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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 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 or province, country, and ZIP or foreign postal 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) \$ 63,939,751.	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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	103,179.	102,829.		Statement 1
	4 Dividends and interest from securities	1,029,683.	1,029,683.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	8,949,937.			Statement 2
	b Gross sales price for all assets on line 6a	108,905,563.			
	7 Capital gain net income (from Part IV, line 2)		8,949,287.		
	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	12,084.	12,084.		Statement 3	
12 Total. Add lines 1 through 11	10,094,883.	10,093,833.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	185,000.	18,500.		166,500.
	14 Other employee salaries and wages	318,730.	45,462.		273,268.
	15 Pension plans, employee benefits	200,223.	26,977.		0.
	16a Legal fees				
	b Accounting fees Stmt 4	34,986.	0.		34,986.
	c Other professional fees Stmt 5	269,146.	221,200.		47,946.
	17 Interest				
	18 Taxes Stmt 6	223,309.	13,309.		0.
	19 Depreciation and depletion	35,722.	4,813.		
	20 Occupancy	72,438.	9,761.		62,677.
	21 Travel, conferences, and meetings	137,942.	0.		137,942.
	22 Printing and publications				
	23 Other expenses Stmt 7	433,397.	394,756.		31,765.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,910,893.	734,778.		755,084.
	25 Contributions, gifts, grants paid	3,359,930.			3,359,930.
26 Total expenses and disbursements. Add lines 24 and 25	5,270,823.	734,778.		4,115,014.	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	4,824,060.				
b Net investment income (if negative, enter -0-)		9,359,055.			
c Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	71,418.	113.	113.
	2 Savings and temporary cash investments	287,575.	701,387.	701,387.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable Stmt 8 ▶ 874,411.			
	Less: allowance for doubtful accounts ▶ 0.	1,535,864.	874,411.	874,411.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	20,146.	20,588.	20,588.
	10a Investments - U.S. and state government obligations	4,202,998.		
	b Investments - corporate stock Stmt 9	35,325,482.	4,871,439.	4,870,640.
	c Investments - corporate bonds	9,363,190.		
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 10	6,065,995.	55,261,989.	57,378,512.
	14 Land, buildings, and equipment: basis ▶ 193,066.			
	Less: accumulated depreciation ▶ 98,966.	109,001.	94,100.	94,100.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	56,981,669.	61,824,027.	63,939,751.
	17 Accounts payable and accrued expenses	5,699.	5,743.	
	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)	5,699.	5,743.	
	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	56,975,970.	61,818,284.	
	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	56,975,970.	61,818,284.	
	31 Total liabilities and net assets/fund balances	56,981,669.	61,824,027.	

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	56,975,970.
2 Enter amount from Part I, line 27a	2	4,824,060.
3 Other increases not included in line 2 (itemize) ▶ Return of prior year grants	3	18,254.
4 Add lines 1, 2, and 3	4	61,818,284.
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	61,818,284.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly-traded securities		P	Various	Various
b Pass-through from partnerships		P	Various	Various
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 109,416,408.		99,955,626.	9,460,782.
b <511,545.>			<511,545.>
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			9,460,782.
b			<511,545.>
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	8,949,237.
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))
2012	4,549,355.	60,604,643.	.075066
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

2 Total of line 1, column (d)	2	.390708
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	.078142
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	59,829,726.
5 Multiply line 4 by line 3	5	4,675,214.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	93,591.
7 Add lines 5 and 6	7	4,768,805.
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	4,115,014.

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	187,181.
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	187,181.
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	187,181.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 229,855.		
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	229,855.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	94.	
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	42,580.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ 42,580. 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 the 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 2013 or the taxable year beginning in 2013 (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? Website address ► <u>www.comptonfoundation.org</u>	13	X	
14	The books are in care of ► <u>The Foundation</u> Telephone no. ► <u>415-391-9001</u> Located at ► <u>101 Montgomery Street, Ste 850, San Francisco, CA</u> ZIP+4 ► <u>94104</u>			
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 2013, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► _____, _____, _____	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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 2013 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 2013)	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 2013?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

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

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

5b

X

Organizations relying on a current notice regarding disaster assistance check here

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 11		185,000.	57,457.	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 Director	126,563.	37,796.	0.
Deborah Daughtry - 101 Montgomery St, Ste 850, San Francisco, CA 94104	Director of Operations	83,126.	30,793.	0.
Jennifer Turnage - 101 Montgomery St, Ste 850, San Francisco, CA 94104	Manager of Grants and Accounting	81,667.	20,971.	0.

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

0

Part VIII	Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors <i>(continued)</i>
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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
Sonen Capital Management - 50 Osgood Place Ste 320, San Francisco, CA 94133	Investment advisory	75,836.

Total number of others receiving over \$50,000 for professional services

Part IX-A	Summary of Direct Charitable Activities
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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.

1	N/A	
2		
3		
4		

Part IX-B	Summary of Program-Related Investments
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Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

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

Form **990-PF** (2013)

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	59,312,001.
b Average of monthly cash balances	1b	1,428,838.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	60,740,839.
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	60,740,839.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	911,113.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	59,829,726.
6 Minimum investment return. Enter 5% of line 5	6	2,991,486.

