0.		58,179.
Other partnership expenses	289,156.	218,940.		0.
Other expenses	9,696.	477.		9,218.
To Form 990-PF, Pg 1, ln 23	402,437.	241,271.		90,949.

Form 990-PF	Depreciation of Assets Not Held for Investment			Statement 7
Description	Cost or Other Basis	Accumulated Depreciation	Book Value	Fair Market Value
Furniture and equipment	213,168.	181,232.	31,936.	31,936.
Leasehold improvements	33,162.	33,162.	0.	0.
To 990-PF, Part II, ln 14	246,330.	214,394.	31,936.	31,936.

Form 990-PF U.S. and State/City Government Obligations Statement 8

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
Schedule	X		2,372,372.	2,380,929.
Total U.S. Government Obligations			2,372,372.	2,380,929.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			2,372,372.	2,380,929.

Form 990-PF Corporate Stock Statement 9

Description	Book Value	Fair Market Value
Schedule	40,140,760.	45,086,446.
Total to Form 990-PF, Part II, line 10b	40,140,760.	45,086,446.

Form 990-PF Corporate Bonds Statement 10

Description	Book Value	Fair Market Value
Schedule	11,261,556.	11,655,636.
Total to Form 990-PF, Part II, line 10c	11,261,556.	11,655,636.

Form 990-PF Other Investments Statement 11

Description	Valuation Method	Book Value	Fair Market Value
Schedule - LLC	COST	6,394,515.	7,747,739.
Total to Form 990-PF, Part II, line 13		6,394,515.	7,747,739.

Form 990-PF Other Liabilities Statement 12

Description	BOY Amount	EOY Amount
Investment cash funds overdraft	0.	205,502.
Total to Form 990-PF, Part II, line 22	0.	205,502.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 13

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
Edith T. Eddy 101 Montgomery St Ste 850 San Francisco, CA 94104	Exec Dir thru 6/30/10 36.00	123,358.	28,007.	0.
Ellen Friedman 101 Montgomery St Ste 850 San Francisco, CA 94104	Exec Dir beginning 8/16/10 40.00	65,628.	22,620.	0.
Rebecca DiDomenico 101 Montgomery St Ste 850 San Francisco, CA 94104	President 2.00	0.	0.	0.
Vanessa Compton 101 Montgomery St Ste 850 San Francisco, CA 94104	Vice President 2.00	0.	0.	0.
W. Danforth Compton 101 Montgomery St Ste 850 San Francisco, CA 94104	Secretary 2.00	0.	0.	0.
Marty Krasney 101 Montgomery St Ste 850 San Francisco, CA 94104	Treasurer 2.00	0.	0.	0.
Marshal J. Compton 101 Montgomery St Ste 850 San Francisco, CA 94104	Director 4.00	0.	0.	0.
Betty L Farrell 101 Montgomery St Ste 850 San Francisco, CA 94104	Director 2.00	0.	0.	0.

J. Martin Goebel 101 Montgomery St Ste 850 San Francisco, CA 94104	Director 2.00	0.	0.	0.
Stephen Perry 101 Montgomery St Ste 850 San Francisco, CA 94104	Director 2.00	0.	0.	0.
Steven M. Riskin 101 Montgomery St Ste 850 San Francisco, CA 94104	Director 2.00	0.	0.	0.
Terry Tempest Williams 101 Montgomery St Ste 850 San Francisco, CA 94104	Director 2.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		188,986.	50,627.	0.

Form 990-PF | Grant Application Submission Information Part XV, Lines 2a through 2d | Statement 14

Name and Address of Person to Whom Applications Should be Submitted

Compton Foundation
101 Montgomery St, Ste 850
San Francisco, CA 94104

Telephone Number

(415) 391-9001

Form and Content of Applications

The Foundation is in a strategic planning process. Please see our website at comptonfoundation.org for the most current guidelines.

Any Submission Deadlines

Restrictions and Limitations on Awards

Form 990-PF — Grants and Contributions Paid During the Year — Statement 15

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Peace & Security - schedule		Public Charity	1,044,522.
Population & Reproductive Health - schedule		Public Charity	903,000.
Environment & Sustainability - schedule		Public Charity	1,226,850.
General Education Support - schedule		Public Charity	341,520.
Community Welfare - schedule		Public Charity	96,045.
Arts & Culture - schedule		Public Charity	110,595.
3rd Generation Grants - schedule		Public Charity	435,000.
Miscellaneous - schedule		Public Charity	27,435.
Total to Form 990-PF, Part XV, line 3a			4,184,967.

COMPTON FOUNDATION
94-3142932
Year ended December 31, 2010
RECAP OF INVESTMENTS

DESCRIPTION		Key	Basis	Market
METWEST - see detail, Investments pp 2-16				
U S Government obligations		G	1,842,547	1,851,289
US Federal Agencies		G	529,825	529,640
Inflation index bonds		D	702,188	700,254
Mortgage backed securities		D	1,810,012	1,944,201
Collateralized mortgage obligations		D	3,407,688	3,550,434
Asset backed securities		D	942,195	996,452
Municipal obligations		D	275,554	269,068
TBA		D	1,238,923	1,240,867
Corporate bonds		D	2,748,918	2,806,042
Foreign bonds and notes		D	136,078	148,318
Cash and short term investments		C	(553,678)	(553,638)
			13,080,250	13,482,927
MUNDER - see detail, Investments pp 17-24				
Equities		E	10,554,599	12,534,686
Short-term investments		C	225,899	225,899
Cash		C	9,763	9,763
			10,790,261	12,770,348
STATE STREET - see detail, Investments pp 25-29				
Cash and equivalents		C	112,515	112,515
Equities		E	116,134	126,028
Foreign equities		E	11,724,720	14,529,866
			11,953,369	14,768,409
NEUBERGER BERMAN,	576,495 561 sh	E	14,887,407	14,683,342
Equity Fund Series, Socially Resp Fund				
GRANT SECURITIES				
1500 sh Coronado Oil		E	52,093	-
GLOBAL ENVIRONMENT CAPITAL COMPANY, LLC		LP	1,802,765	2,830,955
Partnership ID #33-0383489				
GEEMF III, LP				
Partnership ID #98-0528277		LP	3,510,332	3,614,237
NEOGAS - Brazil Holdings		LP	588,506	718,206
GEF TECHNOLOGY MANAGERS CO., LLC		LP	3,039	2,928
Partnership ID #52-2228392				
LEGACY VENTURES V (QP), LLC		LP	489,872	581,413
Partnership ID #26-3913174				
REALTY ASSOCIATES FUND VI		E	2,805,807	3,212,524
TOTALS			59,963,701	66,665,289
Summary:				
Cash management		C	(205,501)	(205,461)
Debt securities		D	11,261,556	11,655,636
Equity securities		E	40,140,760	45,086,446
Govt securities		G	2,372,372	2,380,929
Limited partnership		LP	6,394,514	7,747,739
			59,963,701	66,665,289

COMPTON FOUNDATION -
METROPOLITAN WEST ASSET
MANAGEMENT LLC -ADVISOR

ACCOUNT STATEMENT

Statement Period 01/01/2010 through 12/31/2010
Account Number

026

Summary Of Assets

	AS OF 01/01/2010 COST VALUE	AS OF 01/01/2010 MARKET VALUE	AS OF 12/31/2010 COST VALUE	AS OF 12/31/2010 MARKET VALUE
ASSETS				
CASH	529.63	529.63	532.59	532.59
DUE FROM BROKERS	641,085.16	641,085.16	0.00	0.00
ACCRUED INCOME	107,200 40	107,200.40	93,773.36	93,773.36
TOTAL CASH & RECEIVABLES	748,815.19	748,815.19	94,305.95	94,305.95
DEBT SECURITIES				
US GOVERNMENT OBLIGATIONS	1,268,428.58	1,231,518.93	1,842,547.41	1,851,288.85
US FEDERAL AGENCIES	0.00	0.00	529,825.46	529,640.15
INFLATION INDEX BONDS	638,122.70	653,336.10	702,188.20	700,253.60
MORTGAGE BACKED SECURITIES	2,806,834.33	2,961,441.00	1,810,011.71	1,944,200.65
COLLATERALIZED MTG OBLIGATIONS	4,008,692.14	3,995,370.34	3,407,687.79	3,550,434.03
ASSET BACKED SECURITIES	1,093,733.68	1,011,836.82	942,194.54	996,451 59
MUNICIPAL OBLIGATIONS	255,786.45	243,244.95	275,553.85	269,068.25
TBA	212,160.23	208,809.17	1,238,923.45	1,240,866.82
CORPORATE BONDS	3,712,695.09	3,676,435.00	2,748,918.28	2,806,042.33
FOREIGN BONDS AND NOTES	136,077.60	142,181.70	136,077.60	148,318.20
TOTAL DEBT SECURITIES	14,132,530.80	14,124,174.01	13,633,928.29	14,036,564.47
SHORT TERM INVESTMENTS				
SHORT TERM INVESTMENTS	58,935.82	58,935.82	197,861.32	197,861.32
US TREASURY BILLS	0.00	0.00	414,917.11	414,956.90
TOTAL SHORT TERM INVESTMENTS	58,935.82	58,935.82	612,778.43	612,818.22
TOTAL HOLDINGS	14,191,466.62	14,183,109.83	14,246,706.72	14,649,382.69
TOTAL ASSETS	14,940,281.81	14,931,925.02	14,341,012.67	14,743,688.64
LIABILITIES				
DUE TO BROKERS	855,338.59	855,338.59	1,238,923.45	1,238,923.45
LIABILITIES				
LIABILITIES	0.00	0.00	21,839.08	21,839.08
TOTAL LIABILITIES	0.00	0.00	21,839.08	21,839.08
TOTAL HOLDINGS	0.00	0.00	21,839.08	21,839.08
TOTAL LIABILITIES	855,338.59	855,338.59	1,260,762.53	1,260,762.53
TOTAL NET ASSET VALUE	14,084,943.22	14,076,586.43	13,080,250.14	13,482,926 11

COMPTON FOUNDATION -
METROPOLITAN WEST ASSET
MANAGEMENT LLC -ADVISOR

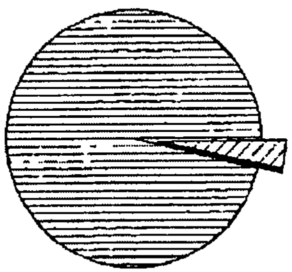
ACCOUNT STATEMENT

Statement Period 01/01/2010 through 12/31/2010
Account Number

026

Schedule Of Assets Held

Investment Allocation



104. 1%	DEBT SECURITIES	14, 036, 564. 47
0. 2- %	LIABILITIES	21, 839. 08-
3. 9- %	SHORT TERM INVESTMENTS	531, 799. 28-
100. 0%	Total	13, 482, 926. 11

Investment Summary

	Cost	Market Value	% of Acct	Estim Ann Inc	Income Yield
DEBT SECURITIES	13,633,928.29	14,036,564.47	104.11	643,772	4.59
SHORT TERM INVESTMENTS	531,839.07-	531,799.28-	3.94-	277	0.05-
LIABILITIES	21,839.08-	21,839.08-	0.16-	0	0.00
Total Assets	13,080,250.14	13,482,926.11	100.00	644,049	4.78

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
	DEBT SECURITIES					
	US GOVERNMENT OBLIGATIONS					
155,000	UNITED STATES TREAS NTS .875% 04/30/2011 912828KL3	155,700.78	100.227	155,351.85	348.93-	0.873

COMPTON FOUNDATION -
METROPOLITAN WEST ASSET
MANAGEMENT LLC -ADVISOR

ACCOUNT STATEMENT

Statement Period 01/01/2010 through 12/31/2010
Account Number 026

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
175,000	UNITED STATES TREAS NTS 1% 08/31/2011 912828LV0	176,210.93	100.504	175,882.00	328.93-	0.995
995,000	UNITED STATES TREAS NTS 3.375% 11/15/2019 912828LY4	1,011,647 22	102.086	1,015,755.70	4,108.48	3.306
115,000	UNITED STATES TREAS BDS 8% 11/15/2021 912810EL8	159,394.26	141 438	162,653.70	3,259.44	5.658
340,000	UNITED STATES TREAS BDS 4.375% 05/15/2040 912810QH4	339,594.22	100.484	341,645.60	2,051.38	4.354
	TOTAL US GOVERNMENT OBLIGATIONS	1,842,547.41		1,851,288.85	8,741.44	
	US FEDERAL AGENCIES					
120,000	FEDERAL HOME LN BKS DISC NT 0% 01/19/2011 313384AU3	119,949.83	99.998	119,997.60	47.77	0.000
125,000	FEDERAL HOME LN BKS DISC NT 0% 01/21/2011 313384AW9	124,943.13	99.997	124,996.25	53.12	0.000
135,000	FEDERAL HOME LN BKS .5% 05/16/2012-2010 313371JM9	134,932.50	99.738	134,646.30	286.20-	0.501
150,000	FEDERAL HOME LN BKS .6% 06/04/2012-2011 3133722E3	150,000.00	100.00	150,000.00	0.00	0.600
	TOTAL US FEDERAL AGENCIES	529,825.46		529,640.15	185.31-	
	INFLATION INDEX BONDS					
55,000	UNITED STATES TREAS NTS TREAS INFLATION PRICED SEC 3.5% 01/15/2011 9128276R8	69,629.64	125.86	69,223.00	406.64-	2.781
90,000	UNITED STATES TREAS NTS TREAS INFLATION PRICE SEC 3.375% 01/15/2012 9128277J5	115,536.51	128.93	116,037.00	500.49	2.618

