



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation Compton Foundation, Inc.		A Employer identification number 94-3142932
Number and street (or P O box number if mail is not delivered to street address) 101 Montgomery St	Room/suite 850	B Telephone number (415) 391-9001
City or town, state, and ZIP code San Francisco, CA 94104		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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 (from Part II, col (c), line 16) \$ 59,972,303.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	362,795.	362,795.		
4 Dividends and interest from securities	1,292,838.	1,292,838.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	3,342,433.			
b Gross sales price for all assets on line 6a	88,594,662.			
7 Capital gain net income (from Part IV, line 2)		3,342,433.		
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	3,594.	3,594.		
12 Total Add lines 1 through 11	5,001,660.	5,001,660.		
13 Compensation of officers, directors, trustees, etc	175,000.	17,500.		157,500.
14 Other employee salaries and wages	333,179.	33,067.		300,112.
15 Pension plans, employee benefits	192,929.	17,717.		175,212.
16a Legal fees				
b Accounting fees Stmt 2	30,690.	15,345.		15,345.
c Other professional fees Stmt 3	405,366.	330,081.		75,285.
17 Interest				
18 Taxes Stmt 4	125,454.	35,454.		0.
19 Depreciation and depletion	33,790.	3,103.		
20 Occupancy	67,054.	6,157.		60,897.
21 Travel, conferences, and meetings	107,409.	0.		107,409.
22 Printing and publications				
23 Other expenses Stmt 5	351,034.	303,382.		39,867.
24 Total operating and administrative expenses. Add lines 13 through 23	1,821,905.	761,806.		931,627.
25 Contributions, gifts, grants paid	3,582,728.			3,582,728.
26 Total expenses and disbursements Add lines 24 and 25	5,404,633.	761,806.		4,514,355.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	<402,973.>			
b Net investment income (if negative, enter -0-)		4,239,854.		
c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED NOV 20 2013

19614

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	17,821.	71,418.	71,418.
	2 Savings and temporary cash investments	282,387.	287,575.	287,575.
	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 Stmt 6 ▶ 1,535,864.			
	Less: allowance for doubtful accounts ▶ 0.	0.	1,535,864.	1,535,864.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	15,169.	20,146.	20,146.
	10a Investments - US and state government obligations Stmt 7	795,975.	4,202,998.	4,205,309.
	b Investments - corporate stock Stmt 8	38,428,707.	35,325,482.	38,739,512.
	c Investments - corporate bonds Stmt 9	11,302,330.	9,363,190.	9,986,697.
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 10		6,390,006.	6,065,995.	5,016,781.
14 Land, buildings, and equipment: basis ▶ 172,245.				
Less: accumulated depreciation Stmt 11 ▶ 63,244.		118,867.	109,001.	109,001.
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)		57,351,262.	56,981,669.	59,972,303.
17 Accounts payable and accrued expenses		5,136.	5,699.	
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 ▶)			
23 Total liabilities (add lines 17 through 22)	5,136.	5,699.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted	57,346,126.	56,975,970.	
	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	57,346,126.	56,975,970.		
31 Total liabilities and net assets/fund balances	57,351,262.	56,981,669.		

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	57,346,126.
2 Enter amount from Part I, line 27a	2	<402,973.>
3 Other increases not included in line 2 (itemize) ▶ Return of prior year grants	3	32,817.
4 Add lines 1, 2, and 3	4	56,975,970.
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	56,975,970.

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		Various	Various
b Partnership K-1 pass-through	P	Various	Various
c Global Environment Capital Company	P	Various	Various
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 87,711,914.		85,251,010.	2,460,904.
b		1,219.	<1,219.>
c 882,748.			882,748.
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			2,460,904.
b			<1,219.>
c			882,748.
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	3,342,433.
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 the 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))
2011	4,767,325.	64,230,998.	.074222
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

2 Total of line 1, column (d)	2	.383777
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	.076755
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	60,604,643.
5 Multiply line 4 by line 3	5	4,651,709.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	42,399.
7 Add lines 5 and 6	7	4,694,108.
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	4,549,355.

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	84,797.
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	84,797.
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	84,797.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	123,352.	
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	123,352.	
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	38,555.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 38,555. 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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?		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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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 2012, 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
 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 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 2012) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	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)?

Organizations relying on a current notice regarding disaster assistance check here

☐

5b

X

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 12		175,000.	7,758.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Jennifer Sokolove - 101 Montgomery St, Ste 850, San Francisco, CA 94104	Program Officer 40.00	122,083.	916.	0.
Deborah Daughtry - 101 Montgomery St, Ste 850, San Francisco, CA 94104	Director of Communications 40.00	77,958.	17,213.	0.
Roger Fuse Brown - 101 Montgomery St, Ste 850, San Francisco, CA 94104	Director of Grants 40.00	71,371.	16,230.	0.

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

0

Form 990-PF (2012)

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	77,252.
Alan D Biller & Assoc 535 Middlefield Rd, 230, Menlo Park, CA 94025	Investment advisory	63,850.

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 See Statement 13	35,000.
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3	35,000.

Form 990-PF (2012)

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	60,904,231.
b	Average of monthly cash balances	1b	623,325.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	61,527,556.
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	61,527,556.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	922,913.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	60,604,643.
6	Minimum investment return. Enter 5% of line 5	6	3,030,232.

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	3,030,232.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	84,797.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	84,797.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,945,435.
4	Recoveries of amounts treated as qualifying distributions	4	32,817.
5	Add lines 3 and 4	5	2,978,252.
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	2,978,252.

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	4,514,355.
b	Program-related investments - total from Part IX-B	1b	35,000.
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	4,549,355.
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	4,549,355.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,978,252.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	1,645,520.			
b From 2008	5,224,805.			
c From 2009	5,259,569.			
d From 2010	5,127,302.			
e From 2011	1,540,521.			
f Total of lines 3a through e	18,797,717.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	4,549,355.			
a Applied to 2011, 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 2012 distributable amount				2,978,252.
e Remaining amount distributed out of corpus	1,571,103.			
5 Excess distributions carryover applied to 2012 (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	20,368,820.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	1,645,520.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	18,723,300.			
10 Analysis of line 9:				
a Excess from 2008	5,224,805.			
b Excess from 2009	5,259,569.			
c Excess from 2010	5,127,302.			
d Excess from 2011	1,540,521.			
e Excess from 2012	1,571,103.			

N/A

- ☐ 4942(i)(3) or ☐ 4942(i)(5)

- 3 Subtract line 2d from line 2c.
 - Complete 3a, b, or c for the alternative test relied upon:
 - a "Assets" alternative test - enter:
 - (1) Value of all assets
 - (2) Value of assets qualifying under section 942(j)(3)(B)(i)
 - b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed
 - c "Support" alternative test - enter:
 - (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)
 - (2) Support from general public and 5 or more exempt organizations as provided in section 942(j)(3)(B)(iii)
 - (3) Largest amount of support from an exempt organization
 - (4) Gross investment income

1 Information Regarding Foundation Managers:

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

None

- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

See Statement 14

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

- c Any submission deadlines*

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Arts - schedule		Public Charity		140,050.
Children & Youth - schedule		Public Charity		25,000.
Community Welfare - schedule		Public Charity		51,000.
Education - schedule		Public Charity		78,255.
Cape Farewell The Dana Centre, 165 Queen's Gate London, UNITED KINGDOM SW7 5HD		Foreign Charity		50,000.
Total	See continuation sheet(s)			3a 3,582,728.
b Approved for future payment				
Integrative - schedule		Public Charity		20,000.
Peace - schedule		Public Charity		25,000.
Total			3b	45,000.

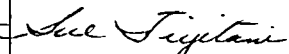
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		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.					May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No	
	 Signature of officer or trustee		11-14-2013 Date		 Title		
Paid Preparer Use Only	Print/Type preparer's name Sue Fujitani		Preparer's signature 		Date 11/14/13	Check ☒ if self-employed	PTIN P00542703
	Firm's name ▶ Sue Fujitani					Firm's EIN ▶	
	Firm's address ▶ 58 West Portal Avenue #130 San Francisco, CA 94127					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
Council of Canadians 170 Laurier Avenue West, Ste 700 Ontario, CANADA K1P5V5		Foreign Charity	Environmental work around mining in Mexico	6,250.
Other Environment - schedule		Public Charity		1,138,034.
Jessie Smith Noyes Foundation 6 East 39th Street, 12th Floor New York, NY 10016		Private Foundation	Environmental and advocacy work around advancing farm to table healthy eating	50,000.
Other Integrative - schedule		Public Charity		796,625.
Money in Politics - schedule		Public Charity		237,700.
Peace - schedule		Public Charity		444,800.
Reproductive Justice - schedule		Public Charity		536,691.
Spiritual Awareness - schedule		Public Charity		10,000.
Various nonprofits, convenings hosted by Compton Foundation- see detail		Public Charity	Convenings of grantees	18,323.
Total from continuation sheets				3,238,423.

Form 990-PF	Other Income	Statement	1
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Partnership income	3,455.	3,455.	
Lending income	139.	139.	
Total to Form 990-PF, Part I, line 11	3,594.	3,594.	

Form 990-PF	Accounting Fees			Statement	2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Audit and tax preparation	30,690.	15,345.		15,345.	
To Form 990-PF, Pg 1, ln 16b	30,690.	15,345.		15,345.	

Form 990-PF	Other Professional Fees			Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Investment management and advisory	328,450.	328,450.			0.
Program consultants	46,345.	0.			46,345.
HR fees/Payroll processing	9,913.	910.			9,003.
Computer consulting	7,854.	721.			7,133.
Web site	850.	0.			850.
Board consultant	7,554.	0.			7,554.
Other services	4,400.	0.			4,400.
To Form 990-PF, Pg 1, ln 16c	405,366.	330,081.			75,285.

Form 990-PF	Taxes		Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign tax withheld	35,454.	35,454.		0.
Excise tax on investment income	90,000.	0.		0.
To Form 990-PF, Pg 1, ln 18	125,454.	35,454.		0.

Form 990-PF	Other Expenses		Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Banking fees	17,703.	17,703.		0.
Office expense	26,502.	1,867.		24,635.
Professional development	10,707.	342.		10,365.
Insurance	5,035.	168.		4,867.
Other partnership expenses	291,087.	283,302.		0.
To Form 990-PF, Pg 1, ln 23	351,034.	303,382.		39,867.

Form 990-PF	Other Notes and Loans Reported Separately	Statement	6
-------------	---	-----------	---

Borrower's Name			Terms of Repayment	Interest Rate
Global Environment Capital Company			Quarterly	5.00%
Date of Note	Maturity Date	Original Loan Amount	Description of Consideration	FMV of Consideration
04/30/12	03/31/15	2,018,669.		0.

Security Provided by Borrower	Purpose of Loan
	Conversion of partnership interest

Relationship of Borrower	Balance Due	Doubtful Acct Allowance	FMV of Loan
None	1,535,864.	0.	1,535,864.
Total to Form 990-PF, Part II, line 7	1,535,864.	0.	1,535,864.

Form 990-PF	U.S. and State/City Government Obligations	Statement	7
-------------	--	-----------	---

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
Schedule	X		4,202,998.	4,205,309.
Total U.S. Government Obligations			4,202,998.	4,205,309.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			4,202,998.	4,205,309.

Form 990-PF	Corporate Stock	Statement	8
Description	Book Value	Fair Market Value	
Schedule	35,325,482.	38,739,512.	
Total to Form 990-PF, Part II, line 10b	35,325,482.	38,739,512.	

Form 990-PF	Corporate Bonds	Statement	9
Description	Book Value	Fair Market Value	
Schedule	9,363,190.	9,986,697.	
Total to Form 990-PF, Part II, line 10c	9,363,190.	9,986,697.	

Form 990-PF	Other Investments	Statement	10
Description	Valuation Method	Book Value	Fair Market Value
Schedule - LLC	COST	6,023,435.	4,974,221.
Investment cash funds	COST	7,560.	7,560.
Program Related Investment	COST	35,000.	35,000.
Total to Form 990-PF, Part II, line 13		6,065,995.	5,016,781.

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement	11
Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Furniture and equipment	127,729.	60,364.	67,365.
Leasehold improvements	16,322.	2,880.	13,442.
Trademark	23,312.	0.	23,312.
Art	4,882.	0.	4,882.
Total To Fm 990-PF, Part II, ln 14	172,245.	63,244.	109,001.

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

DESCRIPTION	Key	Basis	Market
METWEST - see detail, Investments pp 2-17			
U S Government obligations	G	2,439,728	2,442,751
US Federal Agencies	G	1,763,270	1,762,558
Inflation index bonds	D	631,314	645,952
Mortgage backed securities	D	2,225,765	2,393,900
Collateralized mortgage obligations	D	1,861,923	1,937,552
Asset backed securities	D	1,168,758	1,259,079
Municipal obligations	D	362,386	427,837
TBA	D	778,842	778,501
Corporate bonds	D	2,079,888	2,296,388
Foreign bonds and notes	D	232,475	247,488
Private placements	D	21,839	-
Cash and short term investments	C	(390,459)	(390,460)
		<u>13,175,729</u>	<u>13,801,546</u>
STATE STREET - see detail, Investments pp 18-24			
Cash and equivalents	C	254,939	254,939
Foreign equities	E	10,302,321	12,577,750
		<u>10,557,260</u>	<u>12,832,689</u>
WALDEN ASSET MANAGEMENT - see detail, Investments pp 25-32			
Equities	E	7,375,086	7,549,334
Short-term investments	C	143,080	143,080
		<u>7,518,166</u>	<u>7,692,414</u>
PARNASSUS FUNDS			
Equity Income- Institutional 166,599 174 sh	E	4,723,163	4,874,692
NEUBERGER BERMAN			
Equity Fund Series, Socially Resp Fund 424,993 93 sh	E	10,973,224	11,525,835
GRANT SECURITIES			
1500 sh Coronado Oil	E	52,093	-
GEEMF III, LP			
Partnership ID #98-0528277	LP	3,548,714	2,017,271
NEOGAS - Brazil Holdings	LP	653,916	938,430
GEF TECHNOLOGY MANAGERS CO., LLC			
Partnership ID #52-2228392	LP	2,640	2,529
GEF US GROWTH PARTNERS II, LP			
Partnership ID # 27-3717887	LP	680,658	644,047
LEGACY VENTURES V (QP), LLC			
Partnership ID #26-3913174	LP	1,137,507	1,371,944
REALTY ASSOCIATES FUND VI			
	E	<u>1,899,595</u>	<u>2,211,901</u>
TOTALS		<u>54,922,665</u>	<u>57,913,298</u>
Summary:			
Cash management funds	C	7,560	7,559
Debt securities	D	9,363,190	9,986,697
Equity securities	E	35,325,482	38,739,512
Govt securities	G	4,202,998	4,205,309
Limited partnership	LP	6,023,435	4,974,221
		<u>54,922,665</u>	<u>57,913,298</u>

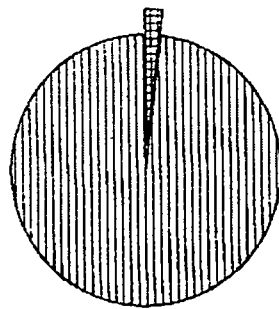
ACCOUNT STATEMENT

Statement Period
01/01/2012 through 12/31/2012

Account Number

COMPTON FOUNDATION -
METROPOLITAN WEST ASSET
MANAGEMENT LLC - ADVISOR

Schedule Of Assets Held Investment Allocation



102.3%	DEBT SECURITIES	14,192,006.19
2.3%	SHORT TERM INVESTMENTS	319,810.53
100.0%	Total	13,872,195.66

Investment Summary

	Cost	Market Value	% of Acct	Estim Ann Inc	Income Yield
DEBT SECURITIES	13,568,188.58	14,192,006.19	102.31	434,818	3.06
SHORT TERM INVESTMENTS	319,810.53	319,810.53	2.31	737	0.23
Total Assets	13,246,378.05	13,872,195.66	100.00	435,555	3.14

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
615,000	DEBT SECURITIES					
	US GOVERNMENT OBLIGATIONS					
	UNITED STATES TREASURY .75%	616,024.00	100.594	618,653.10	2,629.10	0.746
	08/30/2017					
	912828TB6					