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	2,991,486.
2a Tax on investment income for 2013 from Part VI, line 5	2a	187,181.	
b Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	187,181.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	2,804,305.
4 Recoveries of amounts treated as qualifying distributions		4	18,255.
5 Add lines 3 and 4		5	2,822,560.
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	2,822,560.

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	4,115,014.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,115,014.
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	4,115,014.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,822,560.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	5,224,805.			
b From 2009	5,259,569.			
c From 2010	5,127,302.			
d From 2011	1,540,521.			
e From 2012	1,571,103.			
f Total of lines 3a through e	18,723,300.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 4,115,014.				
a Applied to 2012, 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 2013 distributable amount				2,822,560.
e Remaining amount distributed out of corpus	1,292,454.			
5 Excess distributions carryover applied to 2013 (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	20,015,754.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	5,224,805.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	14,790,949.			
10 Analysis of line 9:				
a Excess from 2009	5,259,569.			
b Excess from 2010	5,127,302.			
c Excess from 2011	1,540,521.			
d Excess from 2012	1,571,103.			
e Excess from 2013	1,292,454.			

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		PC		59,470.
Children & Youth - schedule		PC		29,000.
Community Welfare - schedule		PC		22,930.
Education - schedule		PC		19,100.
Cape Farewell The Dana Centre, 165 Queen's Gate London UNITED KINGDOM SW7 5HD		NC		40,000.
Total	See continuation sheet(s)			3a 3,359,930.
b Approved for future payment				
WAMU 88.5 see Arts schedule		PC		1,000.
Total			3b	1,000.

Enter gross amounts unless otherwise indicated.

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

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

[illegible]

Part XVII

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

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

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

11.13.2014
Date

Executive Director

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

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name Sue Fujitani	Preparer's signature <i>Sue Fujitani</i>	Date 11/12/14	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		NC	Environmental work around mining in Mexico	6,000.
Jessie Smith Noyes Foundation 6 East 39th Street, 12th Floor New York, NY 10016		PF	Environmental and advocacy work around advancing farm to table healthy eating	50,000.
Other Environmental - schedule		PC		865,200.
Integrative - schedule		PC		849,280.
Money in Politics - schedule		PC		314,250.
Peace - schedule		PC		576,600.
Reproductive Justice - schedule		PC		525,900.
Spiritual Awareness - schedule		PC		2,200.
Total from continuation sheets				3,189,430.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Return on program related investment	350.	0.	
Various	102,829.	102,829.	
Total to Part I, line 3	103,179.	102,829.	

Form 990-PF	Gain or (Loss) from Sale of Assets	Statement	2
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(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Publicly-traded securities	Purchased	Various	Various	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
109,416,408.	99,955,626.	0.	0.	9,460,782.

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Pass-through from partnerships	Purchased	Various	Various	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
<511,545.>	0.	0.	0.	<511,545.>

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Disposition of equipment	Purchased	Various	Various	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
700.	0.	0.	0.	700.

Net Gain or Loss from Sale of Assets	8,949,937.
Capital Gains Dividends from Part IV	0.
Total to Form 990-PF, Part I, line 6a	8,949,937.

Form 990-PF	Other Income	Statement	3
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Partnership income	12,084.	12,084.	
Total to Form 990-PF, Part I, line 11	12,084.	12,084.	

Form 990-PF	Accounting Fees			Statement 4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Audit and tax preparation	34,986.	0.		34,986.
To Form 990-PF, Pg 1, ln 16b	34,986.	0.		34,986.

Form 990-PF	Other Professional Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Investment management and advisory	219,190.	219,190.			0.
Program consultants	31,000.	0.			31,000.
HR fees/Payroll processing	9,785.	1,297.			8,488.
Computer consulting	5,289.	713.			4,576.
Web site	3,544.	0.			3,544.
Other services	338.	0.			338.
	0.	0.			0.
To Form 990-PF, Pg 1, ln 16c	269,146.	221,200.			47,946.

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Foreign tax withheld	13,309.	13,309.		0.	
Excise tax on investment income	210,000.	0.		0.	
To Form 990-PF, Pg 1, ln 18	223,309.	13,309.		0.	

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Banking fees	17,949.	17,949.		0.	
Office expense	25,578.	2,641.		22,937.	
Professional development	6,199.	171.		6,028.	
Insurance	2,947.	147.		2,800.	
Other partnership expenses	380,724.	373,848.		0.	
To Form 990-PF, Pg 1, ln 23	433,397.	394,756.		31,765.	

Form 990-PF	Other Notes and Loans Reported Separately	Statement	8
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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	874,411.	0.	0.
Total to Form 990-PF, Part II, line 7	874,411.	0.	0.

Form 990-PF	Corporate Stock	Statement	9
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Description	Book Value	Fair Market Value
Schedule	4,871,439.	4,870,640.
Total to Form 990-PF, Part II, line 10b	4,871,439.	4,870,640.

