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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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

A Employer identification number

Compton Foundation, Inc.**94-3142932**

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

101 Montgomery St**850**

B Telephone number

(415) 391-9001

City or town, state, and ZIP code

San Francisco, CA 94104C If exemption application is pending, check here ☐

G Check all that apply

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒

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

J Accounting method:

☒

Cash

☐

Accrual

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

(from Part II, col (c), line 16)

Other (specify)

\$ 59,664,975. (Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ☒ 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	1,554,690.	1,554,690.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,048,832.			Statement 1
	b	Gross sales price for all assets on line 6a	61,644,932.			
	7	Capital gain net income (from Part IV, line 2)		1,049,560.		
	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	<203,293.>	<203,293.>		Statement 2	
12	Total. Add lines 1 through 11	2,400,386.	2,401,114.			
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	180,000.	18,000.		162,000.
	14	Other employee salaries and wages	338,691.	18,010.		320,681.
	15	Pension plans, employee benefits	183,147.	11,243.		171,904.
	16a	Legal fees Stmt 3	4,400.	0.		4,400.
	b	Accounting fees Stmt 4	31,525.	15,763.		15,762.
	c	Other professional fees Stmt 5	419,597.	305,370.		114,227.
	17	Interest				
	18	Taxes Stmt 6	53,103.	41,603.		0.
	19	Depreciation and depletion	18,541.	1,138.		
	20	Occupancy	70,402.	4,322.		66,080.
	21	Travel, conferences, and meetings	154,913.	0.		154,913.
	22	Printing and publications	2,331.	0.		2,331.
	23	Other expenses Stmt 7	253,696.	174,494.		81,533.
	24	Total operating and administrative expenses. Add lines 13 through 23	1,710,346.	589,943.		1,093,831.
	25	Contributions, gifts, grants paid	3,673,494.			3,673,494.
26	Total expenses and disbursements. Add lines 24 and 25	5,383,840.	589,943.		4,767,325.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	<2,983,454.>				
b	Net investment income (if negative, enter -0-)		1,811,171.			
c	Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see instructions

Form **990-PF** (2011)

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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	65,505.	17,821.	17,821.
	2 Savings and temporary cash investments	211,961.	282,387.	282,387.
	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.	15,169.	15,169.
	10a Investments - U.S. and state government obligations Stmt 9	2,372,372.	795,975.	860,176.
	b Investments - corporate stock Stmt 10	40,140,760.	38,428,707.	39,666,930.
	c Investments - corporate bonds Stmt 11	11,261,556.	11,302,330.	11,617,730.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 12	6,394,515.	6,390,006.	7,085,895.
	14 Land, buildings, and equipment: basis ▶ 148,320.			
	Less: accumulated depreciation Stmt 8 ▶ 29,453.	31,936.	118,867.	118,867.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	60,483,605.	57,351,262.	59,664,975.
	17 Accounts payable and accrued expenses		5,136.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)	205,502.	0.	
	23 Total liabilities (add lines 17 through 22)	205,502.	5,136.	
	Foundations that follow SFAS 117, check here ▶ ☒			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted	60,278,103.	57,346,126.	
	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	60,278,103.	57,346,126.	
	31 Total liabilities and net assets/fund balances	60,483,605.	57,351,262.	

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	60,278,103.
2 Enter amount from Part I, line 27a	2	<2,983,454.>
3 Other increases not included in line 2 (itemize) ▶ Return of prior year grants	3	51,477.
4 Add lines 1, 2, and 3	4	57,346,126.
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	57,346,126.

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 through		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 61,644,932.		60,137,733.	1,507,199.
b		457,639.	<457,639.>
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			1,507,199.
b			<457,639.>
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	1,049,560.
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))
2010	5,127,302.	62,300,699.	.082299
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

2 Total of line 1, column (d)	2	.395538
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	.079108
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	64,230,998.
5 Multiply line 4 by line 3	5	5,081,186.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	18,112.
7 Add lines 5 and 6	7	5,099,298.
8 Enter qualifying distributions from Part XII, line 4 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.	8	4,767,325.

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	36,223.
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	36,223.
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	36,223.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	69,575.	
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	69,575.	
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	33,352.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒ 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		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?	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) ☒ <u>CA</u>		
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 2011 or the taxable year beginning in 2011 (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)

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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		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

16	At any time during calendar year 2011, 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?	Yes	No
16			X

See 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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.) <u>N/A</u>	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 2011 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 2011.) <u>N/A</u>	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 2011?	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

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

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		180,000.	52,950.	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	107,250.	32,678.	0.
Roger Fuse Brown - 101 Montgomery St, Ste 850, San Francisco, CA 94104	Director of Grants	86,471.	14,054.	0.
Deborah Daughtry - 101 Montgomery St, Ste 850, San Francisco, CA 94104	Director of Communications	71,600.	26,711.	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	84,169.
Munder Capital Management 480 Pierce Street, Birmingham, MI 48009	Investment advisory	82,681.
Alan D Biller & Assoc 535 Middlefield Rd, 230, Menlo Park, CA 94025	Investment advisory	56,846.

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	
3 All other program-related investments. See instructions.	

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	64,813,946.
b	Average of monthly cash balances	1b	395,189.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	65,209,135.
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	65,209,135.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	978,137.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	64,230,998.
6	Minimum investment return. Enter 5% of line 5	6	3,211,550.

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	3,211,550.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	36,223.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	36,223.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,175,327.
4	Recoveries of amounts treated as qualifying distributions	4	51,477.
5	Add lines 3 and 4	5	3,226,804.
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	3,226,804.

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	4,767,325.
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	4,767,325.
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	4,767,325.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				3,226,804.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	2,969,415.			
b From 2007	1,645,520.			
c From 2008	5,224,805.			
d From 2009	5,259,569.			
e From 2010	5,127,302.			
f Total of lines 3a through e	20,226,611.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 4,767,325.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				3,226,804.
e Remaining amount distributed out of corpus	1,540,521.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	21,767,132.			
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 2010. Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	2,969,415.			
9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	18,797,717.			
10 Analysis of line 9:				
a Excess from 2007	1,645,520.			
b Excess from 2008	5,224,805.			
c Excess from 2009	5,259,569.			
d Excess from 2010	5,127,302.			
e Excess from 2011	1,540,521.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
3rd Generation Grants - schedule		Public Charity		400,000.
Community Welfare - schedule		Public Charity		133,965.
Culture and Arts - schedule		Public Charity		166,780.
Education - schedule		Public Charity		350,294.
Cape Farewell 5th Floor, 165 Queen's Gate London, UNITED KINGDOM SW7 5HD		Foreign Charity		30,000.
Total	See continuation sheet(s)			3,673,494.
b Approved for future payment				
None				
Total				0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

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) Exclu- sion 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	1,554,690.		
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	<203,293.>		
8 Gain or (loss) from sales of assets other than inventory				18	1,048,832.		
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.		2,400,386.	0.	
13 Total. Add line 12, columns (b), (d), and (e)						13 2,400,386.	

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

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

[illegible]

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

- | | | 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 | | |

[illegible]

- 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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

11.15.2012
Date

Executive Director

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Sue Fujitani

Preparer's signature

Sue Fujitani

Date

11/15/12

Check ☒ if
self-employed

PTIN

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**

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Other Environment - schedule		Public Charity		925,123.
Miscellaneous Special Grants - schedule		Public Charity		7,232.
Peace - schedule		Public Charity		998,800.
Population - schedule		Public Charity		661,300.
Total from continuation sheets				2,592,455.

Compton Foundation, Inc.
IRS 990 PF Attachment
2011

Organization Name	Unpaid 12/31/10	Awarded	Returns	Paid	Unpaid 12/31/11
<u>3rd Generation Grants</u>					
Trust for Conservation Innovation Mesa Refuge P O Box 3286 Berkeley, CA 94703		20,000 00		20,000.00	
Barefoot Artists, Inc 2412 Waverly Street Philadelphia, PA 19146		20,000 00		20,000 00	
eTown 1535 Spruce Street Boulder, CO 80302		10,000.00		10,000 00	
Headlands Center for the Arts 944 Fort Barry Sausalito, CA 94965		20,000 00		20,000 00	
Community Ventures Midway Journey 436 14th Street, Suite 1120 Oakland, CA 94612		20,000.00		20,000 00	
Mill Creek Restoration Project 1617 Elmore Court Cincinnati, OH 45223		20,000.00		20,000.00	
Occidental Arts & Ecology Center (OAEC) 15290 Coleman Valley Road Occidental, CA 95465		20,000.00		20,000.00	
Visual Understanding in Education, Inc 6530 Eagle Ridge Rd Pennngrove, CA 94951		25,000.00		25,000 00	
Center for Whole Communities 700 Bragg Hill Road Fayston, VT 05673		25,000 00		25,000 00	
Mosaic Multicultural Foundation 4218 1/2 SW Alaska, Suite H Seattle, WA 98116		30,000 00		30,000.00	
Center for Courage & Renewal 321 High School Road, NE, Suite D3 #375 Bainbridge Island, WA 98110		25,000.00		25,000.00	
Prison Dharma Network 11 South Angell Street, #303 Providence, RI 02906		20,000 00		20,000 00	
PassageWorks Institute 3050 Broadway, Suite 203 Boulder, CO 80304		20,000.00		20,000 00	

Organization Name	Unpaid 12/31/10	Awarded	Returns	Paid	Unpaid 12/31/11
People's Grocery 909 7th Street Oakland, CA 94607		30,000 00		30,000 00	
Community Food Security Coalition 3830 SE Division St Portland, OR 97202		25,000 00		25,000 00	
Center for an Agricultural Economy P O Box 451 Hardwick, VT 05843		25,000.00		25,000 00	
Cornucopia Institute, Inc. P O Box 126 Cornucopia, WI 54827		25,000.00		25,000 00	
Third Sector New England Food Project, Inc 10 Lewis Street Lincoln, MA 01773		20,000 00		20,000 00	
Sutotal 3rd Generation	0.00	400,000.00	0.00	400,000.00	0.00
<u>Community Welfare</u>					
BeadforLife 2336 Canyon Blvd, Suite 202 Boulder, CO 80302		2,155.00		2,155 00	
Calcutta Kids Inc P O. Box 465 Marlboro, VT 05344		1,000.00		1,000 00	
Catholic Charities of Santa Clara County 2625 Zanker Road San Jose, CA 95134		400 00		400.00	
San Jose Parks Foundation P O Box 53841 San Jose, CA 95153		500.00		500 00	
One Common Unity 1525 Newton Street NW Washington, DC 20010		700 00		700.00	
Willa's Workshop, Inc 1609 Millbrook Road Salt Lake City, UT 84106		500.00		500 00	
High Fives Nonprofit Foundation P O Box 3212 Truckee, CA 96160		4,500 00		4,500.00	
Leukemia & Lymphoma Society Inc 9320 SW Barbur Blvd, Suite 140 Portland, OR 97219		500.00		500 00	
Food Bank Of Contra Costa and Solano P O Box 6324 Concord, CA 94524		300 00		300.00	

Organization Name	Unpaid 12/31/10	Awarded	Returns	Paid	Unpaid 12/31/11
Alameda County Community Food Bank Inc PO Box 2599 Oakland, CA 94614		300 00		300 00	
Avon Products Foundation, Inc P O Box 1073 Rye, NY 10580		200 00		200 00	
CO DHCA Low Income Dental Program 1245 East Colfax Avenue, Suite 301 Denver, CO 80218		20,000 00		20,000 00	
American Red Cross P O Box 4002018 Des Moines, IA 50340		500 00		500 00	
Hospice of the Valley 4850 Union Ave San Jose, CA 95124		500 00		500 00	
Susan G Komen Breast Cancer Foundation P O Box 224523 Dallas, TX 75222		500 00		500 00	
American Red Cross P O Box 4002018 Des Moines, IA 50340		5,000.00		5,000 00	
Brattleboro Memorial Hospital 17 Belmont Ave Brattleboro, VT 05301		1,000.00		1,000 00	
Sinai House 3100 Military Road, NW Washington, DC 20015		2,000.00		2,000 00	
Whitman Walker Health Elizabeth Taylor Medical Center, 1701 14th St, NW Washington, DC 20009		200 00		200.00	
Georgetown University ICC Building, Room 301, 37th and O Sts NW Washington, DC 20007		500.00		500.00	
Alameda County Community Food Bank Inc. PO Box 2599 Oakland, CA 94614		200 00		200 00	
Georgetown University, Lombardi Comprehensive Cancer Center Harris Building, Suite 4000, 3300 Whitehaven Street NW Washington, DC 20007		1,500.00		1,500.00	
East Bay Community Law Center 2921 Adeline Street Berkeley, CA 94703		400 00		400 00	
HHT Foundation International P O. Box 329 Monkton, MD 21111		300 00		300 00	

