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Extended to November 15, 2017
Return of Private Foundation

Form 990-PF

Department of the Treasury
Internal Revenue Service

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

Do not enter social security numbers on this form as it may be made public.

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

OMB No. 1545-0052

2016

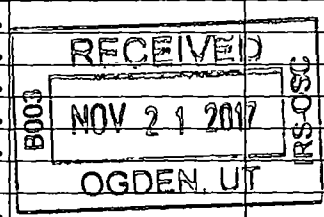
Open to Public Inspection

For calendar year 2016 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) 650 California St 7th Floor	Room/suite	B Telephone number (415) 391-9001
City or town, state or province, country, and ZIP or foreign postal code San Francisco, CA 94108		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 53,177,787. (Part I, column (d) must be on cash basis)	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	748.	748.		
	4 Dividends and interest from securities	866,212.	866,212.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	783,893.			
	b Gross sales price for all assets on line 6a	13,911,431.			
	7 Capital gain net income (from Part IV, line 2)		783,893.		
	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	<223,114.>	<336,722.>		Statement 1	
12 Total. Add lines 1 through 11	1,427,739.	1,314,131.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	209,000.	20,900.		188,100.
	14 Other employee salaries and wages	383,381.	72,729.		310,652.
	15 Pension plans, employee benefits	243,116.	37,629.		205,487.
	16a Legal fees Stmt 2	6,940.	0.		6,940.
	b Accounting fees Stmt 3	16,130.	8,065.		8,065.
	c Other professional fees Stmt 4	70,138.	53,361.		16,777.
	17 Interest				
	18 Taxes Stmt 5	121,655.	50,155.		0.
	19 Depreciation and depletion	16,301.	2,523.		
	20 Occupancy	93,429.	14,461.		78,968.
	21 Travel, conferences, and meetings	107,956.	0.		107,956.
	22 Printing and publications				
	23 Other expenses Stmt 6	745,805.	570,262.		163,203.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,013,851.	830,085.		1,086,148.
	25 Contributions, gifts, grants paid	5,459,998.			5,459,998.
26 Total expenses and disbursements. Add lines 24 and 25	7,473,849.	830,085.		6,546,146.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<6,046,110.>				
b Net investment income (if negative, enter -0-)		484,046.			
c Adjusted net income (if negative, enter -0-)			N/A		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	136.	111.	111.
	2 Savings and temporary cash investments	188,385.	667,006.	667,006.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	6,059.	12,019.	12,019.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock	5,625,477.		
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 7	51,975,840.	51,067,447.	52,445,614.
	14 Land, buildings, and equipment: basis ▶ 213,576.			
	Less accumulated depreciation ▶ 160,539.	49,432.	53,037.	53,037.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	57,845,329.	51,799,620.	53,177,787.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	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	57,845,329.	51,799,620.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	57,845,329.	51,799,620.	
	31 Total liabilities and net assets/fund balances	57,845,329.	51,799,620.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	57,845,329.
2 Enter amount from Part I, line 27a	2	<6,046,110.>
3 Other increases not included in line 2 (itemize) ▶ Gain on disposition of equipment	3	401.
4 Add lines 1, 2, and 3	4	51,799,620.
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	51,799,620.

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 Microvest	P	Various	Various
c Partnership pass-throughs	P	Various	Various
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 11,956,489.		12,399,557.	<443,068.>
b 754,208.		727,981.	26,227.
c 1,200,734.			1,200,734.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			<443,068.>
b			26,227.
c			1,200,734.
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	783,893.
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))
2015	4,724,205.	59,464,085.	.079446
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

2 Total of line 1, column (d)	2	.365181
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	.073036
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	54,516,806.
5 Multiply line 4 by line 3	5	3,981,689.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,840.
7 Add lines 5 and 6	7	3,986,529.
8 Enter qualifying distributions from Part XII, line 4	8	6,546,146.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	4,840.
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	4,840.
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	4,840.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	84,833.	
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	84,833.	
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	79,993.	
11 Enter the amount of line 10 to be: Credited to 2017 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 XV	☒	
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 2016 or the taxable year beginning in 2016 (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		☒

N/A

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>650 California St 7th Floor, San Francisco, CA</u> ZIP+4 ► <u>94108</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 2016, 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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ 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 2016 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 2016.) 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 2016?	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 8		209,000.	78,470.	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 - 650 California St 7th Floor, San Francisco, CA	Program Officer	138,298.	54,685.	0.
Deborah Daughtry - 650 California St 7th Floor, San Francisco, CA 94108	Director of Operations	90,835.	31,849.	0.
Jennifer Turnage - 650 California St 7th Floor, San Francisco, CA 94108	Manager of Finance and Accounting	90,229.	30,798.	0.