Form 990-PF	Other Investments	Statement	10
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Description	Valuation Method	Book Value	Fair Market Value
Schedule - LLC	COST	50,317,486.	52,418,304.
Cash held for reinvestment	COST	4,156,000.	4,156,000.
Program Related Investment	COST	35,000.	35,000.
Other Investment	COST	753,503.	769,208.
Total to Form 990-PF, Part II, line 13		55,261,989.	57,378,512.

Form 990-PF

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

Statement 11

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Ellen Friedman 101 Montgomery St Ste 850 San Francisco, CA 94104	Exec Dir 40.00	185,000.	0.	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.
Dan Compton 101 Montgomery St Ste 850 San Francisco, CA 94104	Secretary 2.00	0.	0.	0.
Marty Krasney 101 Montgomery St Ste 850 San Francisco, CA 94104	Treasurer thru May 2013 2.00	0.	0.	0.
Emilie Cortes 101 Montgomery St Ste 850 San Francisco, CA 94104	Treasurer from June 2013 2.00	0.	0.	0.
Steven M. Riskin 101 Montgomery St Ste 850 San Francisco, CA 94104	Director 2.00	0.	0.	0.
Betty L Farrell 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.
Stephen Perry 101 Montgomery St Ste 850 San Francisco, CA 94104	Director 2.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		185,000.	0.	0.

Form 990-PF

Grant Application Submission Information
Part XV, Lines 2a through 2d

Statement 12

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
94-3142932
Year ended December 31, 2013
RECAP OF INVESTMENTS

DESCRIPTION:	Key	Basis	Market
Grants account securities	E	52,093	-
Boston Common Int'l Social Fund	LP	1,993,522	2,329,907
Sonen Global Fixed Income Fund	LP	7,688,969	7,546,171
Sonen US Core Fixed Income Fund	LP	6,784,966	6,667,098
Sonen US Public Equity Fund	LP	8,005,468	9,561,900
Sonen Global Public Equity Fund	LP	14,912,335	16,282,566
MEPT Edgemoor LP	LP	3,600,089	3,967,324
Fidelity	E	4,819,346	4,870,640
GameChanger Film Fund LLC	LP	96,640	96,640
Microvest GMG Local Credit Fund Ltd	O	753,503	769,208
Realty Associates VI Fund	LP	614,923	296,082
Global Environment Emerging Markets Fund III	LP	3,669,939	2,138,496
GEEMF III Neogas	LP	779,649	1,064,163
GEF US Growth Partners II	LP	968,858	932,136
Legacy Venture V, LLC	LP	1,202,128	1,535,821
Cash held for reinvestment	C	<u>4,156,000</u>	<u>4,156,000</u>
TOTALS		<u>60,098,428</u>	<u>62,214,152</u>
Summary:			
Cash management funds	C	4,156,000	4,156,000
Equity securities	E	4,871,439	4,870,640
Limited partnership	LP	50,317,486	52,418,304
Other investment	O	<u>753,503</u>	<u>769,208</u>
		<u>60,098,428</u>	<u>62,214,152</u>

Compton Foundation Inc.

94-3142932

12/31/2013

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 12/31/13	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	\$40,000	4/15/2013	Arts/Science Expedition with artists, scientists and educators to address and raise awareness of climate change.	Information not on file because of when report was due and submitted	No	3/2/2014	None required

Name and address of grantee	Amount of grant	Date of grant	Purpose of grant	Amounts expended by grantee as of 12/31/13	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	\$6,000	12/11/2013	Environmental work around mining in Mexico and how it affects human rights and causes environmental destruction	Information not on file because of when report was due and submitted	No	9/29/2014	None required

Name and address of grantee	Amount of grant	Date of grant	Purpose of grant	Amounts expended by grantee as of 12/31/13	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	4/15/2013	Environmental and advocacy work around advancing farm to table healthy eating	Information not on file because of when report was due and submitted	No	4/23/2014	None required

Compton Foundation, Inc.
IRS 990 PF Attachment
2013

Category	Organization Name	Unpaid 12/31/12	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/13
Arts								
	Grantmakers in the Arts 4055 21st Avenue West, Suite 100 Seattle, WA 98199-1247		500		500			
	Corporation of the Fine Arts Museums P.O. Box 7008 San Francisco, CA 94120-7008		250		250			
	Boulder Museum of Contemporary Art 1750 13th Street Boulder, CO 80302		20,000		20,000			
	New Conservatory Theatre Center 25 Van Ness Avenue, LL San Francisco, CA 94102		200		200			
	WAMU 88.5 American University Radio 4400 Massachusetts Ave. NW Washington, DC 20016-8082		1,000					1,000
	Brattleboro Museum and Art Center, Inc 10 Vernon Street Brattleboro, VT 05301		5,000		5,000			
	WETA 3939 Campbell Avenue Arlington, VA 22206		1,000		1,000			
	Boulder Museum of Contemporary Art 1750 13th Street Boulder, CO 80302		1,100		1,100			
	Boulder Museum of Contemporary Art 1750 13th Street Boulder, CO 80302		1,100		1,100			
	Boulder Museum of Contemporary Art		3,000		3,000			