Organization Name	Unpaid 12/31/10	Awarded	Returns	Paid	Unpaid 12/31/11
Catholic Charities - Oregon 2730 SE Powell Blvd #1 Portland, OR 97202		250 00		250 00	
Adaptive Sports Center PO Box 1639 Crested Butte, CO 81224		200 00		200 00	
Ashoka 1700 North Moore Street, Suite 2000 Arlington, VA 22209		1,000 00		1,000 00	
Center on Race Poverty & Environment 47 Kearny Street, Suite 804 San Francisco, CA 94108		2,500 00		2,500 00	
Heyday Institute P O Box 9145 Berkeley, CA 94709		2,000 00		2,000 00	
Lighthouse for the Blind and Visually Impaired 214 Van Ness Avenue San Francisco, CA 94102		1,000 00		1,000 00	
Heyday Institute P O Box 9145 Berkeley, CA 94709		3,000 00		3,000 00	
Giants Community Fund AT&T Park, 24 Willie Mays Plaza San Francisco, CA 94107		250.00		250 00	
Drug Policy Alliance 70 West 36th St, 16th Floor New York City, NY 10018		1,000 00		1,000 00	
Public Interest Projects Social Transformation Project 895 Rainlily Lane Boulder, CO 80304		20,000 00		20,000.00	
Air Traffic Control Education Fund Culture Group 1475 15th Street San Francisco, CA 94103		25,000.00		25,000 00	
Movement Strategy Center Rebuild the Dream 501 York St San Francisco, CA 94110		25,000 00		25,000.00	
New Israel Fund 330 Seventh Avenue, 11th Floor New York, NY 10001		360.00		360.00	
Commonweal P O Box 316 Bollinas, CA 94924		1,000 00		1,000.00	

Organization Name	Unpaid 12/31/10	Awarded	Returns	Paid	Unpaid 12/31/11
Lionheart Foundation 629 Highland Ave Needham, MA 02494		2,000 00		2,000 00	
Institute for Jewish Spirituality 330 Seventh Avenue, 19th floor New York, NY 10001		1,000 00		1,000 00	
St Juan Diego Parish 5995 NW 178th Avenue Portland, OR 97229		250 00		250.00	
Commonweal P O Box 316 Bolinaz, CA 94924		3,000 00		3,000 00	
California Interfaith Power and Light 369 Pine Street, Suite 700 San Francisco, CA 94104		1,000 00		1,000.00	
Rural Development Initiatives 150 Shelton-McMurphey Boulevard, Suite 201 Eugene, OR 97401		500.00		500 00	
Subtotal Community Welfare	0.00	133,965.00	0.00	133,965.00	0.00
<u>Culture and Arts</u>					
Sacred Works Project 3974 Crestview Drive South Salem, OR 97302		5,000 00		5,000 00	
San Diego Society of Natural History Balboa Park P O Box 121390 San Diego, CA 92112		1,000.00		1,000 00	
Willa's Workshop, Inc 1609 Millbrook Road Salt Lake City, UT 84106		1,000.00		1,000.00	
Ananse Ntentan Outreach 5566 W 118th Avenue Westminster CO 80020		1,500.00		1,500 00	
KQED, Inc 2601 Mariposa Street San Francisco, CA 94110		700 00		700 00	
Barefoot Artists, Inc 2412 Waverly Street Philadelphia, PA 19146		500.00		500.00	
Boulder Museum of Contemporary Art 1750 13th Street Boulder, CO 80302		10,000 00		10,000 00	
Brattleboro Museum and Art Center, Inc. 10 Vernon Street Brattleboro, VT 05301		1,000.00		1,000 00	

Organization Name	Unpaid 12/31/10	Awarded	Returns	Paid	Unpaid 12/31/11
KQED, Inc 2601 Mariposa Street San Francisco, CA 94110		800 00		800 00	
KQED, Inc 2601 Mariposa Street San Francisco, CA 94110		800 00		800 00	
Tides Center Opportunity Agenda 568 Broadway, Suite 302 New York, NY 10012		10,000 00		10,000 00	
WAMU 88 5 American University Radio / American University 4400 Massachusetts Ave NW Washington, DC 20016		730.00		730 00	
WETA 3939 Campbell Avenue Arlington, VA 22206		700 00		700 00	
Cutting Ball Theater 141 Taylor Street San Francisco, CA 94102		5,000 00		5,000 00	
East Bay Center for the Performing Arts 339 - 11th Street Richmond, CA 94801		200 00		200 00	
Arts Education International 745 Green Street San Francisco, CA 94133		10,000.00		10,000 00	
Museum of Contemporary Art Denver 1485 Delgany St Denver, CO 80202		20,000.00		20,000 00	
Craft Emergency Relief Fund + Artists' Emergency Resources PO Box 838 Montpelier, VT 05601		1,000.00		1,000.00	
Utah Film Center 122 South Main St. Salt Lake City, UT 84101		2,000.00		2,000 00	
KZMU, Moab Community Radio PO Box 1076 Moab, UT 84532		1,000.00		1,000 00	
Maryland Public Television 11767 Owings Mills Blvd Owings Mills, MD 21117		500 00		500 00	
New Conservatory Theatre Center 25 Van Ness Ave , L.L San Francisco, CA 94102		200.00		200 00	
Magnum Foundation P O Box 300 New York, NY 10276		5,000 00		5,000.00	

Organization Name	Unpaid 12/31/10	Awarded	Returns	Paid	Unpaid 12/31/11
American Philharmonic Orchestra P O Box 7438 Cotati, CA 94931		500 00		500 00	
Cutting Ball Theater 141 Taylor Street San Francisco, CA 94102		2,000 00		2,000 00	
Friends of the High Line 529 W 20th Street, Ste 8W New York, NY 10011		1,000 00		1,000 00	
Grabhorn Institute 1802 Hays Street, The Presidio San Francisco, CA 94129		1,000 00		1,000 00	
New Century Chamber Orchestra 665 Third Street, Suite 345 San Francisco, CA 94107		1,000 00		1,000.00	
San Francisco Conservatory of Music 50 Oak Street San Francisco, CA 94102		1,000.00		1,000 00	
Squaw Valley Community of Writers P O Box 1416 Nevada City, CA 95959		500 00		500 00	
St Mary's College of California River of Words P O Box 4350 Moraga, CA 94575		1,000.00		1,000 00	
Three Penny Review P O Box 9131 Berkeley, CA 94709		1,000.00		1,000 00	
Boulder Museum of Contemporary Art 1750 13th Street Boulder, CO 80302		10,000 00		10,000 00	
University of Colorado Foundation 4740 Walnut Street Boulder, CO 80301		10,000.00		10,000 00	
Barefoot Artists, Inc 2412 Waverly Street Philadelphia, PA 19146		10,000 00		10,000 00	
Community Ventures Midway Journey 436 14th Street, Suite 1120 Oakland, CA 94612		10,000 00		10,000 00	
The Wild Foundation Extreme Ice Survey 717 Poplar Avenue Boulder, CO 80304		10,000 00		10,000.00	

Organization Name	Unpaid 12/31/10	Awarded	Returns	Paid	Unpaid 12/31/11
Mosaic Multicultural Foundation 4218 1/2 SW Alaska, Suite H Seattle, WA 98116		1,500 00		1,500.00	
Fishtrap PO Box 38 Enterprise, OR 97828		1,500 00		1,500 00	
KQED, Inc 2601 Mariposa Street San Francisco, CA 94110		500 00		500 00	
Metanoia P O Box 493 Eugene, OR 97440		8,000 00		8,000.00	
Sausalito Library Foundation 420 Litho Street Sausalito, CA 94965		500 00		500 00	
Imagination Film Festival 1557 Los Alamos Road Santa Rosa, CA 95409		1,750 00		1,750.00	
Grist Magazine, Inc 710 Second Ave, Ste 860 Seattle, WA 98104		400 00		400 00	
eTown 1535 Spruce St Boulder, CO 80302		12,000.00		12,000 00	
Occidental Arts & Ecology Center (OAEC) 15290 Coleman Valley Road Occidental, CA 95465		1,000 00		1,000 00	
Peaceful Uprising P O. Box 207 Woodland Hills, CA 91365		2,000 00		2,000.00	
Subtotal Culture and Arts	0.00	166,780.00	0.00	166,780.00	0.00
<u>Education</u>					
Academy at Charlemont Mohawk Trail, 1359 Route 2 Charlemont, MA 01339		1,000.00		1,000 00	
Allen-Chase Foundation, Eaglebrook School 271 Pine Nook Road Deerfield, MA 01342		2,000 00		2,000 00	
Full Circle Elementary School 21 Paramenter Road Bernardston, MA 01337		1,000.00		1,000 00	
Greensboro Wonder & Wisdom Inc P O Box 300 Greensboro, VT 05841		3,000 00		3,000.00	

Organization Name	Unpaid 12/31/10	Awarded	Returns	Paid	Unpaid 12/31/11
University of Colorado Foundation 4740 Walnut Street Boulder, CO 80301		300 00		300.00	
Bethesda-Chevy Chase High School Educational Foundation P O Box 31209 Bethesda, MD 20824		240.00		240 00	
Vassar College Office of the Dean, 124 Raymond Avenue Poughkeepsie, NY 12604		35,000 00		35,000 00	
Furman University Furman University , 101-D Hipp Hall, 3300 Poinsett Highway Greenville, SC 29613		35,000.00		35,000 00	
Middlebury College Carr Hall 104 Middlebury, VT 05753		35,000 00		35,000 00	
Morehouse College 830 Westview Drive, SW Atlanta, GA 30314		35,000 00		35,000 00	
Oberlin College 70 North Professor Street, Cox 100 Oberlin, OH 44074		35,000 00		35,000 00	
Berea College Lincoln Hall 220 Berea, KY 40404		35,000 00		35,000 00	
Tufts University Ballou Hall Medford, MA 02155		35,000 00		35,000 00	
International Humanitarian Foundation PO Box 55071 Boston, MA 02205		1,000.00		1,000 00	
University of Utah 540 Arapen Drive, Suite 250 Salt Lake City, UT 84108		2,500.00		2,500.00	
Truthout 574 Carroll Street Sacramento, CA 95827		1,000.00		1,000 00	
Leadership Institute for Ecology and the Economy 555 Fifth Street, Ste 300A Santa Rosa, CA 95401		28,254 00		28,254 00	
Middlebury College Carr Hall 104 Middlebury, VT 05753		9,980 00		9,980.00	
Watershed School 205 Canyon Boulevard Boulder, CO 80302		7,000 00		7,000 00	

Organization Name	Unpaid 12/31/10	Awarded	Returns	Paid	Unpaid 12/31/11
PTA CALIFORNIA CONGRESS OF PARENTS TEACHERS & STUDENTS INC Lowell High School PTSA P O Box 320429 San Francisco, CA 94132		400 00		400 00	
Pat Tillman Foundation 2141 E Broadway Rd #115 Tempe, AZ 85282		20,000 00		20,000 00	
National Outdoor Leadership School 284 Lincoln St Lander, Wyoming 82520		1,500 00		1,500 00	
Putney School Elm Lea Farm, 418 Houghton Brook Road Putney, VT 05346		2,000 00		2,000 00	
Full Circle Elementary School 21 Paramenter Road Bernardston, MA 01337		1,500 00		1,500 00	
World Learning, Inc PO Box 676 Brattleboro, VT 05302		1,500 00		1,500 00	
Greensboro Wonder & Wisdom, Inc P O Box 300 Greensboro, VT 05841		5,000.00		5,000 00	
NAACP Legal Defense and Educational Fund, Inc 99 Hudson Street, 16th Floor New York, NY 10013		1,000 00		1,000 00	
Impact on Education 728 Front Street, Suite A Louisville, CO 80027		2,000 00		2,000 00	
Bethesda-Chevy Chase High School Educational Foundation P O Box 31209 Bethesda, MD 20824		1,000.00		1,000 00	
UC Berkeley Foundation, University Relations / Gift Administration 2080 Addison Street 4200 Berkeley, CA 94720		200 00		200 00	
Southern Poverty Law Center 400 Washington Avenue Montgomery, AL 36104		200.00		200.00	
San Diego Society of Natural History Balboa Park P O Box 121390 San Diego, CA 92112		1,000 00		1,000.00	
Impact on Education 728 Front Street, Suite A Louisville, CO 80027		5,000 00		5,000 00	
Impact on Education 728 Front Street, Suite A Louisville, CO 80027		5,000 00		5,000 00	

Organization Name	Unpaid 12/31/10	Awarded	Returns	Paid	Unpaid 12/31/11
International Community Foundation 2505 N Avenue National City, CA 91950		720 00		720 00	
Subtotal Education	0.00	350,294.00	0.00	350,294.00	0.00
<u>Environment</u>					
Friends of the River Sierra Forest Legacy P O Box 244 Garden Valley, CA 95633			(14,155 00)		
Greensboro Wonder & Wisdom, Inc P O Box 300 Greensboro, VT 05841		5,000 00		5,000.00	
Farmworker Housing Development Corporation 1274 Fifth Street Suite 1-A Woodburn, OR 97071		500 00		500 00	
Collective Heritage Institute 1607 Paseo De Peralta, Suite 3 Santa Fe, NM 87501		1,500 00		1,500 00	
Internews Network 1640 Rhode Island Ave , NW, Suite 700 Washington, DC 20036		4,000 00		4,000 00	
Social & Environmental Entrepreneurs Accountability Counsel 8 California Street, Suite 650 San Francisco, CA 94111		1,000.00		1,000 00	
E2 Foundation 11611 NE Ainsworth Circle Portland, OR 97220		500 00		500.00	
Network of Oregon Watershed Councils P O Box 40061 Eugene, OR 97404		500.00		500.00	
South Wings Inc 35 Haywood Street, Suite 201 Asheville, NC 28802		500.00		500 00	
Orion Society 187 Main Street Great Barrington, MA 01230		2,500 00		2,500 00	
Carbonfund org Foundation 1320 Fenwick Lane, Suite 206 Silver Spring, MD 20910		2,500 00		2,500.00	
Friends of the Upper Delaware River 1645 Bump Road East Branch, NY 13756		1,500.00		1,500.00	