ACCOUNT STATEMENT

Page 5

016

Statement Period
Account Number
01/01/2012 through 12/31/2012

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
650,000	UNITED STATES TREASURY .75% 10/31/2017 912828TW0	649,000.28	100.328	652,132.00	3,131.72	0.748
100,000	UNITED STATES TREASURY 3.5% 02/15/2018 912828HR4	113,692.03	113.867	113,867.00	174.97	3.074
265,000	UNITED STATES TREASURY 1.625% 08/15/2022 912828TJ9	260,972.70	99.344	263,261.60	2,288.90	1.636
335,000	UNITED STATES TREASURY 1.625% 11/15/2022 912828TY6	331,221.65	98.906	331,335.10	113.45	1.643
480,000	UNITED STATES TREASBDS DTD 08/15/2012 2.75% 08/15/2042 912810QX9	468,817.18	96.563	463,502.40	5,314.78-	2.848
	TOTAL US GOVERNMENT OBLIGATIONS	2,439,727.84		2,442,751.20	3,023.36	
	US FEDERAL AGENCIES					
205,000	FEDERAL NATL MTG ASSN DISC NTS 0% 01/02/2013 313589AB9	204,938.50	100.00	205,000.00	61.50	0.000
140,000	FEDERAL HOME LN BKS DISC NT 0% 01/09/2013 313385AJ5	139,958.68	100.00	140,000.00	41.32	0.000
160,000	FEDERAL HOME LN MTG CORP DISC NT 0% 01/14/2013 313397AP8	159,953.89	99.999	159,988.40	44.51	0.000
115,000	FEDERAL HOME LN BKS DISC NT 0% 02/01/2013 313385BH8	114,961.34	99.997	114,998.55	35.21	0.000
215,000	FEDERAL NATL MTG ASSN DISC NTS 0% 02/13/2013 313589BV4	214,830.13	99.995	214,989.25	59.12	0.000
135,000	FEDERAL HOME LN BKS DISC NT 0% 03/06/2013 313385CS3	134,957.00	99.991	134,987.85	30.85	0.000
65,000	FEDERAL HOME LN BKS .45% 07/30/2014-2013 3133803Y1	65,000.00	100.02	65,013.00	13.00	0.450

ACCOUNT STATEMENT

Page 6

Statement Period
Account Number

016

01/01/2012 through 12/31/2012

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
120,000	FEDERAL HOME LN BKS .5% 10/16/2015-2013 313380U96	120,000.00	100.015	120,018.00	18.00	0.500
70,000	FEDERAL NATL MTG ASSN .5% 10/22/2015-2013 3135G0QB2	70,000.00	100.127	70,088.90	88.90	0.499
135,000	FEDERAL NATL MTG ASSN .5% 11/06/2015-2013 3135G0QU0	135,000.00	100.01	135,013.50	13.50	0.500
135,000	FEDERAL HOME LN BKS .55% 11/13/2015-2013 3133816B6	135,000.00	100.049	135,066.15	66.15	0.550
135,000	FEDERAL NATL MTG ASSN .625% 02/22/2016-2013 3135G0NL3	135,000.00	100.065	135,087.75	87.75	0.625
95,000	FEDERAL NATL MTG ASSN 8.95% 02/12/2018 313586YX1	133,570.00	139.262	132,298.90	1,271.10-	6.427
	TOTAL US FEDERAL AGENCIES	1,763,269.54		1,762,558.25	711.29-	
	INFLATION INDEX BONDS					
65,000	UNITED STATES TREASURY INFLATION INDEXED SECURITY .625% 04/15/2013 912828HW3	71,029.89	109.35	71,077.50	47.61	0.572
65,000	UNITED STATES TREASURY INFLATION INDEXED SECURITY 1.875% 07/15/2013 912828BD1	83,535.95	128.06	83,239.00	296.95-	1.464
40,000	UNITED STATES TREASURY INFLATION INDEXED SECURITY 1.25% 04/15/2014 912828KM1	45,050.11	112.81	45,124.00	73.89	1.108
80,000	UNITED STATES TREASURY .5% 04/15/2015 912828MY3	88,961.41	111.49	89,192.00	230.59	0.448
220,000	UNITED STATES TREASURY .125% 04/15/2017 912828SQ4	240,472.83	109.12	240,064.00	408.83-	0.115



ACCOUNT STATEMENT

Page 2

COMPTON FOUNDATION -
METROPOLITAN WEST ASSET
MANAGEMENT LLC -ADVISOR

Statement Period
Account Number

016

01/01/2012 through 12/31/2012

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
75,000	UNITED STATES TREAS BDS 2.125% 02/15/2041 912810QP6	102,263.78	156.34	117,255.00	14,991.22	1.359
	TOTAL INFLATION INDEX BONDS	631,313.97		645,951.50	14,637.53	
	MORTGAGE BACKED SECURITIES					
60,219.23	FEDERAL NATL MTG ASSN POOL #735846 4.5% 07/01/2020 31402RHX0	59,908.73	107.846	64,944.03	5,035.30	4.173
63,914.3	FEDERAL NATL MTG ASSN GTD MTG POOL NBR AL0600 4.304% 07/01/2021 3138EGU28	70,120.86	116.741	74,614.19	4,493.23	3.687
14,319.91	FEDERAL NATL MTG ASSN POOL #254232 6.5% 03/01/2022 31371KLM1	13,566.22	111.34	15,943.79	2,377.57	5.838
128,885.2058	FEDERAL NATL MTG ASSN GTD MTG PA POOL NBR MA1278 2.5% 12/01/2022 31418AM47	134,926.70	104.958	135,275.33	348.63	2.382
131,336.45	FEDERAL NATL MTG ASSN GTD MTG PA POOL NBR AD3830 4.5% 04/01/2025 31418RHG9	136,754.05	109.877	144,308.55	7,554.50	4.095
102,069.71	FEDERAL HOME LN MTG CORP PARTN C GROUP NBR J1-3884 3.5% 12/01/2025 3128PTJ55	101,112.81	108.752	108,961.46	7,848.65	3.279
131,687.3	FEDERAL NATL MTG ASSN GTD MTG POOL NBR AH3428 3.5% 01/01/2028 3138A4Y25	131,955.32	108.799	143,252.71	11,297.39	3.217
129,228.63	FED HOME LN MTG CORP PARTN CTF5 GROUP NBR EO-4113 GOLD POOL 2.5% 11/01/2027 31294NSA8	135,023.73	104.833	135,474.25	450.52	2.385
12,840.94	FEDERAL NATL MTG ASSN POOL #648884 VARIABLE 2.04% 05/01/2032 31390HUH6	12,863.29	100.646	13,024.54	161.25	2.027
34,994.86	FEDERAL NATL MTG ASSN POOL #655928 7% 08/01/2032 31390TVV8	32,323.70	116.552	40,787.21	8,463.51	6.006

ACCOUNT STATEMENT

01/01/2012 through 12/31/2012

Statement Period
Account Number

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
20,253.08	FEDERAL NATL MTG ASSN POOL #555177 VARIABLE 2.275% 01/01/2033 31385WYE4	19,601.28	108.42	21,553.34	1,952.06	2.138
71,080.86	FEDERAL HOME LN MTG CORP GOLD POOL #G01864 5% 01/01/2034 3128LXB90	68,948.44	108.606	77,198.08	8,249.64	4.604
17,672.16	FEDERAL HOME LN MTG CORP GOLD POOL #A33262 5.5% 02/01/2035 31297NTT3	17,304.15	107.934	19,074.27	1,770.12	5.098
17,791.91	FEDERAL NATL MTG ASSN VAR POOL #841031 5.215% 11/01/2035 31407ULL9	17,808.60	107.454	19,118.12	1,309.52	4.853
73,370.47	FEDERAL HOME LN MTG CORP POOL #G01874 5% 12/01/2035 3128LXFP0	69,679.02	107.981	79,226.17	9,547.15	4.630
37,530.19	FEDERAL HOME LN MTG CORP VAR POOL # 1J0045 3.38% 01/01/2036 3128LUBN5	36,976.04	106.255	39,877.70	2,901.66	4.726
50,957.69	FEDERAL HOME LN MTG CORP GOLD POOL #A52339 6.5% 09/01/2036 3128KE546	52,000.75	112.565	57,360.52	5,359.77	5.774
121,625.26	FEDERAL HOME LN MTG CORP PARTN C GOLD POOL #G04706 5.5% 09/01/2038 3128M6R34	122,442.44	112.809	137,204.24	14,761.80	4.875
67,157.14	FEDERAL NATL MTG ASSN GTD MTG PA POOL NBR AB1613 4% 10/01/2040 31416WYK2	68,416.32	111.40	74,813.05	6,396.73	3.591
78,555.49	FEDERAL HOME LN MTG CORP PARTN C GOLD POOL # A8-6411 4% 01/01/2041 312945DQ8	77,518.29	111.037	87,225.66	9,707.37	3.602
105,983.58	FEDERAL NATL MTG ASSN GTD MTG POOL NBR AL0149 4% 02/01/2041 3138EGEX8	106,530.04	110.306	116,906.25	10,376.21	3.626
81,986.8	FEDERAL HOME LN MTG CORP PARTN C GOLD POOL #G0-6361 4% 03/01/2041 3128M8MJ0	80,692.95	111.349	91,291.48	10,598.53	3.592



ACCOUNT STATEMENT

016

Statement Period
Account Number
01/01/2012 through 12/31/2012COMPTON FOUNDATION -
METROPOLITAN WEST ASSET
MANAGEMENT LLC -ADVISOR

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
79,080.78	FEDERAL HOME LN MTG CORP PARTN C GROUP NBR G0-6354 4% 04/01/2041 3128M8MB7	78,092.25	111.037	87,808.90	9,716.65	3.602
72,263.17	FEDERAL HOME LN MTG CORP PARTN C GOLD POOL # G0-6620 4.5% 07/01/2041 3128M8VM3	75,277.90	112.09	80,999.79	5,721.89	4.015
75,422.93	FEDERAL NATL MTG ASSN GTD MTG POOL NBR AJ0784 4.5% 09/01/2041 3138ARZ64	80,572.89	108.557	81,876.87	1,303.98	4.145
73,189.724	FEDERAL HOME LN MTG CORP PARTN GROUP NBR Q0-4090 GOLD POOL 4% 10/01/2041 3132GKF76	76,014.39	111.037	81,267.67	5,253.28	3.602
180,135.74	FEDERAL HOME LN MTG CORP PARTN GROUP NBR Q0-4091 GOLD POOL 4% 10/01/2041 3132GKF84	186,918.98	109.537	197,315.29	10,396.31	3.652
58,185.64	FEDERAL NATL MTG ASSN GTD MTG PA POOL NBR AB3866 3.5% 11/01/2041 31417AJL4	59,558.48	107.887	62,774.74	3,216.26	3.244
96,190.97	FEDERAL NATL MTG ASSN GTD MTG POOL NBR AL1410 4.5% 12/01/2041 3138EHR87	102,856.70	108.557	104,422.03	1,565.33	4.145
	TOTAL MORTGAGE BACKED SECURITIES	2,225,765.42		2,393,900.23	168,134.81	
COLLATERALIZED MTG OBLIGATIONS						
88,933.51	NCUA GTD NTS TR 2010-R2 CMO .5777% 11/08/2017 62888UAA8	88,942.24	100.219	89,128.27	186.03	0.643
78,171.98	NCUA GTD NTS TR 2011-R2 SR NT CMO .6077% 02/08/2020 62889CAA7	78,171.98	100.219	78,343.16	171.20	0.612
60,000	NCUA GTD NTS TR 2010-C1 CMO 2.9% 10/29/2020 62888XAB0	63,525.00	106.5966	63,957.96	432.96	2.721
58,481.87	NCUA GTD NTS TR 2010-R2 CMO .6777% 11/05/2020 62888UAB6	58,481.87	100.344	58,683.05	201.18	0.742

ACCOUNT STATEMENT

01/01/2012 through 12/31/2012

Statement Period
Account NumberCOMPTON FOUNDATION -
METROPOLITAN WEST ASSET
MANAGEMENT LLC -ADVISOR

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
59,128.49	NCUA GTD NTS TR 2010-R3 CMO SR I-A NT .773% 12/08/2020 62888WAA4	59,121.04	100.50	59,424.13	303.09	0.769
12,634.07	COUNTRYWIDE ALTERNATE LOAN INC 2004-J6 MTG PASSTHRU CTF CL 2-A-1 6.5% 11/25/2031 12667FRG2	13,210.65	105.0444	13,271.38	60.73	6.188
16,992.7	RESIDENTIAL ASSET MTG PRODS CMO SER 2004 SL1 CL A8 6.5% 11/25/2031 760985W98	17,782.18	103.1266	17,523.99	258.19-	6.303
26,112.8	MASTR SEASONED SECURITIZATION 2005-1 MTG PASSTHRU CTF CL 4-A-1 2.5022% 10/25/2032 55265WCK7	26,732.33	100.9709	26,366.33	366.00-	2.478
135,368.06	FEDERAL HOME LN MTG CORP CMO 5% 05/15/2033 31395MBG3	129,852.87	101.795	137,797.92	7,945.05	4.912
165,000	FEDERAL HOME LN MTG CORP SER 2733 CL ME 5% 01/15/2034 31394NUA4	153,978.52	111.0155	183,175.58	29,197.06	4.504
200,000	FEDERAL NATL MTG ASSN CMO 5.5% 08/25/2034 31394V3J7	197,117.19	106.0387	212,077.40	14,960.21	5.187
30,372.54	BANK AMER FDG CORP VAR SERIES 2004-A CL 1A3 CMO 5.54345% 09/20/2034 06051GAX7	30,231.40	102.9338	31,263.61	1,032.21	5.385
35,314.49	FIRST HORIZON MTG PASSTHRU TR VAR SER 2004-AR5 CL 2A1 CMO 2.63116% 10/25/2034 32051D6N7	35,789.31	95.8913	33,863.52	1,925.79-	2.744
31,122.4	INDYMAC MBS INC 2004-AR6 MTG PASSTHRU CTF CL 6-A-1 3.03986% 10/25/2034 45660NY25	31,846.79	97.8231	30,444.90	1,401.89-	3.108
8,895.28	J P MORGAN MTG TR 2005-A3 MTG PASSTHRU CTF CL 3-A-2 5.9864% 06/25/2035 466247PZ0	8,886.94	100.026	8,897.59	10.65	2.599



COMPTON FOUNDATION -
METROPOLITAN WEST ASSET
MANAGEMENT LLC-ADVISOR

ACCOUNT STATEMENT

Page 11

Statement Period
Account Number

016

01/01/2012 through 12/31/2012

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
28,417.1	J P MORGAN MTG TR 2005-A5 MTG PASSTHRU CTF CL 3-A-2 2.74493% 08/25/2035 466247SK0	28,599.14	100.4439	28,543.24	55.90-	2.733
47,347.25	WELLS FARGO MTG BACKED SECS 2006 CMO 2.68484% 04/25/2036 94983VAC9	44,032.93	98.4686	46,622.17	2,589.24	2.727
73,611.67	GREENWICH CAP COML FDG CORP 2004-GG1 COML MTG PASSTHRU CTF CL A-7 5.317% 06/10/2036 396789FT1	80,298.83	104.2201	76,718.16	3,580.67-	5.102
35,041.61	BANC AMER FDG 2006-G TR MTG PASSTHRU CTF CL 2-A-3 CMO VAR .3807% 07/20/2036 05950MAD2	33,377.13	98.8002	34,621.18	1,244.05	0.417
233,505.51	GOVERNMENT NATL MTG ASSN GTD REM CMO VAR 6.091% 08/16/2038 38374TDP6	22,748.75	14.346	33,498.58	10,749.83	42.472
40,000	MORGAN STANLEY CAP I TR 2006-TOP CMO 5.818% 08/12/2041 61749MAV1	44,193.75	115.7785	46,311.40	2,117.65	5.025
65,000	WACHOVIA BANK COML MTG TR CMO 5.118% 07/15/2042 9297664Q3	70,413.28	109.7885	71,362.53	949.25	4.662
55,000	BEAR STEARNS COML MTG SECS INC SER 2005-T20 CL A4A CMO 5.14888% 10/12/2042 073878CL5	61,187.50	110.9472	61,020.96	166.54-	4.641
65,000	BANC AMER COML MTG INC SER 2005-2 CL A5 4.857% 07/10/2043 05947JUM21	69,616.02	108.5081	70,530.27	914.25	4.476
65,000	MERRILL LYNCH SER 2005-LC1 CL A4 5.291% 01/12/2044 59022HNC2	71,733.59	111.6243	72,555.80	822.21	4.740
45,000	MORGAN STANLEY CAP I TR 2008-HQ8 CMO 5.731% 07/12/2044 61750CAF4	49,405.08	114.6914	51,611.13	2,206.05	4.997
95,000	GS MTG SECS TR 2011-GC5 CMO 3.707% 08/10/2044 36191YBB3	95,943.89	110.988	105,438.60	9,494.71	3.340



ACCOUNT STATEMENT

Page 12

016

01/01/2012 through 12/31/2012

Statement Period
Account Number

COMPTON FOUNDATION -
METROPOLITAN WEST ASSET
MANAGEMENT LLC-ADVISOR

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
45,000	WFRBS COML MTG TR 2011-C5 CMO 3.667% 11/15/2044 92936JBB9	45,448.40	110.3921	49,676.45	4,230.05	3.322
65,000	MORGAN STANLEY CAP I INC CMO 4.89% 06/12/2047 61745M5G4	69,246.87	109.3294	71,084.11	1,817.24	4.473
139,000	POPULAR ABS MTG PASS THRU TR 200 ABS VAR .5197% 06/25/2047 73316NAC9	82,010.00	53.0636	73,758.40	8,251.60	1.105
	TOTAL COLLATERALIZED MTG OBLIGATIONS	1,861,923.47		1,937,551.79	75,628.32	
ASSET BACKED SECURITIES						
50,081.73	NCUA GTD NTS TR 2010-R3 ABS .7677% 12/08/2020 62888WAB2	50,081.73	100.50	50,332.14	250.41	0.796
45,000	SLM STUDENT LN TR 2008-3 ABS VAR 1.31525% 10/25/2021 78444GAC8	46,125.00	100.1168	45,052.56	1,072.44	1.449
28,236.27	NORTHWEST AIRLINES INC PASS THRU TR CTF ABS SER 01-1 7.041% 04/01/2022 667294AW2	29,506.90	113.00	31,906.99	2,400.09	6.231
30,000	NORTH CAROLINA ST ED ASSISTANCE ABS VAR 1.11525% 07/25/2025 659262GC8	30,312.89	100.292	30,087.60	225.29	1.112
21,336.48	CONSECO FINANCE ABS SER 2001 D CL A5 6.69% 11/15/2032 20847TBH3	22,794.99	100.5521	21,454.28	1,340.71	6.653
30,126.9	RESIDENTIAL ASSET MTG PRODUCTS ABS VAR RATE .4997% 10/25/2033 78112BZF0	29,609.10	98.8504	29,780.56	171.46	0.538
112,693.3	RESIDENTIAL ASSET MTG PRODS ABS SER 2003 RS11 CLASS A16A 5.98% 12/25/2033 760985K26	112,691.40	98.931	111,488.61	1,202.79	6.045
45,000	BRAZOS HIGHER ED AUTH INC STUDENT LN ASSET BKO NT SER 2010-1 CL A-2 FLTG 1.5115% 02/25/2035 10620NCE8	43,013.67	98.5629	44,803.31	1,789.64	1.518