Organization Name	Unpaid 12/31/12	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/13
1750 13th Street Boulder, CO 80302							
Boulder Museum of Contemporary Art 1750 13th Street Boulder, CO 80302	12,000	12,000		12,000			
Museum of Contemporary Art Denver 1485 Delgany St Denver, CO 80202	3,000	3,000		3,000			
Brattleboro Museum and Art Center, Inc. 10 Vernon Street Brattleboro, VT 05301	5,000	5,000		5,000			
KQED, Inc. 2601 Mariposa Street San Francisco, CA 94110	720	720		720			
Cutting Ball Theater 141 Taylor Street San Francisco, CA 94102	2,000	2,000		2,000			
Heyday Institute P O Box 9145 Berkeley, CA 94709	2,000	2,000		2,000			
Arts Education International 745 Green Street San Francisco, CA 94133	2,000	2,000		2,000			
WNET 825 Eighth Avenue, 14th Floor New York, NY 10019	300	300		300			
National Assembly of State Arts Agencies 1029 Vermont Avenue, NW, Second Floor Washington, DC 20005	300	300		300			
SUBTOTAL ARTS	-	60,470	-	59,470	-	-	1,000
<u>Children & Youth</u> Pacific Primary 1501 Grove Street		400		400			

Organization Name	Unpaid 12/31/12	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/13
San Francisco, CA 94117							
Peralta Parent Teacher Group		6,000		6,000			
Peralta Elementary School							
460 63rd St.							
Oakland, CA 94609							
GirlVentures		9,000		9,000			
3543 18th Street, #18							
San Francisco, CA 94110							
Greensboro Wonder & Wisdom, Inc		4,000		4,000			
P.O. Box 300							
Greensboro, VT 05841							
Willa's Workshop, Inc.		700		700			
1609 Millbrook Road							
Salt Lake City, UT 84106							
Full Circle Elementary School		5,000		5,000			
21 Paramenter Road							
Barnardston, MA 01337							
Pacific Primary		400		400			
1501 Grove Street							
San Francisco, CA 94117							
Rudolf Steiner Foundation, Inc		3,500		3,500			
1002A O'Reilly Avenue							
San Francisco, CA 94129-1124							
SUBTOTAL CHILDREN & YOUTH		29,000		29,000			
Community Welfare							
Mental Health America of Hawai'i		400		400			
1124 Fort Street Mall, Suite #205							
Honolulu, HI 96813							
Southern Poverty Law Center		200		200			
400 Washington Avenue							
Montgomery, AL 36104							
East Bay Community Law Center		600		600			
2921 Adeline Street							

Organization Name	Unpaid 12/31/12	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/13
Berkeley, CA 94703							
Jewish Community Center of the East Bay 1414 Walnut Street Berkeley, CA 94709	200	200		200			
Sinai House 3100 Military Road, NW Washington, DC 20015	1,000	1,000		1,000			
Bay Area Mountain Rescue Unit P O Box 19184 Stanford, CA 94309	1,000	1,000		1,000			
California Calls Education Fund / SCOPE 4801 Exposition Boulevard Los Angeles, CA 90016	500	500					
Georgetown University ICC Building, Room 301 Washington, DC 20007	1,000	1,000		1,000			
NAACP Legal Defense and Educational Fund, Inc. 40 Rector Street, 5th FL New York, NY 10006-1738	1,000	1,000		1,000			
Positive Futures Network 284 Madrona Way NE, #116 Bainbridge Island, WA 98110	2,000	2,000		2,000			
Heifer Project International, Inc. 1 World Avenue Little Rock, AR 72202	5,000	5,000		5,000			
Heifer Project International, Inc. 1 World Avenue Little Rock, AR 72202	1,030	1,030		1,030			
Fortune Society 29-76 NORTHERN BOULEVARD LONG ISLAND CITY, NY 11101	2,500	2,500		2,500			
Hog Heaven Foundation	3,500	3,500		3,500			

Organization Name	Unpaid 12/31/12	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/13
PO Box 4456 Sedona, AZ 86340							
Community Wellness Center / Marin Link 5800 Northgate Mall, Suite 250 San Rafael, CA 94903		3,000		3,000			
SUBTOTAL COMMUNITY WELFARE	-	22,930	-	22,930	-	-	-
Education							
Eva Leah Gunther Foundation for Education 146 Fifth Avenue San Francisco, CA 94118		200		200			
National Outdoor Leadership School 284 Lincoln St. Lander, WY 82520		400		400			
Bethesda-Chevy Chase High School Educational Foundation P O. Box 31209 Bethesda, MD 20824-1209		1,000		1,000			
University of Colorado Foundation 4740 Walnut Street Boulder, CO 80301		200		200			
National Outdoor Leadership School 284 Lincoln St. Lander, WY 82520		7,000		7,000			
Putney School Elm Lea Farm, 418 Houghton Brook Road Putney, VT 05346-8675		10,000		10,000			
Schomburg Center / New York Public Library 515 Malcolm X Boulevard New York, NY 10037-1801		300		300			
SUBTOTAL EDUCATION	-	19,100	-	19,100	-	-	-
Environment							
University of Oregon 5219 University of Oregon Eugene, OR 97403-5219		40,000		40,000			