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UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
148,000	UNITED STATES TREAS NTS INFLATION INDEXED SECURITY 2% 01/15/2016 912828ET3	167,919.93	120.17	177,851.60	9,931.67	1.664
260,000	UNITED STATES TREAS BDS INFLATION INDEXED SECURITY 2.375% 01/15/2025 912810FR4	349,102.12	129.67	337,142 00	11,960.12-	1.832
	TOTAL INFLATION INDEX BONDS	702,188.20		700,253.60	1,934.60-	
	MORTGAGE BACKED SECURITIES					
129,870.41	FEDERAL NATL MTG ASSN POOL #735646 4.5% 07/01/2020 31402RHX0	129,200.76	105.813	137,419.78	8,219.02	4.253
24.951 61	FEDERAL NATL MTG ASSN POOL #254232 6.5% 03/01/2022 31371KLM1	23,638.33	110.634	27,604.96	3,966.63	5.875
197,020.97	FEDERAL NATL MTG ASSN GTD MTG PA POOL NBR AD3830 4.5% 04/01/2025 31418RHG9	205,148.09	105.875	208,595.95	3,447.86	4.250
14,402.43	FEDERAL NATL MTG ASSN POOL #646884 VARIABLE 1.915% 05/01/2032 31390HUH6	14,315.99	102.175	14,715.68	399.69	1.874
50,321.01	FEDERAL NATL MTG ASSN POOL #655928 7% 08/01/2032 31390TVV8	46,480.01	113.921	57,326.20	10,846.19	6.145
26,180.35	FEDERAL NATL MTG ASSN POOL #555177 VARIABLE 2.404% 01/01/2033 31385WXE4	25,337.76	104.032	27,235.94	1,898.18	2.339
38,965.06	FEDERAL HOME LN MTG CORP GOLD POOL #G01611 4% 09/01/2033 31283HYG4	39,560.13	100.502	39,160.66	399.47-	3.980
155.428.23	FEDERAL NATL MTG ASSN POOL #254868 5% 09/01/2033 31371LCD9	151,032.54	105.765	164,388.67	13,356.13	4.727
147,827.59	FEDERAL NATL MTG ASSN POOL #725027 5% 11/01/2033 31402CPL0	144,686.27	105.765	156,349.85	11,663.58	4.727

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UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
142,910.41	FEDERAL HOME LN MTG CORP GOLD POOL #G01864 5% 01/01/2034 3128LXB90	138,623.09	105.567	150,866.23	12,243.14	4.736
23,850.48	FEDERAL HOME LN MTG CORP GOLD POOL #G01673 5.5% 04/01/2034 31283H2E4	22,982.00	108.442	25,863.94	2,881.94	5.072
26,468.57	FEDERAL HOME LN MTG CORP GOLD POOL #A33262 5.5% 02/01/2035 31297NTT3	25,917.39	108.442	28,703.05	2,785.66	5.072
61,302.68	FEDERAL NATL MTG ASSN VAR POOL #841031 5.271% 11/01/2035 31407ULL9	61,360.17	106.627	65,365.21	4,005.04	4.942
169,048.57	FEDERAL HOME LN MTG CORP POOL #G01974 5% 12/01/2035 3128LXFP0	160,543.31	105.379	178,141.69	17,598.38	4.745
69,667.89	FEDERAL HOME LN MTG CORP VAR POOL# 1J0045 5.137% 01/01/2036 3128LUBN5	68,639.20	106.561	74,238.80	5,599.60	4.806
94,624.74	FEDERAL HOME LN MTG CORP GOLD POOL #A52339 6.5% 09/01/2036 3128KES46	96,561.62	112.063	106,039.32	9,477.70	5.800
165,042.54	FEDERAL HOME LN MTG CORP GOLD POOL #G04079 5.5% 03/01/2038 3128M52L3	166,642.02	108.442	178,975.43	12,333.41	5.072
202,022.05	FEDERAL HOME LN MTG CORP PARTN C GOLD POOL #G04706 5.5% 09/01/2038 3128M6R34	203,379.40	108.442	219,076.75	15,697.35	5.072
84,381.47	FEDERAL NATL MTG ASSN GTD MTG PA POOL NBR AB1613 4% 10/01/2040 31416WYK2	85,963.63	99.705	84,132.54	1,831.09-	4.012
	TOTAL MORTGAGE BACKED SECURITIES	1,810,011.71		1,944,200.65	134,188.94	
	COLLATERALIZED MTG OBLIGATIONS					
147,320.76	NCUA GTD NTS TR 2010-R2 CMO .624% 11/06/2017 62888UAA8	147,320.76	100.028	147,362.01	41.25	0.624

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UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
69,676.31	NCUA GTD NTS TR 2010-R2 CMO .724% 11/05/2020 62888UAB6	69,676.31	100.061	69,718.81	42.50	0.724
22,104.54	COUNTRYWIDE ALTERNATE LOAN INC 2004-J6 MTG PASSTHRU CTF CL 2-A-1 6.5% 11/25/2031 12667FRG2	23,113.30	104.1513	23,022.17	91.13-	8.241
25,722.75	RESIDENTIAL ASSET MTG PRODS CMO SER 2004 SL1 CL A8 6.5% 11/25/2031 760985W98	26,917.84	99.8668	25,688.49	1,229.35-	6.509
31,901.93	MASTR SEASONED SECURITIZATION 2005-1 MTG PASSTHRU CTF CL 4-A-1 2.93898% 10/25/2032 55265WCK7	32,658.82	93.4517	29,812.90	2,845.92-	3.145
220,000	LB-UBS COML MTG TR CMO 5.124% 11/15/2032 52108HXM1	218,805.47	106.8665	235,106.30	16,300.83	4.795
215,000	FEDERAL HOME LN MTG CORP CMO 5% 05/15/2033 31395MBG3	206,240.43	106.6256	229,244.98	23,004.55	4.689
165,000	FEDERAL HOME LN MTG CORP SER 2733 CL ME 5% 01/15/2034 31394NUA4	153,978.52	103.3116	170,464.16	16,485.64	4.840
200,000	FEDERAL NATL MTG ASSN CMO 5.5% 08/25/2034 31394V3J7	197,117.19	109.4824	218,964.72	21,847.53	5.024
76,690.38	BANK AMER FDG CORP VAR SERIES 2004-A CL 1A3 CMO 4.94169% 09/20/2034 06051GAX7	76,334.01	100.6074	77,156.20	822.19	4.916
50,466.29	FIRST HORIZON MTG PASSTHRU TR VAR SER 2004-AR5 CL 2A1 CMO 2.8756% 10/25/2034 32051D6N7	51,144.81	97.0376	48,971.28	2,173.53-	2.963
53,120.35	INDYMAC MBS INC 2004-AR6 MTG PASSTHRU CTF CL 6-A-1 5.50557% 10/25/2034 45660NY25	54,356.77	90.677	48,167.94	6,188.83-	6.072

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UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
65,000	GREENWICH CAP COML FDG CORP 2002-C1 COML MTG PASSTHRU CTF CL A-4 4.948% 01/11/2035 396789BF5	69,052.34	104.716	68,065.42	986.92-	4.725
235,960.27	COUNTRYWIDE INC 2005-1 CHL MTG PASSTHRU CTF CL 2-A-1 .55063% 03/25/2035 12669GRQ8	95,563.91	55.832	131,741.34	36,177.43	0.986
140,307.77	J P MORGAN MTG TR 2005-A3 MTG PASSTHRU CTF CL 3-A-3 5.03515% 06/25/2035 466247PZ0	140,176.23	98.647	138,409.41	1,766.82-	5.104
102,121.16	COUNTRYWIDE ALTERNATE LOAN INC CMO VAR 1.69167% 08/25/2035 12667GN33	102,909.67	58.3338	59,571.15	43,338.52-	2.900
111,730.71	J P MORGAN MTG TR 2005-A5 MTG PASSTHRU CTF CL 3-A-2 5.35225% 08/25/2035 466247SK0	112,446.48	100.2319	111,989.81	456.67-	5.340
160,007.33	AMERICAN HOME MTG INVT TR CMO VARIABLE 5.292% 12/25/2035 02660TJG9	81,603.75	72.7711	116,439.09	34,835.34	7.272
215,000	WASHINGTON MUTUAL 2005-AR18 MTG PASSTHRU CTF CL 1A4A 2.59436% 12/25/2035 92922F6Z6	211,979.28	78.7152	169,237.68	42,741.60-	3.296
225,000	SALOMON CMO 4.865% 03/18/2036 79548CCQ7	221,581.05	104.0892	234,200.70	12,619.65	4.674
210,000	J P MORGAN MTG TR CMO 5.7199% 04/25/2036 466247J53	210,959.76	83.5798	175,517.58	35,442.18-	6.844
60,000	GREENWICH CAP COML FDG CORP 2004-GG1 COML MTG PASSTHRU CTF CL A-7 5.317% 06/10/2036 396789FT1	65,765.63	107.8596	64,715.73	1,049.90-	4.930
113,016.26	HARBORVIEW MTG LN TR 2006-3 CMO 5.9767% 06/19/2036 41161QAB7	51,704.94	60.6344	68,526.73	16,821.79	9.718

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95,335.06	CSMC MTG BACKED TR 2006-6 CMO VAR .86063% 07/25/2036 22942JAM5	56,843.54	44.5345	42,456.99	14,386.55-	1.932
96,771.24	INDYMAC INDX MTG LN TR 2007-AR5 CMO 5.08586% 05/25/2037 45669EAA4	62,901.30	50.1105	48,492.55	14,408.75-	10.149
136,035.46	ALTERNATIVE LN TR 2007 22 CMO 6.5% 09/25/2037 02151BBG2	72,098.79	77.6333	105,608.82	33,510.03	8.373
284,040.83	GOVERNMENT NATL MTG ASSN GTD REM CMO VAR 6.039% 08/16/2038 38374TDP6	32,575.93	12.2175	34,702.60	2,126.67	49.495
90,000	COMMERCIAL MTG TR 2007-GG9 CMO 5.444% 03/10/2039 20173QAE1	78,894.14	105.3578	94,822.06	15,927.92	5.167
30,000	CREDIT SUISSE COML MTG TR SER 20 CMO 5.311% 12/15/2039 22545LAD1	24,427.73	104.1544	31,246.31	6,818.58	5 099
85,000	J P MORGAN CHASE COML MTG SECS T CMO 5.87451% 04/15/2045 46628FAF8	75,238.28	109.3609	92,956.76	17,718.48	5.370
173,324.79	WAMU MTG PASS THRU CTFS SER 2007 CMO VAR 1.11166% 05/25/2047 93364CAA6	113,527.72	65.8803	114,186.89	659.17	1.687
139,000	POPULAR ABS MTG PASS THRU TR 200 ABS VAR .57063% 06/25/2047 73316NAC9	82,010.00	49.4435	68,726.47	13,283.53-	1.154
70,000	CITIGROUP COML MTG TR 2007-C6 CMO 5.69983% 12/10/2049 17311QBK5	42,516.80	106.8974	74,828.17	32,311.37	5.332
135,000	MORGAN STANLEY CAPITAL CMO 5.809% 12/12/2049 61756UAE1	115,788.87	106.8528	144,251.21	28,462.34	5.436
35,000	ML-CFC COML MTG TR 2007-7 CMO 5.74844% 06/12/2050 55313KAE1	29,457.42	103.0303	36,060.60	6,603.18	5.579