ACCOUNT STATEMENT

Page 13

COMPTON FOUNDATION -
METROPOLITAN WEST ASSET
MANAGEMENT LLC - ADVISOR

Statement Period
Account Number

016

01/01/2012 through 12/31/2012

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
45,000	EDUCATIONAL FDG SOUTH INC NT CL A-2 FLTG RATE .96525% 04/25/2035 28148WAB9	42,393.16	100.6225	45,280.13	2,886.97	1.062
46,483	MASTR ASSET BACKED SECS TR ABS A-2D FLTG RATE .5797% 06/25/2035 57643LJV9	43,461.61	97.7658	45,444.48	1,982.87	0.661
80,000	NEW CENTURY HOME EQUITY ABS VAR .6397% 06/25/2035 64352VKT7	64,200.00	95.0786	76,062.88	11,862.88	0.743
128,376.66	MID-STATE TR VI SER 6 CL A4 ABS 7.79% 07/01/2035 59549NAD5	128,770.59	99.6247	127,894.86	875.73	7.819
34,857.32	PARK PL SECS INC ABS VAR .5497% 09/25/2035 70069FKD8	33,550.18	97.3943	33,848.04	398.86	0.629
24,581.37	COUNTRYWIDE INC 2005-4 ASSET BKD CTF CL MV-1 FLTG RATE .6897% 10/25/2035 128673Q70	20,464.01	97.8186	24,045.15	3,581.14	0.720
12,673.92	LEHMAN XS TR ABS VAR .4697% 11/25/2035 525221CV7	12,499.66	99.506	12,623.98	124.32	0.538
33,036.94	BRAZOS ED LN AUTH INC STUDENT LN ASSET BACKED NT 2012A VAR RATE .94% 12/26/2035 10620WAA6	32,120.50	98.781	32,634.22	513.72	0.952
110,000	CENTEX HOME EQUITY LN TR 2006-A ABS VAR .4597% 06/25/2036 15231AAD8	75,625.00	81.7855	89,964.05	14,339.05	0.642
45,000	BRAZOS HIGHER ED AUTH INC ABS VAR 1.31525% 10/27/2036 10620NCL0	42,739.56	99.3063	44,887.84	1,948.28	1.256
135,000	CITIGROUP MTG LN TR 2007-WFHE1 ABS VAR .4097% 01/25/2037 17311CAU5	72,900.00	77.8387	105,082.25	32,182.25	0.588
125,000	CITICORP RESIDENTIAL MTG TR SER ABS 6.046% 03/25/2037 17310RAE9	85,312.50	92.9046	116,130.75	30,818.25	6.508

ACCOUNT STATEMENT

Page 14

Statement Period
Account Number

01/01/2012 through 12/31/2012

016

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
108,200	MERRILL LYNCH FIRST FRANKLIN MTG ABS VAR 3897% 08/25/2037 59024VAG4	65,731.50	49.4406	53,494.73	12,236.77-	0.923
45,000	SLM STUDENT LN TR 2005-5 STUDENT LN-BKD NT CL ABS 1.02375% 10/25/2040 78442GPR1	40,851.56	93.8882	42,249.68	1,398.12	1.080
46,424.93	BEAR STEARNS ABS VAR RATE ADJ RATE .6097% 08/25/2043 073877AC6	44,002.12	96.1311	44,628.80	626.68	0.668
	TOTAL ASSET BACKED SECURITIES	168,757.63		1,259,078.89	90,321.26	
	MUNICIPAL OBLIGATIONS					
15,000	CALIFORNIA ST UTGO 5.95% 04/01/2016 13063A5D2	16,499.85	112.168	16,825.20	325.35	5.305
40,000	ILLINOIS ST TAXABLE 5.885% 03/01/2016 452152HT1	40,000.00	113.929	45,571.60	5,571.60	4.972
15,000	CALIFORNIA ST TAXABLE 5.7% 11/01/2021 13063BJA1	17,453.85	119.154	17,873.10	419.25	4.784
30,000	CALIFORNIA ST TAXABLE-VAR PURP BUILD AMERICA BONDS 6.65% 03/01/2022 13063BF56	37,864.80	125.203	37,560.80	303.90-	5.311
45,000	HOUSTON TX REF-TAXABLE-PENSION OBLIG-A 6.28% 03/01/2032 442331QM9	55,407.60	124.273	55,922.85	515.25	5.061
50,000	ILLINOIS ST TXBL 5.1% 06/01/2033-2024 452151LF8	39,954.00	98.916	49,458.00	9,504.00	5.156
90,000	LOS ANGELES CA DEPT WTR & PWR TAXABLE-SYS-SER C-BUILD AMERICA BONDS 6.008% 07/01/2039 544525NZ7	90,000.00	127.32	114,588.00	24,588.00	4.719
25,000	CALIFORNIA ST UTGO TAXABLE-VAR PURP- BUILD AMERICAN BONDS 7.3% 10/01/2039 13063A7D0	25,205.75	138.57	34,642.50	9,436.75	5.268



COMPTON FOUNDATION -
METROPOLITAN WEST ASSET
MANAGEMENT LLC -ADVISOR

ACCOUNT STATEMENT

Page 15

016

Statement Period
Account Number
01/01/2012 through 12/31/2012

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
40,000	BAY AREA TOLL AUTH CA BUILD AMERICA BONDS TAXABLE-SAN FRAN BAY AREA-F-2 6.263% 04/01/2049 072024NDO	40,000.00	138.488	55,395.20	15,395.20	4.522
	TOTAL MUNICIPAL OBLIGATIONS	362,385.85		427,837.35	65,451.50	
	TBA					
115,000	TBA 3% 01/20/2013 21H030617	122,627.73	106.313	122,259.95	367.78-	2.822
35,000	TBA 2.5% 01/25/2028 01F022410	36,520.31	104.563	36,597.05	76.74	2.391
130,000	TBA 3% 01/01/2043 02R030616	136,312.11	104.547	135,911.10	401.01-	2.870
415,000	TBA 3% 01/14/2043 01F030811	434,426.95	104.781	434,841.15	414.20	2.863
45,000	TBA 3.5% 12/20/2043 21H032613	48,955.08	108.648	48,891.60	63.48-	3.221
	TOTAL TBA	778,842.18		778,500.85	341.33-	
	CORPORATE BONDS					
95,000	CITIGROUP INC 6.5% 08/19/2013 172967EU1	91,903.00	103.46	98,287.00	6,384.00	6.283
70,000	GENERAL ELEC CAP CORP 5.9% 05/13/2014 36962G4C5	69,922.30	107.171	75,019.70	5,097.40	5.505
100,000	MORGAN STANLEY 6% 05/13/2014 61747YCF0	89,810.00	105.897	105,897.00	6,087.00	5.668
45,000	BANK AMER FDG CORP 7.375% 05/15/2014 06051GDY2	45,000.00	108.285	48,728.25	3,728.25	6.811
70,000	CAPITAL ONE FINL CORP SR NT 7.375% 05/23/2014 14040HAS4	72,435.30	108.783	76,148.10	3,712.80	6.780
50,000	GENERAL ELEC CAP CORP VARIABLE RATE .84875% 09/15/2014 36962GK94	35,000.00	99.88	49,940.00	14,940.00	0.650

ACCOUNT STATEMENT

Page 16

Statement Period
Account Number

01/01/2012 through 12/31/2012

016

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
45,000	GOLDMAN SACHS GROUP INC 5% 10/01/2014 38143UAW1	37,815.30	106.519	47,933.55	10,118.25	4.694
35,000	MORGAN STANLEY 4.2% 11/20/2014 61747YCK9	34,986.00	104.339	36,518.65	1,532.65	4.025
55,000	HEALTH CARE PPTY OPT TO REMARKET SEC IN 6/05 7.072% 06/08/2015 421915AG4	62,674.70	111.97	61,583.50	,091.20-	6.316
45,000	HEALTH CARE PPTY 6.3% 09/15/2016 421915EG0	49,674.15	115.39	51,925.50	2,251.35	5.460
100,000	BARCLAYS 5% 09/22/2016 06739FGF2	99,871.00	112.089	112,089.00	12,218.00	4.461
40,000	GOLDMAN SACHS 5.75% 10/01/2016 38141GER1	44,012.00	113.786	45,514.40	1,502.40	5.053
50,861.1	UAL INC & UNITED AIR LINES INC 10.4% 11/01/2016 902552AB4	50,861.10	115.12	58,551.30	7,690.20	9.034
80,000	HEALTHCARE RLTY TR INC 6.5% 01/17/2017 42225BAA4	79,458.40	114.34	91,472.00	12,013.60	5.685
25,000	MERRILL LYNCH 8.95% 05/18/2017 59018YD65	25,000.00	115.88	28,970.00	3,970.00	7.724
125,000	MERRILL LYNCH 9.57% 06/06/2017 59018YE49	125,000.00	113.50	141,875.00	16,875.00	8.432
90,000	FIRST INDUSTRIAL LP 7.5% 12/01/2017 32055TAG8	102,482.10	112.398	101,158.20	1,323.90-	6.673
51,848.13	CONTINENTAL AIRLS PASS THRU SER 1997 4A 6.9% 01/02/2018 210805BU0	48,580.34	108.75	58,384.84	7,804.50	6.345
70,000	BEAR STEARNS 7.25% 02/01/2018 073902RU4	65,756.25	125.304	87,712.80	21,956.55	5.786
35,000	KANSAS CITY PWR & LT CO 6.375% 03/01/2018 485134BK5	35,000.00	119.904	41,966.40	6,966.40	5.317
70,000	CITIGROUP INC 6.125% 05/15/2018 172867ES6	61,791.80	119.841	83,888.70	22,096.90	5.111



COMPTON FOUNDATION -
METROPOLITAN WEST ASSET
MANAGEMENT LLC -ADVISOR

ACCOUNT STATEMENT

Page 17

Statement Period
Account Number

016

01/01/2012 through 12/31/2012

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
70,000	GENERAL ELEC CAP CORP TRANCHE # TR 00749 .70935% 08/07/2018 36962GX66	63,776.30	96.241	67,368.70	3,592.40	0.737
49,000	SOUTHWESTERN ELEC 6.45% 01/15/2019 845437BK7	48,938.26	121.705	59,635.45	10,697.19	5.300
35,000	HCP INC SR NT 3.75% 02/01/2019-2018 40414LAF6	36,100.05	105.534	36,936.90	836.85	3.553
50,000	VENTAS GTD SR NT 4% 04/30/2019-2019 92276MAY1	49,744.50	107.494	53,747.00	4,002.50	3.721
31,165.01	CONTINENTAL AIRLS PASS THRU SER 99 2 CL A 1 7.256% 03/15/2020 210805CT2	31,254.76	109.50	34,125.69	2,870.93	6.626
5,000	HEALTH CARE REIT NT 4.95% 01/15/2021-2020 42217KAU0	5,487.90	109.373	5,468.65	29.25-	4.526
28,000	WILLIAMS CO COS 7.875% 09/01/2021 969457BG4	31,392.50	128.835	37,362.15	5,969.65	6.112
70,000	HEALTH CARE REIT NT 5.25% 01/15/2022-2021 42217KAW8	69,537.30	111.355	77,948.50	8,411.20	4.715
65,000	TUCSON ELEC PWR CO NT 3.85% 03/15/2023 898813AL4	64,788.75	101.294	65,841.10	1,052.35	3.801
30,000	FIRST CHICAGO NBD CAP I PFD SECS FLTG RATE .86275% 02/01/2027-2008 31945HAA3	21,600.00	81.981	24,594.30	2,994.30	1.052
170,000	J P MORGAN CHASE CAP XIII VAR FLOATS OTLY US LIB+95 SER M 1.31225% 08/30/2034-2014 46626YAA0	132,200.00	82.085	139,544.50	7,344.50	1.599
50,000	TENNESSEE GAS PIPELINE 7.625% 04/01/2037 880451AU3	68,417.00	141.601	70,800.50	2,383.50	5.385

ACCOUNT STATEMENT

01/01/2012 through 12/31/2012

Statement Period
Account NumberCOMPTON FOUNDATION -
METROPOLITAN WEST ASSET
MANAGEMENT LLC - ADVISOR

Schedule Of Assets Held

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 36962G4B7	24,619.50	135.93	33,982.50	9,363.00	5.058
20,000	HEALTH CARE REIT NT 6.5% 03/15/2041-2040 42217KAX4	19,893.60	116.245	23,249.20	3,555.60	5.592
75,000	SOUTHERN 3.33025% 11/01/2066-2011 844030AH9	75,294.00	85.625	64,218.75	11,075.25	3.889
	TOTAL CORPORATE BONDS	2,079,888.16		2,296,387.78	216,499.62	
	FOREIGN BONDS AND NOTES					
90,000	DEUTSCHE BK AG GLOBAL MEDIUM TER 4.875% 05/20/2013 2515A0NY5	89,877.60	101.736	91,562.40	1,684.80	4.792
69,000	ABBEY NATL TREAS SVCS PLC SR NT 2.875% 04/25/2014 002799AK0	68,841.30	102.035	70,404.15	1,562.85	2.818
74,000	CREDIT SUISSE N Y BRH 6% 02/15/2018 22541HCC4	73,756.54	115.57	85,521.80	11,765.26	5.192
	TOTAL FOREIGN BONDS AND NOTES	232,475.44		247,488.35	15,012.91	
	PRIVATE PLACEMENTS					
23,014.74	SIGMA FIN INC MEDIUM TERM NTS PP REPORTED TO BE IN DEFAULT 0% 05/18/2009 8265Q0XJ6	21,839.08	0.00	0.00	21,639.08	0.000
	TOTAL DEBT SECURITIES	13,566,188.58		14,192,006.19	625,817.61	
	SHORT TERM INVESTMENTS					
257,275.87	GOLDMAN SACHS FS MMF INST SH 38141W232	257,275.87	1.00	257,275.87	0.00	0.130
	COMMERCIAL PAPER					
130,000	LLOYDS/IPA .31% 02/13/2013 CP0311490	129,865.67		129,865.67	0.00	0.310

ACCOUNT STATEMENT

Page 19

Statement Period
Account Number

01/01/2012 through 12/31/2012

016

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
	CASH	582.49		582.49	0.00	0.000
	DUE FROM BROKERS	136,743.75		136,743.75	0.00	0.000
	DUE TO BROKERS	914,927.73-		914,927.73-	0.00	0.000
	ACCRUED INCOME	70,649.42		70,649.42	0.00	0.000
	TOTAL CASH	706,952.07-		706,952.07-	0.00	
	TOTAL SHORT TERM INVESTMENTS	319,810.53-		319,810.53-	0.00	
	Total Assets	13,246,378.05		13,872,195.66	625,817.61	
	LESS ACCRUED INCOME	(70,649.42)		(70,649.42)		
		13,175,728.63		13,801,546.24		



STATE STREET

Detailed Holdings List by Country

As of December 31, 2012
Reporting Currency: USD

COMPTON FOUNDATION

Account Number: 1

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Accrued Income	Annual Yield(%)
Cash and Cash Equivalents									
SINGAPORE DOLLAR	1.480	0.82	1.20	0.82	1.20	0.0			
SOUTH KOREAN WON	(1,000)	0.00	0.00	0.00	0.00	0.0			
INDONESIA RUPIAH	(4,000)	0.00	0.00	0.00	0.00	0.0			
US DOLLAR	(1,172,927.87)	1.00	(1,172,927.87)	1.00	(1,172,927.87)	(9.1)			
EURO CURRENCY	0.010	1.00	0.01	1.32	0.01	0.0			
POUND STERLING	(3,043)	1.67	(0.06)	1.67	(0.06)	0.0			
JAPANESE YEN	(3,000)	0.01	(0.04)	0.01	(0.03)	0.0			
US DOLLAR - INST. SEC.	1,172,927.87	1.00	1,172,927.87	1.00	1,172,927.87	9.1		0.00	0.0
STATE STREET INSTITUTIONAL TREASURY PLUS FUND CUSIP: CM1TPVXX2	254,937.73	1.00	254,937.73	1.00	254,937.73	2.0	0.00	0.00	0.0
Total Cash and Cash Equivalents			254,938.84		254,938.85	2.0	0.00	0.00	0.0
Equity									
AUSTRALIA									
AMP LTD TICKER: AMP.AU, CUSIP: 870995801	37,500.000	4.93	184,753.36	4.99	187,310.35	1.5	2,556.99	0.00	0.0
CARIGAN ENERGY LTD CUSIP: 621428001	12,379.000	13.90	171,994.29	12.97	149,263.13	1.2	(22,731.16)	0.00	1.4
SIMS METAL MANAGEMENT LTD SPON ADR TICKER: SMS, CUSIP: 829160100	12,165.000	18.60	226,223.09	9.86	119,846.90	0.9	(106,376.19)	0.00	1.6
TWOULF-PARRING LTD CUSIP: 68247006	5,563.000	37.36	199,290.41	24.26	141,510.37	1.1	(57,780.04)	0.00	4.8
TOTAL AUSTRALIA			772,251.75		599,433.75	4.7	(173,818.00)	0.00	2.6
BELGIUM									
UMICORE SA TICKER: UMI.BB, CUSIP: 400500005	3,485.000	50.33	175,915.73	55.03	192,325.48	1.5	16,409.75	0.00	0.0
TOTAL BELGIUM			175,915.73		192,325.48	1.5	16,409.75	0.00	0.0
BRAZIL									