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

☐ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	53,793,922.
b	Average of monthly cash balances	1b	1,553,089.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	55,347,011.
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	55,347,011.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	830,205.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	54,516,806.
6	Minimum investment return. Enter 5% of line 5	6	2,725,840.

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	2,725,840.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	4,840.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,840.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,721,000.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,721,000.
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	2,721,000.

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	6,546,146.
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	6,546,146.
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	4,840.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,541,306.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				2,721,000.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	1,540,521.			
b From 2012	1,571,103.			
c From 2013	1,292,454.			
d From 2014	1,176,896.			
e From 2015	1,777,991.			
f Total of lines 3a through e	7,358,965.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 6,546,146.				
a Applied to 2015, 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 2016 distributable amount				2,721,000.
e Remaining amount distributed out of corpus	3,825,146.			
5 Excess distributions carryover applied to 2016 (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	11,184,111.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7	1,540,521.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	9,643,590.			
10 Analysis of line 9:				
a Excess from 2012	1,571,103.			
b Excess from 2013	1,292,454.			
c Excess from 2014	1,176,896.			
d Excess from 2015	1,777,991.			
e Excess from 2016	3,825,146.			

Part XIV	Private Operating Foundations (see instructions and Part VII-A, question 9)
-----------------	--

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

[illegible]

Part XV	Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)
----------------	--

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

See Statement 9

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Arts - schedule		PC		47,710.
Children & Youth - schedule		PC		21,000.
Community Welfare - schedule		PC		10,488.
Education - schedule		PC		14,050.
Environment - schedule		PC	Total includes \$130,000 in expenditure responsibility grants to 2 grantees	1,541,540.
Total	See continuation sheet(s)		▶ 3a	5,459,998.
b Approved for future payment				
Environment - schedule		PC		100,000.
Integrative - schedule		PC		100,000.
Peace - schedule		PC		225,000.
Total	See continuation sheet(s)		▶ 3b	625,000.

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

- | | | | |
|--|-------|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | | | |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[illegible]

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

- b** If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
	Signature of officer or trustee	11-14-2017 Executive Director Date Title	

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

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature Digitally signed by Sue Fujitani DN: cn=Sue Fujitani, o=du email=fujitani@pacbell.net, c=US Date: 2017.11.14 12:20:35 -08'00'	Date	Check ☒ if self-employed	PTIN
	Sue Fujitani	Sue Fujitani	11/14/17		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		695,620.
Money in Politics - schedule		PC		152,200.
Peace - schedule		PC	Total includes \$50,000 in expenditure responsibility grants to 1 grantee	2,414,100.
Reproductive Justice - schedule		PC		563,290.
Total from continuation sheets				3,825,210.

3 Grants and Contributions Approved for Future Payment (Continuation)

623635
04-01-16

Form 990-PF	Other Income		Statement	1
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	
Ordinary partnership income	<1,979.>	<1,979.>		
Non-taxable partnership income	113,608.	0.		
Other investment income	<334,743.>	<334,743.>		
Total to Form 990-PF, Part I, line 11	<223,114.>	<336,722.>		

Form 990-PF	Legal Fees		Statement	2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
General consultation	6,940.	0.		6,940.
To Fm 990-PF, Pg 1, ln 16a	6,940.	0.		6,940.

Form 990-PF	Accounting Fees		Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Audit and tax preparation	16,130.	8,065.		8,065.
To Form 990-PF, Pg 1, ln 16b	16,130.	8,065.		8,065.

Form 990-PF	Other Professional Fees		Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment management and advisory	52,556.	52,556.		0.
HR fees/Payroll processing	12,383.	0.		12,383.
Computer consulting	5,199.	805.		4,394.
To Form 990-PF, Pg 1, ln 16c	70,138.	53,361.		16,777.

COMPTON FOUNDATION
94-3142932
Year ended December 31, 2016
RECAP OF INVESTMENTS

DESCRIPTION:	Key	Basis	Market
Sonen Global Fixed Income Fund	LP	13,341,676	12,604,829
Sonen Global Public Equity Fund	LP	23,241,498	24,556,071
MEPT Edgemoor LP	LP	2,857,917	4,409,405
Fidelity			
Cash held for reinvestment	C	18,278	18,278
GameChanger Film Fund LLC	LP	23,793	23,793
Impact Film Partners	LP	84,773	84,773
Boston Common Sustainable Climate Fund	LP	872,316	714,808
Sonen Domestic Global SRA	LP	980,285	1,073,856
Sonen Global Multi Strategy	LP	4,500,000	4,656,049
Global Environment Emerging Markets Fund III	LP	2,260,183	822,308
GEEMF III Neogas	LP	(340,163)	153,778
GEF US Growth Partners II	LP	1,850,744	2,016,615
Legacy Venture V, LLC	LP	1,341,147	1,276,051
TOTALS		<u>51,032,447</u>	<u>52,410,614</u>
Summary:			
Cash management funds	C	18,278	18,278
Equity securities	E	-	-
Limited partnership	LP	51,014,169	52,392,336
Other investment	O	-	-
		<u>51,032,447</u>	<u>52,410,614</u>

