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Extended to November 15, 2016
Return of Private Foundation

Form 990-PF

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 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) \$ 62,812,913.	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		2,748.	2,413.		Statement 1
4 Dividends and interest from securities		1,104,187.	1,104,187.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,358,239.			
b Gross sales price for all assets on line 6a		1,704,905.			
7 Capital gain net income (from Part IV, line 2)			1,358,239.		
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		<24,962.>	<56,510.>		Statement 2
12 Total. Add lines 1 through 11		2,440,212.	2,408,329.		
13 Compensation of officers, directors, trustees, etc		192,375.	19,237.		173,138.
14 Other employee salaries and wages		337,979.	48,591.		289,388.
15 Pension plans, employee benefits		212,898.	28,686.		184,212.
16a Legal fees Stmt 3		2,016.	0.		0.
b Accounting fees Stmt 4		25,618.	12,809.		12,809.
c Other professional fees Stmt 5		152,762.	90,477.		62,285.
17 Interest					
18 Taxes Stmt 6		139,413.	79,413.		0.
19 Depreciation and depletion		26,945.	3,631.		
20 Occupancy		86,591.	11,667.		74,924.
21 Travel, conferences, and meetings		113,193.	0.		113,193.
22 Printing and publications					
23 Other expenses Stmt 7		850,324.	764,364.		76,601.
24 Total operating and administrative expenses. Add lines 13 through 23		2,140,114.	1,058,875.		986,550.
25 Contributions, gifts, grants paid		3,751,150.			3,751,150.
26 Total expenses and disbursements. Add lines 24 and 25		5,891,264.	1,058,875.		4,737,700.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<3,451,052.>			
b Net investment income (if negative, enter -0-)			1,349,454.		
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	128.	136.	136.
	2 Savings and temporary cash investments	280,837.	188,385.	188,385.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶	179,261.	0.	0.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	16,693.	6,059.	6,059.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 8	5,146,059.	5,625,477.	5,347,580.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 9	55,606,486.	51,975,840.	57,221,321.
	14 Land, buildings, and equipment: basis ▶ 198,560.			
	Less accumulated depreciation ▶ 149,128.	72,660.	49,432.	49,432.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	61,302,124.	57,845,329.	62,812,913.
	17 Accounts payable and accrued expenses	5,743.		
	18 Grants payable			
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	5,743.	0.		
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	61,296,381.	57,845,329.	
	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	61,296,381.	57,845,329.	
	31 Total liabilities and net assets/fund balances	61,302,124.	57,845,329.	

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	61,296,381.
2 Enter amount from Part I, line 27a	2	<3,451,052.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	57,845,329.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	57,845,329.

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 299,940.		346,666.	<46,726.>
b 1,404,965.			1,404,965.
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			<46,726.>
b			1,404,965.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,358,239.
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))
2014	4,223,092.	62,408,967.	.067668
2013	4,115,014.	59,829,726.	.068779
2012	4,549,355.	60,604,643.	.075066
2011	4,767,325.	64,230,998.	.074222
2010	5,127,302.	62,300,699.	.082299

2 Total of line 1, column (d)	2	.368034
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	.073607
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	59,464,085.
5 Multiply line 4 by line 3	5	4,376,973.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,495.
7 Add lines 5 and 6	7	4,390,468.
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	4,737,700.

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	13,495.
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	13,495.
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	13,495.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	98,328.	
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	98,328.	
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	84,833.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax ☒ Refunded ☒	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		☒
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		☒
c Did the foundation file Form 1120-POL for this year?		☒
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		☒
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		☒
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		☒
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		☒
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?	☒	
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 XIV	☒	
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	☒	
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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		☒
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		☒

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation 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 2015, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ 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 c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____	2b	
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 2015 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 2015.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2015?	4a	X
	4b	X

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

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

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

☐ Yes ☒ 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 4945(d)(4)(A)? (see instructions)

☒ 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 10		192,375.	62,242.	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 40.00	133,939.	41,719.	0.
Deborah Daughtry - 101 Montgomery St, Ste 850, San Francisco, CA 94104	Director of Operations 40.00	87,971.	33,997.	0.
Jennifer Turnage - 101 Montgomery St, Ste 850, San Francisco, CA 94104	Manager of Grants and Accounting 40.00	87,385.	23,048.	0.

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

0

Part X**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	59,307,098.
b	Average of monthly cash balances	1b	1,062,531.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	60,369,629.
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	60,369,629.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	905,544.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	59,464,085.
6	Minimum investment return. Enter 5% of line 5	6	2,973,204.

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	2,973,204.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	13,495.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	13,495.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,959,709.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,959,709.
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	2,959,709.