Organization Name	Unpaid 12/31/10	Awarded	Returns	Paid	Unpaid 12/31/11
Point Reyes Bird Observatory 3820 Cypress Drive, Suite 11 Petaluma, CA 94954		8,000 00		8,000 00	
Fondo Mexicano para la Conservacion de la Naturaleza AC Damas 49, San Jose Insurgentes Mexico DF, Maxico 03900		1,000 00		1,000 00	
Freshwater Trust 65 SW Yamhill Street, Suite 200 Portland, OR 97204		1,000 00		1,000 00	
Columbia Land Trust 1351 Officers' Row Vancouver, WA 98661		6,668 00		6,668 00	
National Wildlife Refuge Association 5335 Wisconsin Ave NW, Suite 521 Washington, DC 20015		10,000 00		10,000 00	
Environmental Grantmakers Association 475 Riverside Drive, Suite 960 New York, NY 10115		8,000.00		8,000 00	
Global Greengrants Fund 2840 Wilderness Place, Suite A Boulder, CO 80301		3,000.00		3,000 00	
Earth Economics 107 N Tacoma Ave Tacoma, WA 98403		15,000.00		15,000 00	
Cathedral of St John the Divine 1047 Amsterdam Avenue New York, NY 10025		25,000 00		25,000 00	
Confluence Philanthropy 23 Black Brook Road Pound Ridge, NY 10576		5,000 00		5,000 00	
American Rivers 1101 14th Street, NW, Suite 1400 Washington , DC 20005		20,000.00		20,000 00	
Watershed Research and Training Center 1661 Alpine Avenue Boulder, CO 80304		25,000 00		25,000 00	
Lake County Resources Initiative 100 North D Street, Suite 202 Lakeview, OR 97630		30,000 00		30,000.00	
University of Oregon 5219 University of Oregon Eugene, OR 97403		20,000 00		20,000 00	
Sustainable Northwest 813 SW Alder Street, Suite 500 Portland, OR 97205		35,000 00		35,000 00	

Organization Name	Unpaid 12/31/10	Awarded	Returns	Paid	Unpaid 12/31/11
Sustainable Conservation 98 Battery Street, Suite 302 San Francisco, CA 94111		25,000 00		25,000 00	
Oregon Environmental Council 222 NW Davis St Suite 309 Portland, OR 97209		20,000 00		20,000 00	
Grand Canyon Trust 2601 N Fort Valley Road Flagstaff, AZ 86001		25,000 00		25,000 00	
Ceres, Inc 99 Chauncy Street Boston, MA 02139		30,000 00		30,000 00	
Tides Center Vote Solar 300 Brannan St, Suite 609 San Francisco, CA 94107		35,000 00		35,000 00	
Tides Center Honor the Earth 607 Main Avenue Callaway, NM 56521		10,000 00		10,000 00	
Cape Farewell 5th Floor, The Dana Centre, 165 Queen's Gate London, UK SW7 5HD		30,000 00		30,000 00	
Natural Capitalism Solutions 11823 N 75th St Longmont, CO 80503		1,500.00		1,500 00	
Internews Network 1640 Rhode Island Ave., NW, Suite 700 Washington, DC 20036		12,500 00		12,500 00	
Lemhi Regional Land Trust PO Box 871 Salmon, ID 83467		1,500 00		1,500 00	
Our Children's Trust PO Box 5181 Eugene , OR 97405		10,000.00		10,000 00	
Western Sustainability Exchange PO Box 1448 Livingston, MT 59047		500 00		500.00	
Ella Baker Center for Human Rights 1970 Broadway, Suite 450 Oakland, CA 94612		15,000 00		15,000 00	
Tides Center Sierra Forest legacy P O Box 244 Garden Valley, CA 95633		14,155 00		14,155 00	

FOREIGN CHARITY

Organization Name	Unpaid 12/31/10	Awarded	Returns	Paid	Unpaid 12/31/11
Center for an Agricultural Economy P O Box 451 Hardwick, VT 05843		5,000 00		5,000 00	
Rocky Mountain Nature Association PO Box 3100 Estes Park, CO 80517		1,800 00		1,800 00	
New Era Colorado Foundation P O Box 371364 Denver, CO 80237		5,000 00		5,000 00	
Climbers of Hueco Tanks Coalition 5337 Roger Maris El Paso, TX 79934		1,000 00		1,000 00	
Texas Parks & Wildlife Foundation 1901 N Akard Dallas, TX 75201		10,000 00		10,000 00	
SOLV 5193 NE Elam Young Pkwy, Suite B Hillsboro, OR 97124		1,000 00		1,000 00	
Wallowa Resources 401 NE 1st, Suite A Enterprise, OR 97828		1,000 00		1,000 00	
Ecotrust 721 NW 9th Avenue, Ste. 200 Portland, OR 97209		30,000 00		30,000 00	
Air Traffic Control Education Fund, Inc 1475 15th St San Francisco, CA 94103		30,000.00		30,000 00	
Western Resource Advocates 2260 Baseline Rd , #200 Boulder, CO 80302		20,000 00		20,000 00	
Community Water Center 311 W Murray Avenue Visalia, CA 93291		25,000 00		25,000 00	
Quivira Coalition 1413 Second St., Suite #1 Santa Fe, NM 87505		15,000.00		15,000.00	
American Rivers 1101 14th Street, NW, Suite 1400 Washington , DC 20005		35,000.00		35,000 00	
Freshwater Trust 65 SW Yamhill Street, Suite 200 Portland, OR 97204		25,000 00		25,000 00	
Tides Center Sierra Forest legacy P O Box 244 Garden Valley, CA 95633		30,000 00		30,000 00	

Organization Name	Unpaid 12/31/10	Awarded	Returns	Paid	Unpaid 12/31/11
Sierra Nevada Alliance PO Box 7989 South Lake Tahoe, CA 96158		30,000 00		30,000 00	
Physicians for Social Responsibility 1875 Connecticut Ave , NW, Suite 1012 Washington, DC 20009		25,000 00		25,000 00	
Union of Concerned Scientists Two Brattle Square Cambridge, MA 02238		30,000 00		30,000 00	
Mt Adams Resource Stewards P O Box 152 Glenwood, WA 98619		20,000.00		20,000 00	
Climate Solutions 1402 Third Ave, Suite 1305 Seattle, WA 98101		35,000 00		35,000.00	
Nature Conservancy - Montana 32 South Ewing Street, Suite 215 Helena, MT 59601		10,000.00		10,000.00	
Nature Conservancy - Colorado 2424 Spruce Street Boulder, CO 80302		10,000 00		10,000 00	
River Network 520 SW Sixth Avenue, Ste 1130 Portland, OR 97204		2,500 00		2,500.00	
Muir Heritage Land Trust P.O Box 2452 Martinez, CA 94553		400.00		400 00	
Pesticide Action Network North America Regional Center 1611 Telegraph Avenue, Suite 1200 San Francisco, CA 94612		300.00		300 00	
Community Water Center 311 W Murray Avenue Visalia, CA 93291		200 00		200 00	
Pesticide Action Network North America Regional Center 1611 Telegraph Avenue, Suite 1200 San Francisco, CA 94612		600.00		600 00	
Freshwater Trust 65 SW Yamhill Street, Suite 200 Portland, OR 97204		250 00		250.00	
Association of Energy and Environmental Real Estate Professionals 3082 Evergreen Parkway, Suite H Evergreen, CO 80439		11,500.00		11,500.00	
Climate Cycle 1415 W Devon Chicago, IL 60660		9,000 00		9,000 00	

Organization Name	Unpaid 12/31/10	Awarded	Returns	Paid	Unpaid 12/31/11
Global Greengrants Fund 2840 Wilderness Place, Suite A Boulder, CO 80301		1,000 00		1,000 00	
Puente a la Salud Comunitaria 24 Waterway Avenue, suite 300 The Woodlands, TX 77380		1,000 00		1,000 00	
Environmentalism Through Inspiration & Non Violent Action 9101 Hooper Avenue Los Angeles, CA 90002		750 00		750 00	
Tides Center Story of Stuff Project 1442 A Walnut Street #272 Berkeley, CA 94709		25,000 00		25,000 00	
AfterImage Public Media 39 Mesa Street, No 206 San Francisco, CA 94129		25,000 00		25,000 00	
Ocean Foundation Colorado Ocean Coalition 1990 M Street, NW, Suite 250 Washington, DC 20036		4,000.00		4,000 00	
Pacific Northwest College of Art 1241 NW Johnson St Portland, OR 97209		15,000 00		15,000 00	
Organic Consumers Association 6771 South Silver Hill Drive Finland, MN 55603		1,000.00		1,000 00	
Subtotal Environment	0.00	955,123.00	(14,155.00)	955,123.00	0.00
<u>Misc. Special Grants</u>					
Northern California Grantmakers 625 Market Street, 3rd Floor San Francisco, CA 94105		2,880.00		2,880 00	
National Committee for Responsive Philanthropy 1331 H Street NW, Suite 200 Washington, DC 20005		1,500 00		1,500.00	
Grants Managers Network Inc 1666 K Street, NW, Suite 440 Washington, DC 20006		1,500.00		1,500 00	
Grantmakers for Effective Organizations 1725 DeSales Street, NW, Suite 404 Washington, DC 20036		1,352.00		1,352 00	
Subtotal Misc Special Grants	0.00	7,232.00	0.00	7,232.00	0.00

Organization Name	Unpaid 12/31/10	Awarded	Returns	Paid	Unpaid 12/31/11
<u>Peace</u>					
University of Minnesota Interdisciplinary Center for the Study of Global Change 200 Oak Street SW, Ste 450 Minneapolis, MN 55485-5957	110,000 00			110,000.00	
Naval Postgraduate School Foundation, Inc Glasgow Hall Rm 346, 1311 Cunningham Rd Monterey, CA 93943			(62 15)		
Oxfam-America Inc 226 Causeway Street, 5th Floor Boston, MA 02114		40,000 00		40,000 00	
Brennan Center for Justice 161 Avenue of the Americas, 6th Floor New York, NY 10013		15,000 00		15,000.00	
Public Campaign 1133 - 19th Street NW, 9th Floor Washington, DC 20036		15,000 00		15,000 00	
Proteus Fund 15 Research Drive, Suite B Amherst, MA 01002		40,000 00		40,000 00	
Center for Constitutional Rights 666 Broadway, 7th Floor New York, NY 10012		400 00		400.00	
Public Campaign 1133 - 19th Street NW, 9th Floor Washington, DC 20036		500 00		500 00	
Public Campaign 1133 - 19th Street NW, 9th Floor Washington, DC 20036		65,000 00		65,000 00	
Public Campaign 1133 - 19th Street NW, 9th Floor Washington, DC 20036		2,000.00		2,000 00	
Public Citizen Foundation, Inc 1600 20th Street, NW Washington, DC 20009		2,000 00		2,000 00	
Oxfam-America Inc 226 Causeway Street, 5th Floor Boston, MA 02114		300.00		300.00	
Doctors Without Borders USA 333 7th Avenue New York, NY 10001		600 00		600 00	
Public Advocates Inc 131 Steuart Street, Suite 300 San Francisco, CA 94105		350 00		350.00	

Organization Name	Unpaid 12/31/10	Awarded	Returns	Paid	Unpaid 12/31/11
Democracy Now! Productions Inc 207 West 25th Street, 11th floor New York, NY 10001		1,000 00		1,000 00	
Project On Government Oversight 1100 G Street NW, Suite # 900 Washington, DC 20005		2,000 00		2,000 00	
Henry L. Stimson Center Global Systems Initiatives 1111 19th St , NW, 12th Floor Washington, DC 20036		17,500 00		17,500 00	
Earthjustice 50 California Street, Suite 500 San Francisco, CA 94111		400 00		400 00	
Earth Island Institute 2150 Allston Way, Suite 460 Berkeley, CA 94704		600 00		600 00	
Peacemaker Institute International 11 South Angell Street Providence, RI 02906		1,500 00		1,500 00	
Demos 220 Fifth Avenue New York, NY 10001		5,000.00		5,000 00	
Henry L. Stimson Center 1111 19th Street NW, 12th Floor Washington, DC 20036		30,000 00		30,000 00	
FCNL Education Fund 245 Second Street, N.E. Washington, DC 20002		30,000.00		30,000.00	
Center on International Cooperation / New York University 726 Broadway, Suite 543 New York, NY 10003		30,000.00		30,000.00	
Refugees International 2001 S St NW, Suite 700 Washington, DC 20009		30,000.00		30,000 00	
Human Rights Watch 350 Fifth Avenue, 34th Floor New York, NY 10118		30,000 00		30,000 00	
Bureau for International Reporting 82 Irving Place, 5F New York, NY 10003		30,000 00		30,000 00	
Tufts University Ballou Hall Medford, MA 02155		40,000 00		40,000 00	
Environmental Law Institute 2000 L St NW #620 Washington, DC 20036		30,000 00		30,000.00	

Organization Name	Unpaid 12/31/10	Awarded	Returns	Paid	Unpaid 12/31/11
Peace Direct 55 East 9th Street, Suite 10B New York, NY 10003		30,000 00		30,000 00	
Aftermath Project Inc 4900 Glenalbyn Drive Los Angeles, CA 90065		500 00		500 00	
Survivors' Truths PO Box 27774 Los Angeles, CA 90027		500.00		500 00	
Ploughshares Fund Peace and Security Funders Group 7 Elliewood Ave Charlottesville, VA 22903		7,500 00		7,500 00	
Proteus Fund 15 Research Drive, Suite B Amherst, MA 01002		1,500 00		1,500 00	
New Israel Fund 330 Seventh Avenue, 11th Floor New York, NY 10001		1,000 00		1,000 00	
National Peace Academy P O Box 306 Shelburne, VT 05482		2,000.00		2,000 00	
New Israel Fund 330 Seventh Avenue, 11th Floor New York, NY 10001		4,000.00		4,000 00	
Bulletin of the Atomic Scientists 1155 East 60th Street Chicago, IL 60637		1,000.00		1,000 00	
American Jewish World Service 45 West 36th Street New York, NY 10018		400.00		400 00	
Truman National Security Project 1050 17th St NW, Suite 375 Washington, DC 20036		20,000.00		20,000 00	
Public International Law & Policy Group 88816th Street, NW, #831 Washington, DC 20006		30,000.00		30,000.00	
PROOF Media for Social Justice 3 Parkway Street Larchmont, NY 10538		30,000 00		30,000.00	
Crisis Action 866 UN Plaza, Suite 4018 New York, NY 10017		45,000.00		45,000 00	

