Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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.
▶ Go to *www.irs.gov/Form990PF* for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018 , and ending 12-31-2018

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)
44 Montgomery St Floor 3

Room/suite

B Telephone number (see instructions)

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 ☐ 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)* ▶$ 34,041,228

J Accounting method ☐ Cash ☑ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis)

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) (see instructions))*

			(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 (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	306	306		
	4	Dividends and interest from securities	1,021,315	953,809		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	3,268,358			
	b	Gross sales price for all assets on line 6a 3,478,758				
	7	Capital gain net income (from Part IV, line 2)		3,268,358		
	8	Net short-term capital gain			171,701	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	45,881	2,414		
	12	**Total.** Add lines 1 through 11	4,335,860	4,224,887	171,701	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	278,667	10,450		268,217
	14	Other employee salaries and wages	231,436	90,419		296,722
	15	Pension plans, employee benefits	157,713	33,909		148,404
	16a	Legal fees (attach schedule)	42,191			41,666
	b	Accounting fees (attach schedule)	28,493	14,247		563
	c	Other professional fees (attach schedule)	31,089	1,350		30,376
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	112,095	51,663		58,685
	19	Depreciation (attach schedule) and depletion	9,323	2,004		
	20	Occupancy	111,619	24,659		111,619
	21	Travel, conferences, and meetings	39,528			39,395
	22	Printing and publications	1,396			1,396
	23	Other expenses (attach schedule)	880,336	728,502		144,588
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,923,886	957,203		1,141,631
	25	Contributions, gifts, grants paid	19,520,177			19,020,936
	26	**Total expenses and disbursements.** Add lines 24 and 25	21,444,063	957,203		20,162,567
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-17,108,203			
	b	**Net investment income** (if negative, enter -0-)		3,267,684		
	c	**Adjusted net income** (if negative, enter -0-)			171,701	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Section	Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	130	22,839	22,839
	2	Savings and temporary cash investments	520,877	1,769,171	1,769,171
	3	Accounts receivable ▶ 3,390			
		Less allowance for doubtful accounts ▶		3,390	3,390
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	25,725	109,434	109,434
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)	3,392,156	0	
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	43,902,362	32,133,085	32,133,085
	14	Land, buildings, and equipment basis ▶ 59,190			
		Less accumulated depreciation (attach schedule) ▶ 55,881	33,792	3,309	3,309
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	47,875,042	34,041,228	34,041,228
Liabilities	17	Accounts payable and accrued expenses		118,250	
	18	Grants payable		1,492,141	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)		78,404	
	23	**Total liabilities**(add lines 17 through 22)	0	1,688,795	
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	47,875,042	32,352,433	
	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** (see instructions)	47,875,042	32,352,433	
	31	**Total liabilities and net assets/fund balances** (see instructions)	47,875,042	34,041,228	

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	47,875,042
2	Enter amount from Part I, line 27a	2	-17,108,203
3	Other increases not included in line 2 (itemize) ▶	3	5,806,893
4	Add lines 1, 2, and 3	4	36,573,732
5	Decreases not included in line 2 (itemize) ▶	5	4,221,299
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	32,352,433

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	See Additional Data Table			
b				
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	See Additional Data Table			
b				
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	See Additional Data Table			
b				
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	3,268,358
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) (see instructions) If (loss), enter -0- in Part I, line 8		3	171,701

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	6,241,591	54,047,526	0 115483
2016	6,541,306	54,516,806	0 119987
2015	4,724,205	59,464,085	0 079446
2014	4,223,092	62,408,967	0 067668
2013	4,115,014	59,829,726	0 068779

2 Total of line 1, column (d)	2	0 451363
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0 090273
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	50,029,919
5 Multiply line 4 by line 3	5	4,516,351
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	32,677
7 Add lines 5 and 6	7	4,549,028
8 Enter qualifying distributions from Part XII, line 4	8	20,162,567

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	32,677
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	32,677
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	32,677
6	Credits/Payments			
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a 81,973		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 15,000		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	96,973
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	64,296
11	Enter the amount of line 10 to be **Credited to 2019 estimated tax** ▶ 64,296	**Refunded** ▶	11	

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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition)	1b		No
	*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?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
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*	8b	Yes	
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 2018 or the taxable year beginning in 2018? See the instructions for Part XIV If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

		Line	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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶www comptonfoundation org