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	4,737,700.
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	4,737,700.
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	13,495.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,724,205.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				2,959,709.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015.				
a From 2010	5,127,302.			
b From 2011	1,540,521.			
c From 2012	1,571,103.			
d From 2013	1,292,454.			
e From 2014	1,176,896.			
f Total of lines 3a through e	10,708,276.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$	4,737,700.			
a Applied to 2014, 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 2015 distributable amount				2,959,709.
e Remaining amount distributed out of corpus	1,777,991.			
5 Excess distributions carryover applied to 2015 (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	12,486,267.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	5,127,302.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	7,358,965.			
10 Analysis of line 9:				
a Excess from 2011	1,540,521.			
b Excess from 2012	1,571,103.			
c Excess from 2013	1,292,454.			
d Excess from 2014	1,176,896.			
e Excess from 2015	1,777,991.			

N/A

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

(4) Gross investment income

[illegible]

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Arts - schedule		PC		38,800.
Children & Youth - schedule		PC		37,500.
Community Welfare - schedule		PC		16,900.
Education - schedule		PC		22,950.
Environment - schedule		PC	Total includes \$103,500 in expenditure responsibility grants to 3 grantees	1,573,500.
Total	See continuation sheet(s)			3a 3,751,150.
b Approved for future payment				
Environment - schedule		PC		350,000.
Integrative - schedule		PC		315,000.
Money in Politics - schedule		PC		150,000.
Total	See continuation sheet(s)			3b 1,415,000.

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 	Date 11/10/2016	Title Executive Director		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
	Sue Fujitani	Sue Fujitani Digitally signed by Sue Fujitani DN: cn=Sue Fujitani, o=, email=fujitani@pacbell.net, c=US Date: 2016.11.10 15:40:13 -0800	11/10/16		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
Integrative - schedule		PC		814,230.
Money in Politics - schedule		PC		154,500.
Peace - schedule		PC	Total includes \$100,000 in expenditure responsibility grants to 2 grantees	496,770.
Reproductive Justice - schedule		PC		596,000.
Total from continuation sheets				2,061,500.

3 Grants and Contributions Approved for Future Payment (Continuation)

Total from continuation sheets

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
Program related income	2,413. 335.	2,413. 0.	
Total to Part I, line 3	2,748.	2,413.	

Form 990-PF Other Income Statement 2

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Ordinary partnership income	<40,024.>	<40,024.>	
Non-taxable partnership income	31,548.	0.	
Other investment income	<16,486.>	<16,486.>	
Total to Form 990-PF, Part I, line 11	<24,962.>	<56,510.>	

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Consultations	2,016.	0.		0.
To Fm 990-PF, Pg 1, ln 16a	2,016.	0.		0.

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	25,618.	12,809.		12,809.
To Form 990-PF, Pg 1, ln 16b	25,618.	12,809.		12,809.

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	89,825.	89,825.		0.
Program consultants	7,500.	0.		7,500.
HR fees/Payroll processing	10,598.	0.		10,598.
Computer consulting	4,839.	652.		4,187.
Board consultants	40,000.	0.		40,000.
Other services	0.	0.		0.
To Form 990-PF, Pg 1, ln 16c	152,762.	90,477.		62,285.

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	79,413.	79,413.		0.
Excise tax on investment income	60,000.	0.		0.
To Form 990-PF, Pg 1, ln 18	139,413.	79,413.		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	
Office expense	23,979.	4,104.		19,801.	
Professional development	7,647.	413.		7,234.	
Insurance	6,879.	679.		6,200.	
Other partnership expenses	738,282.	728,997.		0.	
Strategic Initiative	43,366.	0.		43,366.	
Partnership pass through expense	30,171.	30,171.		0.	
To Form 990-PF, Pg 1, ln 23	850,324.	764,364.		76,601.	

Form 990-PF	Corporate Stock		Statement	8
Description			Book Value	Fair Market Value
Schedule			5,625,477.	5,347,580.
Total to Form 990-PF, Part II, line 10b			5,625,477.	5,347,580.

Form 990-PF	Other Investments		Statement	9
Description	Valuation Method	Book Value	Fair Market Value	
Schedule - LLC	COST	49,460,633.	54,679,916.	
Cash held for reinvestment	COST	1,726,000.	1,726,000.	
Program Related Investment	COST	35,000.	35,000.	
Other Investment	COST	754,207.	780,405.	
Total to Form 990-PF, Part II, line 13		51,975,840.	57,221,321.	

Form 990-PF

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

Statement 10

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	192,375.	62,242. 0.
Rebecca DiDomenico 101 Montgomery St Ste 850 San Francisco, CA 94104	Vice President 2.00	0.	0. 0.
Vanessa Compton 101 Montgomery St Ste 850 San Francisco, CA 94104	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.
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.
Jakada Imani 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		192,375.	62,242. 0.