Form 990-PF	Taxes			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Foreign tax withheld	50,155.	50,155.			0.
Excise tax on investment income	71,500.	0.			0.
To Form 990-PF, Pg 1, ln 18	121,655.	50,155.			0.

Form 990-PF	Other Expenses			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Office expense	53,583.	2,304.			51,279.
Professional development	2,989.	441.			2,548.
Insurance	2,807.	151.			2,656.
Other partnership expenses	579,706.	567,366.			0.
Strategic Initiative	106,720.	0.			106,720.
To Form 990-PF, Pg 1, ln 23	745,805.	570,262.			163,203.

Form 990-PF	Other Investments		Statement	7
Description	Valuation Method	Book Value	Fair Market Value	
Schedule - LLC	COST	51,014,169.	52,392,336.	
Cash held for reinvestment	COST	18,278.	18,278.	
Program Related Investment	COST	35,000.	35,000.	
Total to Form 990-PF, Part II, line 13		51,067,447.	52,445,614.	

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement 8
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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
Ellen Friedman 650 California St 7th Floor San Francisco, CA 94108	Exec Dir 40.00	209,000.	78,470.	0.
Rebecca DiDomenico 650 California St 7th Floor San Francisco, CA 94108	Vice President 2.00	0.	0.	0.
Vanessa Compton 650 California St 7th Floor San Francisco, CA 94108	President 2.00	0.	0.	0.
W Danforth Compton 650 California St 7th Floor San Francisco, CA 94108	Secretary 2.00	0.	0.	0.
Emilie Cortes 650 California St 7th Floor San Francisco, CA 94108	Treasurer 2.00	0.	0.	0.
Randy Compton 650 California St 7th Floor San Francisco, CA 94108	Director 2.00	0.	0.	0.
Jakada Imani 650 California St 7th Floor San Francisco, CA 94108	Director 2.00	0.	0.	0.
Alexandra I. Toma 650 California St 7th Floor San Francisco, CA 94108	Director 2.00	0.	0.	0.
Stephen Perry 650 California St 7th Floor San Francisco, CA 94108	Director 2.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		209,000.	78,470.	0.

Form 990-PF	Grant Application Submission Information	Statement	9
	Part XV, Lines 2a through 2d		

Name and Address of Person to Whom Applications Should be Submitted

Compton Foundation
650 California St 7th Floor
San Francisco, CA 94108

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, Inc.
#94-3142932
Form 990 2016

Organization Name	Unpaid 12/31/15	Awarded	Paid	Unpaid 12/31/16
Category				
Arts				
Boulder Museum of Contemporary Art 1750 13th Street Boulder, CO 80302		25,000	25,000	
Utah Film Center 50 West Broadway, Suite 1125 Salt Lake City, UT 84101		2,500	2,500	
San Francisco Film Society Aaron Davidman Performance Project 3017 Wheeler St. Berkeley, CA 94705		2,500	2,500	
WETA 3939 Campbell Avenue Arlington, VA 22206		1,000	1,000	
American University WAMU 88.5 American University Radio 4400 Massachusetts Ave NW Washington, DC 20016-8082		1,000	1,000	
Friends of the Brattleboro Music Center 38 Walnut Street Brattleboro, VT 05301		2,500	2,500	
Hartley Film Foundation 49 Richmondville Avenue, Suite 204 Westport, CT 06880		1,000	1,000	
Georgetown University 37th and O Streets NW Washington, DC 20057		1,000	1,000	
KQED 2601 Mariposa Street San Francisco, CA 94110-1400		800	800	
Boulder Museum of Contemporary Art 1750 13th Street Boulder, CO 80302		5,000	5,000	
University of Colorado Foundation 4740 Walnut Street Boulder, CO 80301		5,000	5,000	
Intersection for the Arts 901 Mission Street, Suite 306		410	410	