Organization Name	Unpaid 12/31/10	Awarded	Returns	Paid	Unpaid 12/31/11
Henry L Stimson Center 1111 19th Street NW, 12th Floor Washington, DC 20036		40,000 00		40,000 00	
Center for Strategic and International Studies 1800 K St NW, Suite 400 Washington, DC 20006		30,000.00		30,000 00	
GlobalSolutions.org 418 - 7th Street SE Washington, DC 20003		45,000.00		45,000 00	
International Center for Transitional Justice 5 Hanover Square, 24th Floor New York, NY 10004		35,000 00		35,000 00	
Eastern Mennonite University 3P Human Security 1726 M Street NW, #401 Washington, DC 20036		60,000 00		60,000 00	
Ploughshares Fund Peace and Security Funders Group 7 Elliewood Ave Charlottesville, VA 22903		1,250.00		1,250.00	
Proteus Fund 15 Research Drive, Suite B Amherst, MA 01002		1,250.00		1,250 00	
Heifer Project International, Inc 1 World Avenue Little Rock, AR 72202		6,845.00		6,845.00	
Heifer Project International, Inc 1 World Avenue Little Rock, AR 72202		480.00		480.00	
Aftermath Project Inc. 4900 Glenalbyn Drive Los Angeles, CA 90065		200 00		200 00	
Bulletin of the Atomic Scientists 1155 East 60th Street Chicago, IL 60637		1,000 00		1,000.00	
Search for Common Ground 1601 Connecticut Avenue, NW, Suite 200 Washington, DC 20009		1,000 00		1,000.00	
Friends of Tibetan Settlements in India 315 Skylark Way Boulder, CO 80303		2,000.00		2,000.00	
Friends of Tibetan Settlements in India 315 Skylark Way Boulder, CO 80303		500 00		500.00	

Organization Name	Unpaid 12/31/10	Awarded	Returns	Paid	Unpaid 12/31/11
Funders Network on Population, Reproductive Health and Rights P O Box 750 Rockville, MD 20848		1,725 00		1,725.00	
Pathfinder International 9 Galen St, Suite 217 Watertown, MA 02472		30,000 00		30,000 00	
Subtotal Peace	110,000.00	888,800.00	(62.15)	998,800.00	0.00
<u>Population</u>					
Population Reference Bureau Inc 1875 Connecticut Ave , NW, #520 Washington, DC 20009			(26,593 00)		
International Planned Parenthood Federation, Western Hemisphere Region, Inc 125 Maiden Lane, 9th Floor New York, NY 10038			(10,667 05)		
Access Fund 207 Canyon Blvd Suite 201 S Boulder, CO 80302		500.00		500.00	
Washington Office on Latin America 1666 Connecticut Ave NW, Suite 400 Washington, DC 20009		25,000 00		25,000 00	
Center for Reproductive Rights 120 Wall Street, 14th Floor New York, NY 10005		30,000 00		30,000 00	
Reproductive Health Technologies Project 1020 19th Street, NW, Suite 875 Washington, DC 20036		35,000.00		35,000.00	
New Venture Fund Groundswell Fund 436 14th St. Ste 1312 Oakland, CA 94605		35,000 00		35,000 00	
Legal Voice 907 Pine Street, Suite 500 Seattle, WA 98101		35,000 00		35,000 00	
National Family Planning & Reproductive Health Association 1627 K Street, NW Washington, DC 20006		30,000 00		30,000.00	
Center for Health and Gender Equity 1317 F Street NW Washington, DC 20004		30,000.00		30,000.00	
Reproductive Health Access Project PO Box 21191 New York, NY 10025		30,000.00		30,000 00	
Law Students for Reproductive Justice 1730 Franklin Street, Suite 212 Oakland, CA 94612		10,000 00		10,000 00	

Organization Name	Unpaid 12/31/10	Awarded	Returns	Paid	Unpaid 12/31/11
Exhale 484 Lake Park Avenue, #63 Oakland, CA 94610		15,000 00		15,000 00	
Choice USA 1317 F Street NW, Suite 501 Washington, DC 20004		10,000 00		10,000 00	
University of California at San Francisco CoreAlign 1330 Broadway Street, Suite 1100 Oakland, CA 94612		15,000.00		15,000 00	
Catholics for Choice 1436 U Street, NW, Suite 301 Washington, DC 20009		35,000 00		35,000 00	
NARAL Pro-Choice Colorado 1905 Sherman St , Ste 800 Denver, CO 80203		35,000 00		35,000 00	
Physicians for Reproductive Choice and Health 55 West 39th Street, 10th Floor New York, NY 10018		35,000.00		35,000 00	
Population Action International 1300 - 19th Street, NW, Suite 200 Washington, DC 20036		50,000.00		50,000 00	
Community Catalyst MergerWatch 30 Winter Street, 10th Floor Boston, MA 02108		35,000.00		35,000.00	
Public Health Institute 555 12th st, 10th Floor Oakland, CA 94607		40,000 00		40,000.00	
Worldwatch Institute 1776 Massachusetts Avenue, N W , Suite 800 Washington, DC 20036		10,000 00		10,000.00	
Gender Action 1875 Connecticut Ave NW, Suite 500 Washington, DC 20009		30,000.00		30,000.00	
Third Wave Foundation 25 East 21st Street, 4th Floor New York, NY 10010		35,000 00		35,000 00	
Advocates for Youth 2000 M Street, NW, Suite 750 Washington, DC 20036		50,000 00		50,000.00	
Southwest Women's Law Center 1410 Coal Avenue SW Albuquerque, NM 87104		300.00		300.00	

Organization Name	Unpaid 12/31/10	Awarded	Returns	Paid	Unpaid 12/31/11
Planned Parenthood Federation of America, Inc 434 West 33rd Street New York, NY 10001		500 00		500 00	
Women For Women 4455 Connecticut Ave , NW, Suite 200 Washington, DC 20008		5,000 00		5,000 00	
Subtotal Population	0 00	661,300 00	(37,260 05)	661,300 00	0 00
TOTAL	110,000.00	3,563,494.00	(51,477.20)	3,673,494.00	0.00

Compton Foundation Inc.

94-3142932

12/31/2011

Substantiation of Exercise of Expenditure Responsibility: The following information is provided in accordance with IRC Sec. 4945(h)(3) and Reg. 53.4945-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 12/31/11	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 5th Floor, The Dana Centre, 165 Queen's Gate London, London SW7 5HD, UK 00-1094747	\$30,000	6/14/2011	Arts/Science Expedition with artists, scientists and educators to address and raise awareness of climate change	\$30,000	No	5/31/2012	None required

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

(a) Description of Property	Manner Acquired		Date Acquired		Date Sold
Publicly-traded securities	Purchased		Various		Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
61,644,932.	60,137,733.	0.	0.	1,507,199.	

(a) Description of Property	Manner Acquired		Date Acquired		Date Sold
Partnership pass through	Purchased		Various		Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	457,639.	0.	0.	<457,639.>	

(a) Description of Property	Manner Acquired		Date Acquired		Date Sold
Dispositions of furniture & equipment	Purchased		Various		Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	171,047.	0.	170,319.	<728.>	

Net Gain or Loss from Sale of Assets	1,048,832.
Capital Gains Dividends from Part IV	0.
Total to Form 990-PF, Part I, line 6a	1,048,832.

Form 990-PF	Other Income	Statement	2
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Partnership income	<203,785.>	<203,785.>	
Lending income	492.	492.	
Total to Form 990-PF, Part I, line 11	<203,293.>	<203,293.>	

Form 990-PF	Legal Fees			Statement 3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Consultations	4,400.	0.		4,400.
To Fm 990-PF, Pg 1, ln 16a	4,400.	0.		4,400.

Form 990-PF	Accounting Fees			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Audit and tax preparation	31,525.	15,763.		15,762.	
To Form 990-PF, Pg 1, ln 16b	31,525.	15,763.		15,762.	

Form 990-PF	Other Professional Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Investment management and advisory	305,076.	305,076.			0.
Program consultants	94,990.	0.			94,990.
Payroll processing	14,739.	0.			14,739.
Computer consulting	4,792.	294.			4,498.
To Form 990-PF, Pg 1, ln 16c	419,597.	305,370.			114,227.

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Foreign tax withheld	41,603.	41,603.			0.
Excise tax on investment income	11,500.	0.			0.
To Form 990-PF, Pg 1, ln 18	53,103.	41,603.			0.

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Banking fees	23,211.	23,211.			0.
Office expense	76,109.	1,299.			77,141.
Professional development	4,679.	287.			4,392.
Other partnership expenses	149,697.	149,697.			0.
To Form 990-PF, Pg 1, ln 23	253,696.	174,494.			81,533.

Form 990-PF	Depreciation of Assets Not Held for Investment			Statement	8
Description	Cost or Other Basis	Accumulated Depreciation	Book Value	Fair Market Value	
Furniture and equipment	122,709.	28,520.	94,189.	94,189.	
Leasehold improvements	9,732.	933.	8,799.	8,799.	
Trademark	14,280.	0.	14,280.	14,280.	
Art	1,599.	0.	1,599.	1,599.	
To 990-PF, Part II, ln 14	148,320.	29,453.	118,867.	118,867.	

Form 990-PF	U.S. and State/City Government Obligations	Statement	9
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Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
Schedule	X		795,975.	860,176.
Total U.S. Government Obligations			795,975.	860,176.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			795,975.	860,176.

Form 990-PF	Corporate Stock	Statement	10
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Description	Book Value	Fair Market Value
Schedule	38,428,707.	39,666,930.
Total to Form 990-PF, Part II, line 10b	38,428,707.	39,666,930.

Form 990-PF	Corporate Bonds	Statement	11
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Description	Book Value	Fair Market Value
Schedule	11,302,330.	11,617,730.
Total to Form 990-PF, Part II, line 10c	11,302,330.	11,617,730.

Form 990-PF	Other Investments	Statement	12
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Description	Valuation Method	Book Value	Fair Market Value
Schedule - LLC	COST	6,085,466.	6,781,355.
Investment cash funds	COST	304,540.	304,540.
Total to Form 990-PF, Part II, line 13		6,390,006.	7,085,895.

COMPTON FOUNDATION
94-3142932
Year ended December 31, 2011
RECAP OF INVESTMENTS

DESCRIPTION	Key	Basis	Market
METWEST - see detail, Investments pp 2-16			
U S Government obligations	G	657,702	712,735
US Federal Agencies	G	138,273	147,441
Inflation index bonds	D		
Mortgage backed securities	D	2,999,737	3,185,832
Collateralized mortgage obligations	D	3,659,387	3,664,296
Asset backed securities	D	1,239,772	1,208,168
Municipal obligations	D	276,865	321,765
TBA	D	341,843	345,941
Corporate bonds	D	2,436,260	2,546,349
Foreign bonds and notes	D	348,466	345,379
Cash and short term investments	C	(273,902)	(273,902)
		<u>11,824,403</u>	<u>12,204,004</u>
MUNDER - see detail, Investments pp 17-23			
Equities	E	11,616,158	12,567,287
Short-term investments	C	172,364	172,364
		<u>11,788,522</u>	<u>12,739,651</u>
STATE STREET - see detail, Investments pp 24-27			
Cash and equivalents	C	406,078	406,078
Foreign equities	E	11,070,469	11,695,294
		<u>11,476,547</u>	<u>12,101,372</u>
NEUBERGER BERMAN, 514557 583 sh			
Equity Fund Series, Socially Resp Fund	E	13,281,297	12,663,262
GRANT SECURITIES			
1500 sh Coronado Oil	E	52,093	-
GLOBAL ENVIRONMENT CAPITAL COMPANY, LLC			
Partnership ID #33-0383489	LP	1,135,921	2,018,669
GEEMF III, LP			
Partnership ID #98-0528277	LP	3,518,473	2,772,478
NEOGAS - Brazil Holdings	LP	589,251	936,104
GEF TECHNOLOGY MANAGERS CO., LLC			
Partnership ID #52-2228392	LP	2,792	2,681
LEGACY VENTURES V (QP), LLC			
Partnership ID #26-3913174	LP	839,029	1,051,423
REALTY ASSOCIATES FUND VI			
	E	<u>2,408,690</u>	<u>2,741,087</u>
TOTALS		<u>56,917,018</u>	<u>59,230,731</u>
Summary:			
Cash management funds	C	304,540	304,540
Debt securities	D	11,302,330	11,617,730
Equity securities	E	38,428,707	39,666,930
Govt securities	G	795,975	860,176
Limited partnership	LP	6,085,466	6,781,355
		<u>56,917,018</u>	<u>59,230,731</u>