Form 990-PF

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

Statement 11

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

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, 2015
RECAP OF INVESTMENTS

DESCRIPTION:	Key	Basis	Market
Sonen Global Fixed Income Fund	LP	14,244,482	13,190,090
Sonen Global Public Equity Fund	LP	23,705,735	23,758,258
Sonen Domestic Global SRA Fund	LP	738,408	7,226,518
MEPT Edgemoor LP	LP	3,794,671	5,044,139
Fidelity			
Stock Funds, John Hancock GL Abso Return Strats	E	5,625,477	5,347,580
Cash held for reinvestment	C	1,726,000	1,726,000
GameChanger Film Fund LLC	LP	32,463	32,463
Microvest GMG Local Credit Fund Ltd	O	754,207	780,405
Boston Common Sustainable Climate Fund	LP	1,624,736	1,394,200
Global Environment Emerging Markets Fund III	LP	2,351,229	892,484
GEEMF III Neogas	LP	(343,788)	196,743
GEF US Growth Partners II	LP	1,851,735	1,549,155
Legacy Venture V, LLC	LP	1,460,962	1,395,866
TOTALS		<u>57,566,317</u>	<u>62,533,901</u>
Summary:			
Cash management funds	C	1,726,000	1,726,000
Equity securities	E	5,625,477	5,347,580
Limited partnership	LP	49,460,633	54,679,916
Other investment	O	<u>754,207</u>	<u>780,405</u>
		<u>57,566,317</u>	<u>62,533,901</u>

12/31/2015

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 that the program related investments.

Name and address of grantee	Amount of grant	Date of grant	Purpose of grant	Amounts expended by grantee as of 12/31/15	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 University of the Arts London, Chelsea College of A 16 John Islip Street London, SW1P 4JU UK	\$100,000 (2 Years)	4/14/2015	Addressing climate change	Information not on file because of when report was due and submitted	No	2/29/2016 2nd report due 4/30/17	None required

Name and address of grantee	Amount of grant	Date of grant	Purpose of grant	Amounts expended by grantee as of 12/31/15	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
Institute for Integrated Transitions Benet Mateu 40 Barcelona, Catalunya 08034 España	\$150,000 (3 years)	6/11/2015	Integration of policymaking in the areas of democracy, development, rule of law and security in contexts of transition out of conflict or repression	Information not on file because of when report was due and submitted	No	4/15/2016 2nd report due 4/30/17 3rd report due 6/30/18	None required

Name and address of grantee	Amount of grant	Date of grant	Purpose of grant	Amounts expended by grantee as of 12/31/15	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
Global Call for Climate Action 340-50 Rue STE-Catherine 0 Montreal, Quebec H2X3V4 Canada	\$50,000	8/18/2015	Addressing climate change	Information not on file because of when report was due and submitted	No	9/30/2016	None required

Name and address of grantee	Amount of grant	Date of grant	Purpose of grant	Amounts expended by grantee as of 12/31/15	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 300-251 Bank Street Ottawa, ON K2P 1X3 Canada	\$3,500	3/30/2015	Environmental work around water battles	Information not on file because of when report was due and submitted	No	5/31/2016	None required

Name and address of grantee	Amount of grant	Date of grant	Purpose of grant	Amounts expended by grantee as of 12/31/15	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
Why Foundation Gothersgade 55, 1st fl Vester Voldgade 83, 1 Denmark	\$50,000	8/18/2015	Funding select impact driven documentaries	Information not on file because of when report was due and submitted	No	9/30/2016	None required

Compton Foundation, Inc
#94-3142932, Form 990-PF
Year Ended December 31, 2015
GRANTS PAID AND PAYABLE

Organization Name	Unpaid 12/31/14	Awarded	Paid	Unpaid 12/31/15
Category				
Arts				
American University WAMU 88.5 American University Radio 4400 Massachusetts Ave NW Washington, DC 20016-8082		1,000.00	1,000.00	
Boulder Museum of Contemporary Art 1750 13th Street Boulder, CO 80302		20,000.00	20,000.00	
WETA 3939 Campbell Avenue Arlington, VA 22206		1,000.00	1,000.00	
Media Impact Funders 200 W. Washington Square Philadelphia, PA 19106		1,000.00	1,000.00	
KQED, Inc 2601 Mariposa Street San Francisco, CA 94110		800.00	800.00	
Greater Washington Educational Telecommunications Association Skiff Mountain Film 875 6th Avenue, Suite 1801 New York, NY 10001		2,000.00	2,000.00	
Boulder Museum of Contemporary Art 1750 13th Street Boulder, CO 80302		10,000.00	10,000.00	
Brattleboro Music Center 38 Walnut St Brattleboro, VT 05301		3,000.00	3,000.00	
SUBTOTAL ARTS	-	38,800.00	38,800.00	-
Children & Youth				
LARC-Literacy Arts for Rural Communities Red Earth Waldorf Kindergarten PO Box 299 Sedona, AZ 86339	3,000.00		3,000.00	
GirlVentures 3543 18th Street, #18 San Francisco, CA 94110		18,000.00	18,000.00	
Bend Endurance Academy 500 SW Bond St, Ste 142 Bend, OR 97702		1,000.00	1,000.00	
KidsPLAYce P O Box 1093 Brattleboro, VT 05302		1,000.00	1,000.00	
Vermont Wilderness School PO Box 2585 Brattleboro, VT 05303		2,500.00	2,500.00	