STATE STREET

Detailed Holdings List by Country

As of December 31, 2012
Reporting Currency: USD

COMPTON FOUNDATION

Account Number: 00000000000000000000

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Accrued Income	Annual Yield(%)
CEMIG SA ADR TICKER: CIG, CUSIP: 204408601	9,375,000	9.92	92,984.31	10.86	101,812.50	0.8	8,828.19	0.00	5.4
TIME PARTICIPACAOES SA CUSIP: 857068205	3,170,000	35.78	192,087.24	19.82	142,109.40	1.1	(49,957.84)	0.00	1.5
TOTAL BRAZIL			285,081.55		243,921.90	1.9	(41,128.65)	0.00	3.1
CAYMAN ISLANDS									
TINGYI (CAYMAN ISLANDS) HOLDING CORP CUSIP: 680355804	57,000,000	2.62	149,475.78	2.78	158,479.39	1.2	9,003.61	0.00	0.2
TOTAL CAYMAN ISLANDS			149,475.78		158,479.39	1.2	9,003.61	0.00	0.2
FINLAND									
SAMPO OYJ A SHS TICKER: SAMAS.FH, CUSIP: 522603801	6,210,000	30.95	192,197.63	32.13	199,512.41	1.6	7,314.78	0.00	0.0
TOTAL FINLAND			192,197.63		199,512.41	1.6	7,314.78	0.00	0.0
FRANCE									
AXA SA SPONSORED ADR TICKER: AXAHY, CUSIP: 054536107	14,995,000	17.89	268,187.09	17.60	263,927.00	2.1	(4,260.09)	0.00	4.2
CASINO GUICHARD PERRACHON SA TICKER: CO.FP, CUSIP: 417841004	2,805,000	37.10	244,319.05	95.17	266,847.51	2.1	22,628.45	0.00	0.0
DANONE CUSIP: B1Y9TB908	1,805,000	61.02	110,148.24	65.87	118,899.21	0.9	8,750.97	0.00	0.0
LAIR LIQUEUR ADR TICKER: AXAHY, CUSIP: 000128202	15,556,000	16.42	222,768.47	25.08	340,004.65	2.8	117,236.18	0.00	1.5
TOTAL FRANCE			845,422.85		880,778.38	7.7	144,355.53	0.00	1.6
GERMANY									
ADIDAS AG TICKER: ADS.GR, CUSIP: 403197808	2,415,000	48.95	118,218.00	88.89	214,674.38	1.7	96,456.38	0.00	0.0
HENKEL AG & CO SPONSORED ADR TICKER: HENNY, CUSIP: 438601104	6,635,000	77.57	155,379.70	68.46	586,704.64	3.9	230,414.94	0.00	1.1
K+S AG TICKER: SDF GR, CUSIP: ACI00RQT4	3,325,000	50.57	168,155.38	48.01	152,972.89	1.2	(15,182.47)	0.00	4.7



STATE STREET

Detailed Holdings List by Country

As of December 31, 2012
Reporting Currency: USD

COMPTON FOUNDATION

Account Number:

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Accrued Income	Annual Yield(%)
SAP A2 SFCA ADR TICKER: SAP, CUSIP: PC3764204	3,390,000	44.05	149,388.67	40.38	271,054.40	2.1	122,765.73	0.00	0.0
VOSSLOH AG CUSIP: 509233904	810,000	123.62	100,134.09	99.05	80,229.78	0.6	(19,904.31)	0.00	4.2
TOTAL GERMANY			690,775.92		1,105,356.09	8.6	414,580.27	0.00	1.5
HONG KONG									
HANG SENG BANK LTD TICKER: 11 HK, CUSIP: 840837001	16,700,000	14.59	243,706.57	15.31	255,751.31	2.0	12,044.74	0.00	0.8
TELEVISION BROADCASTS LTD TICKER: 16681674, CUSIP: 888161002	13,000,000	8.34	60,190.46	7.47	97,111.99	0.8	6,921.47	0.00	0.5
TOTAL HONG KONG			334,497.03		352,863.24	2.7	18,366.21	3.00	0.5
INDONESIA									
BANK RAKYAT INDONESIA PERSER TICKER: BBRIJ, CUSIP: 670909902	87,500,000	0.72	62,982.30	0.72	63,099.86	0.5	137.36	0.00	0.0
TOTAL INDONESIA			62,982.30		63,099.86	0.5	137.36	0.00	0.0
ISRAEL									
CHECK POINT SOFTWARE TECHNOLOGIES LTD TICKER: CHKP, CUSIP: M22485104	4,570,000	45.48	207,826.46	47.64	217,714.80	1.7	9,888.34	0.00	0.0
TOTAL ISRAEL			207,826.46		217,714.80	1.7	9,888.34	0.00	0.0
JAPAN									
FANUC LTD CUSIP: 635693005	1,100,000	81.60	89,755.09	183.76 Price AS OF 12/28/12	202,135.38	1.6	112,380.30	0.00	0.0
YONDA MOTOR LTD SFCNE ADR TICKER: HMC, CUSIP: 436128008	7,000,000	31.48	230,354.47	32.94 Price AS OF 12/28/12	248,590.00	2.0	38,235.53	0.00	2.1
KAO CORP TICKER: 4452.JP, CUSIP: 848380004	7,000,000	25.29	177,001.34	25.98 Price AS OF 12/28/12	181,716.40	1.4	4,715.06	2,504.76	0.0
KEYENCE CORP CUSIP: 645099008	500,000	225.37	112,894.61	276.52 Price AS OF 12/28/12	147,701.57	1.1	25,677.26	0.00	0.0



STATE STREET

Detailed Holdings List by Country

As of December 31, 2012
Reporting Currency: USD

COMPTON FOUNDATION

Account Number: 00000000000000000000

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Accrued Income	Annual Yield(%)
KUBOTA CORP ADR TICKER: KUB, CUSIP: 501173207	6,005,000	38.70	232,410.77	57.82	346,008.10	2.7	113,597.33	0.00	1.5
MITRUBI SUMITOMO CO LTD CUSIP 659767013	8,000,000	16.46	131,653.64	24.12 Price AS OF 12/28/12	192,593.50	1.5	61,339.85	0.00	3.0
RAKUTEN INC CUSIP: 622859808	23,400,000	9.10	213,038.35	7.78 Price AS OF 12/28/12	182,046.52	1.4	(30,991.83)	675.25	0.0
SYMEX CORP CUSIP 66360K48	3,850,000	16.36	62,232.85	45.71 Price AS OF 12/28/12	178,490.72	1.4	112,257.87	0.00	0.3
TERUMO CORP TICKER: 4543.JP, CUSIP: 688507003	4,100,000	40.80	167,699.19	39.30 Price AS OF 12/28/12	161,141.57	1.3	(6,557.62)	0.00	0.0
TORAY INDUSTRIES INC LINE SPON ADR TICKER: TRTY, CUSIP: 880680108	1,490,000	31.41	70,022.70	60.95 Price AS OF 12/28/12	90,208.00	0.7	14,185.30	0.00	1.7
TOTAL JAPAN			1,488,913.01		1,931,079.66	15.0	444,166.65	3,189.01	0.6
KOREA, REPUBLIC OF									
HYUNDAI MOTOR CO TICKER: 005380 KS, CUSIP: 645105809	620,000	197.49	122,442.70	204.10	126,539.41	1.0	4,096.71	0.00	0.0
TOTAL KOREA, REPUBLIC OF LUXEMBOURG			122,442.70		126,539.41	1.0	4,096.71	0.00	0.0
SUBSEA 7 SA SPON ADR TICKER: SUBCY, CUSIP: 864323100	9,525,000	10.98	104,811.53	23.74	226,094.93	1.8	121,483.40	0.00	2.4
TOTAL LUXEMBOURG MAURITIUS			104,811.53		226,094.93	1.8	121,483.40	0.00	2.4
GOLDEN AGRI RESOURCES LTD TICKER: GGR.SP, CUSIP: 616447800	308,000,000	0.54	165,961.96	0.53	163,890.14	1.3	(1,971.82)	0.00	0.0
TOTAL MAURITIUS MEXICO			165,961.96		163,890.14	1.3	(1,971.82)	0.00	0.0



STATE STREET

Detailed Holdings List by Country

As of December 31, 2012
Reporting Currency: USD

COMPTON FOUNDATION

Account Number:

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Accrued Income	Annual Yield(%)
GRUPO FINANCIERO BANORTE-O TICKER: GFNORTEO, CUSIP: 242104808	14,000,000	4.50	62,937.47	6.48	90,381.63	0.7	27,444.16	0.00	0.1
TOTAL MEXICO			62,937.47		90,381.63	0.7	27,444.16	0.00	0.0
NETHERLANDS									
ASML HOLDING NV CUSIP: N07059210	2,437,000	19.65	47,893.89	64.39	156,918.43	1.2	109,024.54	0.00	1.1
KONINKLIJKE PHILIPS ELECTRONICS NV ADR TICKER: PHG, CUSIP: 800472303	5,143,000	20.16	103,812.60	28.64	136,416.60	1.1	32,603.90	0.00	3.5
UNILEVER NV NY SHRS TICKER: UN, CUSIP: 904784709	7,920,000	24.97	197,776.92	38.30	303,336.00	2.4	105,559.08	0.00	2.7
TOTAL NETHERLANDS			349,283.41		596,670.03	4.6	247,386.62	0.00	2.3
NORWAY									
STATOILHYDRO ASA SPONS ADR TICKER: STO, CUSIP: 85771P102	11,125,000	19.74	219,607.50	25.04	278,570.00	2.2	58,962.50	0.00	3.6
TOTAL NORWAY			219,607.50		278,570.00	2.2	58,962.50	0.00	3.6
SINGAPORE									
CAPITALAND LTD CUSIP: 630930907	42,100,000	2.86	120,230.68	3.03	127,518.32	1.0	7,287.64	0.00	0.0
SINGAPORE TELECOMMUNICATIONS L CUSIP: 036972301	70,315,000	2.49	170,976.46	2.50	169,354.59	1.5	16,576.46	3,914.22	0.0
TOTAL SINGAPORE			291,107.17		317,473.30	2.5	26,366.13	3,914.22	0.0
SOUTH AFRICA									
NASPERS LTD CUSIP: 682289901	2,410,000	48.11	115,951.18	54.08	154,421.54	1.2	38,470.36	0.00	0.0
STANDARD BANK GROUP LTD/SOUTH CUSIP: 845001100	8,845,000	14.09	123,634.47	14.02	124,033.13	1.0	(398.15)	0.00	0.0
TOTAL SOUTH AFRICA			245,885.65		278,454.67	2.2	32,569.02	0.00	0.0
SPAIN									



STATE STREET.

Detailed Holdings List by Country

As of December 31, 2012
Reporting Currency: USD

COMPTON FOUNDATION

Account Number:

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Accrued Income	Annual Yield(%)
EDP RENOVAVEIS SA TICKER: EDPR.PL, CUSIP: B38GNW804	21,580,000	8.88	148,384.75	5.27	113,661.81	0.9	(34,722.94)	0.00	0.0
TOTAL SPAIN			148,384.75		113,661.81	0.9	(34,722.94)	0.00	0.0
SWEDEN									
ATLAS COPCO AB-B SHS CUSIP: B1QGR7800	7,525,000	19.94	150,023.12	24.33	183,058.21	1.4	33,035.09	0.00	0.5
TOTAL SWEDEN			150,023.12		183,058.21	1.4	33,035.09	0.00	0.5
SWITZERLAND									
ABB LTD- SPON ADR TICKER: ABB, CUSIP: 000375204	11,180,000	18.48	206,599.96	20.79	232,432.20	1.8	25,832.24	0.00	3.3
JULIUS BAER GROUP LTD TICKER: BAER.VX, CUSIP: 34R2R6902	6,216,000	35.94	223,476.78	35.35 Price AS OF 12/28/12	218,880.79	1.7	(3,596.00)	0.00	3.7
KUEHNE & NAGEL INTL AG REG TICKER: KNIN.VX, CUSIP: B142S6808	1,100,000	115.22	126,743.82	120.28 Price AS OF 12/28/12	132,291.04	1.0	5,547.22	0.00	0.0
NOVARTIS AG NAMED SPON ADR TICKER: NVV, CUSIP: 09887V133	5,567,000	48.05	248,100.17	63.30 Price AS OF 12/28/12	340,867.10	2.7	92,806.93	0.00	3.3
ROCHE HLDG LTD-SPONSORED ADR TICKER: RHHBY, CUSIP: 771185104	8,810,000	33.31	293,476.17	50.25	442,737.74	3.5	149,261.57	0.00	3.1
TOTAL SWITZERLAND			1,098,596.80		1,388,138.78	10.7	269,541.88	0.00	2.9
TAIWAN									
TAIWAN SEMICONDUCTOR SPONS ADR TICKER: TSM, CUSIP: 874039100	8,558,000	10.73	91,854.37	17.16	148,855.28	1.1	55,000.91	0.00	2.3
TOTAL TAIWAN			91,854.37		148,855.28	1.1	55,000.91	0.00	2.3
THAILAND									
KASIKORN BANK PLC THB10 (ALIEN MKT) CUSIP: 688879807	25,800,000	1.84	47,593.32	6.33	163,200.39	1.3	115,607.07	0.00	0.0
TOTAL THAILAND			47,593.32		163,200.39	1.3	115,607.07	0.00	0.0
UNITED KINGDOM									



STATE STREET.

Detailed Holdings List by Country

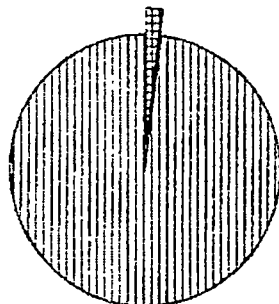
As of December 31, 2012
Reporting Currency: USD

COMPTON FOUNDATION

Account Number:

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Accrued Income	Annual Yield(%)
BARCLAYS PLC TICKER: BARC.LN, CUSIP: 313486904	63,600,000	2.87	169,928.01	4.26	271,048.94	2.1	101,118.93	0.00	0.0
DE GRUYTER PLC TICKER: DGRUY.P, CUSIP: 313486904	13,200,000	2.13	285,455.99	18.44	249,958.62	1.7	(65,488.37)	0.00	0.0
GLAXOSMITHKLINE PLC ADR TICKER: GSK, CUSIP: 37733W105	5,135,000	44.36	227,795.31	43.47	223,218.45	1.7	(4,576.86)	2,179.75	5.3
PARC HOLDINGS PLC ADR SPON NEW TICKER: HBS, CUSIP: 44380406	4,250,000	44.62	190,377.65	59.07	227,138.60	1.8	36,761.76	0.00	4.7
JOHNSON MATTHEY PLC SPON ADR TICKER: JMPY, CUSIP: 478142408	2,558,000	42.75	109,349.74	77.24	197,587.59	1.5	88,237.85	1,270.75	2.3
PEARSON PLC SPONSORED ADR TICKER: PEO, CUSIP: 705015103	8,835,000	19.74	174,904.48	18.54	172,635.60	1.3	77,730.82	0.00	3.8
SMITH & NEPHEW PLC SPONSORED ADR TICKER: SNN, CUSIP: 83176M205	3,700,000	38.49	142,419.26	55.40	204,980.00	1.6	62,560.74	0.00	1.8
STIRAX-ARCO ENGINEERING PLC CUSIP: 082477X06	3,975,000	39.32	156,144.78	38.83	143,643.45	1.1	13,488.67	0.00	3.4
SSE PLC TICKER: SSEZY, CUSIP: 78467K107	9,125,000	19.34	176,455.40	23.05	210,322.13	1.6	33,866.73	0.00	5.4
STANDARD CHARTERED PLC TICKER: STAN.LN, CUSIP: 040829007	9,870,000	30.74	305,171.25	25.53	252,204.13	2.0	47,130.86	3.00	0.0
VODAFONE GROUP PLC ADR TICKER: VOD, CUSIP: 92857W208	13,865,000	19.35	268,336.84	25.19	349,259.35	2.7	80,922.51	7,199.76	6.0
TOTAL UNITED KINGDOM			2,660,841.41		2,472,197.16	19.3	471,354.75	10,650.26	3.0
Total Equity			10,392,321.17		12,577,750.50	98.0	2,275,429.33	17,744.49	1.7
Total Net Assets			10,557,260.01		12,832,689.35	100.0	2,275,429.33	17,744.49	1.7