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425,000	UNITED STATES TREAS BDS DTD 00223 4.375% 05/15/2041 912810QQ4	500,899.85	130.297	553,762.25	53,062.40	3.358
	TOTAL US GOVERNMENT OBLIGATIONS	957,701.81		712,734.90	55,033.29	
	INFLATION INDEX BONDS					
105,000	UNITED STATES TREAS BDS 2 125% 02/15/2041 912810QP6	138,273.44	140.42	147,441.00	9,167.58	1.513
	MORTGAGE BACKED SECURITIES					
90,794.45	FEDERAL NATL MTG ASSN POOL #735646 4.5% 07/01/2020 31402RHX0	90,326.29	107.013	97,161.86	6,835.57	4.205
64,692.74	FEDERAL NATL MTG ASSN GTD MTG POOL NBR AL0600 4.303% 07/01/2021 3138EGU28	70,975.01	111.275	71,986.85	1,011.84	3.887
19,310.48	FEDERAL NATL MTG ASSN POOL #254232 6.5% 03/01/2022 31371KLM1	18,294.11	111.316	21,495.63	3,201.52	5.839
170,385.58	FEDERAL NATL MTG ASSN GTD MTG PA POOL NBR AD3830 4.5% 04/01/2025 3141BRHG9	177,413.96	108.232	184,411.70	6,997.74	4.158
122,387.8	FEDERAL HOME LN MTG CORP PARTN C GROUP NBR J1-3884 3.5% 12/01/2025 3128PTJ55	121,240.42	105.01	128,519.43	7,279.01	3.333
150,879.08	FEDERAL NATL MTG ASSN GTD MTG POOL NBR AH3428 3.5% 01/01/2028 3138A4Y25	151,209.14	105.855	159,713.05	8,503.91	3.308
13,777.48	FEDERAL NATL MTG ASSN POOL #846894 VARIABLE 1.915% 05/01/2032 31390HUH6	13,694.80	101.279	13,953.69	258.89	1.891
42,658.88	FEDERAL NATL MTG ASSN POOL #655928 7% 08/01/2032 31380TVV8	39,402.74	116.275	49,601.62	10,198.88	6.020



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23,962.73	FEDERAL NATL MTG ASSN POOL #555177 VARIABLE 2.302% 01/01/2033 31385WXE4	23,191.52	104.598	25,057.35	1,865.83	2.201
.01	FEDERAL HOME LN MTG CORP GOLD POOL #G01611 4% 09/01/2033 31283HYG4	0.01	105.612	0.01	0.00	0.000
117,680.93	FEDERAL NATL MTG ASSN POOL #254888 5% 09/01/2033 31371LCD9	114,362.77	108.144	127,264.86	12,912.09	4.623
105,380.88	FEDERAL HOME LN MTG CORP GOLD POOL #G01864 5% 01/01/2034 31281XB90	102,219.45	107.66	113,453.06	11,233.61	4.644
19,845.88	FEDERAL HOME LN MTG CORP GOLD POOL #G01873 5.5% 04/01/2034 31283HZE4	19,123.03	110.988	22,026.32	2,903.29	4.955
21,328.29	FEDERAL HOME LN MTG CORP GOLD POOL #A33262 5.5% 02/01/2035 31297NTT3	20,884.15	110.988	23,671.84	2,787.69	4.956
140,884	FEDERAL NATL MTG ASSN POOL NBR 889117 5% 10/01/2035 31410GYN7	150,547.77	108.144	152,357.59	1,809.82	4.623
45,158.61	FEDERAL NATL MTG ASSN VAR POOL #841031 5.284% 11/01/2035 31407ULL9	45,200.96	107.671	48,622.73	3,421.77	4.908
122,200.25	FEDERAL HOME LN MTG CORP POOL #G01974 5% 12/01/2035 3128LXFP0	116,052.05	107.597	131,483.80	15,431.75	4.647
53,694.72	FEDERAL HOME LN MTG CORP VAR POOL# 1J0045 5.089% 01/01/2036 3128LUBN5	52,901.90	108.563	57,218.70	4,316.80	4.757
77,740.28	FEDERAL HOME LN MTG CORP GOLD POOL #A52339 6.5% 09/01/2036 3128KES48	79,331.55	112.79	87,683.26	8,351.71	5.763
135,311.26	FEDERAL NATL MTG ASSN GTD MTG PA POOL NBR AD0249 5.5% 04/01/2037 31418MH39	146,685.87	109.316	147,916.86	1,230.99	5.031



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131,070.1	FEDERAL HOME LN MTG CORP GOLD POOL #G04079 5.5% 03/01/2038 3128M52L3	132,340.33	110.988	145,472.08	13,131.75	4.955
167,636.12	FEDERAL HOME LN MTG CORP PARTN C GOLD POOL #G04708 5.5% 09/01/2038 3128M6R34	168,762.45	110.988	188,055.98	17,293.53	4.955
114,847.88	FEDERAL HOME LN MTG CORP PARTN C GROUP NBR G0-6242 4 5% 09/01/2040 3128M8HT4	117,530.64	108.212	124,279.19	6,748.55	4.158
79,419.25	FEDERAL NATL MTG ASSN GTD MTG PA POOL NBR AB1613 4% 10/01/2040 31416WYK2	80,908.35	106.096	84,260.65	3,352.30	3.770
128,373.45	FEDERAL HOME LN MTG CORP PARTN C GROUP NBR A9-5822 GOLD POOL 4% 12/01/2040 312844PF2	133,167.39	105.549	135,498.89	2,329.50	3.780
86,648.22	FEDERAL HOME LN MTG CORP PARTN C GOLD POOL # A9-6411 4% 01/01/2041 312845DQ8	85,504.17	105.924	91,781.28	6,277.09	3.776
115,480.81	FEDERAL NATL MTG ASSN GTD MTG POOL NBR AL0149 4% 02/01/2041 3138EGEX8	116,076.26	105.784	122,180.22	6,083.96	3.781
90,268.04	FEDERAL HOME LN MTG CORP PARTN C GOLD POOL #G0-6361 4% 03/01/2041 3128M8MJ0	88,843.51	108.174	95,641.19	6,997.68	3.767
87,358.96	FEDERAL HOME LN MTG CORP PARTN C GROUP NBR G0-6354 4% 04/01/2041 3128M8MB7	86,268.97	105.924	92,534.10	6,267.13	3.776
78,686.37	FEDERAL HOME LN MTG CORP PARTN C GOLD POOL # G0-6620 4 5% 07/01/2041 3128M8VN3	81,969.06	106.025	83,427.22	1,458.16	4.244
79,563.174	FEDERAL HOME LN MTG CORP PARTN GROUP NBR Q0-4090 GOLD POOL 4% 10/01/2041 3132GKF76	82,654.59	105.924	84,297.68	1,643.09	3.776



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198,852.19	FEDERAL HOME LN MTG CORP PARTN GROUP NBR Q0-4091 GOLD POOL 4% 10/01/2041 3132GKF84	206,340.22	105.549	206,886.50	3,546.28	3.790
64,797.17	FEDERAL NATL MTG ASSN GTD MTG PA POOL NBR AB3866 3.5% 11/01/2041 31417AJL4	66,325.98	102.997	66,739.14	413.16	3.398
	TOTAL MORTGAGE BACKED SECURITIES	2,999,737.42		3,185,632.31	186,094.89	
	COLLATERALIZED MTG OBLIGATIONS					
111,447.3	NCUA GTD NTS TR 2010-R2 CMO 55525% 11/08/2017 62888UAA8	111,458.24	100.00	111,447.30	10.94-	0.555
89,407.07	NCUA GTD NTS TR 2011-R2 SR NT CMO .66% 02/08/2020 62889CAA7	89,407.07	100.00	89,407.07	0.00	0.660
64,862.1	NCUA GTD NTS TR 2010-R2 CMO 66525% 11/05/2020 62888UAB6	64,862.10	100.00	64,862.10	0.00	0.655
64,497.67	NCUA GTD NTS TR 2010-R3 CMO SR I-A NT .80528% 12/08/2020 62888WAA4	64,497.67	100.375	64,739.54	241.87	0.802
17,830.8	COUNTRYWIDE ALTERNATE LOAN INC 2004-J6 MTG PASSTHRU GTF CL 2-A-1 6.5% 11/25/2031 12867FRG2	18,644.54	102.9514	18,357.06	287.48-	8.314
20,908.7	RESIDENTIAL ASSET MTG PRODS CMO SER 2004 SL1 CL A8 6.5% 11/25/2031 760985W98	21,880.11	100.7639	21,072.60	807.51-	6.449
29,317.63	MASTR SEASONED SECURITIZATION 2005-1 MTG PASSTHRU GTF CL 4-A-1 2.45079% 10/25/2032 55265WCK7	30,013.20	89.9387	26,367.90	3,645.30-	2.725
215,000	FEDERAL HOME LN MTG CORP CMO 5% 05/15/2033 31395MBG3	206,240.43	105.9341	227,758.25	21,517.82	4.720
165,000	FEDERAL HOME LN MTG CORP SER 2733 CL ME 5% 01/15/2034 31394NUA4	153,978.52	112.5112	185,643.55	31,665.03	4.444



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200,000	FEDERAL NATL MTG ASSN CMO 5.5% 08/25/2034 31394V3J7	197,117.19	109.548	219,092.00	21,974.81	5.021
46,570.82	BANK AMER FDG CORP VAR SERIES 2004-A CL 1A3 CMO 5.34844% 09/20/2034 06051GAX7	46,354.51	100.7906	46,939.11	584.60	5.308
41,023.82	FIRST HORIZON MTG PASSTHRU TR VAR SER 2004-AR5 CL 2A1 CMO 2.63088% 10/25/2034 32051D6N7	41,575.40	92.9537	38,133.16	3,442.24	2.830
40,516.81	INDYMAC MBS INC 2004-AR6 MTG PASSTHRU CTF CL 6-A-1 2.72231% 10/25/2034 45660NY25	41,459.87	90.3187	36,594.66	4,865.21	3.014
80,340.81	GREENWICH CAP COML FDG CORP 2002-C1 COML MTG PASSTHRU CTF CL A-4 4.948% 01/11/2035 396768BF5	64,102.68	101.6493	61,336.01	2,766.67	4.868
207,182.75	COUNTRYWIDE INC 2005-1 CHL MTG PASSTHRU CTF CL 2-A-1 .5836% 03/25/2035 12669GRQ6	83,909.00	50.2401	104,088.82	20,179.82	1.182
59,808.89	J P MORGAN MTG TR 2005-A3 MTG PASSTHRU CTF CL 3-A-3 4.9023% 08/25/2035 466247PZ0	59,752.83	97.2604	58,170.37	1,582.46	5.041
95,635.82	COUNTRYWIDE ALTERNATE LOAN INC CMO VAR 1.56778% 08/25/2035 12867GN33	96,374.27	49.1815	47,035.13	49,339.14	3.188
64,597.45	J P MORGAN MTG TR 2005-A5 MTG PASSTHRU CTF CL 3-A-2 5.30042% 08/25/2035 466247SK0	65,011.28	96.9457	62,624.45	2,386.83	5.467
138,582.47	AMERICAN HOME MTG INVT TR CMO VARIABLE 5.282% 12/25/2035 02860TJG9	70,688.86	57.885	80,206.89	9,540.03	9.142
215,000	WASHINGTON MUTUAL 2005-AR16 MTG PASSTHRU CTF CL 1A4A 2.46898% 12/25/2035 92922F6Z6	211,979.28	77.3334	168,268.81	45,712.47	3.194



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85,000	SALOMON CMO 4.865% 03/18/2036 79548CCQ7	83,708.40	100.9185	85,780.73	2,072.33	4.821
210,000	J.P. MORGAN MTG TR CMO 5.53512% 04/25/2036 466247J53	210,959.76	74.4463	156,337.23	54,622.53-	7.435
55,559.37	WELLS FARGO MTG BACKED SECS 2008 CMO 2.66393% 04/25/2036 94863VAC9	51,670.20	89.4744	49,711.41	1,958.79-	2.977
75,000	GREENWICH CAP COML FDG CORP 2004-GG1 COML MTG PASSTHRU CTF CLA-7.5317% 06/10/2036 396789FT1	81,813.29	106.599	79,928.75	1,886.54-	4.989
101,283.21	HARBORVIEW MTG LN TR 2008-3 CMO 5.58048% 06/19/2036 41161QAB7	46,341.66	50.4408	51,083.11	4,751.45	11.063
85,890.96	CSMC MTG BACKED TR 2006-6 CMO VAR 8.636% 07/25/2036 22942JAN5	51,212.51	34.4605	29,598.45	21,614.06-	2.593
81,861.62	INDYMAC INDX MTG LN TR 2007-AR5 CMO 4.76985% 05/25/2037 45669EAA4	53,210.04	37.4982	30,896.63	22,513.41-	12.720
123,452.54	ALTERNATIVE LN TR 2007-22 CMO 8.5% 09/25/2037 02151BBG2	65,429.84	66.3041	81,854.10	16,424.26	9.803
65,000	COMMERCIAL MTG TR 2006-GG7 CMO 5.8923% 07/10/2036 20173MAE0	70,408.20	111.0915	72,209.48	1,801.28	5.296
281,679.72	GOVERNMENT NATL MTG ASSN GTD REM CMO VAR 6.05% 08/16/2036 38374TDP6	27,442.01	14.4599	40,730.72	13,288.71	41.840
65,000	COMMERCIAL MTG TR 2007-GG9 CMO 5.444% 03/10/2039 20173QAE1	58,979.10	108.2386	70,355.09	13,375.99	5.030
30,000	CREDIT SUISSE COML MTG TR SER 20 CMO 5.311% 12/15/2039 22545LAD1	24,427.73	108.7345	32,020.35	7,592.62	4.976
40,000	MORGAN STANLEY CAP I TR 2008-TOP CMO 5.81407% 08/12/2041 61749MAV1	44,193.75	114.2339	45,893.58	1,499.81	5.090