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	TOTAL COLLATERALIZED MTG OBLIGATIONS	3,407,687.79		3,550,434.03	142,746.24	
	ASSET BACKED SECURITIES					
70,000	NCUA GTD NTS TR 2010-R3 ABS SR I-A NT .8238% 12/08/2020 62888WAA4	70,000.00	99.875	69,912.50	87.50-	0.000
60,000	NCUA GTD NTS TR 2010-R3 ABS 0% 12/08/2020 62888WAB2	60,000.00	100.00	60,000.00	0.00	0.000
29,057.33	NORTHWEST AIRLINES INC PASS THRU TR CTF ABS SER 01-1 7.041% 04/01/2022 667294AW2	30,364.91	105.50	30,655.48	290.57	6.674
4,622.23	FIRST ALLIANCE MTG TR SER 1994-3 CL A-1 ABS 7.625% 10/25/2025 31846LAL0	4,792.61	95.2097	4,400.81	391.80-	8.219
47,809.5	CONSECO FINANCE ABS SER 2001 D CL A5 6.19% 11/15/2032 20847TBH3	51,077.65	102.3071	48,912.51	2,165.14-	6.050
113,532.7	RESIDENTIAL ASSET MTG PRODS ABS SER 2003 RS11 CLASS AI6A 5.98% 12/25/2033 760985K26	113,530.80	94.4351	107,214.72	6,316.08-	6.332
66,916.29	COUNTRYWIDE INC 2005-4 ASSET BKD CTF CL MV-1 FLTG RATE .72063% 05/25/2035 126673Q70	55,707.81	95.2668	63,749.01	8,041.20	0.756
156,082.18	MID-STATE TR VI SER 6 CL A4 ABS 7.79% 07/01/2035 59549NAD5	156,561.13	99.088	154,658.71	1,902.42-	7.862
110,000	CENTEX HOME EQUITY LN TR 2006-A ABS VAR .51063% 06/25/2036 15231AAD8	75,625.00	65.8944	72,483.84	3,141.16-	0.775
135,000	CITIGROUP MTG LN TR 2007-WFHE1 ABS VAR .45625% 01/25/2037 17311CAU5	72,900.00	51.444	69,449.40	3,450.60-	0.887
125,000	CITICORP RESIDENTIAL MTG TR SER ABS 6.046% 03/25/2037 173109AE9	85,312.50	79.8926	99,865.75	14,553.25	7.568

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175,000	J P MORGAN MTG ACQUISITION TR 20 ABS VAR .37063% 05/25/2037 46631KAC9	73,937.50	75.4989	132,123.08	58,185.58	0.491
108,200	MERRILL LYNCH FIRST FRANKLIN MTG ABS VAR .44063% 06/25/2037 59024VAG4	65,731.50	47.8075	51,727.72	14,003.78-	0.922
32,197.07	CWABS ASSET BACKED CTF TR 2007-9 ABS VAR .32063% 06/25/2047 12670FAB6	26,653.13	97.2078	31,298.06	4,644.93	0.330
	TOTAL ASSET BACKED SECURITIES	942,194.54		996,451.59	54,257.05	
	MUNICIPAL OBLIGATIONS					
40,000	ILLINOIS ST BUILD AMERICA BONDS TAXABLE-SER 5 7.35% 07/01/2035 452152GS4	40,000.00	97.948	39,179.20	820.80-	7.504
90,000	LOS ANGELES CA DEPT WTR & PWR TAXABLE-SYS-SER C- BUILD AMERICA BONDS 6.008% 07/01/2039 544525NZ7	90,000.00	94.298	84,868.20	5,131.80-	6.371
50,000	CALIFORNIA ST UTGO TAXABLE-VAR PURP- BUILD AMERICAN BONDS 7.3% 10/01/2039 13063A7D0	50,411.50	100.71	50,355.00	56.50-	7.249
15,000	CALIFORNIA ST BUILD AMERICA BONDS TAXABLE 7.6% 11/01/2040-2020 13063BJC7	15,142.35	104.135	15,620.25	477.90	7.298
80,000	BAY AREA TOLL AUTH CA BUILD AMERICA BONDS TAXABLE-SAN FRAN BAY AREA-F-2 6.263% 04/01/2049 072024ND0	80,000.00	98.807	79,045.60	954.40-	6.339
	TOTAL MUNICIPAL OBLIGATIONS	275,553.85		269,068.25	6,485.60-	
	TBA					
280,000	TBA TBA 3.5% 01/01/2026 01F032419	281,628.13	100.688	281,926.40	298.27	3.476
390,000	TBA 3.5% 01/15/2026 02R032414	390,364.85	100.594	392,316.60	1,951.75	3.479

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160,000	TBA 4% 01/01/2041 21H040616	160,475.00	100.579	160,926.40	451.40	3.977
270,000	GNMA TBA 4% 01/20/2041 01N040611	271,012.50	100.672	271,814.40	801.90	3.973
135,000	TBA 4% 01/20/2041 21H040640	135,442.97	99.1726	133,883.02	1,559.95-	4.033
	TOTAL TBA	1,238,923.45		1,240,866.82	1,943.37	
	CORPORATE BONDS					
20,000	MORGAN STANLEY 5.61% 01/18/2011 617446YT0	18,000.00	100.009	20,001.80	2,001.80	5.609
90,000	SHURGARD STORAGE CTRS INC 7.75% 02/22/2011 82567DAE4	99,121.50	101.048	90,943.20	8,178.30-	7.670
25,000	HEALTH CARE PPTY 5.95% 09/15/2011 421915EF2	24,895.25	103.23	25,807.50	912.25	5.764
26,219.64	POWER RECEIVABLES FINANC SER REGS 6.29% 01/01/2012 U7317GAA2	28,522.65	101.403	26,587.50	1,935.15-	6.203
150,000	UNITED DOMINION RLTY TR 5% 01/15/2012 91019PCN0	145,324.50	102.727	154,090.50	8,766.00	4.867
10,000	MORGAN STANLEY ST DEAN WITTER 6.6% 04/01/2012 617446HC6	10,582.60	106.547	10,654.70	72.10	6.194
35,000	AQUILA INC SR NT 11.875% 07/01/2012 03840PAC6	40,670.00	113.431	39,700.85	969.15-	10.469
60,000	DELTA AIR LINES INC CL A2 7.111% 03/18/2013 247367AT2	61,527.27	103.25	61,950.00	422.73	6.887
65,000	GENERAL ELEC CAP CORP 1.61625% 05/22/2013 36962G4A9	61,831.25	100.34	65,221.00	3,389.75	1.611
95,000	CITIGROUP INC 6.5% 08/19/2013 172967EU1	91,903.00	109.806	104,315.70	12,412.70	5.920

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45,000	HEALTH CARE PPTY 5.65% . 12/15/2013 421915EH8	44,895.60	107.416	48,337.20	3,441.60	5.260
70,000	GENERAL ELEC CAP CORP 5.9% 05/13/2014 36962G4C5	69,922.30	110.676	77,473.20	7,550.90	5.331
100,000	MORGAN STANLEY 6% 05/13/2014 61747YCF0	99,810.00	108.048	108,048.00	8,238.00	5.553
70,000	CAPITAL ONE FINL CORP SR NT 7.375% 05/23/2014 14040HAS4	72,435.30	113.793	79,655.10	7,219.80	6.481
50,000	GENERAL ELEC CAP CORP VARIABLE RATE 3.3426684% 09/15/2014 36962GK94	35,000.00	97.05	48,525.00	13,525.00	3.444
45,000	GOLDMAN SACHS GROUP INC 5% 10/01/2014 38143UAW1	37,815.30	107.138	48,212.10	10,396.80	4.667
35,000	MORGAN STANLEY 4.2% 11/20/2014 61747YCK9	34,986.00	102.163	35,757.05	771.05	4.111
55,000	HEALTH CARE PPTY OPT TO REMARKET SEC IN 6/05 7.072% 06/08/2015 421915AG4	62,674.70	111.565	61,360.75	1,313.95-	6.339
100,000	BARCLAYS 5% 09/22/2016 06739FGF2	99,871.00	105.82	105,820.00	5,949.00	4.725
.02	CONTINENTAL AIRLS PASS THRU DUE 04/01/2015 LEGAL FINAL MTY SER 9 7.461% 10/01/2016 210805BD8	0.02	104.00	0.02	0.00	0.000
75,544.53	UAL INC & UNITED AIR LINES INC 10.4% 11/01/2016 902552AB4	75,544.53	115.50	87,253.93	11,709.40	9.004
105,000	LEHMAN BROS HLDGS INC 11% 11/07/2016 52517PN64	105,548.70	23.00	24,150.00	81,398.70-	47.826
80,000	HEALTHCARE RLTY TR INC 6.5% 01/17/2017 42225BAA4	79,458.40	107.845	86,276.00	6,817.60	6.027

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Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
39,000	LEHMAN BROS HLDGS INC 8.92% 02/16/2017 52517PT68	39,000.00	23.00	8,970.00	30,030.00-	38.783
25,000	MERRILL LYNCH 8.95% 05/18/2017 59018YD65	25,000.00	111.50	27,875.00	2,875.00	8.027
125,000	MERRILL LYNCH 9.57% 06/06/2017 59018YE49	125,000.00	113.50	141,875.00	16,875.00	8.432
90,000	FIRST INDUSTRIAL LP 7.5% 12/01/2017 32055TAG8	102,482.10	87.206	78,485.40	23,996.70-	8.600
62,325.63	CONTINENTAL AIRLS PASS THRU SER 1997 4A 6.9% 01/02/2018 210805BU0	58,397.48	106.25	66,220.98	7,823.50	6.494
30,000	HCP INC 6.7% 01/30/2018 40414LAA7	33,087.30	107.288	32,186.40	900.90-	6.245
70,000	BEAR STEARNS 7.25% 02/01/2018 073902RU4	65,756.25	118.506	82,954.20	17,197.95	6.118
74,000	CREDIT SUISSE N Y BRH 6% 02/15/2018 22541HCC4	73,756.54	107.229	79,349.46	5,592.92	5.596
35,000	KANSAS CITY PWR & LT CO 6.375% 03/01/2018 485134BK5	35,000.00	112.638	39,423.30	4,423.30	5.660
70,000	CITIGROUP INC 6.125% 05/15/2018 172967ES6	61,791.80	109.553	76,687.10	14,895.30	5.591
94,000	SOUTHWESTERN ELEC 6.45% 01/15/2019 845437BK7	93,881.56	109.815	103,226.10	9,344.54	5.874
85,000	GOLDMAN SACHS GROUP INC 7.5% 02/15/2019 38141EA25	83,366.30	116.599	99,109.15	15,742.85	6.432
85,000	VALERO ENERGY 6.125% 02/01/2020 91913YAR1	84,463.65	106.207	90,275.95	5,812.30	5.767
33,191.34	CONTINENTAL AIRLS PASS THRU SER 99 2 CL A 1 7.256% 03/15/2020 210805CT2	33,286.93	108.50	36,012.60	2,725.67	6.688

Comerica Bank

COMPTON FOUNDATION -
METROPOLITAN WEST ASSET
MANAGEMENT LLC -ADVISOR

ACCOUNT STATEMENT

Statement Period 01/01/2010 through 12/31/2010
Account Number

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
56,000	WILLIAMS CO COS 7.875% 09/01/2021 969457BG4	60,620.00	118.034	66,099.04	5,479.04	6.672
60,000	BANKAMERICA CAP III 4.8275% 01/15/2027-2008 066047AA9	42,300.00	71.091	42,654.60	354.60	6.791
80,000	NB CAP TR III FLR VAR RATE 3.103% 01/15/2027-2007 62874FAA7	63,000.00	67.806	54,244.80	8,755.20-	4.576
20,000	BARNETT CAP III 3.86438% 02/01/2027-2008 06808NAE0	14,675.00	70.587	14,117.40	557.60-	5.475
30,000	FIRST CHICAGO NBD CAP I PFD SECS FLTG RATE 3.78938% 02/01/2027-2008 31945HAA3	21,600.00	79.045	23,713.50	2,113.50	4.794
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	79.08	134,436.00	2,236.00	7.979
25,000	GENERAL ELEC CAP CORP 6.875% 01/10/2039 36962G4B7	24,619.50	115.566	28,891.50	4,272.00	5.949
75,000	SOUTHERN 7.2% 11/01/2066-2011 844030AH9	75,294.00	92.125	69,093.75	6,200.25-	7.815
	TOTAL CORPORATE BONDS	2,748,918.28		2,806,042.33	57,124.05	
	FOREIGN BONDS AND NOTES					
90,000	DEUTSCHE BK AG GLOBAL MEDIUM TER 4.875% 05/20/2013 2515A0NY5	89,877.60	107.223	96,500.70	6,623.10	4.547
70,000	CREDIT SUISSE GUERNSEY BRH CAP NT TIER 1 FLTG RATE 3.755% 05/29/2049-2017 225448AB5	46,200.00	74.025	51,817.50	5,617.50	5.073
	TOTAL FOREIGN BONDS AND NOTES	136,077.60		148,318.20	12,240.60	