14 The books are in care of ▶Jennifer Turnage Telephone no ▶(415) 391-9001

Located at ▶44 Montgomery Floor 3 San Francisco CA ZIP+4 ▶94104

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

		Line	Yes	No
16	At any time during calendar year 2018, 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?	16		No
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes", enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Line	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	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2018?	1c		No
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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
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)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
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 2018 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 2018).*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2018?	4b		

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

				Yes	No
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		
	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?. *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*	☐ Yes ☐ No			
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? *If "Yes" to 6b, file Form 8870*		6b		No
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?		7b		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment during the year?	☐ Yes ☑ No			

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. See instructions

(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 Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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
Deborah Daughtry 44 Montgomery Floor 3 San Francisco, CA 94104	Director of Operatio 40 00	146,094	45,532	0
Jennifer Turnage 44 Montgomery Floor 3 San Francisco, CA 94105	Director of Finance 40 00	144,749	32,455	0
Johanna Hanson 44 Montgomery San Francisco, CA 94105	Program Officer 40 00	96,298	25,053	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 (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Sonen Investment Management 456 Montgomery St Suite 400 San Francisco, CA 94104	investment advisor	84,752

Total number of others receiving over $50,000 for professional services. . . . . ▶ 1

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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

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

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	0
b	Average of monthly cash balances.	1b	2,289,921
c	Fair market value of all other assets (see instructions).	1c	48,501,875
d	**Total** (add lines 1a, b, and c).	1d	50,791,796
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). **1e**		
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	50,791,796
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	761,877
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	50,029,919
6	**Minimum investment return.** Enter 5% of line 5.	6	2,501,496

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	2,501,496
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	32,677		
b	Income tax for 2018 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	32,677
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	2,468,819
4	Recoveries of amounts treated as qualifying distributions.			4	
5	Add lines 3 and 4.			5	2,468,819
6	Deduction from distributable amount (see instructions).			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.			7	2,468,819

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	20,162,567
b	Program-related investments—total from Part IX-B.	1b	
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	20,162,567
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 See instructions.	5	32,677
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	20,129,890

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				2,468,819
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.				
b Total for prior years 20___ , 20___ , 20___				
3 Excess distributions carryover, if any, to 2018				
a From 2013. 1,292,454				
b From 2014. 1,176,896				
c From 2015. 1,777,991				
d From 2016. 3,825,146				
e From 2017. 3,585,255				
f **Total** of lines 3a through e.	11,657,742			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ $ 20,162,567				
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2018 distributable amount.				2,468,819
e Remaining amount distributed out of corpus	17,693,748			
5 Excess distributions carryover applied to 2018 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	29,351,490			
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				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)				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)	1,292,454			
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a	28,059,036			
10 Analysis of line 9				
a Excess from 2014. . . . 1,176,896				
b Excess from 2015. . . . 1,777,991				
c Excess from 2016. . . . 3,825,146				
d Excess from 2017. . . . 3,585,255				
e Excess from 2018. . . . 17,693,748				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling. . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2018	**(b)** 2017	**(c)** 2016	**(d)** 2015	
2a 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(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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))

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

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 to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

a The name, address, and telephone number or email address of the person to whom applications should be addressed

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* See Additional Data Table				
Total . . . . ▶ **3a**				
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	306	
4 Dividends and interest from securities.			14	1,021,315	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	3,268,358	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a misc income			01	2,414	
b ubit passthrough inc	512000	43,467			
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).		43,467		4,292,393	

13 Total. Add line 12, columns (b), (d), and (e). 13 4,335,860

(See worksheet in line 13 instructions to verify calculations)

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

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

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) (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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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

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

****** | 2019-11-13 | ******

Signature of officer or trustee | 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	Date	Check if self-employed ▶ ☐	PTIN
Richard Pon		2019-11-13		P00273718
Firm's name ▶ Richard Pon CPA				Firm's EIN ▶27-3765031
Firm's address ▶ PO BOX 191254 San Francisco, CA 94119				Phone no (415) 971-4610

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1 Legacy Venture Fund	P		
1 Fidelity Access Capital assets	P		
Fidelity Pimco account assets	P		
from Gamechanger K-1			
from Legacy Venture K-1	P		
from Legacy Venture K-1	P		
from Sonen Global Fixed Income K-1	P		
from Sonen Global Fixed Income K-1	P		
from Sonen Global Equity K-1	P		
from Sonen Global Public Equity K-1	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
251,199			251,199
		80,105	-80,105
		47	-47
2,379			2,379
367			367
182,783			182,783
		21,028	-21,028
		14,532	-14,532
223,765			223,765
2,098,455			2,098,455