Compton Foundation, Inc
#94-3142932, Form 990-PF
Year Ended December 31, 2015
GRANTS PAID AND PAYABLE

Organization Name	Unpaid 12/31/14	Awarded	Paid	Unpaid 12/31/15
William Lawrence Camp P O Box 52 Center Tuftonboro, NH 03816		3,500 00	3,500 00	
Greensboro Wonder & Wisdom, Inc P O Box 300 Greensboro, VT 05841		5,000 00	5,000 00	
Running River School Red Earth Waldorf Kindergarten P O Box 299 Sedona, AZ 86339		3,500 00	3,500 00	
SUBTOTAL CHILDREN & YOUTH	3,000.00	34,500.00	37,500.00	-
<u>Community Welfare</u>				
Talent Youth Corps International 262 Havana, Unit B Aurora, CO 80010		8,500 00	8,500 00	
Alameda County Community Food Bank Inc PO Box 2599 Oakland, CA 94614-0599		200 00	200 00	
NAACP Legal Defense and Educational Fund, Inc 40 Rector Street, 5th Floor New York, NY 10006-1738		1,000 00	1,000 00	
Heifer Project International, Inc 1 World Avenue Little Rock, AR 72202		2,000 00	2,000 00	
New England Grassroots Environment Fund P O Box 611 Newmarket, NH 03857		2,000 00	2,000 00	
Georgetown University ICC Building, Room 301 Washington, DC 20007		1,000 00	1,000 00	
Doctors Without Borders USA PO Box 5023 Hagerstown, MD 21741-5023		1,000 00	1,000 00	
Heifer Project International, Inc 1 World Avenue Little Rock, AR 72202		1,000 00	1,000 00	
Alameda County Community Food Bank Inc PO Box 2599 Oakland, CA 94614-0599		200 00	200 00	
SUBTOTAL COMMUNITY WELFARE	-	16,900.00	16,900.00	-
<u>Education</u>				
Claremont Middle School PTA 5750 College Avenue Oakland, CA 94618		200 00	200 00	

Compton Foundation, Inc
#94-3142932, Form 990-PF
Year Ended December 31, 2015
GRANTS PAID AND PAYABLE

Organization Name	Unpaid 12/31/14	Awarded	Paid	Unpaid 12/31/15
Presidio Hill School 3839 Washington Street San Francisco, CA 94118		200 00	200 00	
Pacific Primary 1501 Grove Street San Francisco, CA 94117		1,000 00	1,000 00	
Bethesda-Chevy Chase High School Educational Foundation P O Box 31209 Bethesda, MD 20824-1209		1,000 00	1,000 00	
Peralta Parent Teacher Group Peralta Elementary School 460 63rd St Oakland, CA 94609		4,050 00	4,050 00	
National Outdoor Leadership School 284 Lincoln St Lander, WY 82520		6,500 00	6,500 00	
Putney School 418 Houghton Brook Road Putney, VT 05346-8675		10,000 00	10,000 00	
SUBTOTAL EDUCATION	-	22,950.00	22,950.00	-
<u>Environment</u>				
Consultative Group on Biological Diversity PO Box 29361 San Francisco, CA 94129		6,500 00	6,500 00	
Central Sierra Environmental Resource Center P O Box 396 Twain Harte, CA 95383		700 00	700 00	
Council of Canadians / Expenditure Responsibility 300-251 Bank Street Ottawa, ON K2P 1X3		3,500 00	3,500 00	
Carbonfund.org Foundation 1320 Fenwick Lane, Suite 206 Silver Spring, MD 20910		2,500 00	2,500 00	
Alliance for Sustainable Colorado 1536 Wynkoop Street, Suite 4a Denver, CO 80202		1,500 00	1,500 00	
University of Colorado Foundation 4740 Walnut Street Boulder, CO 80301		1,000 00	1,000 00	
Grist Magazine, Inc 710 Second Ave, Ste 860 Seattle, WA 98104		200 00	200 00	
Environmental Grantmakers Association 475 Riverside Drive, Suite 960 New York, NY 10115		2,500 00	2,500 00	

Compton Foundation, Inc
#94-3142932, Form 990-PF
Year Ended December 31, 2015
GRANTS PAID AND PAYABLE