COMPTON FOUNDATION -
METROPOLITAN WEST ASSET
MANAGEMENT LLC -ADVISOR

ACCOUNT STATEMENT

Statement Period 01/01/2010 through 12/31/2010
Account Number

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
	TOTAL DEBT SECURITIES	13,633,928.29		14,036,564.47	402,636.18	
	SHORT TERM INVESTMENTS					
	SHORT TERM INVESTMENTS					
197,861.32	GOLDMAN SACHS FS MMF INST SH 38141W232	197,861.32	1.00	197,861.32	0.00	0.140
	US TREASURY BILLS					
100,000	UNITED STATES TREAS BILLS 0% 01/27/2011 912795X97	99,976.74	99.996	99,996.00	19.26	0.000
125,000	UNITED STATES TREAS BILLS 0% 02/10/2011 912795V40	124,975.69	99.99	124,987.50	11.81	0.000
190,000	UNITED STATES TREAS BILLS 0% 02/17/2011 9127952B6	189,964.68	99.986	189,973.40	8.72	0.000
	TOTAL US TREASURY BILLS	414,917.11		414,956.90	39.79	
	CASH	532.59		532.59	0.00	0.000
	DUE TO BROKERS	1,238,923.45-		1,238,923.45-	0.00	0.000
	ACCRUED INCOME	93,773.36		93,773.36	0.00	0.000
	TOTAL CASH	1,144,617.50-		1,144,617.50-	0.00	
	TOTAL SHORT TERM INVESTMENTS	531,839.07-		531,799.28-	39.79	
	LIABILITIES					
	LIABILITIES					
21,839.08-	SECURITIES LENDING COLLATERAL DEFICIENCY LI0001105	21,839.08-		21,839.08-	0.00	0.000
	Total Assets	13,080,250.14		13,482,926.11	402,675.97	

Comerica Bank

COMPTON FOUNDATION
MUNDER MANAGED

ACCOUNT STATEMENT

Statement Period 01/01/2010 through 12/31/2010 004
Account Number

Summary Of Assets

	AS OF 01/01/2010 COST VALUE	AS OF 01/01/2010 MARKET VALUE	AS OF 12/31/2010 COST VALUE	AS OF 12/31/2010 MARKET VALUE
ASSETS				
CASH	0.00	0.00	0.00	0.00
DUE FROM BROKERS	0.00	0.00	0.00	0.00
ACCRUED INCOME	14,432.32	14,432.32	27,014.37	27,014.37
TOTAL CASH & RECEIVABLES	14,432.32	14,432.32	27,014.37	27,014.37
EQUITY SECURITIES				
COMMON STOCK	7,779,392.67	8,981,393.14	9,125,863.84	10,913,977.33
CONVERTIBLE PREFERRED STOCK	0.00	0.00	119,082.50	128,511.25
FOREIGN STOCK	685,336.89	763,773.64	472,259.62	574,818.75
ADR	431,307.26	596,458.12	324,374.22	396,480.73
REAL ESTATE INVESTMENT TRUSTS	181,120.27	187,748.75	513,019.17	520,898.00
TOTAL EQUITY SECURITIES	9,077,157.09	10,529,373.65	10,554,599.35	12,534,686.06
SHORT TERM INVESTMENTS				
SHORT TERM INVESTMENTS	472,778.12	472,778.12	225,899.14	225,899.14
TOTAL SHORT TERM INVESTMENTS	472,778.12	472,778.12	225,899.14	225,899.14
TOTAL HOLDINGS	9,549,935.21	11,002,151.77	10,780,498.49	12,760,585.20
TOTAL ASSETS	9,564,367.53	11,016,584.09	10,807,512.86	12,787,599.57
LIABILITIES				
DUE TO BROKERS	0.00	0.00	17,251.74	17,251.74
TOTAL LIABILITIES	0.00	0.00	17,251.74	17,251.74
TOTAL NET ASSET VALUE	9,564,367.53	11,016,584.09	10,790,261.12	12,770,347.83

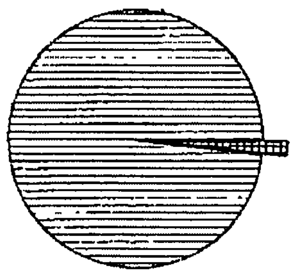
COMPTON FOUNDATION
MUNDER MANAGED

ACCOUNT STATEMENT

Statement Period 01/01/2010 through 12/31/2010 004
Account Number

Schedule Of Assets Held

Investment Allocation



98.2%	EQUITY SECURITIES		12,534,686.06
1.8%	SHORT TERM INVESTMENTS		235,661.77
100.0%	Total		12,770,347.83

Investment Summary

	Cost	Market Value	% of Acct	Estim Ann Inc	Income Yield
EQUITY SECURITIES	10,554,599.35	12,534,686.06	98.15	341,971	2.73
SHORT TERM INVESTMENTS	235,661.77	235,661.77	1.85	316	0.13
Total Assets	10,790,261.12	12,770,347.83	100.00	342,287	2.68

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
	EQUITY SECURITIES					
	COMMON STOCK					
11,773	AT&T INC 00206R102	319,777.51	29.38	345,890.74	26,113.23	5.854
4,515	ABBOTT LABS 002824100	237,513.60	47.91	216,313.65	21,199.95-	3.674

ACCOUNT STATEMENT

Statement Period 01/01/2010 through 12/31/2010
Account Number

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
4,575	AECOM TECHNOLOGY CORP DELAWARE 00766T100	98,506.22	27.97	127,962.75	29,456.53	0.000
6,625	ALLSTATE CORP 020002101	208,872.38	31.88	211,205 00	2,332.62	2.509
2,525	AMERICAN EXPRESS CO 025816109	87,742.52	42.92	108,373.00	20,630.48	1.678
2,950	AMERISOURCEBERGEN CORP 03073E105	88,577.48	34.12	100,654.00	12,076.52	1.172
3,153	AMETEK INC 031100100	75,854.51	39.25	123,755.25	47,900.74	0.611
1,725	ANADARKO PETE CORP 032511107	62,662.05	76.16	131,376.00	68,713.95	0.473
1,180	APACHE CORP 037411105	78,599.16	119.23	140,691.40	62,092.24	0.503
220	APPLE INC 037833100	57,123.11	322.56	70,963.20	13,840.09	0.000
6,000	BANK NEW YORK MELLON CORP 064058100	153,797.40	30.20	181,200.00	27,402.60	1.192
2,650	CIGNA CORP CD 125509109	90,934.15	36.66	97,149.00	6,214.85	0.109
7,925	CMS ENERGY CORP 125896100	147,640.38	18.60	147,405.00	235.38-	4.516
3,325	CVS/CAREMARK CORP 126650100	113,817.16	34.77	115,610.25	1,793.09	1.007
10,350	CINEMARK HLDGS INC COM 17243V102	177,653.61	17.24	178,434.00	780.39	4.872
19,950	CITIGROUP INC 172967101	79,364.58	4.73	94,363.50	14,998.92	0.846
2,230	COACH INC 189754104	58,670.07	55.31	123,341.30	64,671.23	1.085
1,600	COMMUNITY HEALTH SYS INC NEW 203668108	54,864.00	37.37	59,792.00	4,928.00	0.000
4,695	CONOCOPHILLIPS 20825C104	169,937.43	68.10	319,729.50	149,792.07	3.231

COMPTON FOUNDATION
MUNDER MANAGED

ACCOUNT STATEMENT

Statement Period 01/01/2010 through 12/31/2010
Account Number 004

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
3,275	DELPHI FINL GROUP INC CL A 247131105	99,867.94	28.84	94,451.00	5,416.94-	1.526
3,875	DR PEPPER SNAPPLE GROUP 26138E109	141,834.35	35.16	136,245.00	5,589.35-	2.844
1,800	EATON CORP 278058102	143,124.41	101.51	182,718.00	39,593.59	2.285
3,040	EMERSON ELECTRIC ELEC CO 291011104	135,496.08	57.17	173,796.80	38,300.72	2.414
1,850	ESTERLINE TECHNOLOGIES CORP 297425100	80,279.83	68.59	126,891.50	46,611.67	0.000
3,245	GENERAL MILLS INC 370334104	96,131.78	35.59	115,489.55	19,357.77	3.147
925	GOLDMAN SACHS GROUP INC 38141G104	132,864.33	168.16	155,548.00	22,683.67	0.833
2,365	GREIF INC CL A 397624107	128,489.36	61.90	146,393.50	17,904.14	2.714
1,910	HASBRO INC 418056107	46,169.27	47.18	90,113.80	43,944.53	2.120
5,515	HAWAIIAN ELECTRIC INDS INC 419870100	127,544.95	22.79	125,686.85	1,858.10-	5.441
2,000	HESS CORP COM 42809H107	110,566.48	76.54	153,080.00	42,513.52	0.523
2,575	HOME DEPOT INC 437076102	81,700.89	35.06	90,279.50	8,578.61	2.695
1,530	ITC HLDGS CORP 465685105	64,929.77	61.98	94,829.40	29,899.63	2.162
12,703	JPMORGAN CHASE & CO 46625H100	453,353.47	42.42	538,861.26	85,507 79	0.471
4,575	JOHNSON & JOHNSON 478160104	271,388.79	61.85	282,963.75	11,574.96	3.492
4,175	KENNAMETAL INC 489170100	101,708.84	39.46	164,745.50	63,036.66	1.216
6,525	KRAFT FOODS INC CL A 50075N104	204,616.83	31.51	205,602.75	985.92	3.681

COMPTON FOUNDATION
MUNDER MANAGED

ACCOUNT STATEMENT

Statement Period 01/01/2010 through 12/31/2010
Account Number

004

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
7,326	MERCK & CO INC NEW 58933Y105	249,223.43	36.04	263,993.00	14,769.57	4.218
3,625	MEREDITH CORP 589433101	107,974.98	34.65	125,606.25	17,631.27	2.655
2,275	METLIFE INC 59156R108	90,275.37	44.44	101,101.00	10,825.63	1.665
9,225	MICROSOFT CORP 594918104	242,912.17	27.91	257,469.75	14,557.58	2.293
4,575	MICROCHIP TECHNOLOGY INC 595017104	139,221.16	34.21	156,510.75	17,289.59	4.034
3,125	NATIONAL OILWELL VARCO INC 637071101	159,028.84	67.25	210,156.25	51,127.41	0.654
10,375	NISOURCE INC 65473P105	165,834.85	17.62	182,807.50	16,972.65	5.221
3,750	NORTHWESTERN CORP 668074305	106,874.63	28.83	108,112.50	1,237.87	4.717
2,025	OGE ENERGY CORP 670837103	45,784.01	45.54	92,218.50	46,434.49	3.294
7,275	PEOPLES UTD FINL INC 712704105	90,572.29	14.01	101,922.75	11,350.46	4.425
11,723	PFIZER INC 717081103	211,952.22	17.51	205,269.73	6,682.49-	4.569
2,050	PRAXAIR INC 74005P104	123,593.40	95.47	195,713.50	72,120.10	1.885
700	PRECISION CASTPARTS 740189105	74,097.87	139.21	97,447.00	23,349.13	0.086
5,800	PROCTER & GAMBLE CO 742718109	347,215.48	64.33	373,114.00	25,898.52	2.995
2,875	PROGRESSIVE CORP 743315103	60,264.61	19.87	57,126.25	3,138.36-	0.810
2,725	PROSPERITY BANCSHARES INC 743606105	83,837.68	39.28	107,038.00	23,200.32	1.782
5,400	QEP RES INC 74733V100	162,942.45	36.31	196,074.00	33,131.55	0.220

Comerica

ACCOUNT STATEMENT

Statement Period 01/01/2010 through 12/31/2010
Account Number

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
6,700	QUESTAR CORPORATION 748356102	102,293.57	17 41	116,647.00	14,353.43	3.217
53,175	QWEST COMMUNICATIONS INTL INC 749121109	272,134.89	7.61	404,661.75	132,526.86	4.205
2,450	JM SMUCKER COMPANY-NEW 832696405	117,068.59	65.65	160,842.50	43.773.91	2.437
2,400	SYNOPSYS INC 871607107	48,384.22	26.91	64,584.00	16,199.78	0.000
2,525	TIME WARNER CABLE INC 88732J207	109,737.37	66.03	166,725.75	56,988.38	2.423
12,950	US BANCORP 902973304	311,641.78	26.97	349,261.50	37,619.72	0.742
1,350	UNITEDHEALTH GROUP INC 91324P102	50,013.59	36.11	48,748.50	1,265.09-	1.385
6,975	UNUMPROVIDENT CORP 91529Y106	154,716.47	24.22	168,934 50	14.218.03	1.528
1,875	V F CORP 918204108	135,695.81	86.18	161,587.50	25.891.69	2.924
2,850	VALSPAR CORP 920355104	67.629.93	34.48	98,268.00	30,638.07	2.088
3,455	WAL-MART STORES INC 931142103	175,370.36	53.93	186,328.15	10.957.79	2.244
10,325	WELLS FARGO & CO NEW 949746101	267,422.27	30.99	319,971.75	52.549.48	0.645
6,500	WILLBROS GROUP INC DEL 969203108	70,174.86	9.82	63,830.00	6,344.86-	0.000
	TOTAL COMMON STOCK	9,125,863.84		10,913,977.33	1,788,113.49	
	CONVERTIBLE PREFERRED STOCK					
2,375	GENERAL MTRS CO CONV TO 1.2626 SHARES 37045V209	119,082.50	54.11	128,511.25	9,428.75	2.195