Compton Foundation, Inc.
#94-3142932
Form 990 2016

Organization Name	Unpaid 12/31/15	Awarded	Paid	Unpaid 12/31/16
San Francisco, CA 94103				
Subtotal Arts	-	47,710	47,710	-
<u>Children & Youth</u>				
Talent Youth Corps International 262 Havana, Unit B Aurora, CO 80010		8,500	8,500	
Bend Endurance Academy 500 SW Bond St, Ste. 142 Bend, OR 97702		1,000	1,000	
Putney School Elm Lea Farm 418 Houghton Brook Road Putney, VT 05346-8675		6,500	6,500	
Greensboro Wonder & Wisdom, Inc. P.O. Box 300 Greensboro, VT 05841		5,000	5,000	
Subtotal Children & Youth	-	21,000	21,000	-
<u>Community Welfare</u>				
California Calls Education Fund 4801 Exposition Boulevard Los Angeles, CA 90016		500	500	
Alameda County Community Food Bank Inc PO Box 2599 Oakland, CA 94614		200	200	
Doctors Without Borders USA PO Box 5023 Hagerstown, MD 21741-5023		1,000	1,000	
NAACP Legal Defense and Educational Fund, Inc 40 Rector Street, 5th floor New York, NY 10006-1738		1,000	1,000	
California Calls Education Fund 4801 Exposition Boulevard Los Angeles, CA 90016		700	700	
Alameda County Community Food Bank Inc. PO Box 2599 Oakland, CA 94614-0599		200	200	
Mercy Corps 3030 W First Avenue Portland, OR 97201		558	558	

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Form 990 2016

Organization Name	Unpaid 12/31/15	Awarded	Paid	Unpaid 12/31/16
Hot Bread Kitchen 1590 Park Avenue New York, NY 10029		2,500	2,500	
Heifer Project International, Inc. 1 World Avenue Little Rock, AR 72202		3,110	3,110	
Equal Justice Initiative 122 Commerce Street Montgomery, AL 36104		500	500	
Friends of Rockridge Library Post Office Box 3723 Oakland, CA 94609		220	220	
Subtotal Community Welfare	-	10,488	10,488	-
<u>Education</u>				
Nantucket Maria Mitchell Association 4 Vestal Street Nantucket, MA 02554		5,000	5,000	
Peralta Parent Teacher Group Peralta Elementary School 460 63rd St. Oakland, CA 94609		8,000	8,000	
Peralta Parent Teacher Group Peralta Elementary School 460 63rd St. Oakland, CA 94609		250	250	
Pacific Primary 1501 Grove Street San Francisco, CA 94117		400	400	
Claremont Middle School PTA 5750 College Avenue Oakland, CA 94618		400	400	
Subtotal Education	-	14,050	14,050	-
<u>Environment</u>				
Pacific News Service dba New America Media 209 9th Street, Suite 200 San Francisco, CA 94103		50,000	50,000	
Demos 80 Broad Street, Suite 400 New York, NY 10004		40,000	40,000	

Compton Foundation, Inc.
#94-3142932
Form 990 2016

Organization Name	Unpaid 12/31/15	Awarded	Paid	Unpaid 12/31/16
Energy Action Coalition 1875 Connecticut Ave., NW, 10th Floor Washington, DC 20009		50,000	50,000	
International Documentary Association PF Pictures 585 Park Pl., Apt 1RR Brooklyn, NY 11238		25,000	25,000	
Creative Catalysts Project 300 Montgomery Street, Suite 621 San Francisco, CA 94104		25,000	25,000	
TransForm 436 14th Street, Suite 600 Oakland, CA 94612		30,000	30,000	
Williams College Museum of Art, a dept of The President and Trustees of Williams College 15 Lawrence Hall Drive Williamstown, MA 01267		30,000	30,000	
University of New Mexico Foundation MSC 04 2570 1 University of New Mexico Albuquerque, NM 87131-0001		50,000	50,000	
Oregon Environmental Council 222 NW Davis St. Suite 309 Portland, OR 97209		60,000	60,000	
Consensus Building Institute DEPLOY/US 23 Byron Ave Lexington, MA 02420		40,000	40,000	
NEO Philanthropy CultureStrike 1330 Broadway #300 Oakland, CA 94612		50,000	50,000	
Responsible Endowment Coalition 33 Flatbush Ave , Floor 5 Brooklyn, NY 11217		40,000	40,000	
Movement Strategy Center Climate Justice Alliance 436 14th Street, 5th Floor Oakland, CA 94612		50,000	50,000	

Compton Foundation, Inc.
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Form 990 2016