ACCOUNT STATEMENT

Statement Period
Account Number
01/01/2012 through 12/31/2012
003Schedule Of Assets Held
Investment Allocation

98.1%		EQUITY SECURITIES	7,549,333.90
1.9%		SHORT TERM INVESTMENTS	145,111.11
100.0%		Total	7,694,445.01

Investment Summary

	Cost	Market Value	% of Acct	Estim Ann Inc	Income Yield
EQUITY SECURITIES	7,375,086.24	7,549,333.90	98.11	86,106	1.14
SHORT TERM INVESTMENTS	145,111.11	145,111.11	1.89	193	0.13
Total Assets	7,520,197.35	7,694,445.01	100.00	86,300	1.12

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
EQUITY SECURITIES						
COMMON STOCK						
2,325	AGL RESOURCES 001204106	89,777.78	39.97	92,930.25	3,152.47	4.803
1,875	AMERICAN STATES WATER CO 029899101	67,629.19	47.98	89,962.50	22,333.31	2.960

ACCOUNT STATEMENT

Statement Period
Account Number

01/01/2012 through 12/31/2012

Page 4

003

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
2,825	APTARGROUP INC 038336103	151,631.88	47.72	134,809.00	16,822.88-	1.844
1,625	AUTOLIV INC 052800109	107,266.75	67.39	109,508.75	2,242.00	2.968
775	BOK FINL CORP COM NEW 05561Q201	43,360.61	54.46	42,206.50	1,154.11-	2.791
2,675	BANK OF HAWAII CORP 062540109	126,844.50	44.05	117,833.75	9,010.75-	4.086
1,800	BLACKBAUD INC 09227Q100	58,557.06	22.83	41,094.00	17,463.06-	2.102
1,475	BOTTOMLINE TECHNOLOGIES INC 101388106	41,662.70	26.39	38,925.25	2,737.45-	0.000
4,975	BRUKER BIOSCIENCES CORP 116794108	74,337.10	15.2379	75,808.55	1,471.45	0.000
5,725	CALGON CARBON CORP 129603106	88,875.47	14.18	81,180.50	7,694.97-	0.000
1,325	CARBO CERAMICS INC 140781105	130,516.80	78.34	103,800.50	26,716.30-	1.379
2,000	CLARCOR INC 178895107	96,277.00	47.78	95,560.00	717.00-	1.130
600	COHERENT INC 192479103	34,554.12	50.6323	30,378.38	4,174.74-	0.000
1,000	COLUMBIA SPORTSWEAR CO 198516106	57,468.30	53.36	53,360.00	4,108.30-	1.649
2,730	COMMERCE BANCSHARES INC 200525103	104,403.00	35.06	95,713.80	8,689.20-	2.624
5,650	COMMERCIAL METAL CO 201723103	77,741.75	14.86	83,959.00	6,217.25	3.230
1,075	COMMVAULT SYS INC 204166102	55,087.08	69.6624	74,887.08	19,800.00	0.000
1,000	CULLEN FROST 229899109	58,422.50	54.27	54,270.00	4,152.50-	3.538
2,200	DARLING INTL INC 237266101	38,172.88	16.04	35,288.00	2,884.88-	0.000

ACCOUNT STATEMENT

Statement Period
Account Number 01.01/2012 through 12/31/2012

Page 5

003

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
5.775	DENBURY RESOURCES INC COM NEW 247916208	100,382.41	16.20	93,555.00	6,827.41-	0.000
950	DENTSPLY INTERNATIONAL INC 249030107	37,755.76	39.61	37,629.50	126.26-	0.555
4.350	DONALDSON INC 257651109	152,173.44	32.84	142,854.00	9,319.44-	1.096
1.675	DORMAN PRODS INC 258278100	39,427.04	35.34	59,194.50	19,767.46	0.000
3.825	DUPONT FABROS TECHNOLOGY INC 26613Q106	92,274.17	24.16	92,412.00	137.83	3.311
5.200	EAST WEST BANCORP INC 27579R104	122,044.00	21.49	111,748.00	10,296.00-	1.861
2.425	EATON VANCE CORP NON VTG COM 278265103	65,041.72	31.85	77,236.25	12,194.53	2.512
950	ESCO TECHNOLOGIES INC 296315104	33,749.33	37.41	35,539.50	1,790.17	0.855
650	FACTSET RESEARCH SYSTEMS INC 303075105	63,974.17	88.06	57,239.00	6,735.17-	1.408
2.550	FINANCIAL ENGINES INC 317485100	56,366.73	27.74	70,737.00	14,370.27	0.000
725	FRANKLIN ELEC INC 353514102	39,869.20	62.0307	44,972.26	5,103.06	0.935
975	FRESH MKT INC 35804H106	45,376.60	48.09	46,887.75	1,511.15	0.000
1.575	GENESEE & WYOMING INC CL A 371559105	89,703.19	76.08	119,826.00	30,122.81	0.000
500	GEOSPACE TECHNOLOGIES CORP 37364X109	33,976.25	88.87	44,435.00	10,458.75	0.000
550	HAIN CELESTIAL GROUP INC 405217100	23,453.33	54.22	29,821.00	6,367.67	0.000
1,300	HIBBETT SPORTS INC 428567101	69,362.54	52.70	68,510.00	852.54-	0.000
1,475	HUB GROUP INC CL A 443320106	52,248.49	33.60	49,560.00	2,688.49-	0.000

ACCOUNT STATEMENT

Statement Period
Account Number

01/01/2012 through 12/31/2012

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
900	HUBBELL INC CL B 443510201	72,032.41	84.63	76,167.00	4,134.59	2.127
1,400	ICU MED INC 44930G107	68,552.57	60.93	85,302.00	16,749.43	0.000
1,625	IPG PHOTONICS CORP 44980X109	70,599.64	66.65	108,306.25	37,706.61	0.000
950	IDEX CORP 45167R104	38,784.04	46.53	44,203.50	5,419.46	1.719
1,575	INTERDIGITAL INC PA 45867G101	54,353.93	41.09	64,716.75	10,362.82	0.973
1,975	J2 GLOBAL INC 48123V102	59,586.74	30.60	60,435.00	848.26	2.941
2,400	KRATON PERFORMANCE POLYMERS INC 50077C106	65,051.52	24.03	57,672.00	7,379.52	0.000
5,275	LKQ CORP 501889208	83,570.48	21.10	111,302.50	27,732.02	0.000
1,500	LIFE TIME FITNESS INC 53217R207	76,672.95	49.21	73,815.00	2,857.95	0.000
1,576	LINCOLN ELECTRIC HLDGS 533900106	73,765.08	48.68	76,719.68	2,954.60	1.643
975	LINDSAY MFG CO 535555106	61,576.42	80.12	78,117.00	16,540.58	0.574
1,750	LIQUIDITY SVCS INC COM 53635B107	80,641.05	40.86	71,505.00	9,136.05	0.000
1,400	LJFKIN INDS INC 549764108	87,905.52	58.13	81,382.00	6,523.52	0.860
2,675	MARKETAXESS HOLDINGS INC 57060D108	96,643.53	35.30	94,427.50	2,216.03	1.246
825	MEDNAX INC 58502B106	61,407.73	79.52	65,604.00	4,196.27	0.000
2,300	MENS WEARHOUSE INC 587118100	83,502.64	31.16	71,668.00	11,834.64	2.311
3,650	MERIDIAN BIOSCIENCE INC 589584101	68,945.28	20.25	73,912.50	4,967.22	3.753



ACCOUNT STATEMENT

Statement Period
Account Number 01/01/2012 through 12/31/2012

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
425	METTLER-TOLEDO INTL INC 592688105	75,420.17	193.30	82,152.50	6,732.33	0.000
525	MICROSTRATEGY INC-CL A 594972408	73,175.15	93.38	49,024.50	24,150.65	0.000
750	MIDDLEBY CORP 596278101	74,197.05	128.21	96,157.50	21,960.45	0.000
3,000	MINERALS TECHNOLOGIES INC 603158106	96,510.01	39.92	119,760.00	23,249.99	0.501
2,750	MYRIAD GENETICS INC 62855J104	63,552.09	27.25	74,937.50	11,385.41	0.000
2,775	NIC INC 62914B100	34,069.78	16.34	45,343.50	11,273.72	0.000
800	NEOGEN CORP 640491106	28,660.00	45.32	36,256.00	7,596.00	0.000
1,200	NEW JERSEY RESOURCES CORP 646025106	52,886.89	39.62	47,544.00	5,342.89	4.038
950	NORDSON CORP 655663102	51,148.67	63.12	59,984.00	8,835.33	0.951
1,400	OCEANEERING INTL INC 675232102	73,791.20	53.79	75,306.00	1,514.80	1.339
4,050	OCWEN FINANCIAL CORP 675746309	64,122.97	34.59	140,089.50	75,966.53	0.000
2,450	PLANTRONICS INC NEW 727493108	93,955.54	36.87	90,331.50	3,624.04	1.085
5,125	POLYCOM INC 73172K104	97,597.16	10.46	53,607.50	43,989.66	0.000
1,625	POWER INTEGRATIONS INC 739276103	60,461.86	33.61	54,616.25	5,845.61	0.595
4,050	QUALITY SYS INC 747582104	152,171.39	17.36	70,308.00	81,863.39	4.032
6,950	QUESTAR CORPORATION 748356102	134,177.39	19.76	137,332.00	3,154.61	3.441
2,775	RPC ENERGY SVCS INC 748660106	34,862.88	12.24	33,966.00	896.88	2.614

COMPTON FOUNDATION WALDEN
ASSET MANAGEMENT

ACCOUNT STATEMENT

Statement Period
Account Number

003

01/01/2012 through 12/31/2012

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
1,775	RESMED INC 761152107	56,793.85	41.57	73,786.75	16,992.90	1.636
2,450	RIVERBED TECHNOLOGY INC COM 768573107	62,483.51	19.72	48,314.00	14,169.51-	0.000
3,350	SEI INVESTMENT COMPANY 784117103	71,139.01	23.34	78,183.00	7,049.99	1.371
1,475	SVB FINL GROUP 78486Q101	97,209.96	55.97	82,555.75	14,654.21-	0.000
7,825	SAPIENT CORP 803062108	93,824.22	10.56	82,632.00	11,192.22-	0.000
4,125	SELECT COMFORT CORP OC-CAP STK 81616X103	129,472.28	26.17	107,951.25	21,521.03-	0.000
1,975	SIGNATURE BANK 82669G104	125,423.95	71.34	140,896.50	15,472.55	0.000
650	SYNTEL INC 87162H103	40,050.07	53.6283	34,858.40	5,191.67-	0.448
675	TECHNE CORP 878377100	46,721.53	68.34	46,129.50	592.03-	1.756
1,250	TEXAS CAPITAL BANCSHARES INC 88224Q107	43,380.12	44.82	56,025.00	12,644.88	0.000
2,225	THORATEC CORPORATION 885175307	76,381.48	37.52	83,482.00	7,100.52	0.000
575	TRACTOR SUPPLY CO 892356106	55,880.21	88.36	50,807.00	5,073.21-	0.905
1,400	UMB FINANCIAL CORP 902788108	62,111.70	43.82	61,348.00	763.70-	1.963
4,150	UMPQUA HLDGS CORP 904214103	54,793.70	11.79	48,928.50	5,865.20-	3.053
1,600	UNITED NATURAL FOODS INC 911163103	74,441.28	53.59	85,744.00	11,302.72	0.000
1,325	VERIFONE HLDGS INC 92342Y109	38,085.67	29.68	39,326.00	1,240.33	0.000
1,375	VITAMIN SHOPPE INC 92849E101	60,201.08	57.36	78,870.00	18,668.92	0.000



COMPTON FOUNDATION WALDEN
ASSET MANAGEMENT

ACCOUNT STATEMENT

Page 9

01/01/2012 through 12/31/2012

Statement Period
Account Number

003

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
1,750	WABTEC CORP 929740108	131,856.83	87.54	153,195.00	21,338.17	0.228
2,300	WATTS WATER TECHNOLOGIES INC 942749102	91,338.98	42.99	98,877.00	7,538.02	1.023
1,425	WEIGHT WATCHERS INTL INC 948626106	74,556.91	52.36	74,613.00	56.09	1.337
1,350	WEST PHARMACEUTICAL SERVICES 955306105	55,354.33	54.75	73,912.50	18,558.17	1.388
1,325	WEX INC 96208T104	86,125.26	75.37	99,865.25	13,739.99	0.000
1,450	WILEY JOHN & SONS INC CL A 968223206	69,571.49	38.93	56,448.50	13,122.99	2.466
2,625	WOLVERINE WORLD WIDE INC 978097103	108,553.68	40.98	107,572.50	981.18	1.171
	TOTAL COMMON STOCK	6,889,867.67		7,059,912.90	170,045.23	
	FOREIGN STOCK					
2,500	SODASTREAM INTERNATIONAL LTD M9068E105	90,604.47	44.89	112,225.00	21,620.53	0.000
750	CORE LABORATORIES N V ADR N22717107	94,547.18	109.31	81,982.50	12,564.68	1.025
	TOTAL FOREIGN STOCK	185,151.65		194,207.50	9,055.85	
	REAL ESTATE INVESTMENT TRUSTS					
1,975	BIOMED REALTY TRUST INC 09063H107	38,247.95	19.33	38,176.75	71.20	4.863
2,275	COHEN & STEERS INC 19247A100	76,004.28	30.47	69,319.25	6,685.03	2.363
1,400	CORESITE RLTY CORP 21870Q105	37,146.02	27.66	38,724.00	1,577.98	3.905
	CORPORATE OFFICE PPTYS TR 22002T108	0.00	24.98	0.00	0.00	0.000
1,775	JONES LANG LASALLE INC 48020Q107	148,668.67	83.94	148,993.50	324.83	0.477

ACCOUNT STATEMENT

Page 10

003

Statement Period
Account Number
01/01/2012 through 12/31/2012

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
	TOTAL REAL ESTATE INVESTMENT TRUSTS	300,066.92		295,213.50	4,853.42-	
	TOTAL EQUITY SECURITIES	7,375,086.24		7,549,333.90	174,247.66	
	SHORT TERM INVESTMENTS					
	SHORT TERM INVESTMENTS					
148,564.66	GOLDMAN SACHS FS MMF INST SH 38141W232	148,564.66	1.00	148,564.66	0.00	0.130
	DUE FROM BROKERS	22,516.67		22,516.67	0.00	0.000
	DUE TO BROKERS	28,001.79-		28,001.79-	0.00	0.000
	ACCRUED INCOME	2,031.57		2,031.57	0.00	0.000
	TOTAL CASH	3,453.55-		3,453.55-	0.00	
	TOTAL SHORT TERM INVESTMENTS	145,111.11		145,111.11	0.00	
	Total Assets	7,520,197.35		7,694,445.01	174,247.66	
	LESS ACCRUED INCOME	(2031.57)		(2031.57)		
		7,518,165.78		7,692,413.44		

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 12

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	175,000.	7,758.	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.
Emilie Cortes 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.
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		175,000.	7,758.	0.

Form 990-PF	Summary of Program-Related Investments	Statement 13
-------------	--	--------------

Description

Loan to Inyenyeri: a Rwandan Social Benefit Company
 Proceeds of loan to be used to introduce clean burning
 gasifying cookstoves and renewable biomass fuel pellets into
 the community of the Rugerero Genocide Survivors Village
 near Gisenyi, Rwanda.

The loan carries an interest rate of 1% simple, and is due
 in 2017.

Annual reports of the project are due September 1 each year
 the loan is outstanding. The reports are to contain an
 overview of the progress of the program including lending
 activities undertaken with the loan funds, whether
 objectives have been realized, internal/external factors
 which contributed to or impeded the program's success and
 the fiscal accounting of the use of the loan monies.

Amount

To Form 990-PF, Part IX-B, line 1

35,000.