COMPTON FOUNDATION
MUNDER MANAGED

ACCOUNT STATEMENT

Statement Period 01/01/2010 through 12/31/2010
Account Number 004

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
	FOREIGN STOCK					
2,500	COOPER INDUSTRIES PLC CL A G24140108	99,050.50	58.29	145,725.00	46,674.50	1.853
2,250	COVIDIEN PLC G2554F105	83,868.23	45.66	102,735.00	18,866.77	1.752
3,875	INVESCO LTD G491BT108	88,854.53	24.06	93,232.50	4,377.97	1.829
3,745	ACE LTD H0023R105	200,486.36	62.25	233,126.25	32,639.89	2.120
	TOTAL FOREIGN STOCK	472,259.62		574,818.75	102,559.13	
	ADR					
10,025	STATOIL ASA SPON ADR 85771P102	197,998.11	23.8452	239,048.13	41,050.02	3.267
3,020	TEVA PHARMACEUTICAL INDS LTD ADR 881624209	126,376.11	52.13	157,432.60	31,056.49	1.279
	TOTAL ADR	324,374.22		396,480.73	72,106.51	
	REAL ESTATE INVESTMENT TRUSTS					
5,200	ANNALY MTG MGMT INC 035710409	87,254.51	17.92	93,184.00	5,929.49	14.286
1,000	ESSEX PROPERTY TRUST INC 297178105	111,298.46	114.22	114,220.00	2,921.54	3.616
6,975	INVESCO MORTGAGE CAPITAL INC 46131B100	150,192.74	21.84	152,334.00	2,141.26	17.766
19,750	MFA MORTGAGE INVESTMENTS INC 55272X102	164,273.46	8.16	161,160.00	3,113.46-	11.520
	TOTAL REAL ESTATE INVESTMENT TRUSTS	513,019.17		520,898.00	7,878.83	
	TOTAL EQUITY SECURITIES	10,554,599.35		12,534,686.06	1,980,086.71	

SHORT TERM INVESTMENTS

ACCOUNT STATEMENT

Statement Period 01/01/2010 through 12/31/2010
Account Number

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
	SHORT TERM INVESTMENTS					
225,899.14	GOLDMAN SACHS FS MMF INST SH 38141W232	225,899.14	1.00	225,899.14	0.00	0.140
	DUE TO BROKERS	17,251.74-		17,251.74-	0.00	0.000
	ACCRUED INCOME	27,014.37		27,014.37	0.00	0.000
	TOTAL CASH	9,762.63		9,762.63	0.00	
	TOTAL SHORT TERM INVESTMENTS	235,661.77		235,661.77	0.00	
	Total Assets	10,790,261.12		12,770,347.83	1,980,086.71	

STATE STREET.

Account Diversification
December 31, 2010

COMPTON FOUNDATION
Account Number:

Diversification	Tax Cost	% Tax Cost	Market Value	% Market Value
CASH AND EQUIVALENTS	$112,514.67		$112,514.67	
FIXED INCOME				
GOVERNMENT AND AGENCY BONDS	$0.00	0.00%	$0.00	0.00%
CORPORATE BONDS	0.00	0.00	0.00	0.00
TOTAL FIXED INCOME	**$0.00**	**100.00%**	**$0.00**	**100.00%**
EQUITIES				
BUSINESS PRODUCTS & SERVICES	$116,134.20	100.00%	$126,027.65	100.00%
TOTAL EQUITIES	**$116,134.20**	**100.00%**	**$126,027.65**	**100.00%**
FOREIGN ASSETS				
EQUITIES	$11,724,719.51	100.00%	$14,529,865.58	100.00%
TOTAL FOREIGN ASSETS	**$11,724,719.51**	**100.00%**	**$14,529,865.58**	**100.00%**
OTHER ASSETS				
TOTAL OTHER ASSETS	**$0.00**	**100.00%**	**$0.00**	**100.00%**
TOTAL ACCOUNT	**$11,953,368.38**		**$14,768,407.90**	

Schedule of Bond Maturities	Face Value	% of Bond Portfolio
Less than 1 year	0.00	0.00%
1 to 5	0.00	0.00
5 to 10	0.00	0.00
10 to 15	0.00	0.00
Over 15 years	0.00	0.00
Total Bond Portfolio	**0.00**	**100.00%**

STATE STREET.

Account Holdings
As of December 31, 2010

COMPTON FOUNDATION
Account Number

Shares/Units/ Original Face	Description	CUSIP	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
CASH AND EQUIVALENTS								
	CASH BALANCE		$0.00		$0.00			
112,514.670	SSGA INST TREAS PLUS MM INV CL FD	CM1TPVXX2	112,514.67	1.000	112,514.67	0.00	0.11 0.00	0.00
TOTAL CASH AND EQUIVALENTS			$112,514.67		$112,514.67	$0.00	$0.11 $0.00	
EQUITIES								
BUSINESS PRODUCTS & SERVICES								
	COMPUTER SERVICES							
1,985.000	SOHU COM INC	83408W103	$116,134.20	63.490	$126,027.65	$9,893.45	$0.00 0.00	0.00%
TOTAL BUSINESS PRODUCTS & SERVICES			$116,134.20		$126,027.65	$9,893.45	$0.00 $0.00	
TOTAL EQUITIES			$116,134.20		$126,027.65	$9,893.45	$0.00 $0.00	
FOREIGN ASSETS								
EQUITIES								
103,490.000	HANSEN TRANSMISSIONS INDUSTRIAL	B29RX909	$247,360.82	0.915	$94,767.09	$152,563.73-	$0.00 0.00	0.00%
740.000	SMA SOLAR TECHNOLOGY AG	B3B20H900	83,959.18	93.237	68,995.96	14,963.22-	1,290.57 0.00	1.87
7,640.000	JULIUS BAER GROUP LTD	B4R2R5909	289,679.33	46.980	358,008.64	70,329.38	3,278.62 0.00	0.91
820.000	ALCON INC	H01301102	129,109.00	163.400	133,988.00	4,879.00	2,788.00 0.00	2.08
6,420.000	ASML HOLDING NV	N07059186	196,069.19	38.340	246,142.80	60,478.70	1,463.18 0.00	0.59
20,075.000	ABB LTD ADR	000375204	392,676.51	22.450	450,683.75	58,007.24	9,515.55 0.00	2.11
14,080.000	ACERGY SA- SPONSORED ADR	00443E104	154,497.49	24.390	342,501.80	188,004.17	2,952.60 0.00	0.86
19,418.000	L AIR LIQUIDE-ADR	009126202	352,129.47	25.550	496,129.90	144,000.43	7,689.53 0.00	1.55
4,095.000	AMER MOVIL SA DE CV SER L ADR	02364W105	157,269.57	57.340	234,807.30	77,537.73	2,048.45 0.00	0.59
11,565.000	STANDARD CHARTERED PLC	040828907	240,627.78	27.015	312,432.01	71,804.23	7,881.55 0.00	2.52
13,250.000	AUSTRALIA & NZ BKG GROUP ADR	052528304	173,712.25	24.040	318,530.00	144,817.75	15,184.50 0.00	4.77

STATE STREET.

Account Holdings

As of December 31, 2010

COMPTON FOUNDATION
Account Number.

Shares/Units/ Original Face	Description	CUSIP	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
FOREIGN ASSETS (Continued)								
EQUITIES (Continued)								
11,900.000	AXA ADR	054536107	242,390.47	16.650	198,135.00	44,255.47-	6,961.50 0.00	3.51
19,698.000	BANCO SANTANDER CENT HISPANO SA ADR	05964H105	219,522.29	10.650	209,789.70	9,738.61-	12,686.51 0.00	6.05
14,900.000	CEMIG SA-SPONSORED ADR	204409601	184,728.84	16.590	247,191.00	62,462.16	12,471.30 0.00	5.04
10,620.000	GAFISA SA-ADR	362607301	147,180.01	14.530	154,308.60	7,128.59	1,318.74 0.00	0.87
6,395.000	GRUPO TELEVISA SA GDR	40049J206	132,877.35	25.930	165,822.35	32,945.00	7,456.57 0.00	4.50
3,545.000	ADIDAS AG	[illegible]	181,249.20	65.588	232,510.94	51,261.74	1,684.[illegible] 0.00	0.72
6,010.000	HSBC HOLDINGS PLC ADR	404280406	279,122.87	51.040	306,750.40	27,627.53	10,217.00 0.00	3.33
1,490.000	CASINO GUICHARD PERRACHON	[illegible]	136,989.40	97.848	145,820.53	8,831.13	5,297.11 0.00	3.63
9,080.000	HENKEL KGAA-SPONSORED ADR	42550U109	250,496.15	51.850	470,798.00	220,301.85	4,340.24 0.00	0.92
7,540.000	HONDA MOTOR CO LTD ADR	438128308	236,409.13	30.500	301,780.00	65,370.87	3,887.78 0.00	1.29
5,535.000	JOHNSON MATTHEY PLC-SPON ADR	479142309	227,537.78	63.816	353,221.56	125,683.78	6,940.89 2,398.32	1.96
9,080.000	KONINKLIJKE PHILIPS ELECTRONICS NV	500472303	183,847.56	30.700	278,756.00	94,908.44	7,200.44 0.00	2.58
6,790.000	KUBOTA CORP-SPONSORED ADR	501173207	270,853.64	47.610	323,271.90	52,418.26	4,033.28 0.00	1.25
1,525.000	VOSSLOH AG	[illegible]	190,530.65	128.118	195,380.10	4,849.45	4,091.73 0.00	2.09
4,055.000	VESTAS WIND SYSTEMS A/S	596485906	298,817.69	31.702	128,551.72	170,265.97-	0.00 0.00	0.00
2,500.000	DISCO CORPORATION (#6146 JP)	[illegible]	147,129.46	60.785	151,963.51	4,834.05	1,758.98 0.00	1.16
73,100.000	CAPITALAND LTD	630930907	211,710.22	2.896	211,702.12	8.10-	5,991.57 0.00	2.83
1,700.000	FANUC LTD	[illegible]	138,717.40	153.751	261,377.23	122,664.83	3,754.44 0.00	1.44
74,000.000	KASIKORNBANK PCL-NVDR	636476905	136,507.99	4.163	308,077.61	171,569.62	6,159.99 0.00	2.00

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Account Holdings
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COMPTON FOUNDATION
Account Number:

Shares/Units/ Original Face	Description	CUSIP	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
FOREIGN ASSETS (Continued)								
EQUITIES (Continued)								
19,300.000	HANG SENG BANK LTD	[illegible]	280,394.29	16.440	315,650.96	35,256.68	12,843.39 0.00	4.07
2,120.000	NEW ORIENTAL ED & TECH GROUP-SP ADR	647581107	124,570.46	105.230	223,087.60	98,517.14	0.00 0.00	0.00
12,200.000	NGK INSULATORS LTD	[illegible]	230,322.89	16.336	200,763.51	29,559.38-	3,030.39 0.00	1.51
11,480.000	NIPPON ELECTRIC GLASS CO LTD	664266004	157,893.09	14.450	165,890.64	7,997.55	1,696.54 0.00	1.02
4,570.000	NOVARTIS AG ADR	66987V109	190,294.44	58.950	269,401.50	84,507.06	7,534.21 0.00	2.80
43,360.000	AMP LIMITED	670995901	218,483.64	5.422	235,120.27	16,636.63	17,016.52 0.00	7.24
5,200.000	SYSMEX CORP	[illegible]	176,624.37	69.416	360,964.16	184,339.81	3,590.41 0.00	0.99
4,400.000	TERUMO CORPORATION	688507003	179,886.51	56.346	247,925.53	68,039.02	1,738.02 0.00	0.70
19,350.000	PEARSON PLC ADR	705015105	210,464.98	15.890	307,948.20	97,483.22	10,503.98 0.00	3.41
2,175.000	SONOVA HOLDINGS	715603908	162,973.68	129.492	281,646.28	118,672.60	2,800.13 0.00	0.99
5,095.000	ABENGOA SA	7174K2905	131,724.07	24.650	125,596.82	6,127.25-	1,051.94 0.00	0.84
9,485.000	ROCHE HOLDINGS LTD ADR	771195104	316,040.61	36.650	347,625.25	31,584.64	11,002.60 0.00	3.16
12,125.000	SK TELECOM CO LTD ADR	78440P108	187,660.92	18.630	225,888.75	38,227.83	8,511.75 0.00	3.77
5,205.000	SAP AG ADR	803054204	230,336.40	50.610	263,425.05	33,088.65	2,186.10 0.00	0.83
10,600.000	SCOTTISH SOUTHERN ENERGY PLC-ADR	81012K309	205,098.90	19.490	206,594.00	1,494.10	11,024.00 0.00	5.34
14,170.000	SIMS METAL MANAGEMENT LIMITED	829160100	264,925.75	21.840	309,472.80	44,547.05	4,208.49 0.00	1.36
4,275.000	SMITH & NEPHEW PLC ADR	83175M205	184,569.81	52.550	224,651.25	40,081.44	3,086.90 0.00	1.38
7,860.000	SONY CORP ADR	835699307	265,330.61	35.710	280,680.60	15,349.99	2,043.60 0.00	0.73
11,955.000	STATOIL ASA ADR	85771P102	235,991.70	23.770	284,170.35	48,178.65	9,312.95 0.00	3.28