Organization Name	Unpaid 12/31/14	Awarded	Paid	Unpaid 12/31/15
Pesticide Action Network North America Regional Center 1611 Telegraph Ave, Suite 1200 Oakland, CA 94612		2,000 00	2,000 00	
Earthjustice 50 California Street, Suite 500 San Francisco, CA 94111		1,000 00	1,000 00	
Blue Planet Project 300-251 Bank Street Ottawa, ON K2P 1X3		5,000 00	5,000 00	
Government Accountability Project 1612 K Street NW, Suite 1100 Washington, DC 20006		2,000 00	2,000 00	
Citizens' Climate Education Corp 1330 Orange Ave, #300 Coronado, CA 92118		1,500 00	1,500 00	
In Defense of Animals 3010 Kerner Blvd San Rafael, CA 94901		400 00	400 00	
Nature Conservancy - Montana 32 South Ewing Street, Suite 215 Helena, MT 59601		5,000 00	5,000 00	
Western Rivers Conservancy 71 SW Oak Street, Suite 100 Portland, OR 97204		5,000 00	5,000 00	
Texas Parks & Wildlife Foundation 2914 Swiss Avenue Dallas, TX 75204		5,000 00	5,000 00	
eTown 1535 Spruce St Boulder, CO 80302		10,000 00	10,000 00	
Foundation Earth 660 Pennsylvania Avenue SE, Suite 302 Washington, DC 20003		3,000 00	3,000 00	
350 org 20 Jay Street, Suite 732 Brooklyn, NY 11201		500 00	500 00	
Oceanic Preservation Society 5858 Lucas Valley Road Nicasio, CA 94946		5,000 00	5,000 00	
Hog Heaven Foundation PO Box 4456 Sedona, AZ 86340		6,500 00	6,500 00	
US Climate Action Network 50 F Street, NW, 8th Floor Washington, DC 20001		3,000 00	3,000 00	

Compton Foundation, Inc
#94-3142932, Form 990-PF
Year Ended December 31, 2015
GRANTS PAID AND PAYABLE

Organization Name	Unpaid 12/31/14	Awarded	Paid	Unpaid 12/31/15
Grist Magazine, Inc 710 Second Ave, Ste 860 Seattle, WA 98104		200 00	200 00	
Creative Catalysts Project 300 Montgomery Street, Ste 621 San Francisco, CA 94104		50,000 00	50,000 00	
Movement Strategy Center Climate Justice Alliance 436 14th Street, 5th Floor Oakland, CA 94612		50,000 00	50,000 00	
Citizen Engagement Lab CultureStrike 1330 Broadway, 3rd Floor Oakland, CA 94612		50,000 00	50,000 00	
Mother Jones 222 Sutter Street, Suite 600 San Francisco, CA 94108		50,000 00	50,000 00	
Climate Solutions 1402 Third Ave, Suite 1305 Seattle, WA 98101		50,000 00	50,000 00	
Split This Rock 1112 16th St NW, Suite 600 Washington, DC 20036		20,000 00	20,000 00	
National People's Action 810 N Milwaukee Ave Chicago, IL 60642		50,000 00	50,000 00	
New Energy Economy 343 East Alameda Santa Fe, NM 87501-2229		20,000 00	20,000 00	
Movement Strategy Center Movement Generation 436 14th St Suite 500 Oakland, CA 94612		40,000 00	40,000 00	
Latino Community Fund of Washington State PO Box 30669 Seattle, WA 98103		50,000 00	50,000 00	
Oregon Environmental Council 222 NW Davis St Suite 309 Portland, OR 97209		60,000 00	60,000 00	
Consensus Building Institute DEPLOY US 23 Byron Ave Lexington, MA 02420		40,000 00	40,000 00	
The Solutions Project 157F Throckmorton Ave Mill Valley, CA 94941		40,000 00	40,000 00	

Compton Foundation, Inc
#94-3142932, Form 990-PF
Year Ended December 31, 2015
GRANTS PAID AND PAYABLE

Organization Name	Unpaid 12/31/14	Awarded	Paid	Unpaid 12/31/15
Not An Alternative, Inc 143 Newell St Brooklyn, NY 11222		15,000 00	15,000 00	
As You Sow 1611 Telegraph Ave, Suite 1450 Oakland, CA 94612		50,000 00	50,000 00	
Catholic Rural Life 415 Michigan Ave NE, #260 Washington, DC 20017		50,000 00	50,000 00	
Hip Hop Caucus Education Fund 20 F St NW, 7th Floor Washington, DC 20001		50,000 00	50,000 00	
GreenFaith 101 South Third Ave , #12 Highland Park, NJ 08904		15,000 00	15,000 00	
Arctic Cycle 1951 Bluestem Ter Manhattan, KS 66502		20,000 00	20,000 00	
Sustainable Markets Foundation Center for Climate and Security 1025 Connecticut Ave , NW, Suite 1000 Washington, DC 20036		50,000 00	-	50,000 00
Cape Farewell/ Expenditure Responsibility University of the Arts London, Chelsea College of Art 16 John Islip Street London SW1P 4JU		100,000 00	50,000 00	50,000 00
Grist Magazine, Inc 710 Second Ave, Ste 860 Seattle, WA 98104		100,000 00	50,000 00	50,000 00
Revolutions Per Minute 786 S Shelby St Louisville, KY 40203		150,000 00	50,000 00	100,000 00
350 org 20 Jay Street, Suite 732 Brooklyn, NY 11201		150,000 00	50,000 00	100,000 00
Magnum Foundation 547 W 27th St , 4th Floor New York, NY 10001		50,000 00	50,000 00	
Backbone Campaign Beautiful Trouble 139 Norfolk Street, Suite #3D New York, NY 10002		50,000 00	50,000 00	
Res Publica US, Inc Global Call for Climate Action 50 rue Ste-Catherine Ouest, Suite 340 Montreal, Quebec H2X 3V4		100,000 00	100,000 00	