Organization Name	Unpaid 12/31/15	Awarded	Paid	Unpaid 12/31/16
Mother Jones 222 Sutter Street, Suite 600 San Francisco, CA 94108		50,000	50,000	
Arctic Cycle 1951 Bluestem Ter Manhattan, KS 66502		20,000	20,000	
Split This Rock 1301 Connecticut Ave. NW, Suite 600 Washington, DC 20036		20,000	20,000	
Climate Solutions 1402 Third Ave, Suite 1305 Seattle, WA 98101		50,000	50,000	
People's Action Institute 810 N Milwaukee Ave. Chicago, IL 60642		50,000	50,000	
Movement Strategy Center Movement Generation 436 14th St. Suite 500 Oakland, CA 94612		40,000	40,000	
Latino Community Fund of Washington State PO Box 30669 Seattle, WA 98103		50,000	50,000	
Consultative Group on Biological Diversity PO Box 29361 San Francisco, CA 94129		6,500	6,500	
Central Sierra Environmental Resource Center P O. Box 396 Twain Harte, CA 95383		700	700	
Carbonfund.org Foundation 853 Main Street East Aurora, NY 14052		2,500	2,500	
Friends of Oakland Animal Services 1101 29th Avenue Oakland, CA 94601		500	500	
Environmental Grantmakers Association 475 Riverside Drive, Suite 960 New York, NY 10115		2,500	2,500	
Earthjustice 50 California Street, Suite 500		1,000	1,000	

Compton Foundation, Inc.
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Form 990 2016

Organization Name	Unpaid 12/31/15	Awarded	Paid	Unpaid 12/31/16
San Francisco, CA 94111				
Grist Magazine, Inc. 1201 Western Avenue, Ste 410 Seattle, WA 98101		200	200	
Citizens' Climate Education Corp 1330 Orange Ave, #300 Coronado, CA 92118		2,000	2,000	
Foundation Earth 660 Pennsylvania Avenue SE, Suite 302 Washington, DC 20003		1,000	1,000	
eTown 1535 Spruce St Boulder, CO 80302		5,000	5,000	
Earth Guardians 3980 Broadway, #103-229 Boulder, CO 80304		5,000	5,000	
Sustainable Economies Law Center 2323 Broadway, Suite 203 Oakland, CA 94612		240	240	
350.org 20 Jay Street, Suite 732 Brooklyn, NY 11201		1,000	1,000	
Texas Parks & Wildlife Foundation 2914 Swiss Avenue Dallas, TX 75204		5,000	5,000	
National Lawyers Guild Foundation Water Protector Legal Collective 132 Nassau Street, #922 New York, NY 10038		400	400	
Energy Action Coalition 1875 Connecticut Ave., NW, 10th Floor Washington, DC 20009		1,500	1,500	
Natural Capitalism Solutions 11823 N 75th St. Longmont, CO 80503		5,000	5,000	
350.org 20 Jay Street, Suite 732 Brooklyn, NY 11201		5,000	5,000	

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Form 990 2016

Organization Name	Unpaid 12/31/15	Awarded	Paid	Unpaid 12/31/16
Pesticide Action Network North America Regional Center 1611 Telegraph Ave, Suite 1200 Oakland, CA 94612		1,500	1,500	
Blue Planet Project 300-251 Bank Street Ottawa, ON K2P 1X3, Canada		5,000	5,000	
Not An Alternative, Inc. 143 Newell St Brooklyn, NY 11222		50,000	50,000	
New Venture Fund 1201 Connecticut Ave, NW, Suite 300 Washington, DC 20036		90,000	90,000	
Greenpeace Fund, Inc 702 H St NW, Suite 300 Washington, DC 20001		50,000	50,000	
Energy Action Coalition 1875 Connecticut Ave., NW, 10th Floor Washington, DC 20009		75,000	75,000	
Fund for Democratic Communities (Expenditure Responsibility) Reinvest In Our Power 620 S Elm St., Suite 355 Greensboro, NC 27406		80,000	80,000	
Asian Pacific Environmental Network 426 17th Street, Suite 500 Oakland, CA 94612		50,000	50,000	
The Bold Education Fund Bold Alliance 208 S. Burlington Ave., Ste 103, Box 325 Hastings, NE 68901		75,000	75,000	
Cape Farewell (Expenditure Responsibility) University of the Arts London, Chelsea College of Art 16 John Islip Street London SW1P 4JU	50,000		50,000	
Grist Magazine, Inc. 710 Second Ave, Ste 860 Seattle, WA 98104	50,000		50,000	
Revolutions Per Minute 786 S Shelby St Louisville, KY 40203	100,000		50,000	50,000