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Account Holdings
As of December 31, 2010

COMPTON FOUNDATION
Account Number

Shares/Units/ Original Face	Description	CUSIP	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
FOREIGN ASSETS (Continued)								
EQUITIES (Continued)								
26,223.000	TAIWAN SEMICONDUCTOR MFG CO LTD ADR	874039100	288,677.82	12.540	328,836.42	40,158.60	9,781.18 0.00	2.97
6,700.000	TENARIS SA-SPONSORED ADR	88031M109	[illegible]	48.980	[illegible]	111,747.90	4,556.00 0.00	[illegible]
2,345.000	TORAY INDS INC ADR	890880206	120,708.05	59.799	140,228.66	19,520.61	1,144.36 0.00	0.82
11,955.000	UNILEVER NV NY SHARE F	904784709	298,822.20	31.400	375,387.00	76,564.80	11,339.34 0.00	3.02
9,485.000	VEOLIA ENVIRONMENT ADR	92334N103	295,137.88	29.360	278,479.60	16,658.28-	11,638.10 0.00	4.18
16,875.000	VODAFONE GROUP PLC ADR	92857W209	[illegible]	26.440	[illegible]	132,508.14	24,613.00 10,097.11	[illegible]
TOTAL EQUITIES			$11,724,719.51		$14,529,865.58	$2,805,146.07	$336,444.57 $12,465.43	
TOTAL FOREIGN ASSETS			$11,724,719.51		$14,529,865.58	$2,805,146.07	$336,444.57 $12,465.43	
TOTAL ACCOUNT HOLDINGS			$11,953,368.38		$14,768,407.90	$2,815,039.52	$336,444.68 $12,465.43	

Compton Foundation, Inc.
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Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
Peace & Security							
Aftermath Project 4900 Glenalbyn Dr. Los Angeles, CA 90065		39,500		39,500			
Americans for Campaign Reform 5 Bicentennial Square Concord, NH 03301		30,000		30,000			
Amnesty International USA 5 Penn Plaza, 16th Floor New York, NY 10001		500		500			
Bulletin of the Atomic Scientists 77 West Washington Street, Suite 2120 Chicago, IL 60602		1,000		1,000			
Center for Constitutional Rights 666 Broadway New York, NY 10012		400		400			
Center for International Policy 1717 Massachusetts Ave NW, Suite 801 Washington, DC 20036		25,142		25,142			
Center for Responsive Politics 1101 - 14th Street NW, Suite 1030 Washington, DC 20005		25,000		25,000			
Citizens for Global Solutions Education Fund 418 - 7th Street SE Washington, DC 20003		50,000		50,000			
Connexus Communications 854 9th Street, Suite B Arcata, CA 95521		20,500		20,500			
Crisis Action 866 UN Plaza, Suite 4018 New York, NY 10017		50,000		50,000			
Dalhousie University Centre for Foreign Policy Studies 6299 South Street, Henry Hicks Academic Administration Building Halifax, NS B3H 4H6, Canada		50,000		50,000			

Category

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Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
Demos: A Network for Ideas & Action 220 Fifth Ave, 5th floor New York, NY 10001		25,000		25,000			
Earth Island Institute 2150 Allston Way, Suite 460 Berkeley, CA 94704-1375		2,000		2,000			
Eastern Mennonite University, Inc. Center for Justice & Peacebuilding 1200 Park Road Harrisonburg, VA 22802		42,850		42,850			
Environmental Law Institute Inc. 2000 L Street NW, Suite 620 Washington, DC 20036		25,000		25,000			
Fambul Tok International 565 Congress Street, Suite 304 Portland, ME 04101		50,000		50,000			
FCNL Education Fund 245 Second Street, N.E. Washington, DC 20002		42,000		42,000			
Global Action Network Net Inc. 2922 Western Ave, Suite 636 Seattle, WA 98121		25,000		25,000			
Global Justice Center 25 East 21st Street, 10th Floor New York, NY 10010		45,000		45,000			
Heifer Project International, Inc. P. O. Box 8058 Little Rock, AR 72203-8058		240		240			
Henry L. Stimson Center 1111 19th Street, NW, 12th Floor Washington, DC 20036		40,000		40,000			
Henry L. Stimson Center 1111 19th Street NW, 12th Floor Washington, DC 20036		40,000		40,000			
Human Rights Watch, Inc. 485 Fifth Avenue New York, NY 10018-3299		1,000		1,000			

Category

Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
International Center for Transitional Justice 5 Hanover Square, 24th Floor New York, NY 10004		20,000		20,000			
New Israel Fund P.O. Box 91588 Washington, DC 20090-1588		5,000		5,000			
New York University Center on International Cooperation 418 Lafayette Street, Suite 543 New York, NY 10003			1,411		1,411		
New York University Center on International Cooperation 418 Lafayette Street, Suite 543 New York, NY 10003		30,000		30,000			
Oregon Holocaust Resource Center PO Box 9040 Portland, OR 97207		400		400			
Ploughshares Fund 1808 Wedemeyer Street, Suite 200 The Presidio of San Francisco San Francisco, CA 94129		1,500		1,500			
PROOF: Media for Social Justice 3 Parkway Street Larchmont, NY 10538		20,000		20,000			
Proteus Fund 101 University Drive, Suite A2 Amherst, MA 01002		35,000		35,000			

Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
Public Interest Projects Inc. 45 W. 36th Street 6th Floor New York, NY 10018		1,000		1,000			
Refugees International 2001 S Street NW, Suite 700 Washington, DC 20009		50,000		50,000			
Search for Common Ground 1601 Connecticut Avenue, NW, Suite 200 Washington, DC 20009		500		500			
Tufts University Feinstein International Center Ballou Hall Medford, MA 02155		35,000		35,000			
University of Colorado Foundation Conflict and Peace Studies 471 UCB Boulder, CO 80309-0471		5,000		5,000			
University of Minnesota Interdisciplinary Center for the Study of Global Change 200 Oak Street SW, Suite 450 Minneapolis, MN 55455-2070	99,990			99,990			
University of Minnesota Interdisciplinary Center for the Study of Global Change 200 Oak Street SW, Suite 450 NW 5957, P. O. Box 1450 Minneapolis, MN 55485-5957	220,000			110,000			110,000
Wellness Initiative P.O. Box D Boulder, CO 80306		1,000		1,000			
	319,990	834,532	1,411	1,044,522	1,411		**110,000**

Population & Reproductive Health

Category

Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
Abortion Access Project 47 Thorndike Street Cambridge, MA 02141		35,000		35,000			
Advocates for Youth 2000 M Street NW, Suite 750 Washington, DC 20036		40,000		40,000			
Advocates for Youth 2000 M Street NW, Suite 750 Washington, DC 20036		19,000		19,000			
Catholics for Choice 1436 U St NW, suite 301 Washington, DC 20009 USA		25,000		25,000			
Community Catalyst MergerWatch Community Catalyst 30 Winter Street, 10th Floor Boston, MA 02108		35,000		35,000			
EngenderHealth 440 Ninth Avenue New York, NY 10001		45,000		45,000			
Gender Action 1875 Connecticut Avenue NW Suite 500 Washington, DC 20009 USA		40,000		40,000			
Guttmacher Institute 125 Maiden Lane 7th Floor New York, NY 10038		20,000		20,000			
Ibis Reproductive Health Inc. 17 Dunster Street, Suite 201 Cambridge, MA 02138		40,000		40,000			
International Rescue Committee 122 East 42nd Street New York, NY 10168		30,000		30,000			

Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
Legal Voice 907 Pine Street, Suite 500 Seattle, WA 98101		35,000		35,000			
NARAL Pro-Choice Colorado Foundation 1905 Sherman Street Suite 800 Denver, CO 80203 United States of America		21,500		21,500			
National Abortion Federation 1660 NW L Street, Suite 450 Washington, DC 20036		40,000		40,000			
National Family Planning & Reproductive Health Association 1627 K Street, NW 12th Floor Washington, DC 20006		25,000		25,000			
National Women's Law Center 11 Dupont Circle NW Suite 800 Washington, DC 20036 United States		20,000		20,000			
Population Action International 1300 19th Street, 2nd Floor Washington, DC 20036 USA		40,000		40,000			
Population Action International Equidad de Genero: Ciudadania, Trabajo y Familia 1300 19th Street, NW Suite 200 Washington, DC 20036		31,000		31,000			
Population Reference Bureau Inc. 1875 Connecticut Ave., NW, #520 Washington, DC 20009-5728		118,000		118,000			
Public Health Institute 555 12th Street, 10th Floor Oakland, CA 94607-4046		40,000		40,000			

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Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
Reproductive Health Access Project PO Box 21191 New York, NY 10025		30,000		30,000			
Reproductive Health Technologies Project 1020 19th Street, NW Suite 875 Washington, DC 20036		35,000		35,000			
Rutgers University Foundation Answer 41 Gordon Road, Suite C Piscataway, NJ 08854		10,000		10,000			
Sierra Club Foundation 85 Second Street, Suite 750 San Francisco, CA 94105		25,000		25,000			
Teen Talk Sexuality Education 120 James Street Redwood City, CA 94062		18,500		18,500			
Third Wave Foundation 220 East 23rd Street Suite 509 New York, NY 10010		25,000		25,000			
Tides Center Groundswell Fund 436 14th Street Suite 1312 Oakland, CA 94612		30,000		30,000			
Worldwatch Institute 1776 Massachusetts Ave. NW Suite 800 Washington, DC 20036		30,000		30,000			
		903,000		**903,000**			

Environment & Sustainability

Compton Foundation, Inc.
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Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
Air Traffic Control Education Fund 1475 15th Street San Francisco, CA 94103 United States		30,000		30,000			
Alaska Conservation Foundation 441 West Fifth Avenue, Ste. 402 Anchorage, AK 99501-2340		5,000		5,000			
Alliance for Sustainable Colorado 1536 Wynkoop Street, Suite B500 Denver, CO 80202		1,000		1,000			
American Rivers Inc. 1101 14th Street, NW, Suite 1400 Washington, DC 20005		35,000		35,000			
Bay Area Video Coalition Green21 2727 Mariposa Street, 2nd Floor San Francisco, CA 94110		14,500		14,500			
Blue Hill Heritage Trust PO Box 222 Blue HIll, ME 04614		500		500			
Boulder Green Building Foundation 1720 15th Street Boulder, CO 80302		2,000		2,000			
Boulder Green Building Foundation 1720 15th Street Boulder, CO 80302		10,000		10,000			
Bulletin of the Atomic Scientists 77 W. Washington St., Suite 2120 Chicago, IL 60602		30,000		30,000			
Canelo Project HC1 Box 324 Elgin, AZ 85611		1,075		1,075			
Cape Farewell Riverside Room, Southbank Centre Belvedere Road London, CA SE1 8XX		30,000		30,000			

Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
Carbonfund.org Foundation 3 Bethesda Metro Center, Suite 700 Bethesda, MD 20814		2,500		2,500			
Center for Environmental Health 2201 Broadway, Suite 302 Oakland, CA 94612		5,000		5,000			
Ceres, Inc. 99 Chauncy Street, 6th Floor Boston, MA 02111		30,000		30,000			
Chez Panisse Foundation 1517 Shattuck Avenue Berkeley, CA 94709		1,000		1,000			
Climate Solutions 219 Legion Way SW, Suite 201 Olympia, WA 98501 USA		35,000		35,000			
Climbers of Hueco Tanks Coalition 3800 N Mesa Ste C-1 El Paso, TX 79902		250		250			
Community Water Center 311 W. Murray Ave. Visalia, CA 93291 Tulare		25,000		25,000			
Dartmouth College Dartmouth Hitchcock Medical Center 1 Medical Center Drive Lebanon, NH 03756		1,000		1,000			
E Town 207 Canyon Blvd., #302 Boulder, CO 80302		250		250			
Earth Island Institute 2150 Allston Way, Suite 460 Berkeley, CA 94704-1375		500		500			
Earth Island Institute 2150 Allston Way, Suite 460 Berkeley, CA 94704-1375		1,000		1,000			

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Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
Earth Island Institute 2150 Allston Way, Suite 460 Berkeley, CA 94704-1375		300		300			
Eco-Cycle, Inc. Climate Crisis Solutions PO Box 19006 Boulder, CA 80308		2,500		2,500			
Ecology Project International 315 S. 4th Street, E. Missoula, MT 59801		1,500		1,500			
Ecology Project International 315 S. 4th Street, E. Missoula, MT 59801		500		500			
Ecotrust Economics for Equity and the Environment 721 NW Ninth Avenue, Suite 200 Portland, OR 97209		30,000		30,000			
Ella Baker Center for Human Rights 1970 Broadway, Suite 450 Oakland, CA 94612		25,000		25,000			
Environmentalism Through Inspiration & Non Violent Action 9101 Hooper Avenue Los Angeles, CA 90002		2,000		2,000			
Freshwater Trust 65 SW Yamhill St., Suite 200 Portland, OR 97204		25,000		25,000			
Friends of Harriman State Park Inc. PO Box 125 Island Park, ID 83429		1,000		1,000			
Friends of the Earth 1717 Massachusetts Ave. NW, Suite 600 Washington, DC 20036		25,000		25,000			
Friends of the River Sierra Forest Legacy 1418 20th Street Sacramento, CA 95811		30,000		30,000			