Compton Foundation, Inc
#94-3142932, Form 990-PF
Year Ended December 31, 2015
GRANTS PAID AND PAYABLE

Organization Name	Unpaid 12/31/14	Awarded	Paid	Unpaid 12/31/15
Institute for Democratic Education and Culture P O Box 22748 Oakland, CA 94609		40,000 00	40,000 00	
Not An Alternative, Inc 143 Newell St Brooklyn, NY 11222		50,000 00	50,000 00	
Media Alliance Antonia Juhasz 2059 Market Street, #46 San Francisco, CA 94114		25,000 00	25,000 00	
Divest-Invest Philanthropy / As You Sow 10 Havemeyer St, 3R Brooklyn, NY 11211		25,000 00	25,000 00	
Media Collective, Inc Canary Project 115 West 29th Street, Suite 1101 New York, NY 10001		40,000 00	40,000 00	
Grassroots Global Justice 4919 Pentridge Ave Philadelphia, PA 19141		100,000 00	100,000 00	
Global Call for Climate Action/ Expenditure Responsibility 340-50 Rue, Ste-Catherine O Montreal, Quebec H2X 3V4		50,000 00	50,000 00	
SUBTOTAL ENVIRONMENT	-	1,923,500.00	1,573,500.00	350,000.00
<u>Integrative</u>				
Prime Produce, Ltd U S Department of Arts and Culture 1102 Don Gaspar Ln Santa Fe, NM 87505		30,000 00	30,000 00	
Natural Capitalism Solutions 11823 N 75th St Longmont, CO 80503		5,000 00	5,000 00	
Natural Capitalism Solutions 11823 N 75th St Longmont, CO 80503		3,500 00	3,500 00	
generationFIVE generative somatics 1700 Broadway, 8th Floor Oakland, CA 94612		200 00	200 00	
National Center for Family Philanthropy 1101 Connecticut Avenue, Suite 220 Washington, DC 20036		1,500 00	1,500 00	
Confluence Philanthropy 23 Black Brook Road Pound Ridge, NY 10576		5,000 00	5,000 00	

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Organization Name	Unpaid 12/31/14	Awarded	Paid	Unpaid 12/31/15
Northern California Grantmakers 160 Spear Street, Suite 360 San Francisco, CA 94105		1,000 00	1,000 00	
Nation Institute 116 East 16th Street, 8th Floor New York, NY 10003		2,000 00	2,000 00	
Proteus Fund 15 Research Drive, Suite B Amherst, MA 01002		1,500 00	1,500 00	
National Committee for Responsive Philanthropy 1331 H Street NW, Suite 200 Washington, DC 20005		1,500 00	1,500 00	
Movement Strategy Center 436 14th Street, 5th Floor Oakland, CA 94612		400 00	400 00	
Rockwood Leadership Institute 426 17th Street, Suite 400 Oakland, CA 94612		8,300 00	8,300 00	
Grantmakers for Effective Organizations 1725 DeSales Street, NW, Suite 404 Washington, DC 20036		1,830 00	1,830 00	
Philanthropy Northwest Mission Investors Exchange 2101 Fourth Avenue, Suite 650 Seattle, WA 98121		1,000 00	1,000 00	
Collective Heritage Institute Bioneers 1607 Paseo de Peralta Santa Fe, NM 87501		1,000 00	1,000 00	
Collective Heritage Institute Bioneers 1607 Paseo de Peralta Santa Fe, NM 87501		5,000 00	5,000 00	
SHAKA Movement P O Box 790538 Paia, HI 96779		5,000 00	5,000 00	
Political Research Associates 1310 Broadway, Suite 201 Somerville, MA 02144		500 00	500 00	
Citizen Engagement Lab Education Fund 1330 Broadway, Suite 300 Oakland, CA 94612		40,000 00	40,000 00	
Sundance Institute Accounting/Patron Circle PO Box 684429 Park City, UT 84068-4429		50,000 00	50,000 00	