Compton Foundation, Inc.
#94-3142932
Form 990 2016

Organization Name	Unpaid 12/31/15	Awarded	Paid	Unpaid 12/31/16
350.org 20 Jay Street, Suite 732 Brooklyn, NY 11201	100,000		50,000	50,000
Subtotal Environment	300,000	1,341,540	1,541,540	100,000
<u>Integrative</u>				
Criterion Institute Women Effect 81 Church Hill Rd Haddam, CT 06438		30,000	30,000	
New Venture Fund 1201 Connecticut Ave, NW, Suite 300 Washington, DC 20036		30,000	30,000	
US Climate Action Network 50 F Street NW 8th Floor Washington, DC 20001		30,000	30,000	
Prime Produce, Ltd. U.S. Department of Arts and Culture 1102 Don Gaspar Ln Santa Fe, NM 87505		30,000	30,000	
Chicken & Egg Pictures (former fiscal sponsor Tides Center) 45 Main St., Ste 506 Brooklyn, NY 11201		30,000	30,000	
BRITDOC Inc 20 Jay Street, Unit 1008 Brooklyn, NY 11201		50,000	50,000	
Citizen Engagement Lab Education Fund 1330 Broadway, Suite 300 Oakland, CA 94612		40,000	40,000	
Sundance Institute 5900 Wilshire Boulevard, Suite 800 Los Angeles, CA 90036		50,000	50,000	
State Voices 1625 Massachusetts Ave. NW, Suite 308 Washington, DC 20036		35,000	35,000	
Movement Strategy Center 436 14th Street, 5th Floor Oakland, CA 94612		50,000	50,000	
Capital Institute 73 Arch Street, 3rd Floor		50,000	50,000	

Compton Foundation, Inc.
#94-3142932
Form 990 2016

Organization Name	Unpaid 12/31/15	Awarded	Paid	Unpaid 12/31/16
Greenwich, CT 06830				
Responsible Endowment Coalition 33 Flatbush Ave , Floor 5 Brooklyn, NY 11217		2,500	2,500	
Confluence Philanthropy 23 Black Brook Road Pound Ridge, NY 10576		5,000	5,000	
Proteus Fund 15 Research Drive, Suite B Amherst, MA 01002		1,500	1,500	
Race Forward 32 Broadway, Suite 1801 New York, NY 10036		2,500	2,500	
National Center for Family Philanthropy 1101 Connecticut Avenue, Suite 220 Washington, DC 20036		1,500	1,500	
National Committee for Responsive Philanthropy 1331 H Street NW, Suite 200 Washington, DC 20005		1,500	1,500	
Tonic 901 Mission St., Ste. 205 San Francisco, CA 94103		5,000	5,000	
Grantmakers for Effective Organizations 1725 DeSales Street, NW, Suite 404 Washington, DC 20036		1,920	1,920	
Natural Capitalism Solutions 11823 N 75th St. Longmont, CO 80503		5,000	5,000	
Collective Heritage Institute Bioneers 1607 Paseo de Peralta Santa Fe, NM 87501		1,000	1,000	
Rockwood Leadership Institute 426 17th Street, Suite 400 Oakland, CA 94612		5,000	5,000	
Nation Institute 116 East 16th Street, 8th Floor New York, NY 10003		2,000	2,000	

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Organization Name	Unpaid 12/31/15	Awarded	Paid	Unpaid 12/31/16
Democracy Now! Productions Inc 207 West 25th Street, 11th floor New York, NY 10001		1,000	1,000	
Democracy Now! Productions Inc 207 West 25th Street, 11th floor New York, NY 10001		10,000	10,000	
Collective Heritage Institute Bioneers 1607 Paseo de Peralta Santa Fe, NM 87501		5,000	5,000	
SHAKA Movement P.O. Box 790538 Paia, HI 96779		5,000	5,000	
Movement Strategy Center Movement Generation 436 14th St Suite 500 Oakland, CA 94612		200	200	
Community Initiatives Active Voice 70 Zoe Street #100 San Francisco, CA 94107	25,000		25,000	
Magnum Foundation 547 W. 27th St., 4th Floor New York, NY 10001	50,000		50,000	
NEO Philanthropy Social Transformation Project 101 Broadway, Suite 304 Oakland, CA 94607	40,000		40,000	
Rockwood Leadership Institute 426 17th Street, Suite 400 Oakland, CA 94612	100,000		50,000	50,000
Truman National Security Institute Center for National Policy 1250 I St. NW, Suite 500 Washington, DC 20005	100,000		50,000	50,000
Subtotal Integrative	315,000	480,620	695,620	100,000
<u>Money in Politics</u>				
Impact Assets 1715 18th Street NW Washington, DC 20009		200	200	