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			251,199
			-80,105
			-47
			2,379
			367
			182,783
			-21,028
			-14,532
			223,765
			2,098,455

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
from Sonen GSRA Fund	P		
1 from Sonen GSRA Fund K-1	P		
from Sonen Global Fixed income suba	P		
from Sonen Global Fixed Income suba	P		
from Sonen Global Public Equity sub	P		
from Sonen Global Public Equity Sub	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
18,019			18,019
44,274			44,274
		49,301	-49,301
		45,387	-45,387
77,652			77,652
579,865			579,865

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			18,019
			44,274
			-49,301
			-45,387
			77,652
			579,865

Form 990PF Part VIII Line 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
Vanessa Compton 44 Montgomery Floor 3 San Francisco, CA 94104	President 2 00	0	0	0
Rebecca DiDomenico to April 44 Montgomery Floor 3 San Francisco, CA 94104	Vice President 2 00	0	0	0
Dan Compton 44 Montgomery Floor 3 San Francisco, CA 94104	Secretary 2 00	0	0	0
Emilie Cortes 44 Montgomery Floor 3 San Francisco, CA 94104	Treasurer 2 00	0	0	0
Alexandra Toma 44 Montgomery Floor 3 San Francisco, CA 94104	Board Member 2 00	0	0	0
Randy Compton 44 Montgomery Floor 3 San Francisco, CA 94104	Vice President 2 00	0	0	0
Stephen Perry to April 44 Montgomery Floor 3 San Francisco, CA 94104	Board Member 2 00	0	0	0
Jakada Imani 44 Montgomery Floor 3 San Francisco, CA 94104	Board Member 2 00	0	0	0
Ellen Friedman 44 Montgomery 3rd floor San Francisco, CA 94105	ExDirector 40 00	278,667	79,272	0

Form 990PF Part XV Line 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 organizations see attached see attached San Francisco, CA 94104	none		arts	53,540
Bend Endurance Academy442 NE 3rd St Bend, OR 97701	none		children & youth	1,000
Community welfare see attached see attached San Francisco, CA 94104	none		community welfare	5,000
Total . . . . ▶ **3a**				19,020,938

Form 990PF Part XV Line 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*				
Leopold Schepp Foundation 950 Third Avenue 31st floor New York, NY 10022	none		education	400
Environment groups see attached see attached San Francisco, CA 94104	none		environment	769,850
Integrative groups see attached see attached San Francisco, CA 94104	none		integrative groups	15,765,170
Total . . . . ▶ **3a**				19,020,938

Form 990PF Part XV Line 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*				
Money in politics groups see attac see attached San Francisco, CA 94104	none		money in politics	325,000
Peace groups see attachedsee attached San Francisco, CA 94104	none		peace	1,508,361
Reproductive justice groups see at see attached San Francisco, CA 94104	none		reproductive justice	489,875
Total . . . . ▶ **3a**				19,020,938

Form 990PF Part XV Line 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*				
Spritual awareness groups see atta see attached San Francisco, CA 94104	none		spritual awareness	102,742
Total . . . . ▶ **3a**				19,020,938

TY 2018 Accounting Fees Schedule

Name: Compton Foundation Inc

EIN: 94-3142932

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
accounting	28,493	14,247	0	563

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2018 Depreciation Schedule

Name: Compton Foundation Inc

EIN: 94-3142932

Depreciation Schedule

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
asset	2018-01-01	59,190	0	SL	5	9,323	2,004	0	

TY 2018 Investments Corporate Bonds Schedule

Name: Compton Foundation Inc

EIN: 94-3142932

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
bonds	0	0

TY 2018 Investments - Other Schedule

Name: Compton Foundation Inc

EIN: 94-3142932

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Partnerships and LLCs		32,082,797	32,082,797
cash held for investment		0	0
program related investment		25,000	25,000
trademark		25,288	25,288

TY 2018 Legal Fees Schedule

Name: Compton Foundation Inc

EIN: 94-3142932

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
legal fees	42,191	0	0	41,666

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TY 2018 Other Decreases Schedule