Organization Name	Unpaid 12/31/12	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/13
Louisiana Bucket Brigade 4226 Canal St New Orleans, LA 70119		30,000		30,000			
New York Foundation for the Arts HighWaterLine Project 20 Jay Street, STE. 740 Brooklyn, NY 11201		50,000		50,000			
Boulder County Arts Alliance 2590 Walnut Street, STE. 9 Boulder, CO 80302		10,000		10,000			
Fractured Atlas, Inc. Arctic Cycle 1951 Bluestem Ter Manhattan, KS 66502		20,000		20,000			
Breakthrough Strategies & Solutions New Energy Economy 343 East Alameda Santa Fe, NM 87501-2229		10,000		10,000			
Littlelobe POB 24213 Santa Fe, NM 87502		20,000		20,000			
Woodrow Wilson International Center for Scholars One Woodrow Wilson Plaza 1300 Pennsylvania Avenue, NW Washington, DC 20004-3027		30,000		30,000			
Boulder Community Foundation Rebuild Jamestown P O Box 20661 Boulder, CO 80308		10,000		10,000			
Carbonfund.org Foundation 1320 Fenwick Lane, ste. 206 Silver Spring, MD 20910		2,500		2,500			
Central Sierra Environmental Resource Center P O Box 396		400		400			

Organization Name	Unpaid 12/31/12	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/13
Twain Harte, CA 95383							
Nature Conservancy - Worldwide Office 4245 North Fairfax Drive, Suite 100 Arlington, VA 22203-1600	400			400			
HawkWatch International 2240 South 900 East Salt Lake City, UT 84106	1,400			1,400			
New York Foundation for the Arts Ecoartspace 22231 Mulholland Hwy Suite 209 Calabasas, CA 91302	1,500			1,500			
Save The Bay 1330 Broadway, Suite 1800 Oakland, CA 94612-2519	200			200			
Consultative Group on Biological Diversity PO Box 29361 San Francisco, CA 94129	6,500			6,500			
Muir Heritage Land Trust P O Box 2452 Martinez, CA 94553	600			600			
Social and Environmental Entrepreneurs Accountability Counsel 8 California Street, STE 650 San Francisco, CA 94111	600			600			
Northcoast Environmental Center 1385 8th Street, Suite 226 Arcata, CA 95518	200			200			
New Venture Fund Sustainable Agriculture & Food Systems Funders 16 W Mission St , Suite R Santa Barbara, CA 93101	3,000			3,000			
Earthjustice 50 California Street, Suite 500	1,000			1,000			

Organization Name	Unpaid 12/31/12	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/13
San Francisco, CA 94111							
Southeast Alaska Conservation Council 224 Gold Street Juneau, AK 99801		200		200			
eTown 1535 Spruce St Boulder, CO 80302		7,000		7,000			
Southern Utah Wilderness Alliance 425 East 100 South Salt Lake City, UT 84111		500		500			
Smithsonian Institution 1500 Remount Road Front Royal, VA 22630		5,000		5,000			
Earth Island Institute 2150 Allston Way, Suite 460 Berkeley, CA 94704-1375		1,000		1,000			
Rocky Mountain Nature Association PO Box 3100 Estes Park, CO 80517		7,000		7,000			
Pesticide Action Network North America Regional Center 1611 Telegraph Ave, Suite 1200 Oakland, CA 94612		2,200		2,200			
Nature Conservancy - Montana 32 South Ewing Street, Suite 215 Helena, MT 59601		4,000		4,000			
Nature Conservancy - Colorado 2424 Spruce Street Boulder, CO 80302		5,000		5,000			
Western Rivers Conservancy 71 SW Oak Street, Suite 100 Portland, OR 97204		1,000		1,000			
Earthfire Institute		300		300			

Organization Name	Unpaid 12/31/12	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/13
PO Box 368 Driggs, ID 83422							
Council of Canadians-Expenditure Responsibility 170 Laurier Avenue West, Suite 700 Ottawa, Ontario K1P5V5		6,000		6,000			
Alaska Wilderness League 122 C Street NW Suite 240 Washington, DC 20001		3,000		3,000			
Prairie Dog Coalition of the HSUS The Humane Society of the United States, Dept HACEE110805001 2100 L Street, NW Washington, DC 20037		5,000		5,000			
Southeast Alaska Conservation Council 224 Gold Street Juneau, AK 99801		200		200			
Social and Environmental Entrepreneurs Accountability Counsel 8 California Street, Suite 650 San Francisco, CA 94111		1,500		1,500			
Organic Consumers Association 6771 South Silver Hill Drive Finland, MN 55603		5,000		5,000			
Hawaii SEED P O Box 1177 Koloa, HI 96756		3,000		3,000			
Climate Cycle 2545 W. Diversey Ave, Suite 214 Chicago, IL 60660		4,000		4,000			
University of Utah 540 Arapleen Drive, Suite 250 Salt Lake City, UT 84108-1238		2,000		2,000			
Fractured Atlas Trash Island Project - Midway Journey		30,000		30,000			