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Organization Name	Unpaid 12/31/15	Awarded	Paid	Unpaid 12/31/16
Project On Government Oversight 1100 G Street NW, Suite 500 Washington, DC 20005		2,000	2,000	
Every Voice Center (f.k a. Public Campaign) 1211 Connecticut Ave, Suite 600 Washington, DC 20036	50,000		50,000	
Proteus Fund 15 Research Drive, Suite B Amherst, MA 01002	100,000		100,000	
Subtotal Money in Politics	150,000	2,200	152,200	-
<u>Peace</u>				
Inclusive Security Action 1615 M St NW, Suite 850 Washington, DC 20036		150,000	150,000	
Center for a New American Security 1152 15th Street NW, Suite 950 Washington, DC 20005		100,000	100,000	
New America Foundation 740 15th Street, Suite 900 Washington, DC 20005		125,000	125,000	
Council on Foreign Relations 58 E 68th Street New York, NY 10065		125,000	125,000	
Truman National Security Institute Center for National Policy 1250 I St. NW, Suite 500 Washington, DC 20005		100,000	100,000	
Women In International Security 1779 Massachusetts Avenue NW Suite 510 Washington, DC 20036		150,000	150,000	
Aftermath Project Inc. 4900 Glenalbyn Drive Los Angeles, CA 90065		25,000	25,000	
Search for Common Ground 1601 Connecticut Ave NW, Suite 200 Washington, DC 20009		50,000	50,000	
NEO Philanthroopy Online Progressive Engagement Network		40,000	40,000	

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Organization Name	Unpaid 12/31/15	Awarded	Paid	Unpaid 12/31/16
1330 Broadway, Third Floor Oakland, CA 94612				
Commonwealth Foundation Beyond the Choir Po Box 17 Lancaster, PA 17608		50,000	50,000	
Bulletin of the Atomic Scientists P.O. Box 744 New Lenox, IL 60451-0744		30,000	30,000	
Center for International Policy Win Without War 2000 M Street, NW , Suite 720 Washington, DC 20036		50,000	50,000	
Women Make Movies, Inc. the bomb 103 Freeman St, Apt 2F Brooklyn, NY 11222		40,000	40,000	
Center for Arms Control and Non-Proliferation Pentagon Budget Campaign 322 Fourth Street, NE Washington, DC 20002		50,000	50,000	
Fund for Constitutional Government Peace and Security Funders Group 122 Maryland Avenue NE Washington, DC 20002		50,000	50,000	
Just Vision 1616 P St NW, Suite 340 Washington, DC 20036		50,000	50,000	
Center for International Policy 2000 M Street NW, Suite 720 Washington, DC 20036		50,000	50,000	
Sustainable Markets Foundation Center for Climate and Security 1025 Connecticut Ave., NW, Suite 1000 Washington, DC 20036	50,000	50,000	100,000	
Intersection for the Arts / San Francisco Film Society Aaron Davidman Performance Project 3017 Wheeler St. Berkeley, CA 94705		25,000	25,000	

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Organization Name	Unpaid 12/31/15	Awarded	Paid	Unpaid 12/31/16
Ascend. Leadership Through Athletics P.O. Box 11674 Norfolk, VA 23517		18,000	18,000	
T'ruah 266 West 37th St., Ste. 803 New York, NY 10018		200	200	
Proteus Fund 15 Research Drive, Suite B Amherst, MA 01002		500	500	
Ascend: Leadership Through Athletics P.O. Box 11674 Norfolk, VA 23517		1,000	1,000	
New Israel Fund 6 E. 39th Street, Suite 301 New York, NY 10016		1,000	1,000	
New Israel Fund 6 E. 39th Street, Suite 301 New York, NY 10016		400	400	
New Israel Fund 6 E 39th Street, Suite 301 New York, NY 10016		3,000	3,000	
Muslim Advocates P.O. Box 71080 Oakland, CA 94612		1,500	1,500	
Oregon Jewish Museum 1953 NW Kearney Street Portland, OR 97209		1,000	1,000	
Fortune Society 29-76 NORTHERN BOULEVARD Long Island City, NY 11101		2,000	2,000	
Muslim Advocates P.O. Box 71080 Oakland, CA 94612		500	500	
Georgetown University 37th and O Streets NW Washington, DC 20057		100,000	100,000	
Tides Center NGO Working Group on Women, Peace and Security		150,000	75,000	75,000