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65,000	WACHOVIA BANK COML MTG TR CMO 5.118% 07/15/2042 9287864Q3	70,413.28	109.6325	71,261.13	847.85	4.668
65,000	BANC AMER COML MTG INC SER 2005-2 CL A5 4.857% 07/10/2043 05947UM21	69,616.02	108.3163	70,405.60	789.58	4.484
65,000	MERRILL LYNCH SER 2005-LC1 CL A4 5.291% 01/12/2044 59022HNG2	71,733.59	110.6006	71,890.39	156.80	4.784
45,000	MORGAN STANLEY CAP I TR 2006-HQ9 CMO 5.731% 07/12/2044 61750CAF4	49,405.08	110.6576	49,795.92	390.84	5.179
95,000	GS MTG SECS TR 2011-GC5 CMO 3.707% 08/10/2044 36191YBB3	95,943.89	104.4429	99,220.76	3,276.87	3.549
45,000	WFRBS COML MTG TR 2011-C5 CMO 3.687% 11/15/2044 92836JBB9	45,448.40	103.9275	48,767.38	1,320.98	3.528
85,000	J P MORGAN CHASE COML MTG SECS T CMO 6.07151% 04/15/2045 46828FAF8	75,238.28	112.2331	95,398.14	20,159.86	5.410
159,148.51	WAMU MTG PASS THRU CTF5 SER 2007 CMO VAR 9875% 05/25/2047 93384CAA6	104,242.26	57.1078	90,886.21	13,356.05	1.729
60,000	J P MORGAN CHASE COML MTG SECS T CMO 5.44% 06/12/2047 46828YAC3	63,412.50	107.1812	84,308.72	896.22	5.076
65,000	MORGAN STANLEY CAP I INC CMO 4.89% 08/12/2047 61745M5G4	69,248.87	109.0441	70,878.57	1,631.80	4.484
139,000	POPULAR ABS MTG PASS THRU TR 200 ABS VAR 6036% 06/25/2047 73316NAC9	82,010.00	37.049	51,498.11	30,511.89	1.629
70,000	CITIGROUP COML MTG TR 2006-C5 CMO 5.431% 10/15/2049 17310MAED	75,498.09	111.0733	77,751.31	2,255.22	4.890
75,000	CITIGROUP COML MTG TR 2007-C6 CMO 5.6983% 12/10/2049 17311QBK5	47,910.94	110.2503	82,687.73	34,776.79	5.170



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15,000	COMM 2007-C9 MTG TR CMO 5.81367% 12/10/2049 20047RAE3	16,400.98	111.6225	16,743.38	342.40	5.208
135,000	MORGAN STANLEY CAPITAL CMO 5.809% 12/12/2049 61756UAE1	115,788.87	110.113	148,652.55	32,863.68	5.275
	TOTAL COLLATERALIZED MTG OBLIGATIONS	3,659,386.59		3,664,296.39	4,909.80	
	ASSET BACKED SECURITIES					
54,917.78	NCUA GTD NTS TR 2010-R3 ABS .7669% 12/08/2020 62866WAB2	54,917.78	100.408	55,140.75	222.97	0.797
28,812.01	NORTHWEST AIRLINES INC PASS THRU TR CTF ABS SER 01-1 7.041% 04/01/2022 667294AW2	30,108.55	106.00	30,540.73	432.18	6.642
3,756.69	FIRST ALLIANCE MTG TR SER 1994-3 CL A-1 ABS 7.825% 10/25/2025 31846LAL0	3,895.16	95.1159	3,573.21	321.95-	8.227
34,453.57	CONSECO FINANCE ABS SER 2001 D CL A5 8.69% 11/15/2032 20847TBH3	38,808.73	100.8882	34,758.90	2,049.83-	6.631
113,532.7	RESIDENTIAL ASSET MTG PRODS ABS SER 2003 RS11 CLASS A16A 5.96% 12/25/2033 760985K26	113,530.80	91.7423	104,157.51	9,373.29-	8.518
45,000	BRAZOS HIGHER ED AUTH INC STUDENT LN ASSET BKD NT SER 2010-1 CL A-2 FLTG 1 5115% 02/25/2035 .10620NCE8	43,013.67	93.77	42,198.50	817.17-	1.612
45,000	EDUCATIONAL FDG SOUTH INC NT CL A-2 FLTG RATE 1 06833% 04/25/2035 28148WAB9	42,393.16	92.1188	41,453.45	939.71-	1.160
45,114.24	COUNTRYWIDE INC 2005-4 ASSET BKD CTF CL MV-1 FLTG RATE .70472% 05/25/2035 126673Q70	37,557.62	96.7839	43,663.32	6,105.70	0.728



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74,880.48	MASTRASSET BACKED SECS TR ABS A-2D FLTG RATE 6636% 08/25/2035 57643LJV8	70,013.25	93.9869	70,377.84	364.59	0.708
80,000	NEW CENTURY HOME EQUITY ABS VAR 7236% 08/25/2035 64352VKT7	64,200.00	80.5396	64,431.68	231.68	0.898
142,809.85	MID-STATE TR VI SER 6 CL A4 ABS 779% 07/01/2035 59546NAD5	143,248.07	97.7572	139,608.91	3,641.16	7.969
59,857.89	PARK PL SECS INC ABS VAR .6336% 09/25/2035 70069FKD8	57,613.23	98.2482	57,612.14	1.09	0.658
36,499.87	LEHMAN XS TR ABS VAR .5536% 11/25/2035 525221CV7	35,997.99	95.7055	34,932.38	1,065.61	0.578
110,000	CENTEX HOME EQUITY LN TR 2008-A ABS VAR .5436% 08/25/2036 16231AAD8	75,625.00	52.5714	57,828.54	17,796.46	1.034
45,000	BRAZOS HIGHER ED AUTH INC ABS VAR 1.247% 10/27/2036 10620NCL0	42,739.58	89.9236	40,485.63	2,273.93	1.387
135,000	CITIGROUP MTG LN TR 2007-WFHE1 ABS VAR .45825% 01/25/2037 17311CAU5	72,900.00	41.9508	56,633.58	16,266.42	1.088
125,000	QITICORP RESIDENTIAL MTG TR SER ABS 8.046% 03/25/2037 173109AE9	85,312.50	84.309	80,388.25	4,926.25	9.401
175,000	J P MORGAN MTG ACQUISITION TR 20 ABS VAR .4036% 05/25/2037 46831KAC9	73,937.50	69.7354	122,036.95	48,099.45	0.579
108,200	MERRILL LYNCH FIRST FRANKLIN MTG ABS VAR .4736% 08/25/2037 59024VAG4	65,731.50	35.2801	38,173.07	27,558.43	1.342
45,000	SJM STUDENT LN TR 2005-5 STUDENT LN-BKD NT CL ABS 1.02375% 10/25/2040 78442GPR1	40,851.58	89.5273	40,287.29	564.27	1.144



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45,000	SLM STUDENT LN TR 2008-5 NT FLT G RATE CL AS-B ABS .3938% 10/25/2040 83148EAJ6	39,234.60	84.3965	37,977.98	1,256.62-	0.487
12,250.82	CWABS ASSET BACKED CTF TR 2007-9 ABS VAR .3536% 08/25/2047 12870FAB6	10,141.38	97.4125	11,933.83	1,792.45	0.383
	TOTAL ASSET BACKED SECURITIES	1,239,771.61		1,208,168.44	31,603.17-	
	MUNICIPAL OBLIGATIONS					
15,000	CALIFORNIA ST UTGO 5.85% 04/01/2016 13063A5D2	16,499.85	112.574	16,888.10	388.25	5.285
40,000	ILLINOIS ST TAXABLE 5.665% 03/01/2018 452152HT1	40,000.00	106.428	42,571.20	2,571.20	5.323
50,000	ILLINOIS ST TXBL 5.1% 06/01/2033-2024 452151LF8	39,854.00	90.764	45,382.00	5,428.00	5.619
90,000	LOS ANGELES CA DEPT WTR & PWR TAXABLE-SYS-SER C- BUILD AMERICA BONDS 6.008% 07/01/2039 544525NZ7	90,000.00	117.35	105,615.00	15,615.00	5.120
50,000	CALIFORNIA ST UTGO TAXABLE-VAR PURP- BUILD AMERICAN BONDS 7.3% 10/01/2039 13063A7D0	50,411.50	118.243	59,121.50	8,710.00	6.174
40,000	BAY AREA TOLL AUTH CA BUILD AMERICA BONDS TAXABLE-SAN FRAN BAY AREA-F-2.6263% 04/01/2049 072024ND0	40,000.00	130.472	52,188.80	12,188.80	4.800
	TOTAL MUNICIPAL OBLIGATIONS	276,865.35		321,764.80	44,899.25	
	TBA					
335,000	TBA 3% 01/01/2028 01F030413	341,843.20	103.268	345,941.10	4,097.90	2.905



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CORPORATE BONDS						
5,394.16	POWER RECEIVABLES FINANC SER REGS 6.29% 01/01/2012 U7317GAA2	5,867.86	100.00	5,394.16	473.80-	6.290
150,000	UNITED DOMINION RLTY TR 5% 01/15/2012 91019PCN0	145,324.50	100.072	150,108.00	4,783.50	4.996
10,000	MORGAN STANLEY ST DEAN WITTER 6.8% 04/01/2012 617448HC6	10,582.60	100.832	10,083.20	499.40-	8.546
35,000	AQUILA INC SR NT 11.875% 07/01/2012 03840PAC8	40,670.00	105.011	36,753.85	3,916.15-	11.308
95,000	CITIGROUP INC 6.5% 08/19/2013 17287EU1	91,903.00	104.096	98,891.20	6,988.20	6.244
70,000	GENERAL ELEC CAP CORP 5.9% 05/13/2014 36862G4C5	69,922.30	109.515	76,660.50	6,738.20	5.387
100,000	MORGAN STANLEY 6% 05/13/2014 61747YCF0	99,810.00	100.971	100,971.00	1,161.00	5.942
45,000	BANK AMER FDG CORP 7.375% 05/15/2014 08051GDY2	45,000.00	103.686	48,658.70	1,658.70	7.113
70,000	CAPITAL ONE FINL CORP SR NT 7.375% 05/23/2014 140401A84	72,435.30	109.871	76,909.70	4,474.40	6.712
50,000	GENERAL ELEC CAP CORP VARIABLE RATE 8.0625% 09/15/2014 36862GK94	35,000.00	95.932	47,966.00	12,966.00	0.840
45,000	GOLDMAN SACHS GROUP INC 5% 10/01/2014 38143UAW1	37,815.30	101.367	45,615.15	7,799.85	4.933
35,000	MORGAN STANLEY 4.2% 11/20/2014 61747YCK9	34,988.00	98.444	33,755.40	1,230.60-	4.355
55,000	HEALTH CARE PPTY OPT TO REMARKET SEC IN 8.05 7.072% 09/08/2015 421915AG4	62,674.70	108.949	59,921.95	2,752.75-	6.491



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45,000	HEALTH CARE PPTY 6.3% 08/15/2016 421915EG0	48,674.15	109.718	49,373.10	301.05-	5.742
100,000	BARCLAYS 5% 08/22/2016 08739FGF2	99,871.00	103.586	103,566.00	3,695.00	4.828
.02	CONTINENTAL AIRLIS PASS THRU DUE 04/01/2015 LEGAL FINAL MTY SER 9 7.461% 10/01/2016 210805BD8	0.02	99.75	0.02	0.00	0.000
40,000	GOLDMAN SACHS 5.75% 10/01/2016 38141GER1	44,012.00	103.886	41,474.40	2,537.60-	5.546
60,000	BANK OF AMERICA CORP 5.625% 10/14/2016 060505CS1	60,000.00	95.938	57,562.80	2,437.20-	5.883
61,428.51	UAL INC & UNITED AIR LINES INC 10.4% 11/01/2016 902552AB4	61,428.51	110.62	67,952.22	6,523.71	9.402
80,000	HEALTHCARE RLTY TR INC 8.5% 01/17/2017 42258AA4	79,458.40	107.384	85,915.20	6,456.80	6.052
25,000	MERRILL LYNCH 8.95% 05/18/2017 59018YD65	25,000.00	100.091	25,022.75	22.75	8.942
125,000	MERRILL LYNCH 9.57% 08/08/2017 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	102,462.10	99.811	89,829.80	12,652.20-	7.514
57,659.59	CONTINENTAL AIRLIS PASS THRU SER 1987 4A 6.9% 01/02/2018 210805BU0	54,024.58	104.12	60,034.11	6,009.53	6.627
30,000	HCP INC 6.7% 01/30/2018 40414LAA7	33,087.30	111.162	33,348.60	261.30	6.027
70,000	BEAR STEARNS 7.25% 02/01/2018 073602RU4	65,756.25	117.235	82,064.50	16,308.25	6.184
35,000	KANSAS CITY PWR & LT CO 6.375% 03/01/2018 485134BK5	35,000.00	116.562	40,796.70	5,796.70	5.469