Organization Name	Unpaid 12/31/12	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/13
248 W. 35th Street, 10th FL New York, NY 10001							
Center for Whole Communities 700 Bragg Hill Road Fayston, VT 05673	30,000	30,000		30,000			
Center for Diversity & the Environment 10233 NW Langworthy Terrace Portland, OR 97229	30,000	30,000		30,000			
Cape Farewell-Expenditure Responsibility 5th Floor, The Dana Centre, 165 Queen's Gate London, London SW7 5HD	40,000	40,000		40,000			
Jessie Smith Noyes Foundation-Expenditure Responsibility 6 East 39th Street, 12th floor New York, NY 10016	50,000	50,000		50,000			
Grist Magazine, Inc 710 Second Ave, Ste 860 Seattle, WA 98104	50,000	50,000		50,000			
Quivira Coalition 1413 Second St., Suite #1 Santa Fe, NM 87505	10,000	10,000		10,000			
Green For All 1611 Telegraph Avenue Suite 600 Oakland, CA 94612	50,000	50,000		50,000			
Corporate Accountability International 10 Milk Street, Suite 610 Boston, MA 02108	40,000	40,000		40,000			
Climate Solutions 1402 Third Ave, Suite 1305 Seattle, WA 98101	50,000	50,000		50,000			
Model Forest Policy Program PO Box 328 Sagle, ID 83860	50,000	50,000		50,000			

Organization Name	Unpaid 12/31/12	Awarded	Refunds ^a	Paid	Cancelled ^b	Reductions	Unpaid 12/31/13
Third Sector New England Real Food Generation 10 Lewis Street Lincoln, MA 01773		50,000		50,000			
350 org 20 Jay Street, Suite 1010 Brooklyn, NY 11201		50,000		50,000			
Ecotrust 721 NW 9th Avenue, Ste. 200 Portland, OR 97209		50,000		50,000			
Movement Strategy Center Movement Generation 436 14th St Suite 500 Oakland, CA 94612		40,000		40,000			
Resource Media 101 Montgomery Street, Suite 2600 San Francisco, CA 94104		40,000		40,000			
SUBTOTAL ENVIRONMENT	-	961,200	-	961,200	-	-	-
<u>Integrative</u> On The Commons Catalogue of Extinct Experience 2151 Pacific Ave San Francisco, CA 94115			(18,255)				
Tides Center Opportunity Agenda / Tides Center 568 Broadway, Suite 302 New York, NY 10012	20,000						
State Voices 500 Griswold Street, Suite 2850 Detroit, MI 48226		35,000		35,000			
New Economics Institute 1 Broadway 14th Fl Cambridge, MI 02142		20,000		20,000			
Barefoot Artists, Inc		25,000		25,000			

Organization Name	Unpaid 12/31/12	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/13
2412 Waverly Street Philadelphia, PA 19146							
Air Traffic Control Education Fund Culture Group 1475 15th Street San Francisco, CA 94103		35,000		35,000			
Tides Center Story of Stuff Project 1442 A Walnut Street #272 Berkeley, CA 94709		40,000		40,000			
Management Assistance Group 1155 F Street NW, Suite 1050 Washington, DC 20004		40,000		40,000			
Philanthropy Northwest Mission Investors Exchange 2101 Fourth Avenue, Suite 650 Seattle, WA 98121		250		250			
National Center for Family Philanthropy 1101 Connecticut Avenue, Suite 220 Washington, DC 20036		1,200		1,200			
Stone Circles 6602 Nicks Road Mebane, NC 27302		25,000		25,000			
Sundance Institute PO Box 684429 Park City, UT 84068-4429		50,000		50,000			
Aspen Institute One Dupont Circle, Suite 700 Washington, DC 20036		40,000		40,000			
Citizen Engagement Lab Education Fund 2150 Allston Way, Suite 360 Berkeley, CA 94704		40,000		40,000			
Public Interest Projects		15,000		15,000			

Organization Name	Unpaid 12/31/12	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/13
HATCH 45 West 36th Street, 6th Floor New York, NY 10018							
Northern California Grantmakers 160 Spear Street, Suite 360 San Francisco, CA 94105	1,500	1,500		1,500			
Confluence Philanthropy 23 Black Brook Road Pound Ridge, NY 10576	5,000	5,000		5,000			
Grantmakers for Effective Organizations 1725 DeSales Street, NW, Suite 404 Washington, DC 20036	1,830	1,830		1,830			
Nation Institute 116 East 16th Street, 8th Floor New York, NY 10003	2,000	2,000		2,000			
National Committee for Responsive Philanthropy 1331 H Street NW, Suite 200 Washington, DC 20005	1,500	1,500		1,500			
Campaign for America's Future 1825 K Street NW, Suite 400 Washington, DC 20006	1,500	1,500		1,500			
Tides Center COMPASS 721 NW 9th Avenue, Suite 235 Portland, OR 97209	1,000	1,000		1,000			
Grants Managers Network Inc 1666 K Street, NW, Suite 440 Washington, DC 20006	1,500	1,500		1,500			
Long Now Foundation 2 Marina Blvd , Fort Mason Center Bldg A San Francisco, CA 94123	1,000	1,000		1,000			
San Francisco Film Society	50,000	50,000		50,000			