Name: Compton Foundation Inc

EIN: 94-3142932

Description	Amount
unrealized losses	4,221,299

TY 2018 Other Expenses Schedule

Name: Compton Foundation Inc

EIN: 94-3142932

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
workers comp insurance	3,931	845	0	4,373
office supplies	3,612	777	0	2,835
telephone	2,568	552	0	2,016
postage	709	152	0	557
internet	4,337	932	0	3,405
office liability insurance	569	122	0	447
data storage	1,982	0	0	1,982
hospitality	707	0	0	707
moving expenses	3,071	0	0	3,071
misc expenses	-6,720	0	0	-6,720

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
board expenses	53,638	0	0	56,718
strategic initiative expenses	70,880	0	0	70,880
investment management fees	84,752	84,752	0	0
banking fees	637	637	0	0
deductible partnership expense	630,871	630,871	0	0
nondeductible partnership expe	11,613	0	0	0
other investment expense	7,679	7,679	0	0
staff development	5,500	1,183	0	4,317

TY 2018 Other Income Schedule

Name: Compton Foundation Inc

EIN: 94-3142932

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
misc income	2,414	2,414	0
ubit passthrough income Gamech	43,467	0	0

TY 2018 Other Increases Schedule

Name: Compton Foundation Inc

EIN: 94-3142932

Description	Amount
change in accounting method cash2ac	5,806,892
rounding	1

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TY 2018 Other Liabilities Schedule

Name: Compton Foundation Inc

EIN: 94-3142932

Description	Beginning of Year - Book Value	End of Year - Book Value
Deferred Tax Liability	0	78,404

TY 2018 Other Professional Fees Schedule

Name: Compton Foundation Inc

EIN: 94-3142932

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HR fees	16,309	0	0	16,946
computer consulting fees	6,280	1,350	0	4,930
program consulting fees	8,500	0	0	8,500

TY 2018 Taxes Schedule

Name: Compton Foundation Inc

EIN: 94-3142932

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
payroll taxes	27,939	6,007	0	35,185
Section 4720 excise tax	38,500	0	0	23,500
foreign tax passthrough	45,656	45,656	0	0

Compton Foundation, Inc.
IRS 990 PF Attachment
2018

Organization Name	Paid 2018	Unpaid 12/31/18	Category		Total Paid 2018	AP 2018
Category						
Arts						
San Francisco Mime Troupe	$400.00					
855 Treat Ave						
San Francisco, CA 94110						
eTown	$10,000.00					
1535 Spruce St						
Boulder, CO 80302						
eTown	$2,500.00					
1535 Spruce St						
Boulder, CO 80302						
Boulder Museum of Contemporary Art	$30,000.00					
1750 13th Street						
KQED						
2601 Mariposa Street						
San Francisco, CA 94110-1400	$640.00					
Putney School						
Elm Lea Farm, 418 Houghton Brook Road	$5,000.00					
Putney, VT 05346-8675						
Wonder Arts	$5,000.00					
P.O. Box 300						
Greensboro, VT 05841						
			ARTS (row 8 to 31)		$53,540.00	$0.00
Children & Youth						
Bend Endurance Academy	$1,000.00		Children & Youth		$1,000.00	
442 NE 3rd Street						
Bend, OR 97701						
Community Welfare						
Success Center San Francisco	$2,500.00					
The Cypher Project						
146 S. Spruce Avenue						
South San Francisco, CA 94080						
International Mountain Explorers Connection	$1,000.00					
P.O. Box 3665						
Boulder, CO 80307						
Beyond Emancipation	$1,500.00		Community Welfare (41 to 50)		$5,000.00	$0.00
675 Hegenberger Road, Suite 100						
Oakland, CA 94621						
Education						
Leopold Schepp Foundation	$400.00		Education		$400.00	0
950 Third Avenue, 31st Floor						
New York, NY 10022						
Environment						
DOCSOCIETY	$50,000.00					
20 Jay Street, Unit 1008						
Brooklyn, NY 11201						
Latino Community Fund of Washington State	$50,000.00	$50,000.00				
PO Box 30669						
Seattle, WA 98103						
Protect Our Winters	$5,000.00					
4676 Broadway Street						
Boulder, CO 80304						