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70,000	CITIGROUP INC 6.125% 05/15/2018 172867ES6	61,791.80	108.436	74,505.20	12,713.40	5.755
70,000	GENERAL ELEC CAP CORP TRANCHE # TR 00749 705% 06/07/2018 36962GX66	63,776.30	87.841	61,486.70	2,287.60	0.803
74,000	SOUTHWESTERN ELEC 6.45% 01/15/2019 845437BK7	73,906.78	116.731	86,380.94	12,474.18	5.526
45,000	GOLDMAN SACHS GROUP INC 7.5% 02/15/2019 38141EA25	44,135.10	110.441	49,698.45	5,563.35	6.791
32,537.72	CONTINENTAL AIRLIS PASS THRU SER 99.2 CL A 1.7256% 03/15/2020 210805CT2	32,631.43	106.00	34,489.98	1,858.55	6.845
75,000	BERKSHIRE HATHAWAY SR NT 3.75% 08/15/2021 084670BC1	74,994.00	103.905	77,928.75	2,934.75	3.609
29,000	WILLIAMS CO COS 7.875% 09/01/2021 989457BG4	31,362.50	123.073	35,691.17	4,298.67	6.399
75,000	EL PASO PIPELINE PARTNERS OPER C 5% 10/01/2021 28370TAE9	74,502.75	102.921	77,190.75	2,688.00	4.858
70,000	HEALTH CARE REIT NT 5.25% 01/15/2022-2021 42217KAW6	69,537.30	97.97	68,579.00	958.30	5.359
20,000	BARNETT CAP III 1.05444% 02/01/2027-2008 06808NAE0	14,675.00	72.225	14,445.00	230.00	1.460
30,000	FIRST CHICAGO NBD CAP I PFD SECS FLTG RATE .87944% 02/01/2027-2008 31945HAA3	21,600.00	69.089	20,726.70	873.30	1.418
170,000	J.P. MORGAN CHASE CAP XIII VAR FLOATS QTLY US LIB+95 SER M 1.52925% 09/30/2034-2014 46626YAA0	132,200.00	68.506	118,460.20	15,738.80	2.232



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COMPTON FOUNDATION -
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MANAGEMENT LLC -ADVISOR

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UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
25,000	GENERAL ELEC CAP CORP 6.875% 01/10/2039 36882G4B7	24,619.50	119.803	29,950.75	5,331.25	5.739
25,000	HEALTH CARE REIT NT 6.5% 03/15/2041-2040 42217KAX4	24,617.00	100.196	25,049.00	432.00	8.487
30,000	AT&T INC 5.55% 08/15/2041 00206RBA9	29,800.80	117.742	35,322.60	5,521.80	4.714
75,000	SOUTHERN 3.44694% 11/01/2066-2011 844030AH9	75,294.00	93.25	69,937.50	5,356.50-	3.698
	TOTAL CORPORATE BONDS	2,436,260.21		2,546,348.80	110,088.59	
FOREIGN BONDS AND NOTES						
90,000	DEUTSCHE BK AG GLOBAL MEDIUM TER 4.875% 05/20/2013 2515A0NY5	89,877.60	102.22	91,988.00	2,120.40	4.769
69,000	ABBEY NATL TREAS SVCS PLC SR NT 2.875% 04/25/2014 002799AK0	68,841.30	93.25	64,342.50	4,498.80-	3.083
74,000	CREDIT SUISSE NY BRH 6% 02/15/2018 22541HCC4	73,756.54	98.7475	73,073.15	683.39-	6.076
70,000	LLOYDS TSB BK PLC SR NT 6.375% 01/21/2021 539473AH1	69,790.70	99.15	69,405.00	385.70-	6.430
70,000	CREDIT SUISSE GUERNSEY BRH CAP NT TIER 1 FLTG RATE 3.755% 05/29/2049-2017 225448AB5	46,200.00	66.515	46,560.50	360.50	5.645
	TOTAL FOREIGN BONDS AND NOTES	348,468.14		345,379.15	3,086.99-	
	TOTAL DEBT SECURITIES	12,098,305.57		12,477,906.69	379,601.12	

SHORT TERM INVESTMENTS



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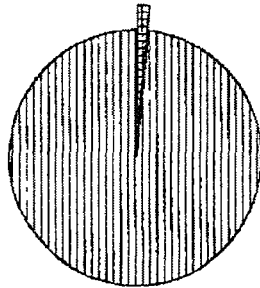
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UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
SHORT TERM INVESTMENTS						
90,198 16	GOLDMAN SACHS FS MMF (INST SH 38141W232	90,186.16	1.00	90,186.16	0.00	0.200
	DUE FROM BROKERS	290,187.89		290,187.89	0.00	0.000
	DUE TO BROKERS	632,437.50-		632,437.50-	0.00	0.000
	ACCRUED INCOME	83,162.44		83,162.44	0.00	0.000
	TOTAL CASH	259,087.17-		259,087.17-	0.00	
	TOTAL SHORT TERM INVESTMENTS	168,901.01-		168,901.01-	0.00	
LIABILITIES						
LIABILITIES						
21,839.08-	SECURITIES LENDING COLLATERAL DEFICIENCY LI0001105	21,839.08-		21,839.08-	0.00	0.000
Total Assets						
		11,907,585.48		12,287,166.60	379,601.12	
		(83,162.44)		(83,162.44)		
	LESS ACCRUED INCOME	11,824,403.04		12,204,004.16		



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Investment Allocation

98.4%		EQUITY SECURITIES	12,567,287.36
1.6%		SHORT TERM INVESTMENTS	198,858.03
100.0%		Total	12,766,145.39

Investment Summary

	Cost	Market Value	% of Acct	Estim Ann Inc	Income Yield
EQUITY SECURITIES	11,616,158.38	12,567,287.36	98.44	402,439	3.20
SHORT TERM INVESTMENTS	198,858.03	198,858.03	1.56	304	0.15
Total Assets	11,815,016.41	12,766,145.39	100.00	402,743	3.15

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UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
10,628	EQUITY SECURITIES COMMON STOCK AT&T INC 00206R102	288,677.09	30.24	321,390.72	32,713.63	5.820
2,770	ARROTT LABS 002824100	145,717.10	56.23	155,757.10	10,040.00	3.415

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UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
6,785	ALLSTATE CORP 020002101	199,805.37	27.41	185,976.85	13,828.52	3.085
8,700	AMERICAN CAP AGY CORP 02503X105	249,595.97	28.08	244,296.00	5,299.97	19.943
2,218	AMETEK INC 031100100	53,360.39	42.10	93,377.80	40,017.41	0.570
2,225	ANADARKO PETE CORP 032511107	124,153.95	76.33	169,834.25	45,680.30	0.472
2,855	APACHE CORP 037411105	239,401.71	90.58	258,605.90	19,204.19	0.662
575	APPLE INC 037833100	179,486.76	405.00	232,875.00	53,388.24	0.000
1,290	AUTOLIV INC 052800109	103,337.38	53.49	69,002.10	34,335.28	3.365
12,785	CMS ENERGY CORP 125896100	245,169.55	22.08	282,292.80	37,123.25	3.804
2,480	CVS/CAREMARK CORP 126650100	95,033.85	40.78	101,134.40	6,100.55	1.594
5,345	CAPITAL ONE FINL CORP 14040H105	255,118.76	42.29	226,040.05	29,078.71	0.473
2,075	CENTENE CORP 15135B101	66,518.90	39.59	82,149.25	15,630.35	0.000
8,788	CENTURY TEL INC 156700106	270,279.72	37.20	326,913.60	56,633.88	7.786
10,290	CINEMARK HLDGS INC COM 17243V102	176,623.73	18.49	190,262.10	13,638.37	4.543
7,080	CITIGROUP INC 172967424	281,808.14	26.31	186,274.80	95,633.34	0.152
965	COLGATE PALMOLIVE CO 194162103	85,931.75	92.39	89,156.35	3,224.60	2.511
1,240	DEERE & CO 244199105	84,913.97	77.35	95,914.00	11,000.03	2.120
3,430	DEI PHI FINL GROUP INC CL A 247131105	101,233.48	44.30	151,949.00	50,715.52	1.084

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5,810	EATON CORP 278058102	254,015.28	43.53	244,203.30	9,811.98-	3.124
4,810	EMERSON ELECTRIC ELEC CO 291011104	241,791.79	46.59	224,097.90	17,693.89-	3.434
1,915	ESTERLINE TECHNOLOGIES CORP 297425100	83,786.76	55.97	107,182.55	23,395.79	0.000
14,230	FIFTH THIRD BANCORP COM 316773100	184,704.17	12.72	181,005.60	3,698.57-	2.516
1,730	GENERAL MILLS INC 370334104	54,190.48	40.41	69,909.30	15,718.82	3.019
2,355	GREIF INC CL A 397624107	127,946.06	45.55	107,270.25	20,675.81-	3.688
1,685	HASBRO INC 418056107	56,748.39	31.89	53,734.85	3,013.74-	3.763
6,395	HAWAIIAN ELECTRIC INDS INC 419870100	150,062.82	26.48	169,339.60	19,276.78	4.683
5,125	HESS CORP COM 42808H107	308,849.35	58.80	291,100.00	17,549.35-	0.704
9,315	INTEL CORP 458140100	200,665.72	24.25	225,888.75	25,223.03	3.464
610	IBM CORP 459200101	100,754.00	183.88	112,166.80	11,412.80	1.631
2,470	ITC HLDGS CORP 465685105	132,982.16	75.88	187,423.60	54,441.44	1.858
6,963	JPMORGAN CHASE & CO 46625H100	248,500.38	33.25	231,519.75	16,980.63-	3.008
5,710	JOHNSON & JOHNSON 478160104	358,109.19	65.58	374,481.80	16,352.61	3.477
4,145	KENNAMETAL INC 489170100	100,978.00	36.52	151,375.40	50,397.40	1.533
2,430	KIMBERLY CLARK CORP 494368103	171,907.59	73.56	178,750.80	6,843.21	3.806
7,875	KRAFT FOODS INC CL A 50075N104	253,250.27	37.36	284,210.00	40,959.73	3.105

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2,225	MARSH & MCLENNAN COS INC 571748102	69,275.82	31.62	70,354.50	1,078.68	2.783
1,640	MCKESSON CORP 58155Q103	136,218.21	77.91	127,772.40	8,443.81-	1.027
3,625	MEREDITH CORP 588433101	107,974.98	32.65	118,356.25	10,381.27	4.686
10,240	MICROSOFT CORP 594918104	270,339.17	25.96	265,830.40	4,508.77-	3.082
4,995	MICROCHIP TECHNOLOGY INC 595017104	155,516.51	36.63	182,986.85	27,450.34	3.800
3,930	NORTHERN OIL & GAS INC NEV 665531109	93,166.55	23.98	94,241.40	1,074.85	0.000
4,630	NORTHWESTERN CORP 668074305	137,089.99	35.79	165,707.70	28,617.71	4.023
2,315	OGE ENERGY CORP 670837103	61,198.91	56.71	131,283.65	70,084.74	2.768
5,070	ORACLE CORPORATION 68389X105	159,662.49	25.65	130,045.50	29,616.99-	0.936
2,830	PNC FINANCIAL SERVICES GROUP 683475105	141,950.82	57.67	163,206.10	21,255.28	2.428
22,233	PFIZER INC 717081103	418,158.58	21.64	481,122.12	64,963.54	4.067
1,540	PRAXAIR INC 74005P104	92,845.78	106.80	184,626.00	71,780.22	1.871
5,045	QEP RES INC 74733V100	149,888.98	29.30	147,818.50	2,070.48-	0.273
2,730	QJALCOMM INC 747525103	156,264.46	64.70	149,331.00	6,933.46-	1.572
3,805	QUESTAR CORPORATION 748356102	59,636.21	19.86	75,567.30	15,931.09	3.273
1,165	REINSURANCE GROUP OF AMERICA 759351604	57,574.45	52.25	60,871.25	3,296.80	1.378
1,915	STANLEY BLACK & DECKER INC 854502101	102,521.83	67.60	129,454.00	26,932.17	2.426

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5,800	SUNTRUST BANKS INC 867914103	98,534.36	17.70	102,660.00	4,125.64	1.130
11,700	SUPERVALU INC 868536103	95,122.17	8.12	95,004.00	118.17-	4.310
2,505	TIME WARNER CABLE INC 88732J207	108,868.16	63.57	159,242.85	50,374.69	3.020
4,295	UNITEDHEALTH GROUP INC 91324P102	179,675.65	50.68	217,670.60	37,994.95	1.283
1,885	V F CORP 918204108	134,972.10	126.99	236,836.35	101,864.25	2.268
2,830	VALSPAR CORP 920355104	67,155.33	38.97	110,285.10	43,129.77	2.053
2,130	WAL-MART STORES INC 931142103	116,605.22	59.76	127,288.80	10,683.58	2.443
14,210	WELLS FARGO & CO NEW 949746101	395,429.10	27.56	391,627.60	3,801.50-	1.742
	TOTAL COMMON STOCK	9,838,953.81		10,766,012.34	927,058.53	
CONVERTIBLE PREFERRED STOCK						
2,375	GENERAL MTRS CO CONV TO 1.2626 SHARES 37045V209	119,082.50	34.25	81,343.75	37,738.75-	6.934
FOREIGN STOCK						
2,325	CARNIVAL CORP 143658300	94,838.43	32.64	75,888.00	18,750.43-	3.064
1,905	COOPER INDUSTRIES PLC CLA G24140108	92,292.51	54.15	103,155.75	10,863.24	2.142
2,265	COVIDIEN PLC G2554F113	93,834.74	45.01	101,947.65	8,112.91	2.000
7,600	INVESCO LTD G491BT108	185,752.05	20.09	152,684.00	33,068.05-	2.439
2,065	PARTNERRE LTD ADR G6852T105	123,254.74	64.21	132,593.65	9,338.91	3.738
2,190	RENAISSANCE RE HLDGS LTD G7496G103	152,537.34	74.37	162,870.30	10,332.96	1.398