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Organization Name	Unpaid 12/31/14	Awarded	Paid	Unpaid 12/31/15
State Voices 1625 Massachusetts Ave NW, Suite 308 Washington, DC 20036		35,000 00	35,000 00	
Community Initiatives Active Voice 70 Zoe Street #100 San Francisco, CA 94107		50,000 00	25,000 00	25,000 00
Tides Center Chicken & Egg Pictures 45 Main St , Ste 506 Brooklyn NY 11201		30,000 00	30,000 00	
BRITDOC Inc 45 Main Street, Suite 547 Brooklyn NY 11201		50,000 00	50,000 00	
Fuse Innovation Fund Heroes' Narrative Project 1402 3rd Ave Ste 201 Seattle, WA 98101		50,000 00	50,000 00	
YES! 3240 King Street Berkeley, CA 94703		40,000 00	40,000 00	
Movement Strategy Center 436 14th Street, 5th Floor Oakland, CA 94612		50,000 00	50,000 00	
Capital Institute 73 Arch Street, 3rd Floor Greenwich, CT 06830		50,000 00	50,000 00	
Management Assistance Group (MAG) 1155 F Street NW, Suite 1050 Washington, DC 20004		30,000 00	30,000 00	
Center for Artistic Activism, Inc P O Box 543 Beacon, NY 12508		10,000 00	10,000 00	
Responsible Endowments Coalition 33 Flatbush Ave , Floor 5 Brooklyn, NY 11217		40,000 00	40,000 00	
University of Utah Environmental Humanities Graduate Program 1995 De Trobriand Street, FD 618A Salt Lake City, UT 84113		50,000 00	50,000 00	
Magnum Foundation 547 W 27th St , 4th Floor New York, NY 10001		100,000 00	50,000 00	50,000 00
NEO Philanthropy Social Transformation Project 101 Broadway, Suite 304 Oakland, CA 94607		80,000 00	40,000 00	40,000 00

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Organization Name	Unpaid 12/31/14	Awarded	Paid	Unpaid 12/31/15
Rockwood Leadership Institute 426 17th Street, Suite 400 Oakland, CA 94612		150,000 00	50,000 00	100,000 00
Truman National Security Institute Center for National Policy 1250 I St NW, Suite 500 Washington, DC 20005		150,000 00	50,000 00	100,000 00
SUBTOTAL INTEGRATIVE	-	1,129,230.00	814,230.00	315,000.00
<u>Money in Politics</u>				
Every Voice Center (f k a Public Campaign) 1211 Connecticut Ave, Suite 600 Washington, DC 20036		2,500 00	2,500 00	
Project On Government Oversight 1100 G Street NW, Suite 500 Washington, DC 20005		2,000 00	2,000 00	
Every Voice Center (f k a Public Campaign) 1211 Connecticut Ave, Suite 600 Washington, DC 20036		100,000 00	50,000 00	50,000 00
Proteus Fund 15 Research Drive, Suite B Amherst, MA 01002		200,000 00	100,000 00	100,000 00
SUBTOTAL MONEY IN POLITICS	-	304,500.00	154,500.00	150,000.00
<u>Peace</u>				
Community Initiatives Dalai Lama Fellows 1016 Lincoln Blvd , Suite 122 The Presidio San Francisco, CA 94129		70 00	70 00	
Firelight Media 2090 Adam Clayton Powell, Jr Blvd , Suite 202 New York, NY 10027		2,000 00	2,000 00	
American Himalayan Foundation 909 Montgomery Street, Suite 400 San Francisco, CA 94133		1,000 00	1,000 00	
American Himalayan Foundation 909 Montgomery Street, Suite 400 San Francisco, CA 94133		200 00	200 00	
NATIK (f k a International Humanitarian Foundation) International Humanitarian Foundation #42972 PO Box 55071 Boston, MA 02205-5071		1,000 00	1,000 00	
New Israel Fund 330 Seventh Avenue, 11th Floor New York, NY 10001-5010		1,000 00	1,000 00	
Proteus Fund		1,000 00	1,000 00	