Organization Name	Paid 2018	Unpaid 12/31/18	Category		Total Paid 2018	AP 2018
Movement Strategy Center	$50 000 00	$50 000 00				
Movement Generation						
436 14th St Suite 500						
Oakland CA 94612						
NEO Philanthropy	$50 000 00	$50 000 00				
CultureStrike						
1330 Broadway #300						
Oakland CA 94612						
The Bold Education Fund	$40 000 00					
Bold Alliance						
208 S Burlington Ave Ste 103 Box 325						
Hastings NE 68901						
Central Sierra Environmental Resource Center	$700 00					
P O Box 396						
Twain Harte CA 95383						
Eco-Cycle	$3 000 00					
P O Box 19006						
Boulder CO 80308						
Blue Planet Project	$7 000 00					
300-251 Bank Street						
Ottawa ON K2P 1X3 - Canada						
Citizens' Climate Education Corp	$3 000 00					
1330 Orange Ave #309						
Coronado CA 92118						
Harvard Divinity School	$25 000 00					
Office for Sponsored Programs						
1033 Massachusetts Ave 5th floor						
Cambridge MA 02138						
Vermilion Sea Institute	$4 000 00					
Mad Agriculture						
PO Box 1904						
Bonita CA 91908						
Vermilion Sea Institute	$3 000 00					
Mad Agriculture						
PO Box 1904						
Bonita CA 91908						
Magnum Foundation	$15 000 00					
59 East 4th Street 7W						
New York NY 10003						
350 org	$50 000 00	$50 000 00				
20 Jay Street Suite 732						
Brooklyn NY 11201						
People's Action Institute	$50 000 00	$50 000 00				
2125 W North Ave						
Chicago IL 60647						
New Energy Economy	$20 000 00					
343 East Alameda						
Santa Fe NM 87501-2229						
Council on Strategic Risks	$50 000 00	$50 000 00				
Center for Climate and Security						
1025 Connecticut Ave NW Suite 1000						
Washington DC 20036						
Climate Solutions	$50 000 00	$50 000 00				
1402 Third Ave Suite 1305						
Seattle WA 98101						

Organization Name	Paid 2018	Unpaid 12/31/18	Category		Total Paid 2018	AP 2018
Movement Strategy Center	$50 000 00	$50 000 00				
Climate Justice Alliance						
436 14th Street 5th Floor						
Oakland CA 94612						
Oregon Environmental Council	$60 000 00	$60 000 00				
222 NW Davis St Suite 309						
Portland OR 97209						
	$5 000 00					
Bio Bamboo						
PO Box 886						
Haiku HI 96708						
Environmental Grantmakers Association	$2 500 00					
475 Riverside Drive Suite 960						
New York NY 10115						
Arctic Cycle	$20 000 00					
19 South Road						
Bloomingdale NJ 07403						
Not An Alternative Inc	$50 000 00	$50 000 00				
143 Newell St						
Brooklyn NY 11222						
Carbonfund org Foundation	$1 250 00					
853 Main Street						
East Aurora NY 14052						
Earth Guardians	$5 000 00					
3980 Broadway #103-229						
Boulder CO 80301						
Center for Popular Democracy	$400 00					
802 Kent Avenue						
Brooklyn NY 11215						
Grist Magazine Inc	$50 000 00	$50 000 00				
1201 Western Avenue Ste 410						
Seattle WA 98101			Environment (60 to 180)		$769 850 00	$560 000 00
Integrative						
PEN American Center DBA PEN America	$30 000 00					
588 Broadway Suite 303						
New York NY 10012						
PICO National Network	$1 500 00					
999 North Capitol Street NE Suite 200						
Washington DC 20002						
Glide Foundation	$3 000 00					
330 Ellis Street						
San Francisco CA 94102						
NEO Philanthropy	$40 000 00	$40 000 00				
U S Department of Arts and Culture						
45 W 36th Street 6th Floor						
New York NY 10018						
Demos	$1 000 00					
80 Broad Street Suite 400						
New York NY 10004						
Movement Strategy Center	$750 00					
Bay Area Justice Funders Network						
436 - 14th St Suite 700						
Oakland CA 94612						
Auburn Theological Seminary	$40 000 00	$40 000 00				
475 Riverside Drive 1800						