Organization Name	Unpaid 12/31/12	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/13
Moxie Institute The Presidio, 39 Mesa Street, Suite 110 San Francisco, CA 94129-1025							
League of Young Voters Education Fund 540 President St., Third Floor Brooklyn, NY 11215		50,000		50,000			
Trustees of Boston College 140 Commonwealth Ave. Chestnut Hill, MA 02467		26,000		26,000			
Public Interest Projects Social Transformation Project 895 Rainily Lane Boulder, CO 80304		40,000		40,000			
Washington Progress Fund 1402 3rd Ave Ste 201 Seattle, WA 98101		50,000		50,000			
YES! 400 Bronco Rd Soquel, CA 95073		40,000		40,000			
Rockwood Leadership Institute 426 17th Street, Suite 400 Oakland, CA 94612		50,000		50,000			
Capital Institute 73 Arch Street Greenwich, CT 06830		50,000		50,000			
Center for Story-Based Strategy 654 13th Street, #2 Oakland, CA 94612		40,000		40,000			
Movement Strategy Center 436 14th Street, 5th Floor Oakland, CA 94612		50,000		50,000			
SUBTOTAL INTEGRATIVE	20,000	829,280	(18,255)	829,280			
Money in Politics							

Organization Name	Unpaid 12/31/12	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/13
Greenpeace Fund 702 H St NW Ste 300 Washington, DC 20001	20,000	20,000		20,000			
Proteus Fund 15 Research Drive, Suite B Amherst, MA 01002	50,000	50,000		50,000			
Sierra Club Foundation 85 Second Street, Suite 750 San Francisco, CA 94105	20,000	20,000		20,000			
NAAACP 4805 Mount Hope Drive Baltimore, MD 21215	20,000	20,000		20,000			
Common Cause Education Fund 1133 - 19th Street, NW, Ninth Floor Washington, DC 20036	250	250		250			
Project On Government Oversight 1100 G Street NW, Suite # 900 Washington, DC 20005	2,000	2,000		2,000			
Public Campaign 1133 - 19th Street NW, 9th Floor Washington, DC 20036	4,000	4,000		4,000			
Democracy Now! Productions Inc 207 West 25th Street, 11th floor New York, NY 10001	2,000	2,000		2,000			
Public Campaign 1133 - 19th Street NW, 9th Floor Washington, DC 20036	3,000	3,000		3,000			
Public Citizen Foundation, Inc. 1600 20th Street, NW Washington, DC 20009	3,000	3,000		3,000			
MapLight 2223 Shattuck Ave Berkeley, CA 94704	50,000	50,000		50,000			

Organization Name	Unpaid 12/31/12	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/13
Public Campaign 1133 - 19th Street NW, 9th Floor Washington, DC 20036		60,000		60,000			
Center for Responsive Politics 1101 - 14th Street NW, Suite 1030 Washington, DC 20005		50,000		50,000			
The Backbone Campaign The Other 98% POB 278 Vashon, WA 98070		30,000		30,000			
SUBTOTAL MONEY IN POLITICS	-	314,250	-	314,250	-	-	-
Peace							
Global Press Institute 1012 Torney Avenue, First Floor San Francisco, CA 94129	25,000						
Women Thrive Worldwide 1825 Connecticut Ave NW, Suite 600 Washington, DC 20009		30,000		30,000			
Watson University Amani Institute 30-84 35th Street, Apt 2A Astoria, NY 11103		30,000		30,000			
Magnum Foundation P.O. Box 300 New York, NY 10276		50,000		50,000			
WITNESS 80 Hanson Place, Fifth Floor Brooklyn, NY 11217		40,000		40,000			
New York Foundation for the Arts Soldiers' Stories from Iraq and Afghanistan 141 Grand Street #1 Brooklyn, NY 11211		30,000		30,000			
Center for Arms Control and Non-Proliferation		50,000		50,000			

Organization Name	Unpaid 12/31/12	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/13
Pentagon Budget Campaign 322 Fourth Street, NE Washington, DC 20002							
Peace is Loud 25 E 21 Street, 7th Floor New York, NY 10010	25,000	25,000		25,000			
Bulletin of the Atomic Scientists P O Box 744 New Lenox, IL 60451-0744	30,000	30,000		30,000			
New Israel Fund 330 Seventh Avenue, 11th Floor New York, NY 10001-5010	400	400		400			
Public Advocates Inc. 131 Steuart Street, Suite 300 San Francisco, CA 94105	700	700		700			
Abraham Path Initiative Harvard Law School, Pound Hall 513 1563 Massachusetts Avenue Cambridge, MA 02138	500	500		500			
Art of Revolution dba One Million Bones POB 30426 Albuquerque, NM 87190	300	300		300			
Proteus Fund 15 Research Drive, Suite B Amherst, MA 01002	1,000	1,000		1,000			
Abraham Path Initiative Harvard Law School, Pound Hall 513 1563 Massachusetts Avenue Cambridge, MA 02138	500	500		500			
New Israel Fund 330 Seventh Avenue, 11th Floor New York, NY 10001-5010	1,000	1,000		1,000			
International Humanitarian Foundation #42972	1,000	1,000		1,000			