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Organization Name	Unpaid 12/31/14	Awarded	Paid	Unpaid 12/31/15
15 Research Drive, Suite B Amherst, MA 01002				
Fortune Society 29-76 NORTHERN BOULEVARD LONG ISLAND CITY, NY 11101		2,000 00	2,000 00	
New Israel Fund 330 Seventh Avenue, 11th Floor New York, NY 10001-5010		3,000 00	3,000 00	
International Rescue Committee 122 East 42nd Street New York, NY 10168		500 00	500 00	
Center for Arms Control and Non-Proliferation Pentagon Budget Campaign 322 Fourth Street, NE Washington, DC 20002		50,000 00	50,000 00	
Why Foundation (f k a Steps International) / Expenditure Responsibility Gothersgade 55, 1st fl Copenhagen, Copenhagen Denmark 1123		50,000 00	50,000 00	
Peace is Loud 25 E 21 Street, 7th Floor New York, NY 10010		25,000 00	25,000 00	
New York Foundation for the Arts Soldiers' Stories from Iraq and Afghanistan 141 Grand Street #1 Brooklyn, NY 11211		30,000 00	30,000 00	
Just Vision 1616 P St NW, Suite 340 Washington, DC 20036		50,000 00	50,000 00	
Center for International Policy 2000 M Street NW, Suite 720 Washington, DC 20036		50,000 00	50,000 00	
Fund for Constitutional Government Peace and Security Funders Group 122 Maryland Avenue NE Washington, DC 20002		50,000 00	50,000 00	
Women Make Movies, Inc the bomb 146A Nassau Ave, Apt 2F Brooklyn, NY 11222		30,000 00	30,000 00	
Texas A&M University WomanStats 4220 TAMU, 1079 Allen Bldg College Station, TX 77843		50,000 00	50,000 00	
Institute for Integrated Transitions /Expenditure Responsibility Benet Mateu 40 Barcelona, Catalunya 8034 España		150,000 00	50,000 00	100,000 00

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Organization Name	Unpaid 12/31/14	Awarded	Paid	Unpaid 12/31/15
Alliance for Peacebuilding 1800 Massachusetts Ave NW, Suite 401 Washington, DC 20036		150,000 00	50,000 00	100,000 00
SUBTOTAL PEACE	-	696,770.00	496,770.00	200,000.00
<u>Reproductive Justice</u>				
Funders Network on Population, Reproductive Health and Rights P O BOX 750 Rockville, MD 20848		1,250 00	1,250 00	
Common Counsel Foundation Bay Area Justice Funders Network 436 - 14th St , Suite 700 Oakland, CA 94612		750 00	750 00	
Smith College 33 Elm Street North Hampton, MA 01063		2,000 00	2,000 00	
Exhale 1714 Franklin St #100-141 Oakland, CA 94612		500 00	500 00	
Fractured Atlas Lady Parts Justice League 1201 Connecticut Avenue NW, Suite 300 Washington, DC 20036		200 00	200 00	
Women's Foundation of California 300 Frank H Ogawa Plaza, Suite 420 Oakland, CA 94612		600 00	600 00	
NARAL Pro-Choice America Foundation 1156 15th Street NW, Suite 700 Washington, DC 20005		500 00	500 00	
Fractured Atlas Lady Parts Justice League 1201 Connecticut Avenue NW, Suite 300 Washington, DC 20036		200 00	200 00	
Center for Health and Gender Equity 1317 F Street NW Washington, DC 20004		30,000 00	30,000 00	
URGE (f k a Choice USA) 1317 F Street NW, Suite 501 Washington, DC 20004		50,000 00	50,000 00	
Legal Voice 907 Pine Street, Suite 500 Seattle, WA 98101		30,000 00	30,000 00	
Citizen Engagement Lab UltraViolet PO Box 34756 Washington, DC 20043		50,000 00	50,000 00	
NARAL Pro-Choice America Foundation		30,000 00	30,000 00	

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Organization Name	Unpaid 12/31/14	Awarded	Paid	Unpaid 12/31/15
1156 15th Street NW, Suite 700 Washington, DC 20005				
Tides Center Sea Change Program 2120 University Avenue, Suite 630 Berkeley, CA 94704		30,000 00	30,000 00	
Exhale 1714 Franklin St #100-141 Oakland, CA 94612		40,000 00	40,000 00	
National Family Planning & Reproductive Health Association 1627 K Street, NW Washington, DC 20006		30,000 00	30,000 00	
Funders Network on Population, Reproductive Health and Rights P O BOX 750 Rockville, MD 20848		50,000 00	50,000 00	
RH Reality Check 10125 Colesville Road, #176 Silver Spring, MD 20901		100,000 00	50,000 00	50,000 00
Advocates for Youth 2000 M Street, NW, Suite 750 Washington, DC 20036		100,000 00	50,000 00	50,000 00
Forward Together 1440 Broadway, Suite 301 Oakland, CA 94612		150,000 00	50,000 00	100,000 00
New Venture Fund CoreAlign 1330 Broadway Street, Suite 730 Oakland, CA 94612		150,000 00	50,000 00	100,000 00
New Venture Fund Coalition for Abortion Access and Reproductive Equity (CAARE) 1201 Connecticut Ave NW, Suite 300 Washington, DC 20036		150,000 00	50,000 00	100,000 00
SUBTOTAL REPRODUCTIVE JUSTICE	-	996,000.00	596,000.00	400,000.00
TOTAL GRANTS	3,000.00	5,163,150.00	3,751,150.00	1,415,000.00