Organization Name	Paid 2018	Unpaid 12/31/18	Category		Total Paid 2018	AP 2018
New York NY10115						
DOCSOCIETY	$50 000 00					
20 Jay Street Unit 1008						
Brooklyn NY11201						
Financial Women of San Francisco Scholarship Fund	$500 00					
268 Bush Street Suite 2822						
San Francisco CA94104-3503						
Confluence Philanthropy	$5 000 00					
23 Black Brook Road						
Pound Ridge NY10575						
New America Foundation	$30 000 00					
Foreign Policy Interrupted						
101 Prospect Park SW Apt 3C						
Brooklyn NY11218						
Proteus Fund	$500 00					
15 Research Drive Suite B						
Amherst MA01002						
Truah	$200 00					
266 West 37th St Ste 803						
New York NY10018						
Rockwood Leadership Institute	$50 000 00	$50 000 00				
1212 Broadway Suite 700						
Oakland CA94612						
Rockwood Leadership Institute	$1 000 00					
1212 Broadway Suite 700						
Oakland CA94612						
Media Impact Funders	$1 000 00					
200 W Washington Square						
Philadelphia PA19106						
National Committee for Responsive Philanthropy	$1 500 00					
1900 L Street NW Suite 825						
Washington DC20036						
NEO Philanthropy	$50 000 00					
Online Progressive Engagement Network						
45 West 36th Street 6th Floor						
New York NY10018						
Natural Capitalism Solutions	$5 000 00					
11823 N 75th St						
Longmont CO80503						
Natural Capitalism Solutions	$5 000 00					
11823 N 75th St						
Longmont CO80503						
Natural Capitalism Solutions	$5 000 00					
11823 N 75th St						
Longmont CO80503						
Alliance for Youth Organizing	$40 000 00					
915 5th St NW						
Washington DC20001						
Alliance for Youth Organizing	$50 000 00					
915 5th St NW						
Washington DC20001						
KQED	$300 00					
2601 Mariposa Street						

Organization Name	Paid 2018	Unpaid 12/31/18	Category		Total Paid 2018	AP 2018
San Francisco CA 94110-1400						
New Economy Coalition	$200 00					
PO Box 390503						
Cambridge MA 02139-9998						
Revolutions Per Minute	$50 000 00	$50 000 00				
786 S Shelby St						
Louisville KY 40203						
Commonwealth Foundation	$50 000 00	$50 000 00				
Beyond the Choir						
PO Box 17						
Lancaster PA 17608						
Commonwealth Foundation	$50 000 00					
Beyond the Choir						
PO Box 17						
Lancaster PA 17608						
Scintilla Foundation Expenditure Responsibility	$14 786 551 64	$2 140 59				
PO Box 20964						
Boulder CO 80308						
Movement Strategy Center	$100 000 00					
Gamechanger Labs						
436 14th St 5th Floor						
Oakland CA 94612						
Rainier Valley Corps	$10 000 00					
1225 S Weller Street Suite 400						
Seattle WA 98144						
Mercy Corps	$558 00					
3030 W First Avenue						
Portland OR 97201						
Mesa Refuge	$400 00					
PO Box 1389						
Point Reyes Station CA 94956						
New Israel Fund	$5 000 00					
6 E 39th Street Suite 301						
New York NY 10016						
New Israel Fund	$360 00					
6 E 39th Street Suite 301						
New York NY 10016						
Grist Magazine Inc	$200 00					
1201 Western Avenue Ste 410						
Seattle WA 98101						
People's Action Institute	$5 000 00					
2125 W North Ave						
Chicago IL 60647						
People's Action Institute	$50 000 00					
2125 W North Ave						
Chicago IL 60647						
Social Good Fund	$450 00					
Blue Heart						
12651 San Pablo Avenue						
Richmond CA 94805						
Bend the Arc A Jewish Partnership for Justice	$200 00					
330 7th Avenue Suite 1902						
New York NY 10001						
Bioneers Collective Heritage Institute	$5 000 00					