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Organization Name	Unpaid 12/31/15	Awarded	Paid	Unpaid 12/31/16
777 United Nations Plaza, 7th floor New York, NY 10017				
Utah Film Center Double Hope Films 806 Marco Place Venice, CA 90291		100,000	100,000	
Texas A&M University WomanStats 4220 TAMU 1079 Allen Bldg College Station, TX 77843		100,000	50,000	50,000
Peace is Loud 25 E. 21 Street, 7th Floor New York, NY 10010		150,000	150,000	
Hopewell Fund Fuller Project for International Reporting 1775 Pennsylvania Ave, NW ste 1200 Washington, DC 20006		75,000	75,000	
International Civil Society Action Network 1779 Massachusetts Ave, NW, Suite 605 Washington, DC 20007		100,000	100,000	
Utah Film Center The OTHRS 14 E 4th St New York, NY 10012		100,000	100,000	
Trustees of Columbia University P.O. Box 29789 New York, NY 10087-9789		50,000	50,000	
Feminist Majority Foundation 433 South Beverly Drive Beverly Hills, CA 90212		100,000	100,000	
International Center for Research on Women 1120 20th Street, NW, Suite 500 North Washington, DC 20036		25,000	25,000	
Institute for Integrated Transitions (Expenditure Responsibility) Benet Mateu 40 Barcelona, Catalunya 8034 España	100,000		50,000	50,000
Alliance for Peacebuilding 1800 Massachusetts Ave NW, Suite 401 Washington, DC 20036	100,000		50,000	50,000

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Organization Name	Unpaid 12/31/15	Awarded	Paid	Unpaid 12/31/16
Subtotal Peace	250,000	2,389,100	2,414,100	225,000
<u>Reproductive Justice</u>				
Forward Together 300 Frank H Ogawa Plaza, Suite 700 Oakland, CA 94612		25,000	25,000	
Smith College 33 Elm Street North Hampton, MA 01063		30,000	30,000	
Naral Pro-Choice America Foundation All Access Coalition 1156 15th Street NW, Suite 700 Washington, DC 20005		30,000	30,000	
URGE 734 15th Street NW, Suite 800 Washington, DC 20005		50,000	50,000	
Center for Health and Gender Equity 1317 F Street NW Washington, DC 20004		30,000	30,000	
Tides Center Sea Change Program 2120 University Avenue, Suite 630 Berkeley, CA 94704		40,000	40,000	
UltraViolet PO Box 34756 Washington, DC 20043		50,000	50,000	
Funders for Reproductive Equity P.O. BOX 750 Rockville, MD 20848-0750		100,000	50,000	50,000
Common Counsel Foundation Bay Area Justice Funders Network 436 - 14th St., Suite 700 Oakland, CA 94612		750	750	
Funders for Reproductive Equity P.O. BOX 750 Rockville, MD 20848-0750		1,250	1,250	
Bay Area Young Survivors P.O. Box 190056 San Francisco, CA 94119		200	200	

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Organization Name	Unpaid 12/31/15	Awarded	Paid	Unpaid 12/31/16
Lehrhaus Judaica The Reutlinger Center, Ground Floor 2736 Bancroft Way Berkeley, CA 94724		3,000	3,000	
What Works Association 54 Mills Street Morristown, NJ 07960		2,390	2,390	
Forward Together 300 Frank H. Ogawa Plaza, Suite 700 Oakland, CA 94612		500	500	
New Venture Fund Lady Parts Justice League 1201 Connecticut Avenue NW, Suite 300 Washington, DC 20036		200	200	
RH Reality Check 10125 Colesville Road, #176 Silver Spring, MD 20901	50,000		50,000	
Advocates for Youth 2000 M Street, NW, Suite 750 Washington, DC 20036	50,000		50,000	
Forward Together 1440 Broadway, Suite 301 Oakland, CA 94612	100,000		50,000	50,000
New Venture Fund CoreAlign 1330 Broadway Street, Suite 730 Oakland, CA 94612	100,000		50,000	50,000
New Venture Fund Coalition for Abortion Access and Reproductive Equity (CAARE) 1201 Connecticut Ave NW, Suite 300 Washington, DC 20036	100,000		50,000	50,000
Subtotal Reproductive Justice	400,000	363,290	563,290	200,000
TOTAL GRANTS	1,415,000	4,669,998	5,459,998	625,000

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12/31/2016

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 Foundation
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 12/31/16	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
Fund for Democratic Communities (Fiscal Sponsor) Reinvest in Our Power 436 14th Street Suite 500 Oakland, CA 94612	\$80,000	7/15/2016	Addressing climate change	Information not on file because of when report was due and submitted	No	8/31/2017	None required

Name and address of grantee	Amount of grant	Date of grant	Purpose of grant	Amounts expended by grantee as of 12/31/16	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 8034 España	\$150,000 (3-year grant)	6/11/2015	This is a 3-year grant addressing the integration of policymaking in the areas of democracy, development, rule of law and security in contexts of transition out of conflict or repression	\$100,000	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 12/31/16	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 Art 16 John Islip Street London SW1P 4JU	\$100,000 (2-year grant)	4/14/2015	This is a 2-year grant addressing climate change	\$50,000	No	2/29/2016 2nd report due 4/30/17	None Required