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

Compton Foundation, Inc
#94-3142932
Form 990-PF, December 31, 2012

Organization Name	Unpaid 12/31/11	Awarded 2012	Paid	Unpaid 12/31/12
Category				
Arts				
Brattleboro Museum and Art Center, Inc 10 Vernon Street Brattleboro, VT 05301		\$10,000.00	\$10,000 00	\$0 00
Arts Education International 745 Green Street San Francisco, CA 94133		\$7,500 00	\$7,500 00	\$0 00
San Francisco Jazz Organization Three Embarcadero Center, Lobby Level San Francisco, CA 94111		\$240.00	\$240.00	\$0.00
Grantmakers in the Arts 4055 21st Avenue West, Suite 100 Seattle, WA 98199		\$400 00	\$400 00	\$0 00
Boulder Museum of Contemporary Art 1750 13th Street Boulder, CO 80302		\$20,000 00	\$20,000 00	\$0.00
Museum of Contemporary Art Denver 1485 Delgany St Denver, CO 80202		\$10,000 00	\$10,000 00	\$0 00
Barefoot Artists, Inc 2412 Waverly Street Philadelphia, PA 19146		\$10,000 00	\$10,000 00	\$0 00
Video Veracity 3020 Royal St New Orleans, LA 70117		\$10,000 00	\$10,000 00	\$0 00
WAMU 88.5 American University Radio 4400 Massachusetts Ave NW Washington, DC 20016-8082		\$730 00	\$730 00	\$0 00
WETA 3939 Campbell Avenue Arlington, VA 22206		\$800.00	\$800 00	\$0.00
Maryland Public Television 11767 Owings Mills Blvd Owings Mills, MD 21117		\$600 00	\$600 00	\$0 00
Sundance Institute PO Box 684429 Park City, UT 84068		\$5,000 00	\$5,000 00	\$0 00
Boulder Museum of Contemporary Art 1750 13th Street Boulder, CO 80302		\$3,000.00	\$3,000.00	\$0 00
Focus on Film 26 Main Street Montpelier, VT 05602		\$1,000 00	\$1,000 00	\$0 00
BeadforLife 2336 Canyon Blvd, Suite 202 Boulder, CO 80302		\$2,000.00	\$2,000 00	\$0 00

Compton Foundation, Inc
#94-3142932
Form 990-PF, December 31, 2012

Organization Name	Unpaid 12/31/11	Awarded 2012	Paid	Unpaid 12/31/12
WGBH Educational Foundation PO Box 200 Boston, MA 02134		\$400.00	\$400 00	\$0 00
WGBH Educational Foundation PO Box 200 Boston, MA 02134		\$1,500 00	\$1,500 00	\$0 00
Boulder Museum of Contemporary Art 1750 13th Street Boulder, CO 80302		\$25,000 00	\$25,000 00	\$0 00
Museum of Contemporary Art Denver 1485 Delgany St Denver, CO 80202		\$5,000 00	\$5,000.00	\$0.00
KQED, Inc 2601 Mariposa Street San Francisco, CA 94110		\$880.00	\$880.00	\$0 00
Arts Education International 745 Green Street San Francisco, CA 94133		\$7,500 00	\$7,500 00	\$0 00
Scottish Fiddlers of California 1502 Kona Pl Santa Rosa, CA 95403		\$1,250.00	\$1,250.00	\$0.00
Three Penny Review P O Box 9131 Berkeley, CA 94709		\$1,000 00	\$1,000 00	\$0.00
Squaw Valley Community of Writers P O Box 1416 Nevada City, CA 95959		\$1,000.00	\$1,000 00	\$0 00
San Francisco Conservatory of Music 50 Oak Street San Francisco, CA 94102		\$1,000 00	\$1,000.00	\$0.00
Cutting Ball Theater 141 Taylor Street San Francisco, CA 94102		\$3,000 00	\$3,000 00	\$0.00
New Century Chamber Orchestra 665 Third Street, Suite 345 San Francisco, CA 94107		\$1,000.00	\$1,000 00	\$0 00
Grabhorn Institute 1802 Hays Street, The Presidio San Francisco, CA 94129		\$1,000 00	\$1,000.00	\$0 00
Barefoot Artists, Inc 2412 Waverly Street Philadelphia, PA 19146		\$1,500 00	\$1,500 00	\$0 00
Mosaic Multicultural Foundation 4218 1/2 SW Alaska, Suite H Seattle, WA 98116		\$1,500.00	\$1,500.00	\$0 00
Joseph Center for Arts and Culture PO Box 949 Joseph, OR 97846		\$250.00	\$250.00	\$0.00

\$0 00

Compton Foundation, Inc.
 #94-3142932
 Form 990-PF, December 31, 2012

Organization Name	Unpaid 12/31/11	Awarded 2012	Paid	Unpaid 12/31/12
Mosaic Multicultural Foundation 4218 1/2 SW Alaska, Suite H Seattle, WA 98116		\$1,000 00	\$1,000 00	
Mechanics Institute 57 Post Street, Ste 504 San Francisco, CA 94104		\$1,000 00	\$1,000 00	\$0 00
Positive Futures Network P O Box 10818 Bainbridge Island, WA 98110		\$4,000.00	\$4,000 00	\$0 00
Subtotal Arts	\$0.00	\$140,050.00	\$140,050.00	\$0.00
<u>Children & Youth</u>				
Fishtrap PO Box 38 Enterprise, OR 97828		\$2,000 00	\$2,000 00	\$0 00
PPTG, Peralta Elementary School 460 63rd St Oakland, CA 94609		\$2,000 00	\$2,000 00	\$0 00
Full Circle Elementary School 21 Paramenter Road Bernardston, MA 01337		\$2,500 00	\$2,500 00	\$0.00
Windham Child Care Association 130 Birge Street Brattleboro, VT 05301		\$5,000 00	\$5,000 00	\$0.00
Willa's Workshop, Inc 1609 Millbrook Road Salt Lake City, UT 84106		\$1,000 00	\$1,000 00	\$0 00
Greensboro Wonder & Wisdom, Inc P O Box 300 Greensboro, VT 05841		\$7,500 00	\$7,500.00	\$0 00
Rudolf Steiner Foundation, Inc 1002A O'Reilly Avenue San Francisco, CA 94129		\$3,500 00	\$3,500 00	\$0 00
Live Oak Waldorf School 410 Crother Road Meadow Vista, CA 95722		\$1,250 00	\$1,250 00	\$0 00
Camp Fire Columbia 619 SW 11th Avenue, Suite 234 Portland, OR 97205		\$250 00	\$250 00	\$0 00
Subtotal Children & Youth	\$0.00	\$25,000.00	\$25,000.00	\$0.00
<u>Community Welfare</u>				
Marin Link Community Wellness Center 5800 Northgate Mall, Suite 250 San Rafael, CA 94903		\$3,500 00	\$3,500.00	\$0.00
COMMUNITY ANIMAL WELFARE SOCIETY P O Box 160554 Clearfield, UT 84016		\$200 00	\$200.00	\$0 00

Compton Foundation, Inc
#94-3142932
Form 990-PF, December 31, 2012

Organization Name	Unpaid 12/31/11	Awarded 2012	Paid	Unpaid 12/31/12
YWCA of Salt Lake City 322 East 300 South Salt Lake City, UT 84111		\$200 00	\$200 00	\$0 00
KQED, Inc 2601 Mariposa Street San Francisco, CA 94110		\$720 00	\$720 00	\$0 00
Southern Poverty Law Center 400 Washington Avenue Montgomery, AL 36104		\$300 00	\$300 00	\$0 00
Project Open Hand PO Box 642910 San Francisco, CA 94164		\$300 00	\$300 00	\$0 00
Environmental Traveling Companions Fort Mason Center, Landmark Building C San Francisco, CA 94123		\$200.00	\$200 00	\$0 00
High Fives Nonprofit Foundation P O Box 3212 Truckee, CA 96160		\$4,500 00	\$4,500 00	\$0 00
Blackhat Humane Society PO Box 1622 St Johns, AZ 85936		\$700.00	\$700 00	\$0.00
North Star Fund 520 Eighth Avenue New York, NY 10018		\$1,000 00	\$1,000.00	\$0.00
DHCA Low Income Dental Program 1245 East Colfax Avenue, Suite 301 Denver, CO 80218		\$3,500.00	\$3,500.00	\$0.00
Internews Network 1640 Rhode Island Ave , NW, Suite 700 Washington, DC 20036		\$750 00	\$750.00	\$0.00
Northern California Grantmakers 625 Market Street, 3rd Floor San Francisco, CA 94105		\$4,680 00	\$4,680 00	\$0.00
Project Open Hand PO Box 642910 San Francisco, CA 94164		\$200 00	\$200 00	\$0.00
National Committee for Responsive Philanthropy 1331 H Street NW, Suite 200 Washington, DC 20005		\$1,500 00	\$1,500.00	\$0.00
Progressive Jewish Alliance and Jewish Funds for Justice 330 Seventh Ave, 19th Floor New York, NY 10001		\$200 00	\$200.00	\$0 00
Oxfam-America Inc 226 Causeway Street, 5th Floor Boston, MA 02114		\$300 00	\$300 00	\$0 00
American Jewish World Service 45 West 36th Street New York, NY 10018		\$500 00	\$500 00	\$0.00

Compton Foundation, Inc
#94-3142932
Form 990-PF, December 31, 2012

Organization Name	Unpaid 12/31/11	Awarded 2012	Paid	Unpaid 12/31/12
Doctors Without Borders USA 333 7th Avenue New York, NY 10001		\$600.00	\$600.00	\$0.00
Center for Constitutional Rights 666 Broadway, 7th Floor New York, NY 10012		\$400.00	\$400.00	\$0.00
Lymphoma Research Foundation 115 Broadway, Suite 1301 New York, NY 10006		\$200.00	\$200.00	\$0.00
Whitman Walker Health Elizabeth Taylor Medical Center, 1701 14th St, NW Washington, DC 20009		\$200.00	\$200.00	\$0.00
Georgetown University ICC Building, Room 301 Washington, DC 20007		\$500.00	\$500.00	\$0.00
Sinai House 3100 Military Road, NW Washington, DC 20015		\$400.00	\$400.00	\$0.00
Hope Connections for Cancer Support 5430 Grosvenor Lane, Suite 100 Bethesda, MD 20814		\$200.00	\$200.00	\$0.00
Georgetown University ICC Building, Room 301 Washington, DC 20007		\$1,000.00	\$1,000.00	\$0.00
Sinai House 3100 Military Road, NW Washington, DC 20015		\$2,000.00	\$2,000.00	\$0.00
Fortune Society 29-76 NORTHERN BOULEVARD LONG ISLAND CITY, NY 11101		\$2,500.00	\$2,500.00	\$0.00
Positive Futures Network P O Box 10818 Bainbridge Island, WA 98110		\$1,000.00	\$1,000.00	\$0.00
Vermont Community Foundation 3 Court Street Middlebury, VT 05753		\$5,000.00	\$5,000.00	\$0.00
Marin Link Community Wellness Center 5800 Northgate Mall, Suite 250 San Rafael, CA 94903		\$2,500.00	\$2,500.00	\$0.00
ShelterBox USA 8374 Market Street, #203 Lakewood Ranch, FL 34202		\$250.00	\$250.00	\$0.00
East Bay Community Law Center 2921 Adeline Street Berkeley, CA 94703		\$500.00	\$500.00	\$0.00
Alameda County Community Food Bank Inc PO Box 2599 Oakland, CA 94614		\$300.00	\$300.00	\$0.00

Compton Foundation, Inc
#94-3142932
Form 990-PF, December 31, 2012

Organization Name	Unpaid 12/31/11	Awarded 2012	Paid	Unpaid 12/31/12
Food Bank Of Contra Costa and Solano P O Box 6324 Concord, CA 94524		\$300.00	\$300.00	\$0 00
Heifer Project International, Inc 1 World Avenue Little Rock, AR 72202		\$700 00	\$700 00	\$0.00
Lighthouse for the Blind and Visually Impaired 214 Van Ness Avenue San Francisco, CA 94102		\$1,000.00	\$1,000.00	\$0.00
Alameda County Community Food Bank Inc PO Box 2599 Oakland, CA 94614		\$200.00	\$200.00	\$0.00
Commonweal P O Box 316 Bolinas, CA 94924		\$2,000 00	\$2,000.00	\$0 00
Heyday Institute P O Box 9145 Berkeley, CA 97409		\$3,000.00	\$3,000.00	\$0 00
Heyday Institute P O Box 9145 Berkeley, CA 97409		\$2,000 00	\$2,000.00	\$0 00
Center on Race Poverty & Environment 47 Kearny Street, Suite 804 San Francisco, CA 94108		\$1,000 00	\$1,000 00	\$0 00
Subtotal Community Welfare	\$0.00	\$51,000.00	\$51,000.00	\$0.00
<u>Education</u>				
Pine Forest Education Association, Inc 1120 W Kaibab Lane Flagstaff, AZ 86001		\$1,500 00	\$1,500.00	\$0.00
Rudolf Steiner Foundation, Inc 1002A O'Reilly Avenue San Francisco, CA 94129		\$3,500 00	\$3,500 00	\$0.00
University of Utah 540 Arapeen Drive, Suite 250 Salt Lake City, UT 84108		\$200.00	\$200 00	\$0.00
University of Utah 540 Arapeen Drive, Suite 250 Salt Lake City, UT 84108		\$200 00	\$200 00	\$0.00
Allen-Chase Foundation, Eaglebrook School 271 Pine Nook Road Deerfield, MA 01342		\$5,000 00	\$5,000 00	\$0.00
University of Utah 540 Arapeen Drive, Suite 250 Salt Lake City, UT 84108		\$5,000.00	\$5,000.00	\$0 00
Bethesda-Chevy Chase High School Educational Foundation P O Box 31209 Bethesda, MD 20824		\$455 00	\$455.00	\$0.00

Compton Foundation, Inc
#94-3142932
Form 990-PF, December 31, 2012

Organization Name	Unpaid 12/31/11	Awarded 2012	Paid	Unpaid 12/31/12
Lowell High School PTSA P O Box 320429 San Francisco, CA 94132		\$300.00	\$300.00	\$0.00
Pacific Primary 1501 Grove Street San Francisco, CA 94117		\$400.00	\$400.00	\$0.00
BlueSkies for Children 3021 Brookdale Avenue Oakland, CA 94602		\$1,400.00	\$1,400.00	\$0.00
Wellesley College 106 Central Street Wellesley, MA 02481		\$700.00	\$700.00	\$0.00
University of Utah 540 Arapen Drive, Suite 250 Salt Lake City, UT 84108		\$5,000.00	\$5,000.00	\$0.00
Bethesda-Chevy Chase High School Educational Foundation P O Box 31209 Bethesda, MD 20824		\$1,000.00	\$1,000.00	\$0.00
NAACP Legal Defense and Educational Fund, Inc 40 Rector Street, 5th Floor New York, NY 10006		\$1,000.00	\$1,000.00	\$0.00
Fairview High School 1515 Greenbriar Boulevard Boulder, CO 80305		\$2,500.00	\$2,500.00	\$0.00
Impact on Education 728 Front Street, Suite A Louisville, CO 80027		\$4,000.00	\$4,000.00	\$0.00
Impact on Education 728 Front Street, Suite A Louisville, CO 80027		\$10,000.00	\$10,000.00	\$0.00
Impact on Education 728 Front Street, Suite A Louisville, CO 80027		\$5,000.00	\$5,000.00	\$0.00
University of Colorado Foundation 4740 Walnut Street Boulder, CO 80301		\$1,500.00	\$1,500.00	\$0.00
Putney School Elm Lea Farm, 418 Houghton Brook Road Putney, VT 05346		\$4,500.00	\$4,500.00	\$0.00
National Outdoor Leadership School 284 Lincoln St Lander, WY 82520		\$7,000.00	\$7,000.00	\$0.00
World Learning, Inc PO Box 676 Brattleboro, VT 05302		\$1,500.00	\$1,500.00	\$0.00
Impact on Education 728 Front Street, Suite A Louisville, CO 80027		\$3,000.00	\$3,000.00	\$0.00

Compton Foundation, Inc
 #94-3142932
 Form 990-PF, December 31, 2012

Organization Name	Unpaid 12/31/11	Awarded 2012	Paid	Unpaid 12/31/12
Impact on Education 728 Front Street, Suite A Louisville, CO 80027		\$1,000 00	\$1,000 00	\$0.00
East Bay College Fund 2201 Broadway, Suite 208 Oakland, CA 94612		\$400.00	\$400 00	\$0.00
Friends of the Sausalito Public Library 420 Litho Street Sausalito, CA 94965		\$500 00	\$500 00	\$0 00
Synergia Learning Center 18441 Rainbow's End Rd Nevada City, CA 95959		\$10,000 00	\$10,000.00	\$0.00
University of Colorado Foundation 4740 Walnut Street Boulder, CO 80301		\$1,700 00	\$1,700.00	\$0.00
Subtotal Education	\$0.00	\$78,255.00	\$78,255.00	\$0.00
<u>Environment</u>				
Grist Magazine, Inc 710 Second Ave, Ste 860 Seattle, WA 98104		\$50,000 00	\$50,000.00	\$0 00
Center for Diversity & the Environment 10233 NW Langworthy Terrace Portland, OR 97229		\$30,000.00	\$30,000 00	\$0 00
Sustainable Conservation 98 Battery Street, Suite 302 San Francisco, CA 94111		\$50,000 00	\$50,000 00	\$0 00
Model Forest Policy Program PO Box 328 Sagle, ID 83860		\$50,000 00	\$50,000.00	\$0 00
WorldLink Foundation Lexicon of Sustainability 3190 Eastman Lane Petaluma, CA 94952		\$30,000.00	\$30,000 00	\$0.00
Corporate Accountability International 10 Milk Street, Suite 610 Boston, MA 02108		\$40,000.00	\$40,000 00	\$0.00
Franklin Furnace Archive, Inc 80 Hanson Place, Suite #301 Brooklyn, NY 11217		\$30,000.00	\$30,000 00	\$0 00
Climate Solutions 1402 Third Ave, Suite 1305 Seattle, WA 98101		\$50,000.00	\$50,000 00	\$0.00
ForestEthics One Haight Street San Francisco, CA 94102		\$40,000.00	\$40,000.00	\$0 00
Big & Lil Marsh Productions Futurefarmers 164 Eckford St #2L Brooklyn, NY 11222		\$40,000.00	\$40,000.00	\$0 00