Organization Name	Paid 2018	Unpaid 12/31/18	Category		Total Paid 2018	AP 2018
1607 Paseo de Peralta						
Santa Fe NM 87501						
Bioneers Collective Heritage Institute	$5 000 00					
1607 Paseo de Peralta						
Santa Fe NM 87501						
Bioneers Collective Heritage Institute	$5 000 00					
1607 Paseo de Peralta						
Santa Fe NM 87501						
Sundance Institute	$50 000 00					
5900 Wilshire Boulevard Suite 800						
Los Angeles CA 90036						
Magnum Foundation	$50 000 00	$50 000 00				
59 East 4th Street 7W						
New York NY 10003						
NEO Philanthropy	$50 000 00	$50 000 00				
Social Transformation Project						
45 W 36th St 6th Floor						
New York NY 10018						
Demos	$50 000 00	$50 000 00				
80 Broad Street Suite 400						
New York NY 10004						
Chicken & Egg Pictures	$30 000 00					
45 Main St Ste 506						
Brooklyn NY 11201						
			Integrative(185 to 385)		$15 765 169 64	$382 140 59
Money in Politics						
Every Voice Center	$50 000 00					
1211 Connecticut Ave Suite 600						
Washington DC 20036						
National Performance Network	$75 000 00					
Art Activism and Democracy Project						
P O Box 56698						
New Orleans LA 70156-6698						
Every Voice Center	$100 000 00					
1211 Connecticut Ave Suite 600						
Washington DC 20036						
Proteus Fund	$100 000 00	$100 000 00				
15 Research Drive Suite B						
Amherst MA 01002						
			Money in Politics (388 to 401)		$325 000 00	$100 000 00
Peace						
Indivisible Civics	$50 000 00					
PO Box 43884						
Washington DC 20010						
Council on Foreign Relations	$200 00					
58 E 68th Street						
New York NY 10065						
Council on Foreign Relations	$20 000 00					
58 E 68th Street						
New York NY 10065						
Council on Foreign Relations	$75 000 00					
58 E 68th Street						
New York NY 10065						
Council on Foreign Relations	$309 00					
58 E 68th Street						
New York NY 10065						

Organization Name	Paid 2018	Unpaid 12/31/18	Category		Total Paid 2018	AP 2018
Georgetown University	$50 000 00					
37th and O Streets NW						
Washington DC 20057						
Institute for Policy Studies	$40 000 00					
1112 16th St NW Ste 600						
Washington DC 20036						
Truman Center for National Policy	$10 000 00					
1250 I St NW Suite 500						
Washington DC 20005						
Truman Center for National Policy	$50 000 00	$50 000 00				
1250 I St NW Suite 500						
Washington DC 20005						
Truman Center for National Policy	$50 000 00					
1250 I St NW Suite 500						
Washington DC 20005						
Truman Center for National Policy	$16 000 00					
1250 I St NW Suite 500						
Washington DC 20005						
Equal Justice Initiative	$15 000 00					
122 Commerce Street						
Montgomery AL 36104						
Center for a New American Security	$75 000 00					
1152 15th Street NW Suite 950						
Washington DC 20005						
Institute for Integrated Transitions Expenditure Respon	$50 000 00	$50 000 00				
Sant Pau-Recinte Modernista-Pavello Sant Jordi						
C Sant Antoni Maria Claret num 167						
Barcelona Catalonia 08025 - Spain						
New America Foundation	$75 000 00					
740 15th Street Suite 900						
Washington DC 20005						
International Center for Research on Women	$20 000 00					
1120 20th Street NW Suite 500 North						
Washington DC 20036						
International Center for Research on Women	$75 000 00					
1120 20th Street NW Suite 500 North						
Washington DC 20036						
P E F Israel Endowment Funds Inc	$2 500 00					
Women Wage Peace						
630 Third Avenue Suite 1501						
New York NY 10017						
Alliance for Global Justice	$500 00					
225 E 26th Street Suite 1						
Tucson AZ 85713						
Fund for Constitutional Government	$10 000 00					
Peace and Security Funders Group						
122 Maryland Avenue NE						
Washington DC 20002						
Thousand Currents	$411 52					
2120 University Avenue						
Berkeley CA 94704						
University of Denver	$50 000 00					
Anna & John J Sie International Relations Complex						
2201 S Gaylord St						
Denver CO 80210						

Organization Name	Paid 2018	Unpaid 12/31/18	Category		Total Paid 2018	AP 2018
Ploughshares Fund	$52 000 00					
The Presidio of San Francisco						
1808 Wedemeyer Street Suite 200						
San Francisco CA 94129						
MADRE	$40 000 00					
121 west 27th street Suite 301						
New York NY 10001						
WNET	$53 000 00					
825 Eighth Avenue 14th Floor						
New York NY 10019						
Center for Arms Control and Non-Proliferation	$40 000 00					
Pentagon Budget Campaign						
820 1st St NE Suite LL-180						
Washington DC 20002						
Texas A&M University	$50 000 00					
WomanStats						
4220 TAMU 1079 Allen Bldg						
College Station TX 77843						
University of Massachusetts Foundation	$50 000 00					
Consortium on Gender Security and Human Rights						
Wheatley Hall 06-064 University of Massachusetts						
100 Morrissey Boulevard						
Boston MA 02125						
Ascend Leadership Through Athletics	$18 000 00					
P O Box 11674						
Norfolk VA 23517						
Ascend Leadership Through Athletics	$440 00					
P O Box 11674						
Norfolk VA 23517						
Fuller Project for International Reporting	$20 000 00					
1875 Connecticut Avenue 10th Floor						
Washington DC 20009						
Fuller Project for International Reporting	$75 000 00					
1875 Connecticut Avenue 10th Floor						
Washington DC 20009						
Mother Jones	$40 000 00					
222 Sutter Street Suite 600						
San Francisco CA 94108						
Women Make Movies Inc	$15 000 00					
the bomb						
Brooklyn NY 11222						
Peace is Loud	$75 000 00					
25 E 21 Street 7th Floor						
New York NY 10010						
Bulletin of the Atomic Scientists	$15 000 00					
PO Box 15461						
Chicago IL 60615-1546						
Center for International Policy	$50 000 00	$50 000 00				
Win Without War						
2000 M Street NW Suite 720						
Washington DC 20036						
Native American Rights Fund	$7 500 00					
1506 Broadway						
Boulder CO 80302-6217						