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Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
Friends of the Upper Delaware River, Inc. 1148 Fifth Avenue New York City, NY 10128		4,500		4,500			
Furman University Financial Services 3300 Poinsett Highway Greenville, SC 29613		36,000		36,000			
Global Greengrants Fund, Inc. 2840 Wilderness Place, Suite A Boulder, CO 80301		1,000		1,000			
Global Greengrants Fund, Inc. 2840 Wilderness Place, Suite A Boulder, CO 80301		1,500		1,500			
Golden Gate National Park Conservancy Building 201, Fort Mason San Francisco, CA 94123		1,000		1,000			
Great Old Broads For Wilderness P.O. Box 2924 Durango, CO 81302		2,500		2,500			
Greenpeace Fund 1436 U Street, NW, #303 Washington, DC 20077-3707		250		250			
Gulf Restoration Network PO Box 2245 New Orleans, LA 70176		12,500		12,500			
Institute for Fisheries Resources PO Box 29196 San Francisco, CA 94129-0196		10,000		10,000			
Integral Green 57 Acorn Lane Boulder, CO 80304		3,675		3,675			
Integral Green 57 Acorn Lane Boulder, CO 80304		6,500		6,500			
Island Press 1718 Connecticut Avenue, NW Washington, DC 20009		10,000		10,000			

Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
Jackson Hole One Fly Foundation PO Box 4158 Jackson, WY 83001		1,000		1,000			
Lake County Resources Initiative 100 North D Street, Suite 202 Lakeview, OR 97630		1,000		1,000			
Land Trust Alliance 1660 L St NW, Suite 1100 Washington, DC 20036		25,000		25,000			
Middlebury College Carr Hall 104 Middlebury, VT 05753		36,000		36,000			
Morehouse College 830 Westview Drive, SW Atlanta, GA 30314		36,000		36,000			
Mt. Adams Resource Stewards PO Box 152 Glenwood, WA 98619 United States		20,000		20,000			
National Outdoor Leadership School 288 Main Street Lander, WY 82520-3140		750		750			
National Wildlife Refuge Association 1250 Connecticut Avenue, NW, Suite 600 Washington, DC 20036		10,000		10,000			
Natural Capitalism Solutions P. O. Box 398 Eldorado Springs, CO 80025		2,000		2,000			
Natural Capitalism Solutions P. O. Box 398 Eldorado Springs, CO 80025		5,500		5,500			
Natural Capitalism Solutions P. O. Box 398 Eldorado Springs, CO 80025		5,000		5,000			
Natural Heritage Institute 100 Pine Street, Ste. 1550 San Francisco, CA 94111		20,000		20,000			

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Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
Natural Resources Defense Council, Inc. 111 Sutter Street, 20th Floor San Francisco, CA 94104		200		200			
Natural Resources Defense Council, Inc. 111 Sutter Street, 20th Floor San Francisco, CA 94104		200		200			
Nature Conservancy - Colorado 2424 Spruce Street Boulder, CO 80302		10,000		10,000			
Nature Conservancy - Colorado 2424 Spruce Street Boulder, CO 80302	10,000			10,000			
Nature Conservancy - Montana 32 South Ewing Street Helena, MT 59601	9,000			9,000			
Nature Conservancy - Montana 32 South Ewing Street Helena, MT 59601		9,000		9,000			
Oberlin College 70 N. Professor Street, Cox 100 Oberlin, OH 44074		36,000		36,000			
Ocean Alliance, Inc. 191 Weston Road Lincoln, MA 01773		3,000		3,000			
Oregon Environmental Council 222 NW Davis Street, Suite 309 Portland, OR 97209		20,000		20,000			
Organic Consumers Association 6107 Cliff Estate Road Little Marais, MN 55614		1,000		1,000			
Pachamama Alliance The Presidio Bldg 1009 PO Box 29191 San Francisco, CA 94129		1,000		1,000			
Pacific Whale Foundation 300 Maalaea Rd Ste 211 Wailuku, HI 96793		1,000		1,000			

Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
Pesticide Action Network North America Regional Center 49 Powell Street, Suite 500 San Francisco, CA 94102		800		800			
Pesticide Action Network North America Regional Center 49 Powell Street, Suite 500 San Francisco, CA 94102		400		400			
Physicians for Social Responsibility 1875 Connecticut Ave, NW, Suite 1012 Washington, DC 20009		30,000		30,000			
Point Reyes Bird Observatory 3820 Cypress Drive, #11 Petaluma, CA 94954		8,000		8,000			
Princeton University Corporate and Foundation Relations 91 Prospect Avenue Princeton, NJ 08540		36,000		36,000			
Puente a la Salud Comunitaria 24 Waterway Avenue, suite 300 The Woodlands, TX 77380		1,000		1,000			
Quivira Coalition 1413 Second St., Suite 1 Santa Fe, NM 87508		15,000		15,000			
Regeneration Project 220 Montgomery Street, Suite 450 San Francisco, CA 94104		1,000		1,000			
River Network 520 SW Sixth Avenue, Ste. 1130 Portland, OR 97204-1535		3,500		3,500			
River Network 520 SW Sixth Avenue, Ste. 1130 Portland, OR 97204-1535	3,500			3,500			
Rockefeller Philanthropy Advisors Confluence Philanthropy 6 W 48th Street, 10th Floor New York, NY 10036		5,000		5,000			

Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
Rocky Mountain Institute 1820 Folsom St. Boulder, CO 80302		20,000		20,000			
Rocky Mountain Nature Assocation PO Box 3100 Estes Park, CO 80517		1,700		1,700			
Sierra Nevada Alliance PO Box 7989 South Lake Tahoe, CA 96158		30,000		30,000			
Smithsonian Institution 1100 Jefferson Drive, SW Washington, DC 20560		2,000		2,000			
Smithsonian Institution 1100 Jefferson Drive, SW Washington, DC 20560		1,500		1,500			
Smithsonian Institution 1100 Jefferson Drive, SW Washington, DC 20560		1,500		1,500			
Social & Environmental Entrepreneurs Accountability Counsel 22231 Mulholland Hwy STE 209 Calabasas, CA 91302		500		500			
Southern Utah Wilderness Alliance 1471 South 1100 East Salt Lake City, UT 84105		10,000		10,000			
Sustainable Conservation 98 Battery Street, Suite 302 San Francisco, CA 94111		25,000		25,000			
Sustainable Northwest 813 SW Alder, Suite 500 Portland, OR 97205		35,000		35,000			
Tides Center Honor the Earth Presidio Building 1014 PO Box 29907 San Francisco, CA 94129-0907		18,000		18,000			

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Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
Transition Boulder County 2415 19th Street Boulder, CO 80304		2,500		2,500			
Trout Unlimited Inc. 1300 North 17th St., Ste 500 Arlington, VA 22209		15,000		15,000			
Union of Concerned Scientist Inc. 2 Brattle Square, Suite 6 Cambridge, MA 02238		35,000		35,000			
University of Massachusetts Foundation Inc. Lowell Center for Sustainable Production 1 University Avenue Lowell, MA 01854		10,000		10,000			
University of Oregon Ecosystem Workforce Program 5219 University of Oregon Eugene, OR 97403-5219		20,000		20,000			
Vassar College 124 Raymond Avenue, Box 14 Poughkeepsie, NY 12604		72,000		72,000			
Wallowa Resources 200 W. North Street Enterprise, OR 97828		2,500		2,500			
Watershed Research and Training Center P.O. Box 356 98 Clinic Ave Hayfork, CA 96041		25,000		25,000			
Western Resource Advocates 2260 Baseline Rd., Suite 200 Boulder, CO 80302		20,000		20,000			
Windustry 2105 First Avenue South Minneapolis, MN 55404		20,000		20,000			
	22,500	**1,204,350**		**1,226,850**			

Category

Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
Equal Educational Opportunity							
NAACP Legal Defense & Education Fund P.O. Box 9410 Uniondale, NY 11553-9753		1,000		1,000			
Western States Center P.O. Box 40305 Portland, OR 97204		5,000		5,000			
William Lawrence Camp, Inc. 139 Federal Corner Road Ctr. Tuftonboro, NH 03816		2,000		2,000			
		8,000		**8,000**			
General Education Support							
Academy at Charlemont 1359 Route 2, Mohawk Trail Charlemont, MA 01339		10,000		10,000			
Access Fund P.O. Box 17010 Boulder, CO 80308		500		500			
Carlmont Academic Foundation 1400 Alameda De Las Pulgas Belmont, CA 94002		500		500			
Eva Leah Gunther Foundation for Education Inc. 146 Fifth Avenue San Francisco, CA 94118		200		200			
Fishtrap, Inc. P.O. Box 38 Enterprise, OR 09728-0038		1,500		1,500			
Greensboro Wonder and Wisdom, Inc. P.O. Box 300 Greensboro, VT 05841		3,100		3,100			
Impact on Education P.O. Box 9011 Boulder, CO 80301		10,000		10,000			

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Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
Pacific Primary 1500 Grove Street San Francisco, CA 94117		500		500			
PassageWays Institute, Inc. 2355 Canyon Boulevard, Ste. 104 Boulder, CO 80302		10,000		10,000			
PTA California Congress of Parents Teachers & Students Inc. The Lowell Fund Lowell High School PTSA PO Box 320429 San Francisco, CA 94132		2,500		2,500			
Putney School Elm Lea Farm Putney, VT 05346		750		750			
University of California - Berkeley 202 Wurster Hall Berkeley, CA 94720		200		200			
University of Michigan , CA		2,000		2,000			
Vassar College 124 Raymond Avenue, Box 14 Poughkeepsie, NY 12604		1,000		1,000			
Watershed School Inc. 205 Canyon Boulevard Boulder, CO 80302		7,000		7,000			
Watershed School Inc. 205 Canyon Boulevard Boulder, CO 80302		4,500		4,500			
Watershed School Inc. 205 Canyon Boulevard Boulder, CO 80302		4,500		4,500			
Wellesley College Wellesley Centers for Women 106 Central Street Wellesley, MA 02481		1,000		1,000			

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Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
World Learning, Inc. School for International Training Kipling Road Brattleboro, VT 05302-0676		750		750			
		60,500		**60,500**			
<u>Fellowships</u>							
American Youth Foundation 2331 Hampton Avenue St. Louis, MO 63139-2908		20,713		20,713			
Clark University 950 Main Street Worcester, MA 01610		24,000		24,000			
Leadership Institute for Ecology and the Economy 555 Fifth Street, Ste. 300A Santa Rosa, CA 95401		87,169		87,169			
Leadership Institute for Ecology and the Economy 555 Fifth Street, Ste. 300A Santa Rosa, CA 95401		64,138		64,138			
Tides Foundation P. O. Box 29903 San Francisco, CA 94129-0903		1,000		1,000			
University of Florida's Program for Studies in Tropical Conservation University of Florida Foundation University of Florida, PO Box 110430 Dept. Wildlife Ecology and Conservation Gainesville, FL 32611-0430 USA		40,000		40,000			
Yale University Yale School of Forestry & Environmental Studies President's Office P.O. Box 208229 New Haven, CT 06520-8229		36,000		36,000			
		273,020		**273,020**			

Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
Health & Mental Health							
Brac USA, Inc 11 E 44th Street Ste 1600 New York, NY 10017		1,000		1,000			
Commonweal P.O. Box 316 Bolinas, CA 94924		2,500		2,500			
Doctors Without Borders USA 6 East 39th Street, 8th Floor New York, NY 10016		400		400			
Georgetown University Washington, DC 20007		2,000		2,000			
Georgetown University Washington, DC 20007		1,000		1,000			
High Fives Nonprofit Foundation PO Box 3212 Truckee, CA 96160		4,500		4,500			
Hospice of the Valley 4850 Union Ave. San Jose, CA 95124		500		500			
Leukemia & Lymphoma Society Inc. 405 Riverview Drive Auburn, CA 95603		1,000		1,000			
PassageWays Institute, Inc. 2355 Canyon Boulevard, Ste. 104 Boulder, CO 80302		5,000		5,000			
Whittier Street Health Center Committee, Inc. 1125 Tremont Street Roxbury, MA 02120		1,000		1,000			
		18,900		**18,900**			

Youth & Children's Services

Category

Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
Ananse Ntentan Outreach 5566 W. 118th Avenue Westminster, CO 80020		15,000		15,000			
Collective Heritage Institute Bioneers 1607 Paseo De Peralta Suite 3 Santa Fe, NM 87501		3,500		3,500			
Fishtrap, Inc. P.O. Box 38 Enterprise, OR 09728-0038		500		500			
PassageWays Institute, Inc. 2355 Canyon Boulevard, Ste. 104 Boulder, CO 80302		250		250			
		19,250		**19,250**			