Compton Foundation, Inc
#94-3142932
Form 990-PF, December 31, 2012

Organization Name	Unpaid 12/31/11	Awarded 2012	Paid	Unpaid 12/31/12
Grand Canyon Trust 2601 N Fort Valley Road Flagstaff, AZ 86001		\$30,000.00	\$30,000 00	\$0.00
Ecotrust 721 NW 9th Avenue, Ste 200 Portland, OR 97209		\$50,000.00	\$50,000 00	\$0.00
Cape Farewell / Expenditure Responsibility The Dana Centre, 165 Queen's Gate, 5th Floor London, UK SW7 5HD		\$50,000.00	\$50,000.00	\$0.00
Consultative Group on Biological Diversity PO Box 29361 San Francisco, CA 94129		\$5,000.00	\$5,000 00	\$0.00
Ceres, Inc 99 Chauncy Street Boston, MA 02139		\$50,000 00	\$50,000 00	\$0.00
Ella Baker Center for Human Rights 1970 Broadway, Suite 450 Oakland, CA 94612		\$50,000 00	\$50,000 00	\$0.00
Green For All 1611 Telegraph Avenue Suite 600 Oakland, CA 94612		\$50,000 00	\$50,000 00	\$0.00
Global Greengrants Fund 2840 Wilderness Place, Suite A Boulder, CO 80301		\$50,000 00	\$50,000 00	\$0.00
Center for Whole Communities 700 Bragg Hill Road Fayston, VT 05673		\$30,000 00	\$30,000 00	\$0.00
Greenlining Institute 1918 University Ave, Second Floor Berkeley, CA 94704		\$25,000 00	\$25,000 00	\$0.00
350 org 20 Jay Street, Suite 1010 Brooklyn, NY 11201		\$50,000 00	\$50,000 00	\$0.00
Air Traffic Control Education Fund, Inc 1475 15th St San Francisco, CA 94103		\$50,000 00	\$50,000 00	\$0.00
Third Sector New England Real Food Generation 10 Lewis Street Lincoln, MA 01773		\$50,000 00	\$50,000 00	\$0 00
Utah Film Center 122 South Main St Salt Lake City, UT 84101		\$10,000.00	\$10,000 00	\$0 00
People's Grocery 909 7th Street Oakland, CA 94607		\$20,000 00	\$20,000.00	\$0.00
Grist Magazine, Inc 710 Second Ave, Ste 860 Seattle, WA 98104		\$200.00	\$200.00	\$0.00

Compton Foundation, Inc
#94-3142932
Form 990-PF, December 31, 2012

Organization Name	Unpaid 12/31/11	Awarded 2012	Paid	Unpaid 12/31/12
Pesticide Action Network North America Regional Center 49 Powell Street, Suite 500 San Francisco, CA 94102		\$500 00	\$500 00	\$0 00
Social and Environmental Entrepreneurs Accountability Counsel 8 California Street, Suite 650 San Francisco, CA 94111		\$400.00	\$400 00	\$0.00
Association of Energy and Environmental Real Estate Professionals 3082 Evergreen Parkway, Suite H Evergreen, CO 80439		\$12,500 00	\$12,500 00	\$0 00
Carbonfund org Foundation 1320 Fenwick Lane, Suite 206 Silver Spring, MD 20910		\$2,500 00	\$2,500 00	\$0.00
Confluence Philanthropy 23 Black Brook Road Pound Ridge, NY 10576		\$10,000.00	\$10,000.00	\$0 00
Friends of the Upper Delaware River 1645 Bump Road East Branch, NY 13756		\$2,500 00	\$2,500 00	\$0 00
Wallowa Resources 401 NE 1st, Suite A Enterprise, OR 97828		\$1,000.00	\$1,000.00	\$0 00
Point Blue 3820 Cypress Drive, Suite 11 Petaluma, CA 94954		\$4,000 00	\$4,000 00	\$0.00
Southern Utah Wilderness Alliance 425 East 100 South Salt Lake City, UT 84111		\$200 00	\$200 00	\$0 00
New Venture Fund Sustainable Agriculture & Food Systems Funders 16 W Mission St , Suite R Santa Barbara, CA 93101		\$2,000 00	\$2,000 00	\$0 00
Social and Environmental Entrepreneurs Ecoartspace 22231 Mulholland Hwy Suite 209 Calabasas, CA 91302		\$1,900 00	\$1,900 00	\$0.00
National Wildlife Refuge Association 5335 Wisconsin Ave NW, Suite 521 Washington, DC 20015		\$10,000.00	\$10,000 00	\$0.00
Rose Foundation for Communities and the Environment 1970 Broadway, Suite 600 Oakland, CA 94612		\$200 00	\$200 00	\$0.00
Colorado Green Building Guild 1720 15th Street Boulder, CO 80302		\$9,500.00	\$9,500.00	\$0 00
eTown 1535 Spruce St Boulder, CO 80302		\$10,000 00	\$10,000 00	\$0 00

Compton Foundation, Inc
 #94-3142932
 Form 990-PF, December 31, 2012

Organization Name	Unpaid 12/31/11	Awarded 2012	Paid	Unpaid 12/31/12
Save The Bay 1330 Broadway, Suite 1800 Oakland, CA 94612		\$200 00	\$200.00	\$0 00
Pacific Forest Trust The Presidio, 1001A O'Reilly Ave San Francisco, CA 94129		\$200.00	\$200.00	\$0 00
Center for Environmental Health 2201 Broadway, Suite 302 Oakland, CA 94612		\$1,000 00	\$1,000 00	\$0 00
Portland Sustainability Institute 1600 SW 4th Ave , Suite 110 Portland, OR 97201		\$500.00	\$500.00	\$0.00
Earth Island Institute 2150 Allston Way, Suite 460 Berkeley, CA 94704		\$600 00	\$600 00	\$0 00
Alliance for Sustainable Colorado 1536 Wynkoop Street, Suite 4a Denver, CO 80202		\$2,000.00	\$2,000.00	\$0.00
Muir Heritage Land Trust P O Box 2452 Martinez, CA 94553		\$400 00	\$400 00	\$0.00
As You Sow 1611 Telegraph Avenue, Suite 1450 Oakland, CA 94612		\$1,000 00	\$1,000 00	\$0.00
Environmental Grantmakers Association 475 Riverside Drive, Suite 960 New York, NY 10115		\$2,594.00	\$2,594 00	\$0.00
Southeast Alaska Conservation Council 419 Sixth Street, #200 Juneau, AK 99801		\$200.00	\$200.00	\$0 00
Nature Conservancy - Worldwide Office 4245 North Fairfax Drive, Suite 100 Arlington, VA 22203		\$200 00	\$200 00	\$0.00
Wallowa Resources 401 NE 1st, Suite A Enterprise, OR 97828		\$300 00	\$300.00	\$0 00
Friends of the Upper Delaware River 1645 Bump Road East Branch, NY 13756		\$2,500.00	\$2,500 00	\$0.00
Point Blue 3820 Cypress Drive, Suite 11 Petaluma, CA 94954		\$4,000 00	\$4,000 00	\$0.00
Salmon Valley Stewardship 513 Main Street Salmon, ID 83467		\$340.00	\$340.00	\$0.00
HawkWatch International 2240 South 900 East Salt Lake City, UT 84106		\$2,000.00	\$2,000 00	\$0.00

Compton Foundation, Inc.
#94-3142932
Form 990-PF, December 31, 2012

Organization Name	Unpaid 12/31/11	Awarded 2012	Paid	Unpaid 12/31/12
Earthjustice 50 California Street, Suite 500 San Francisco, CA 94111		\$500 00	\$500 00	\$0 00
Earthjustice 50 California Street, Suite 500 San Francisco, CA 94111		\$2,000 00	\$2,000.00	\$0.00
Center For Responsible Travel 1333 H Street, NW, Suite 300, East Tower Washington, DC 20005		\$2,000 00	\$2,000 00	\$0 00
Great Old Broads For Wilderness P O Box 2924 Durango, CO 81302		\$1,000 00	\$1,000 00	\$0.00
eTown 1535 Spruce St Boulder, CO 80302		\$10,000 00	\$10,000.00	\$0.00
eTown 1535 Spruce St Boulder, CO 80302		\$10,000 00	\$10,000.00	\$0 00
Wallowa Resources 401 NE 1st, Suite A Enterprise, OR 97828		\$500.00	\$500 00	\$0.00
Fishtrap PO Box 38 Enterprise, OR 97828		\$500 00	\$500.00	\$0.00
Zero Waste Alliance 227 SW Pine Street, #220 Portland, OR 97204		\$500.00	\$500.00	\$0.00
Nature Conservancy - Montana 32 South Ewing Street, #215 Helena, MT 59601		\$8,000 00	\$8,000.00	\$0 00
Nature Conservancy - Colorado 2424 Spruce Street Boulder, CO 80302		\$8,000 00	\$8,000 00	\$0 00
River Network 520 SW Sixth Avenue, Ste 1130 Portland, OR 97204		\$4,000 00	\$4,000.00	\$0.00
Global Greengrants Fund 2840 Wilderness Place, Suite A Boulder, CO 80301		\$1,000 00	\$1,000 00	\$0 00
Natural Capitalism Solutions 11823 N 75th St Longmont, CO 80503		\$1,000 00	\$1,000 00	\$0.00
Center for an Agricultural Economy P O Box 451 Hardwick, VT 05843		\$10,000 00	\$10,000 00	\$0.00
Rocky Mountain Nature Association PO Box 3100 Estes Park, CO 80517		\$2,000.00	\$2,000.00	\$0 00

Compton Foundation, Inc.
#94-3142932
Form 990-PF, December 31, 2012

Organization Name	Unpaid 12/31/11	Awarded 2012	Paid	Unpaid 12/31/12
Access Fund 207 Canyon Blvd Suite 201 S Boulder, CO 80302		\$5,000 00	\$5,000.00	\$0 00
Texas Parks & Wildlife Foundation 1901 N Akard Dallas, TX 75201		\$10,000 00	\$10,000 00	\$0 00
Climbers of Hueco Tanks Coalition 5337 Roger Maris El Paso, TX 79934		\$1,000.00	\$1,000.00	\$0 00
American Alpine Club 710 10th St , #100 Golden, CO 80401		\$7,500.00	\$7,500 00	\$0.00
New Era Colorado Foundation P O Box 4274 Boulder, CO 80306		\$3,000 00	\$3,000 00	\$0 00
Council of Canadians 170 Laurier Avenue West, Suite 700 Ontario, Canada K1P5V5		\$6,250 00	\$6,250.00	\$0 00
Hog Heaven Foundation PO Box 4456 Sedona, AZ 86340		\$2,000.00	\$2,000.00	\$0 00
Western Environmental Law Center 1216 Lincoln Street Eugene, OR 97401		\$250.00	\$250.00	\$0 00
Lake County Resources Initiative 100 North D Street, #202 Lakeview, OR 97630		\$250 00	\$250 00	\$0 00
Watershed Research and Training Center PO Box 356 Hayfork, CA 96041		\$250 00	\$250 00	\$0.00
Applegate Partnerships P O Box 899 Jacksonville, OR 97530		\$250.00	\$250 00	\$0.00
Muir Heritage Land Trust P O Box 2452 Martinez, CA 94553		\$500 00	\$500.00	\$0 00
Social and Environmental Entrepreneurs Accountability Counsel 8 California Street, #650 San Francisco, CA 94111		\$500 00	\$500 00	\$0.00
Regeneration Project 369 Pine Street, #700 San Francisco, CA 94104		\$1,000 00	\$1,000 00	\$0 00
Puente a la Salud Comunitaria 24 Waterway Avenue, suite 300 The Woodlands, TX 77380		\$1,000 00	\$1,000 00	\$0 00
Grist Magazine, Inc 710 Second Ave, #860 Seattle, WA 98104		\$200 00	\$200 00	\$0.00

Compton Foundation, Inc
#94-3142932
Form 990-PF, December 31, 2012

Organization Name	Unpaid 12/31/11	Awarded 2012	Paid	Unpaid 12/31/12
Rockwood Leadership Institute 426 17th Street, Suite 400 Oakland, CA 94612		\$50,000 00	\$50,000 00	\$0.00
Movement Strategy Center Rebuild the Dream 501 York St San Francisco, CA 94110		\$30,000 00	\$30,000 00	\$0.00
Resource Media 101 Montgomery Street, Suite 2600 San Francisco, CA 94104		\$40,000 00	\$40,000 00	\$0.00
Movement Strategy Center 436 14th Street, 5th Floor Oakland, CA 94612		\$50,000 00	\$50,000 00	\$0.00
National Center for Family Philanthropy 1101 Connecticut Avenue, #220 Washington, DC 20036		\$1,000 00	\$1,000.00	\$0 00
Grants Managers Network Inc 1666 K Street, NW, #440 Washington, DC 20006		\$1,500 00	\$1,500 00	\$0 00
Grants Managers Network Inc 1666 K Street, NW, #440 Washington, DC 20006		\$800.00	\$800.00	\$0.00
Grantmakers for Effective Organizations 1725 DeSales Street NW, #404 Washington, DC 20036		\$1,725 00	\$1,725.00	\$0 00
Progressive Inc 409 East main Street Madison, WI 53703		\$1,000.00	\$1,000 00	\$0 00
Rockwood Leadership Institute 426 17th Street, Suite 400 Oakland, CA 94612		\$5,100 00	\$5,100.00	\$0 00
Common Counsel Foundation Bay Area Justice Funders Network 436 - 14th St , #700 Oakland, CA 94612		\$500 00	\$500 00	\$0 00
Subtotal Integrative	\$0.00	\$866,625.00	\$846,625.00	\$20,000.00
<u>Money in Politics</u>				
Institute for Policy Studies The Other 98% 1112 16th Street NW, Suite 600 Washington, DC 20036		\$30,000.00	\$30,000 00	\$0.00
Proteus Fund 15 Research Drive, Suite B Amherst, MA 01002		\$50,000.00	\$50,000 00	\$0.00
MapLight 2223 Shattuck Ave Berkeley, CA 94704		\$50,000 00	\$50,000 00	\$0 00

Compton Foundation, Inc.
#94-3142932
Form 990-PF, December 31, 2012

Organization Name	Unpaid 12/31/11	Awarded 2012	Paid	Unpaid 12/31/12
Center for Responsive Politics 1101 - 14th Street NW, Suite 1030 Washington, DC 20005		\$50,000 00	\$50,000 00	\$0.00
Public Campaign 1133 - 19th Street NW, 9th Floor Washington, DC 20036		\$50,000 00	\$50,000.00	\$0 00
Public Advocates Inc 131 Steuart Street, #300 San Francisco, CA 94105		\$700 00	\$700 00	\$0 00
Project On Government Oversight 1100 G Street NW, #900 Washington, DC 20005		\$2,000 00	\$2,000 00	\$0 00
Democracy Now! Productions Inc 207 West 25th Street, 11th floor New York, NY 10001		\$2,000 00	\$2,000 00	\$0 00
Public Citizen Foundation, Inc 1600 20th Street, NW Washington, DC 20009		\$1,000.00	\$1,000 00	\$0.00
Public Campaign 1133 - 19th Street NW, 9th Floor Washington, DC 20036		\$2,000 00	\$2,000 00	\$0 00
Subtotal Money in Politics	\$0.00	\$237,700.00	\$237,700.00	\$0.00
Peace				
WITNESS 80 Hanson Place, Fifth Fl Brooklyn, NY 11217		\$40,000 00	\$40,000 00	\$0.00
Art of Revolution dba One Million Bones PO Box 30426 Albuquerque, NM 87190		\$50,000.00	\$50,000 00	\$0 00
WNET 825 Eighth Avenue, 14th Fl New York, NY 10019		\$25,000 00	\$25,000 00	\$0 00
Global Peace Initiative of Women 301 East 57th Street, 3rd Fl New York, NY 10022		\$5,000 00	\$5,000 00	\$0 00
Global Press Institute 1012 Torney Avenue, First Fl San Francisco, CA 94129		\$50,000 00	\$25,000.00	\$25,000.00
Alliance for Peacebuilding 1726 M Street, NW, #401 Washington, DC 20036		\$50,000 00	\$50,000.00	\$0.00
University of California, Berkeley Human Rights Center 2850 Telegraph Ave, Ste 500 Berkeley, CA 94705		\$40,000 00	\$40,000 00	\$0 00
Institute for Multi-Track Diplomacy 1901 North Ft Myer Dr, #405 Arlington, VA 22209		\$30,000 00	\$30,000.00	\$0 00