Organization Name	Paid 2018	Unpaid 12/31/18	Category		Total Paid 2018	AP 2018
Women of Color Advancing Peace Security and Conflict	$40 000 00					
3695 Ketchum Court						
Woodbridge VA 22193						
Just Vision	$50 000 00	$50 000 00				
1616 P St NW Suite 340						
Washington DC 20036						
Peace Development Fund Inc	$20 000 00					
Women Cross DMZ						
PO Box 40250						
San Francisco CA 94140-0250						
International Center for Research on Women	$62 500 00					
1120 20th Street NW Suite 500 North						
Washington DC 20036			Peace (406 to 583)		$1 508 360 52	$200 000 00
Reproductive Justice						
UltraViolet	$50 000 00	$50 000 00				
PO Box 92592						
Washington DC 20090						
MISSSEY Inc	$10 000 00					
424 Jefferson Street						
Oakland CA 94607						
National Network of Abortion Funds	$40 000 00					
PO Box 170280						
Boston MA 02117						
Forward Together	$50 000 00	$50 000 00				
300 Frank H Ogawa Plaza Suite 700						
Oakland CA 94612						
Forward Together	$50 000 00					
300 Frank H Ogawa Plaza Suite 700						
Oakland CA 94612						
The New School	$15 000 00					
Core Align						
72 Fifth Avenue 5th Floor						
New York NY 10011						
NARAL Pro-Choice America Foundation	$2 500 00					
1156 15th Street NW Suite 700						
Washington DC 20005						
New Venture Fund	$50 000 00	$50 000 00				
Coalition for Abortion Access and Reproductive Equity						
1201 Connecticut Ave NW Suite 300						
Washington DC 20036						
NEO Philanthropy	$1 000 00					
Women's March						
45 West 36th Street 6th Floor						
New York NY 10018						
NEO Philanthropy	$40 000 00					
Lady Parts Justice League						
PO Box 170313						
Brooklyn NY 11217						
Funders for Reproductive Equity	$1 375 00					
P O BOX 750						
Rockville MD 20848-0750						
URGE (f k a Choice USA)	$50 000 00					
734 15th Street NW Suite 800						
Washington DC 20005						
URGE (f k a Choice USA)	$50 000 00					

Organization Name	Paid 2018	Unpaid 12/31/18	Category		Total Paid 2018	AP 2018
734 15th Street NW Suite 800						
Washington DC 20005						
National Latina Institute for Reproductive Health	$40 000 00					
50 Broad Street Suite 1937						
New York NY 10004						
National Latina Institute for Reproductive Health	$40 000 00					
50 Broad Street Suite 1937						
New York NY 10004			Reproductive Justice (586-648)		$489 875 00	$150 000 00
Spiritual Awareness						
Institute for Jewish Spirituality	$741 60					
330 Seventh Avenue 19th floor						
New York NY 10001						
The Kitchen SF	$2 000 00					
600 Montgomery Street Suite 2400						
San Francisco CA 94111						
Rewire	$50 000 00	$50 000 00				
7315 Wisconsin Ave Ste 400						
Bethesda MD 20814						
Advocates for Youth	$50 000 00	$50 000 00				
2000 M Street NW Suite 750						
Washington DC 20036			Spritual Awareness (651-665))		$102 741 60	$100 000 00
Totals	**$19,020,936.76**	**$1,492,140.59**			$ 19 020 936 76	$ 1 492 140 59
					$19 020 936 76	$1 492 140 59
					$ -	$ -