Community Welfare

Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
American Red Cross PO Box 4002018 Des Moines, IA 50340-2018		1,000		1,000			
American Red Cross PO Box 4002018 Des Moines, IA 50340-2018		200		200			
American Red Cross PO Box 4002018 Des Moines, IA 50340-2018		400		400			
Ashoka 1700 North Moore Street, Ste. 1920 Arlington, VA 22209		1,000		1,000			
Ashoka 1700 North Moore Street, Ste. 1920 Arlington, VA 22209		1,000		1,000			
CARE, Inc. 369 Pine Street, Ste. 700 San Francisco, CA 94104		200		200			

Category

Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
Center on Race Poverty & Environment 47 Kearny Street, Suite 804 San Francisco, CA 94108		1,000		1,000			
Center on Race Poverty & Environment 47 Kearny Street, Suite 804 San Francisco, CA 94108		1,000		1,000			
Conscious Alliance Our Future Now 2525 Arapahoe Avenue, Ste. E4-182 Boulder, CO 80302		500		500			
Death Penalty Focus 870 Market Street, Ste. 859 San Francisco, CA 94102		1,000		1,000			
Family Violence Prevention Fund 383 Rhode Island Street Ste 304 San Francisco, CA 94103		1,250		1,250			
Friends of Tibetan Settlements 315 Skylark Way Boulder, CO 80303		2,000		2,000			
Friends of Tibetan Settlements in India 315 Skylark Way Boulder, CO 80303		500		500			
Global Fund for Women, Inc. 222 Sutter Street, Suite 500 San Francisco, CA 94108		400		400			
Golden Light Institute 2621 N. Page Springs Road Cornville, AZ 86325		3,000		3,000			
Heifer Project International, Inc. P. O. Box 8058 Little Rock, AR 72203-8058		6,845		6,845			
Heyday Institute P. O. Box 9145 Berkeley, CA 94709		2,500		2,500			

Category

Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
Heyday Institute P. O. Box 9145 Berkeley, CA 94709		2,500		2,500			
Institute for Jewish Spirituality Inc. 330 Seventh Avenue Suite 1902 New York, NY 10001		1,250		1,250			
Jewish Funds for Justice, Inc. 330 Seventh Avenue Ste 1901 New York, NY 10001		400		400			
Marin Link Inc. 1117 San Anselmo Ave San Anselmo, CA 94960		3,000		3,000			
Meals On Wheels of San Francisco, Inc. 1375 Fairfax Avenue San Francisco, CA 94124		2,000		2,000			
Mosaic Multicultural Foundation 4218 1/2 SW Alaska, Suite H Seattle, WA 98116		1,000		1,000			
Ms. Foundation for Women Inc. 120 Wall Street, 33rd Floor New York, NY 10005		1,500		1,500			
New Israel Fund P.O. Box 91588 Washington, DC 20090-1588		800		800			
Peacemaker Community Inc. 177 Ripley Road Montague, MA 01351		2,000		2,000			
Rudolf Steiner Foundation, Inc. 1002A O'Reilly Avenue San Francisco, CA 94129-1124		7,500		7,500			
San Francisco Food Bank 900 Pennsylvania Avenue San Francisco, CA 94107		3,000		3,000			

Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
San Francisco Lighthouse for the Blind 214 Van Ness Avenue San Francisco, CA 94102		750		750			
Second Harvest Food Bank 750 Curtner Avenue San Jose, CA 95125		300		300			
Sinai Assisted Housing Foundation, Inc. 3100 Military Road, NW Washington, DC 20015		2,000		2,000			
Sinai Assisted Housing Foundation, Inc. 3100 Military Road, NW Washington, DC 20015		200		200			
USAction Education Fund 1825 K Street, NW Suite 210 Washington, DC 20006		500		500			
Wellness Community Greater Washington DC 4530 Grosvenor Lane Suite 100 Bethesda, MD 20814		400		400			
Women For Women 4455 Connecticut Ave., NW, Suite 200 Washington, DC 20008		5,000		5,000			
		57,895		**57,895**			
<u>Arts and Culture</u>							
American Universtiy WAMU 4400 Massachusetts Ave., NW Washington, DC 20016-8082		730		730			
Arts Education International 111 East 14th Street, Suite 512 New York, NY 10003		2,800		2,800			

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Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
Barefoot Artists 2412 Waverly Street Philadelphia, PA 19146		300		300			
BeadforLife 2336 Canyon Blvd Suite 202 Boulder, CO 80302		2,155		2,155			
Boston Critic, Inc. PO Box 425786 Cambridge, MA 02142		1,000		1,000			
Boulder Museum of Contemporary Art 1750 13th Street Boulder, CO 80302		10,000		10,000			
Boulder Museum of Contemporary Art 1750 13th Street Boulder, CO 80302		10,000		10,000			
Cape Cod Museum of Art PO Box 2034 Dennis, MA 02638		400		400			
Community Music Center 544 Capp Street San Francisco, CA 94110		300		300			
Cutting Ball Theater 131 Tenth Street, Third Floor San Francisco, CA 94103		2,500		2,500			
Cutting Ball Theater 131 Tenth Street, Third Floor San Francisco, CA 94103		3,000		3,000			
E Town 207 Canyon Blvd., #302 Boulder, CO 80302		10,000		10,000			
Friends of the High Line Inc. 529 W 20th Street Ste 8W New York, NY 10011		750		750			

Category

Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
Grabhorn Institute 1802 Hays Street, The Presidio San Francisco, CA 94129		1,000		1,000			
Headlands Center for the Arts 944 Fort Barry Sausalito, CA 94965		5,000		5,000			
Jeh Kulu Dance and Drum Theater PO Box 8574 Burlington, VT 05402		1,000		1,000			
KQED, Inc. 2601 Mariposa Street San Francisco, CA 94110		500		500			
KQED, Inc. 2601 Mariposa Street San Francisco, CA 94110		560		560			
KQED, Inc. 2601 Mariposa Street San Francisco, CA 94110		500		500			
KQED, Inc. 2601 Mariposa Street San Francisco, CA 94110		500		500			
KTEH Foundation P.O. Box 1030 San Jose, CA 95108-1030		600		600			
Link Media Inc 901 Battery Street San Francisco, CA 94111		1,000		1,000			
Mechanics Institute 57 Post Street, Ste. 504 San Francisco, CA 94104		1,000		1,000			
MPT Foundation 11767 Owings Mills Blvd. Owings Mills, MD 21117-1499		500		500			
Museum of Contemporary Art/Denver 1485 Delgany Street Denver, CO 80202		10,000		10,000			

Category

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Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
New Century Chamber Orchestra 665 Third Street, Ste. 200 San Francisco, CA 94107		100		100			
New Century Chamber Orchestra 665 Third Street, Ste. 200 San Francisco, CA 94107		900		900			
New Conservatory Theater Center 25 Van Ness Ave. Lower Lobby San Francisco, CA 94102		200		200			
Population Media Center Inc. 145 Pine Haven Shores Rd., Suite 2011 Shellburne, VT 05482		10,000		10,000			
Pundarika Foundation P.O. Box 57 Crestone, CO 81131		5,000		5,000			
River of Words 933 Parker Street, Suite 38 Berkeley, CA 94710		2,000		2,000			
River of Words 933 Parker Street, Suite 38 Berkeley, CA 94710		5,000		5,000			
River of Words 933 Parker Street, Suite 38 Berkeley, CA 94710		100		100			
Sacred Works Project 3974 Crestview Drive South Salem, OR 97302		500		500			
San Francisco Conservatory of Music 50 Oak Street San Francisco, CA 94102-6011		1,000		1,000			
Sausalito Library Foundation 420 Litho Street Sausalito, CA 94965		500		500			
Sisters of the Presentation of Mary 495 Mammoth Road Manchester, NH 03104		1,000		1,000			

Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
Squaw Valley Community of Writers PO Box 1416 Nevada City, CA 95959		500		500			
Three Penny Review P. O. Box 9131 Berkeley, CA 94709-0131		1,000		1,000			
University of Colorado Foundation Boulder, CO 80309-0471		10,000		10,000			
Vermont Public Radio 365 Troy Avenue Colchester, VT 05446		500		500			
Voices of a Peoples History of the United States 45 Main Street, Suite 547 Brooklyn, NY 11201-1099		2,500		2,500			
WETA 3939 Campbell Avenue Arlington, VA 22206		700		700			
WGBH Educational Foundation Box 200 Boston, MA 2134		1,000		1,000			
WGBH Educational Foundation One Guest Street Boston, MA 02134		2,000		2,000			
		110,595		110,595			
3G- Arts							
Barefoot Artists, Inc. 2412 Waverly Street Philadelphia, PA 19146		28,000		28,000			
Headlands Center for the Arts 944 Fort Barry San Francisco, CA 94965 USA		20,000		20,000			

Category

Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
Planetwork, Inc. Trash Island Project 1230 Market Street San Francisco, CA 94102 USA		35,000		35,000			
Trust for Conservation Innovation Mesa Refuge PO Box 3286 Berkeley, CA 94703		20,000		20,000			
Wild Foundation Extreme Ice Survey PO Box 20527 Boulder, CO 80308		25,000		25,000			
		128,000		**128,000**			
3G- Children & Youth							
Arts Education International 111 E. 14th Street, Suite 512 New York, NY 10003 United States		13,000		13,000			
Chez Panisse Foundation 1517 Shattuck Avenue Berkeley, CA 94709		15,000		15,000			
Occidental Arts & Ecology Center 15290 Coleman Valley Road Occidental, CA 95465		25,000		25,000			
Rivers Unlimited – Mill Creek Restoration Project 1617 Elmore Court Cincinnati, OH 45223		28,000		28,000			
Visual Understanding in Education 109 South 5th Street, Suite 603 Brooklyn, NY 11211		28,000		28,000			
		109,000		**109,000**			

Compton Foundation, Inc.
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Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
3G- Sustainable Living							
Center for Food Safety 660 Pennsylvania Ave, SE, Suite 302 Washington, DC 20003		25,000		25,000			
Community Food Security Coalition 3830 SE Division Portland, OR 97202 United States		25,000		25,000			
Cornucopia Institute PO Box 126 Cornucopia, WI 54827		25,000		25,000			
Food Project 10 Lewis St. Lincoln, MA 01773 U.S.		25,000		25,000			
People's Grocery 909 7th St. Oakland, CA 94607		25,000		25,000			
		125,000		**125,000**			
3G- Spiritual Awareness							
Center for Whole Communities 700 Bragg Hill Road Waitsfield, VT 05673		28,000		28,000			
Mosaic Multicultural Foundation 4218 1/2 SW Alaska, Suite H Seattle, WA 98116		35,000		35,000			
Trinity University Trinity University Press One Trinity Place San Antonio, TX 78212 United States		10,000		10,000			
		73,000		**73,000**			

Category

Organization Name	Unpaid 12/31/09	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/10
Miscellaneous Grants							
Community Partners Sustainable Agriculture and Food Systems Funders, 1000 North Alameda Street, Suite 240, Los Angeles, CA 90012		2,000		2,000			
Consultative Group on Biological Diversity Presidio Building 1016, P.O. Box 29361, San Francisco, CA 94129-0361		10,000		10,000			
Environmental Grantmakers Association 475 Riverside Drive, Suite 960, New York, NY 10115		2,210		2,210			
Funders' Network on Population, Reproductive Health and Rights, Inc. P. O. Box 750, Rockville, MD 20848-0750		1,725		1,725			
Grants Managers Network Inc. 1101 14th Street, NW, Suite 420, Washington, DC 20005		1,500		1,500			
Ploughshares Fund 1808 Wedemeyer Street, Suite 200, The Presidio of San Francisco, San Francisco, CA 94129		10,000		10,000			
		27,435		27,435			
Total grants listed: 316	342,490	3,952,477	1,411	4,184,967	1,411		110,000

Compton Foundation Inc.
94-3142932

12/31/2010

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 investments.

Name and address of grantee	Amount of grant	Date of grant	Purpose of grant	Amounts expended by grantee as of 12/31/10	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 Riverside Room, Southbank Centre Belvedere Road, London SE1 8XX (10-6425)	$30,000	6/10/2010	Arts/Science Expedition with artists,scientists and educators to address and raise awareness of climate change.	$30,000	No	3/30/2011	None required

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

Name:	Compton Foundation, Inc
Address:	101 Montgomery St Ste 850 San Francisco, CA 94104
Federal ID No:	94-3142932
Year Ending:	December 31, 2010

Pursuant to IRC Section 4942(h)(2) and Regulation 53.4942(a)-3(d)(2), the above referenced foundation hereby elects to treat $5,127,302 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.

Ellen Friedman

Signature

Ellen Friedman

Name

Executive Director

Title