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Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
2,430	WILLIS GROUP HOLDINGS PLC G96666105	98,266.02	38.80	94,284.00	3,982.02-	2.680
3,725	ACE LTD H0023R105	199,415.67	70.12	261,197.00	61,781.33	2.681
	TOTAL FOREIGN STOCK	1,039,981.50		1,084,820.35	44,838.85	
	ADR					
10,125	PORTUGAL TELECOM SGPS SPON ADR 737273102	81,850.63	5.77	58,421.25	23,429.38-	15.459
13,460	STATOIL ASA SPON ADR 85771P102	279,418.99	25.7207	346,200.62	66,781.63	3.787
	TOTAL ADR	381,069.62		404,621.87	43,552.25	
	REAL ESTATE INVESTMENT TRUSTS					
3,975	ASSOCIATED ESTATES RLTY CORP 045604105	83,463.66	15.95	63,401.25	62.41-	4.263
7,275	CAPSTEAD MORTGAGE CORP 14067E506	93,240.69	12.44	90,501.00	2,739.69-	13.826
15,735	HERSHA HOSPITALITY TR REIT 427825104	100,356.60	4.88	76,786.80	23,569.80-	4.918
	TOTAL REAL ESTATE INVESTMENT TRUSTS	257,060.95		230,689.05	26,371.90-	
	TOTAL EQUITY SECURITIES	11,816,158.38		12,567,287.36	951,128.98	
	SHORT TERM INVESTMENTS					
	SHORT TERM INVESTMENTS					
152,027.34	GOLDMAN SACHS FS MMF INST SH 38141W232	152,027.34	1.00	152,027.34	0.00	0.200
	CASH	1,677.60		1,677.60	0.00	0.000
	DUE FROM BROKERS	119,452.66		119,452.66	0.00	0.000
	DUE TO BROKERS	100,794.10-		100,794.10-	0.00	0.000
	ACCRUED INCOME	26,494.53		26,494.53	0.00	0.000

ACCOUNT STATEMENT

Statement Period
Account Number12/01/2011 through 12/31/2011
1055039053

004

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
	TOTAL CASH	46,830.69		46,830.69	0.00	
	TOTAL SHORT TERM INVESTMENTS	198,858.03		198,858.03	0.00	
	Total Assets	11,815,016.41		12,766,145.39	951,128.98	
	LESS ACCRUED INCOME	24,494.53		24,494.53		
		11,788,521.88		12,739,650.86		



STATE STREET

Account Holdings

As of December 31, 2011
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COMPTON FOUNDATION
Account Number: XX42829

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								
406,077.490	CASH BALANCE		\$9.01		\$0.00			
	SSGA INST TREAS PLUS MM INV CL FD	CM1TPVXX2	406,077.49	1.000	406,077.49	0.00	0.41	0.00
			\$406,077.49		\$406,077.49	\$0.00	\$0.41	\$0.00
TOTAL CASH AND EQUIVALENTS								
FOREIGN ASSETS								
EQUITIES								
49,315.110	SINGAPORE TELECOMMUNICATIONS (SG)	B02P12901	\$119,609.79	2.395	\$117,520.80	\$2,087.99	\$6,009.15	5.11%
9,045.000	STANDARD BANK GROUP LTD	B030GL908	141,686.80	12.231	117,973.07	23,713.53	4,611.40	3.91
55,000.000	OLAH INTERNATIONAL LTD	H05014308	132,887.93	1.642	50,348.21	82,489.72	2,156.85	2.35
1,925.000	GROUPE DANONE	B1Y8TB906	117,471.12	63.051	121,373.46	3,902.34	3,248.62	2.68
1,445.000	SNA SOLAR TECHNOLOGY AG	B4E22H900	116,008.97	53.034	75,398.90	40,642.37	1,238.04	8.65
17,805.000	EDP RENOVAVEIS SA	B39GNN904	131,026.57	6.137	109,894.68	21,131.89	0.00	0.00
6,555.000	JULIUS BAER GROUP LTD	B4P245908	206,444.95	39.298	218,355.48	17,610.53	3,564.32	1.68
3,070.000	CHECK POINT SOFTWARE TECH LTD	M22465104	138,254.89	52.540	161,297.80	22,042.91	0.00	0.00
4,425.000	ASML HOLDING NV	N07285186	124,236.26	41.750	184,923.75	60,684.49	2,188.23	1.19
15,485.000	ABB LTD ADR	000375204	294,824.60	18.830	291,582.55	3,242.05	10,421.41	3.57
1,198.000	L AIP LIQUIDE-ADR	089128002	238,018.70	24.608	323,832.30	85,614.14	6,175.79	1.91
8,350.000	AMER MOVIL SA DE CV SER L ADR	02364W105	189,591.76	22.600	211,310.00	21,718.24	2,674.10	1.26
10,810.000	STANDARD CHARTERED PLC	043428907	320,395.58	21.857	282,380.11	11,734.33	2,575.54	3.29
13,655.000	AXA ADR	054538107	260,279.14	12.860	175,603.30	84,675.84	11,442.89	6.52
3,585.000	SPRAX-SARCO ENGINEERING PLC	083470905	118,692.43	25.408	104,332.36	14,360.05	2,498.71	2.3%
10,700.000	CENTO SA-SPONSORED ADR	204408801	132,657.62	17.790	180,353.00	57,695.38	10,068.70	5.29
							7,082.79	



STATE STREET

Account Holdings

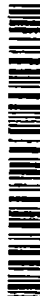
As of December 31, 2011

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COMPTON FOUNDATION
Account Number: XX42829

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)								
72,885.300	BARCLAYS PLC	313466204	194,712.99	2.730	194,884.53	4,973.84	6,238.43 0.00	3.12
13,240.000	GAFISA SA-ADR	382807301	179,475.85	4.800	80,904.00	118,571.85-	3,614.52 0.00	5.93
4,215.000	UNICORE	406500095	246,278.41	41.972	174,483.45	41,893.28-	3,590.42 0.00	2.08
3,270.000	ADIDAS AG	403197808	164,221.32	65.245	213,351.21	49,129.89	3,395.98 0.00	1.59
8,570.000	NBBC HOLDINGS PLC ADR	404295406	254,546.12	38.109	211,465.30	43,111.12-	10,822.80 0.00	5.12
3,005.000	CASINO GUICHARD PARRACHON	417841004	263,502.59	84.483	253,873.22	9,629.37-	10,844.82 0.00	4.27
6,010.000	KEMMEL KAAA-SPONSORED ADR	425301104	165,733.45	48.540	281,966.30	148,232.35	4,557.25 0.00	1.49
7,505.000	HONDA MOTOR CO LTD ADR	438128308	238,867.37	30.550	228,277.75	9,689.62-	5,185.98 0.00	2.26
2,486.000	JOHNSON MATTHEY PLC-SPON ADR	479149204	111,015.64	57.098	163,464.09	48,478.35	4,387.81 1,234.59	2.86
8,395.000	KONINKLIJKE PHILIPS ELECTRONICS NV	500472303	169,898.08	20.950	175,875.25	5,977.17	7,941.87 0.00	4.52
8,289.000	KUBOTA CORP-SPONSORED ADR	501173307	245,378.42	61.690	264,988.80	15,116.78	4,824.44 0.00	1.88
845.000	VOSSLOH AG	508233804	104,539.09	96.153	81,250.11	23,288.98-	2,742.34 0.00	3.38
0,385.000	SANPO OYJ-A	582391601	285,011.08	36.985	207,172.09	31,838.98-	12,434.18 0.00	4.00
1,935.000	VESTAS WIND SYSTEMS A/S	596465808	141,108.85	10.829	20,954.18	120,152.67-	0.00 0.00	0.00
13,276.000	ORIGIN ENERGY LTD	621406801	184,567.45	13.676	181,551.24	3,016.24-	6,804.77 0.00	3.76
88,100.000	CAPITALAND LTD	630930907	196,955.45	1.704	116,089.10	80,868.35-	3,151.20 0.00	2.71
1,208.000	PARUC CORPORATION	632653005	87,514.84	163.136	163,727.68	85,812.94	3,821.16 0.00	2.09
17,700.000	HANG SENG BANK LTD	640837001	258,349.37	11.884	210,008.88	48,340.48-	11,850.75 0.00	5.84
3,715.000	NEW ORIENTAL ED & TECH GROUP-SP ADR	647541107	54,471.24	24.690	68,346.75	34,874.51	0.00 0.00	0.00

Form 990-PF, Part II, Line
INVESTMENTS, Page 25





STATE STREET

Account Holdings

As of December 31, 2011

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COMPTON FOUNDATION
Account Number: XX42829

Shares/Units/ Original Face	Description	CUSIP	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated	
							Annual Income	Current Yield
FOREIGN ASSETS (Continued)								
EQUITIES (Continued)								
7,200,000	KAO CORP	648380004	182,058.35	27.332	196,787.50	14,738.15	5,427.81	2.76
6,280,000	MORLEY-PARSONS LTD	653247303	204,127.28	26.516	168,278.18	35,837.18	5,854.82	4.17
8,000,000	MITSUBI FUDOSAN CO LTD	659760003	131,653.64	14.582	119,662.33	14,991.31	2,287.50	1.86
11,284,000	NON INSULATORS LTD	681860008	208,238.46	11.876	134,106.39	74,122.06	2,334.49	2.19
2,585,000	NASPERS LTD-N SHARES	682289901	124,370.87	43.747	113,086.95	11,283.92	864.51	0.78
18,386,000	NIJPPON ELECTRIC GLASS CO LTD	694263904	226,917.06	9.883	163,214.97	63,702.08	2,998.70	1.84
5,727,000	NOVARTIS AG ADR	69987V109	269,124.89	57.170	327,412.59	58,287.70	11,482.84	3.51
40,189,000	AMP LIMITED	870963901	189,638.89	4.172	187,338.41	2,300.45	14,714.36	8.78
7,500,000	SYNEX CORP	688380908	127,370.84	32.586	244,476.22	117,105.38	2,924.38	1.20
5,700,000	TERUNO CORPORATION	888927705	246,810.90	47.114	284,353.42	21,742.52	2,318.88	0.94
50,500,000	KASIKORNBANK PLC THB10 (ALIEN MKT)	888879807	93,157.48	3.948	199,278.92	106,121.44	3,997.15	2.01
48,461,000	TINGYI (CAYMAN ISLANDS) HOLDING CORP	880355904	123,881.12	3.038	147,444.27	20,389.15	2,070.32	1.40
12,585,000	PEARSON PLC ADR	705015106	135,986.73	18.870	237,478.95	101,482.22	8,079.57	3.40
2,046,800	SONOVA HOLDINGS	715604809	165,798.96	105.085	214,866.98	49,068.02	2,624.32	1.22
4,735,000	ABENGOA SA	717482905	122,309.10	21.289	100,806.54	21,502.56	885.77	0.89
3,375,000	ROCHE HOLDINGS LTD ADR	771195104	314,576.68	42.580	388,908.25	84,327.56	10,588.75	2.66
9,720,000	SSE PLC-SPN ADR	78487K107	188,010.30	20.090	185,274.80	7,284.50	11,246.04	5.78
3,615,000	SAP AG ADR	863854204	138,378.46	52.950	191,114.25	52,637.79	3,756.92	1.94
13,085,000	SIMS METAL MANAGEMENT LIMITED	829160100	244,004.50	12.850	168,270.75	75,733.75	6,102.27	3.83

Form 990-PF, Part II, Line 10
INVESTMENTS. Page 26 of 27



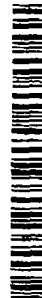
STATE STREET

Account Holdings

As of December 31, 2011
Page 7 of 14

COMPTON FOUNDATION
Account Number: XX42829

Shares/Units/ Original Face	Description	CUSIP	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Annual Income/ Accrued Income	Current Yield
FOREIGN ASSETS (Continued)								
EQUITIES (Continued)								
1,625,000	SMITH & NEPHEW PLC ADR	85175M206	151,886.87	48.160	78,382.72	37,801.84	3,104.88 6.00	1.84
14,020,000	STATOIL ASA ADR	85771P102	286,917.36	25.810	359,052.20	72,134.84	13,855.48	3.80
10,239,000	SUBSEA 7 SA-SPON ADR	964328100	112,908.67	10.510	150,380.30	78,013.83	0.00 0.00	0.00
13,318,000	TAIWAN SEMICONDUCTOR MFG CO LTD ADR	874039100	144,890.29	12.910	171,935.38	27,045.09	5,528.97 0.00	3.21
4,299,000	TENMETS SA-SPONSORED ADR	38031M198	137,964.77	33.190	159,502.20	21,507.43	2,917.20 6.00	1.83
1,580,000	TORAY INDS INC ADR	880880208	81,241.70	71.900	113,602.00	32,360.30	1,707.98	1.50
6,450,000	UNITILEVER NV NY SHARE F	904793706	212,060.87	34.320	221,601.36	78,730.33	6,348.46 0.00	2.07
14,905,000	VODAFONE GROUP PLC ADR	92857W209	288,723.75	28.030	417,787.15	129,063.40	21,507.92 9,501.04	5.15
TOTAL EQUITIES								
			\$11,070,489.46		\$11,895,293.67	\$824,824.21	\$343,640.17	
TOTAL FOREIGN ASSETS								
			\$11,070,489.46		\$11,895,293.67	\$824,824.21	\$343,640.17	
TOTAL ACCOUNT HOLDINGS								
			\$11,476,546.95		\$12,101,371.16	\$824,824.21	\$343,640.58 \$17,858.33	



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

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
Ellen Friedman 101 Montgomery St Ste 850 San Francisco, CA 94104	Exec Dir 40.00	180,000.	52,950.	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.
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		180,000.	52,950.	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