Compton Foundation, Inc
#94-3142932
Form 990-PF, December 31, 2012

Organization Name	Unpaid 12/31/11	Awarded 2012	Paid	Unpaid 12/31/12
Truman National Security Institute Center for National Policy 1050 17th St NW, #375 Washington, DC 20036		\$50,000 00	\$50,000 00	\$0.00
King Baudouin Foundation Institute for Integrated Transitions Pau Claris 155, no 3 Barcelona, Catalunya 080009		\$50,000 00	\$50,000 00	\$0.00
Alliance for Peacebuilding 3P Human Security 1726 M Street NW, #401 Washington, DC 20036		\$40,000 00	\$40,000.00	\$0 00
National Peace Academy P O Box 306 Shelburne, VT 05482		\$2,000.00	\$2,000 00	\$0 00
Proteus Fund 15 Research Drive, Suite B Amherst, MA 01002		\$500 00	\$500 00	\$0.00
New Israel Fund 330 Seventh Avenue, 11th FL New York, NY 10001		\$200 00	\$200.00	\$0 00
Amnesty International USA 5 Penn Plaza, 16th Floor New York, NY 10001		\$500 00	\$500.00	\$0.00
New Israel Fund 330 Seventh Avenue, 11th FL New York, NY 10001		\$1,000 00	\$1,000 00	\$0.00
New Israel Fund 330 Seventh Avenue, 11th FL New York, NY 10001		\$4,000 00	\$4,000 00	\$0.00
Proteus Fund 15 Research Drive, Suite B Amherst, MA 01002		\$1,000 00	\$1,000 00	\$0 00
Bulletin of the Atomic Scientists 1155 East 60th Street Chicago, IL 60637		\$1,000 00	\$1,000 00	\$0.00
Oregon Holocaust Resource Center P O Box 9040 Portland, OR 97207		\$400.00	\$400 00	\$0 00
International Humanitarian Foundation PO Box 55071 Boston, MA 02205		\$1,000 00	\$1,000 00	\$0 00
Heifer Project International, Inc 1 World Avenue Little Rock, AR 72202		\$5,000 00	\$5,000 00	\$0 00
Friends of Tibetan Settlements in India 315 Skylark Way Boulder, CO 80303		\$2,000.00	\$2,000 00	\$0 00

Compton Foundation, Inc
#94-3142932
Form 990-PF, December 31, 2012

Organization Name	Unpaid 12/31/11	Awarded 2012	Paid	Unpaid 12/31/12
Lionheart Foundation 629 Highland Ave Needham, MA 02494		\$2,000.00	\$2,000.00	\$0.00
Wellness Initiative P O Box D Boulder, CO 80306		\$5,000 00	\$5,000 00	\$0.00
Care Through Action P O Box 695 San Francisco, CA 94104		\$1,000 00	\$1,000 00	\$0 00
Campaign for Innocent Victims in Conflict 1210 18th Street NW, 4th Fl Washington, DC 20036		\$1,000 00	\$1,000 00	\$0 00
Community Initiatives 354 Pine Street, #700 San Francisco, CA 94104		\$2,500 00	\$2,500.00	\$0.00
Search for Common Ground 1601 Connecticut Avenue, NW, Suite 200 Washington, DC 20009		\$1,000 00	\$1,000 00	\$0 00
Bulletin of the Atomic Scientists 1155 East 60th Street Chicago, IL 60637		\$1,000.00	\$1,000 00	\$0 00
Ploughshares Fund Fort Mason Center San Francisco, CA 94123		\$1,000 00	\$1,000.00	\$0 00
Garrison Institute PO Box 532 Garrison, NY 10524		\$1,000 00	\$1,000 00	\$0.00
Futures Without Violence The Presidio, 100 Montgomery Street San Francisco, CA 94129		\$700 00	\$700 00	\$0 00
Wellness Initiative P O Box D Boulder, CO 80306		\$5,000 00	\$5,000 00	\$0 00
Tufts University 200 Boston Avenue Medford, MA 02155				\$0.00
Tufts University 200 Boston Avenue Medford, MA 02155				\$0.00
Subtotal Peace	\$0.00	\$469,800.00	\$444,800.00	\$25,000.00
<u>Reproductive Justice</u>				
Communications Consortium Media Center 401 Ninth Street NW, #450 Washington, DC 20004		\$50,000 00	\$50,000 00	\$0.00
Reproductive Health Technologies Project 1020 19th Street NW, #875 Washington, DC 20036		\$50,000.00	\$50,000.00	\$0 00

Compton Foundation, Inc.
#94-3142932
Form 990-PF, December 31, 2012

Organization Name	Unpaid 12/31/11	Awarded 2012	Paid	Unpaid 12/31/12
Center for Health and Gender Equity 1317 F Street NW Washington, DC 20004		\$40,000 00	\$40,000 00	\$0.00
University of California, San Francisco CoreAlign 1330 Broadway Street, Suite 1100 Oakland, CA 94612		\$50,000.00	\$50,000 00	\$0 00
Forward Together 1440 Broadway, Suite 301 Oakland, CA 94612		\$50,000 00	\$50,000 00	\$0.00
New Organizing Institute Education Fund UltraViolet 2160 Allston Way, #360 Berkeley, CA 94704		\$50,000 00	\$50,000 00	\$0 00
New Venture Fund Groundswell Fund 436 14th St Ste 1312 Oakland, CA 94605		\$50,000 00	\$50,000.00	\$0 00
Advocates for Youth 2000 M Street, NW, #750 Washington, DC 20036		\$10,000 00	\$10,000 00	\$0.00
RH Reality Check 10125 Colesville Road, #176 Silver Spring, MD 20901		\$50,000 00	\$50,000 00	\$0 00
Faith Aloud 3672 Arsenal Street St Louis, MO 63116		\$10,000.00	\$10,000 00	\$0 00
Advocates for Youth 2000 M Street, NW, #750 Washington, DC 20036		\$50,000 00	\$50,000 00	\$0 00
Exhale 484 Lake Park Avenue, #63 Oakland, CA 94610		\$40,000 00	\$40,000 00	\$0 00
Planned Parenthood Federation of America, Inc 434 West 33rd Street New York, NY 10001		\$300 00	\$300.00	\$0.00
Global Fund for Women, Inc 222 Sutter Street, Suite 500 San Francisco, CA 94108		\$300 00	\$300 00	\$0 00
Funders Network on Population, Reproductive Health and Rights P O Box 750 Rockville, MD 20848		\$1,725 00	\$1,725.00	\$0.00
Women For Women International 4455 Connecticut Ave , NW, Suite 200 Washington, DC 20008		\$1,000 00	\$1,000 00	\$0 00
Women For Women International 4455 Connecticut Ave , NW, Suite 200 Washington, DC 20008		\$1,000 00	\$1,000 00	\$0 00

Compton Foundation, Inc
#94-3142932
Form 990-PF, December 31, 2012

Organization Name	Unpaid 12/31/11	Awarded 2012	Paid	Unpaid 12/31/12
Women For Women International 4455 Connecticut Ave , NW, Suite 200 Washington, DC 20008		\$1,000 00	\$1,000.00	\$0.00
Reproductive Health Technologies Project 1020 19th Street NW, #875 Washington, DC 20036		\$400 00	\$400 00	\$0 00
Alliance for Peacebuilding 3P Human Security 1320 19th St SW, #410 Washington, DC 20036		\$30,966 10	\$30,966 10	\$0.00
Subtotal Reproductive Justice	\$0.00	\$536,691.10	\$536,691.10	\$0.00
<u>Spiritual Awareness</u>				
Golden Light Institute 2621 N Page Springs Road Cornville, AZ 86325		\$3,500.00	\$3,500.00	\$0 00
Institute for Jewish Spirituality 330 Seventh Avenue, 19th floor New York, NY 10001		\$1,000.00	\$1,000 00	\$0.00
PassageWorks Institute 3050 Broadway, Suite 203 Boulder, CO 80304		\$5,000.00	\$5,000.00	\$0.00
Wisdom House Retreat and Conference Center 229 E Litchfield Rd Litchfield, CT 06759		\$250 00	\$250 00	\$0 00
Wisdom House Retreat and Conference Center 229 E Litchfield Rd Litchfield, CT 06759		\$250 00	\$250 00	\$0 00
Subtotal Spiritual Awareness	\$0.00	\$10,000.00	\$10,000.00	\$0.00
Total All Grants	\$0.00	\$3,609,405.10	\$3,564,405.10	\$45,000.00
Board Grants	9 1010	3,030,966 10	2,985,966 10	
Discretionary Grants	9 1020	537,815 00	537,815 00	
Foundation Grants	9 1030	40,624 00	40,624.00	
		3,609,405 10	3,564,405 10	
RJE				
Use of Space		18,323 14		
Returned Grants		(32,816 54)		
		3,594,911 70		

Compton Foundation, Inc.
IRS 990 PF Attachment
2012

Organization(s) Name	Award Total for Participating Organization(s)
<u>Grantee Convenings Hosted by the Compton Foundation</u>	
3/29/12 Convening: Catering	\$751.26
3/29/12 Convening: Consulting	\$3,087.80
3/29/12 Convening: Flowers/Supplies	\$51.29
3/29/12 Convening: Travel	<u>\$2,228.22</u>
	\$6,118.57

Commonweal
PO Box 316
Bollinas, CA 94924

Eastern Mennonite University
1200 Park Road
Harrisonburg, VA 22802

Global Systems Initiative
1111 19th Street, NW, 12th Floor
Washington, DC 20036

The Story of Stuff project
1442 A Walnut Street, #272
Berkeley, CA 94709

New Priorities Foundation
123 Main Street, #3
San Francisco, VA 94101

Flora Family Foundation
2121 Sand Hill Road, #123
Menlo Park, CA 94025

Forward Together
1440 Broadway, Suite 301
Oakland, CA 94612

Organization(s) Name	Award Total for Participating Organization(s)
-----------------------------	--

Grantee Convenings Hosted by the Compton Foundation

4/10/12 Convening: Catering	\$509.86
4/10/12 Convening: Consulting	\$3,260.00
4/10/12 Convening: Flowers/Supplies	\$32.55
4/10/12 Convening: Travel	<u>\$1,609.52</u>
	\$5,411.93

Groundswell Fund
436 14th St. Ste. 1312
Oakland, CA 94605

Climate Solutions
1402 Third Ave, Suite 1305
Seattle, WA 98101

Ella Baker Center
1970 Broadway, Suite 450
Oakland, CA 94612

Exhale
1714 Franklin Street, #100-141
Oakland, CA 94612

Bureau for International Reporting
82 Irving Place, 5F
New York, NY 10003

Air Traffic Control
1475 15th St.
San Francisco, CA 94103

Ecotrust
721 NW 9th Avenue, Ste. 200
Portland, OR 97209

Organization(s) Name	Award Total for Participating Organization(s)
----------------------	---

Grantee Convenings Hosted by the Compton Foundation

4/12/12 Convening: Catering	\$509.86
4/12/12 Convening: Consulting	\$3,460.00
4/12/12 Convening: Flowers/Supplies	\$0.00
4/12/12 Convening: Travel	<u>\$2,822.78</u>
	\$6,792.64

Rockwood Leadership Institute
426 17th Street, Suite 400
Oakland, CA 94612

Amani Institute
3084 35th Street, Apt. 2A
Astoria, NY 11103

Sustainable Conservation
98 Battery Street, #302
San Francisco, CA 94111

Generations Ahead
Oakland, CA 94612

PROOF: Media for Social Justice
3 Parkway Street
Larchmont, NY 10538

Advocates for Youth
2000 M Street, NW, #750
Washington, DC 20036

Friends Committee on National Legislation
245 Second Street, NE
Washington, DC 20002

Total	\$18,323.14
--------------	--------------------

Compton Foundation, Inc
 #94-3142932
 Form 990-PF, December 31, 2012

Organization Name	Unpaid 12/31/11	Awarded 2012	Paid	Unpaid 12/31/12
Collective Heritage Institute Bioneers 1607 Paseo de Peralta Santa Fe, NM 87501		\$5,000 00	\$5,000 00	\$0.00
Organic Consumers Association 6771 South Silver Hill Drive Finland, MN 55603		\$2,000 00	\$2,000 00	\$0 00
Earth Island Institute 2150 Allston Way, Suite 460 Berkeley, CA 94704		\$1,500 00	\$1,500 00	\$0 00
Environmental Education Council of Marin Teen Environmental Media Network PO Box 194 Fairfax, CA 94930		\$1,500 00	\$1,500.00	\$0 00
Institute for Responsible Technology P O Box 469 Fairfield, IA 52556		\$1,500 00	\$1,500 00	\$0 00
The Pachamama Alliance Global Alliance for The Rights of Nature 2036 Nevada City Hwy #193 Grass Valley, CA 95945		\$2,000 00	\$2,000 00	\$0.00
Pesticide Action Network North America Regional Center 49 Powell Street, Suite 500 San Francisco, CA 94102		\$900.00	\$900.00	\$0.00
AfterImage Public Media 39 Mesa Street, #206 San Francisco, CA 94129		\$10,000 00	\$10,000 00	\$0.00
Global Greengrants Fund 2840 Wilderness Place, Suite A Boulder, CO 80301		\$2,000 00	\$2,000 00	\$0.00
Natural Capitalism Solutions 11823 N 75th St Longmont, CO 80503		\$2,500 00	\$2,500 00	\$0 00
Subtotal Environment	\$0.00	\$1,194,284.00	\$1,194,284.00	\$0.00
<u>Integrative</u>				
On the Commons Catalogue of Extinct Experience 2151 Pacific Ave San Francisco, CA 94115		\$35,000 00	\$35,000.00	\$0 00
Collective Heritage Institute Bioneers 1607 Paseo de Peralta Santa Fe, NM 87501		\$10,000 00	\$10,000 00	\$0 00
Trust for Conservation Innovation Mesa Refuge P O Box 3286 Berkeley, CA 94703		\$30,000 00	\$30,000 00	\$0 00
Washington Progress Fund 1402 3rd Ave Ste 201 Seattle, WA 98101		\$50,000.00	\$50,000 00	\$0.00

Compton Foundation, Inc
#94-3142932
Form 990-PF, December 31, 2012

Organization Name	Unpaid 12/31/11	Awarded 2012	Paid	Unpaid 12/31/12
YES! 400 Bronco Rd Soquel, CA 95073		\$40,000 00	\$40,000 00	\$0 00
Mosaic Multicultural Foundation 4218 1/2 SW Alaska, Suite H Seattle, WA 98116		\$30,000 00	\$30,000 00	\$0 00
Movement Strategy Center Movement Generation 436 14th St Suite 500 Oakland, CA 94612		\$40,000 00	\$40,000 00	\$0.00
Capital Institute 73 Arch Street Greenwich, CT 06830		\$50,000.00	\$50,000 00	\$0 00
Center for Story-Based Strategy (f k a smartMeme) 2940 16th Street, #201 San Francisco, CA 94103		\$40,000.00	\$40,000 00	\$0 00
openDemocracy USA 666 West End Avenue, Suite B New York, NY 10025		\$40,000 00	\$40,000 00	\$0 00
Trustees of Boston College 140 Commonwealth Ave Chestnut Hill, MA 02467		\$25,000 00	\$25,000 00	\$0 00
Jessie Smith Noyes Foundation 6 East 39th Street, 12th floor New York, NY 10016		\$50,000 00	\$50,000 00	\$0.00
Management Assistance Group (MAG) 1155 F Street NW, Suite 1050 Washington, DC 20004		\$15,000 00	\$15,000.00	\$0.00
Tides Center Opportunity Agenda 568 Broadway, Suite 302 New York, NY 10012		\$40,000 00	\$20,000 00	\$20,000.00
League of Young Voters Education Fund 540 President St , 3rd Floor Brooklyn, NY 11215		\$50,000 00	\$50,000.00	\$0 00
Magnum Foundation P O Box 300 New York, NY 10276		\$40,000 00	\$40,000 00	\$0 00
Public Interest Projects Social Transformation Project 895 Rainlily Lane Boulder, CO 80304		\$40,000.00	\$40,000 00	\$0.00
The San Francisco Film Society Moxie Institute The Presidio, 39 Mesa Street, Suite 110 San Francisco, CA 94129		\$50,000 00	\$50,000.00	\$0.00
New Media Advocacy Project 1878 County Route 21 Valatie, NY 12184		\$10,000.00	\$10,000 00	\$0 00

Compton Foundation Inc
94-3142932
12/31/2012

Substantiation of Exercise of Expenditure Responsibility The following information is provided in accordance with IRC Sec 4945(h)(3) and Reg 53.4945-5(d) to demonstrate 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 12/31/12	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	\$50,000	5/2/2012	Arts/Science Expedition with artists, scientists and educators to address and raise awareness of climate change	\$48,238	No	3/7/2013	None required

Name and address of grantee	Amount of grant	Date of grant	Purpose of grant	Amounts expended by grantee as of 12/31/12	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
Council of Canadians 170 Laurier Avenue, Suite 700 Ottawa, Ontario K1P5V5 Canada	\$6,250	12/10/2012	Environmental work around mining in Mexico and how it affects human rights and causes environmental destruction	\$0	No	5/21/2013	None required

Name and address of grantee	Amount of grant	Date of grant	Purpose of grant	Amounts expended by grantee as of 12/31/12	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
Jessie Smith Noyes Foundation 6 East 39th Street, 12th Floor New York, NY 10016 USA	\$50,000	3/5/2012	Environmental and advocacy work around advancing farm to table healthy eating	\$23,312	No	3/7/2013	None required

Name and address of grantee	Amount of grant	Date of grant	Purpose of grant	Amounts expended by grantee as of 12/31/12	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
Inyengeri-A Rwandan Social Benefit Compa Kigali, Rwanda Africa	\$35,000	8/28/2012	Introducing clean burning gasified cook stoves and renewable biomass fuel pallets into the community of Rugerero genocide survivors village near Gisenyi, Rwanda	\$0	No	not received yet but first report was due on 9/1/13	None required