Organization Name	Unpaid 12/31/12	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/13
PO Box 55071 Boston, MA 02205-5071							
New Israel Fund 330 Seventh Avenue, 11th Floor New York, NY 10001-5010		4,000		4,000			
Proteus Fund 15 Research Drive, Suite B Amherst, MA 01002		1,000		1,000			
Community Initiatives Dalai Lama Fellows 354 Pine Street, Suite 700 San Francisco, CA 94104		6,000		6,000			
Wellness Initiative 2845 Wilderness Place, Suite 207 Boulder, CO 80301		2,000		2,000			
National Peace Academy P.O. Box 306 Shelburne, VT 05482		2,000		2,000			
American Friends of Parents Circle - Families Forum 301 East 57th St, 4th Floor New York, NY 10022		200		200			
Campaign for Innocent Victims in Conflict 1210 18th Street NW, 4th Floor Washington, DC 20036		1,500		1,500			
Mosaic Multicultural Foundation 4218 1/2 SW Alaska, Suite H Seattle, WA 98116		7,000		7,000			
Fund for Constitutional GovernNment Peace and Security Funders Group 122 Maryland Avenue NE Washington, DC 20002		7,500		7,500			
Alliance for Peacebuilding 1726 M Street, NW, Suite 401		50,000		50,000			

Organization Name	Unpaid 12/31/12	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/13
Washington, DC 20036							
King Baudouin Foundation United States Institute for Integrated Transitions Benet Mateu 40 Barcelona, Catalunya		50,000		50,000			
Truman National Security Institute Center for National Policy 1050 17th St NW, Suite 375 Washington, DC 20036		50,000		50,000			
Mosaic Multicultural Foundation 4218 1/2 SW Alaska, Suite H Seattle, WA 98116		30,000		30,000			
Art of Revolution dba One Million Bones POB 30426 Albuquerque, NM 87190		50,000		50,000			
SUBTOTAL PEACE	25,000	551,600		551,600			
Reproductive Justice							
Forward Together 1440 Broadway, Suite 301 Oakland, CA 94612		50,000		50,000			
University of California at San Francisco CoreAlign 1330 Broadway Street, Suite 1100 Oakland, CA 94612		50,000		50,000			
Tides Center Chicken & Egg Pictures 45 Main St, Ste 506 Brooklyn, NY 11201		15,000		15,000			
NARAL Pro-Choice America Foundation 1156 15th Street NW Washington, DC 20005		25,000		25,000			
Center for Health and Gender Equity 1317 F Street NW Washington, DC 20004		30,000		30,000			

Organization Name	Unpaid 12/31/12	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/13
National Network of Abortion Funds PO Box 170280 Boston, MA 02117		50,000		50,000			
University of Chicago 5235 S. Harper Courth, 4th Floor Chicago, IL 60615		30,000		30,000			
Tides Center Sea Change Program 1330 Broadway Oakland, CA 94706		30,000		30,000			
Funders Network on Population, Reproductive Health and Rights P O Box 750 Rockville, MD 20848-0750		2,000		2,000			
Planned Parenthood Federation of America, Inc. 434 West 33rd Street New York, NY 10001-2601		200		200			
Criterion Institute 81 Church Hill Road Haddam, CT 06438		1,000		1,000			
Women For Women International 2000 M Street, NW, Suite 200 Washington, DC 20036		2,500		2,500			
Forward Together 1440 Broadway, Suite 301 Oakland, CA 94612		200		200			
New Venture Fund Groundswell Fund 436 14th St Ste. 1312 Oakland, CA 94605		50,000		50,000			
CEL Education Fund UltraViolet 5111 Telegraph Avenue, #311 Oakland, CA 94609		50,000		50,000			

Organization Name	Unpaid 12/31/12	Awarded	Refunds	Paid	Unpaid Cancelled	Reductions	Unpaid 12/31/13
Advocates for Youth 2000 M Street, NW, Suite 750 Washington, DC 20036		50,000		50,000			
RH Reality Check 10125 Colesville Road, #176 Silver Spring, MD 20901		50,000		50,000			
Exhale 1714 Franklin St. #100-141 Oakland, CA 94612		40,000		40,000			
SUBTOTAL REPRODUCTIVE JUSTICE	-	525,900	-	525,900	-	-	-
Spiritual Awareness PassageWorks Institute 3050 Broadway, Suite 203 Boulder, CO 80304		2,000		2,000			
Prison Dharma Network 11 South Angell Street, #303 Providence, RI 02906		200		200			
SUBTOTAL SPIRITUAL AWARENESS	-	2,200	-	2,200	-	-	-
	45,000	3,315,930	(18,255)	3,314,930	-	-	1,000