

ITEM 1. COVER PAGE

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Form ADV Part 2A – Firm Brochure

March 13, 2017

THIS BROCHURE ("BROCHURE") PROVIDES INFORMATION ABOUT THE QUALIFICATIONS AND BUSINESS PRACTICES OF **COMPTON CAPITAL MANAGEMENT, INC.** (hereinafter referred to as "COMPTON" or "ADVISER"). IF YOU HAVE ANY QUESTIONS ABOUT THE CONTENTS OF THIS BROCHURE, PLEASE CONTACT US AT (401) 453-4040 OR SPC@COMPTONCAPITAL.COM. THE INFORMATION IN THIS BROCHURE HAS NOT BEEN APPROVED OR VERIFIED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (hereinafter the "SEC") OR BY ANY STATE SECURITIES AUTHORITY.

COMPTON CAPITAL MANAGEMENT, INC. IS A REGISTERED INVESTMENT ADVISER. REGISTRATION OF AN INVESTMENT ADVISER DOES NOT IMPLY ANY LEVEL OF SKILL OR TRAINING. THE ORAL AND WRITTEN COMMUNICATIONS OF AN ADVISER PROVIDE YOU WITH INFORMATION ABOUT WHICH YOU DETERMINE TO HIRE OR RETAIN AN ADVISER. ADDITIONAL INFORMATION ABOUT US IS AVAILABLE ON THE SEC'S WEBSITE AT WWW.ADVISERINFO.SEC.GOV. YOU CAN SEARCH THIS SITE BY A UNIQUE IDENTIFYING NUMBER, KNOWN AS A CRD NUMBER. OUR FIRM'S CRD NUMBER IS 107002.

ITEM 2. MATERIAL CHANGES

This section of Compton Capital Management, Inc.'s (hereinafter referred to as "Compton," the "Adviser" or the "Firm") disclosure brochure discusses only those material changes made since the firm's last amended disclosure brochure dated March 23, 2016. There have been no material changes since Compton's last annual update. However, other non-material changes have been made to this brochure and consequently, we advise you to read this brochure in its entirety.

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ITEM 4. ADVISORY BUSINESS

A. Description of Advisory Firm

Compton is an SEC-registered investment adviser, with its principal place of business located in Providence, Rhode Island. The firm was incorporated on January 8, 1988 and began conducting business as a registered investment adviser in 1991. Compton is wholly owned by George F. Kilborn.

Listed below are the principal officers of Compton:

- George F. Kilborn, President & Chief Compliance Officer
- Charles W. Ransom, Vice President
- Tomas M. Cern, Senior Vice President

B. Types of Advisory Services

At Compton, advisory services are tailored to the individual needs of clients. Goals and objectives are clarified in meetings and correspondence, and are used to determine the course of action for each individual client. Through discussions with the client or a client representative, in which goals and objectives based upon a client's particular circumstances are established, we develop a client's investment policy and create and manage a portfolio based on that policy. During our data-gathering process, we determine the client's objectives, time horizons, risk tolerance and liquidity needs. We also review and discuss a client's prior investment history, as well as family composition and background, as appropriate.

Compton offers investment management services on both a discretionary and non-discretionary basis, as agreed to with the client. We primarily manage portfolios for Individuals, high net worth individuals, pension and profit sharing plans (but not the plan participants), and charitable organizations. Account supervision is guided by the client's stated objectives (e.g., growth, income, or growth and income, capital preservation), as well as tax considerations.

Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors. These restrictions or limitations, along with additional details regarding services, fees, investor suitability standards and other specific terms applicable to Clients, are set forth in the investment management agreement between the Client and Compton. Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and may generally include advice regarding the following securities:

- Exchange-listed securities
- Securities traded over-the-counter
- Foreign issuers
- Warrants
- Corporate debt securities (other than commercial paper)
- Commercial paper
- Certificates of deposit
- Municipal securities
- Mutual fund shares
- United States government securities

→ Options contracts on securities

Because some types of investments involve certain additional degrees of risk, they will only be implemented or recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

C. Wrap Fee Programs

Compton does not currently participate in any wrap fee program.

D. Amount Of Managed Assets

As of December 31, 2016, Compton was actively managing \$272,312,241 of client assets on a discretionary basis plus \$13,406,604 of client assets on a non-discretionary basis. The total of managed assets on December 31, 2016 was \$285,718,845.

ITEM 5. FEES AND COMPENSATION

The specific manner in which fees are charged by Compton is established in each client's written Investment Advisory Agreement (the "Agreement") with the firm. Generally, annual fees for investment advisory services are based upon a percentage of assets under management. For a small number of clients, however, we charge a fixed fee.

The annualized advisory fees are charged as a percentage of assets under management, according to the following schedule:

<u>Assets under Management</u>	<u>Annual Fee</u>
\$0 - \$1,000,000	1.00%
\$1,000,001 - Greater	Negotiable

Compton computes and bills its fees on a quarterly basis. Clients are normally billed in arrears each calendar quarter based on the "fair market value of the assets under management at the quarter end date." Fees will be debited from the account in accordance with the client authorization in the Agreement and as authorized by the client in writing with the account custodian or broker-dealer. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. The client will be responsible for all other expenses such as brokerage and custodian fees.

Negotiability of Advisory Fees: Although Compton has established the aforementioned fee schedule, we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs will be considered in determining the fee schedule. These include, among other things, the complexity of the client mandate, assets to be placed under management, anticipated future additional assets, related accounts, account composition and reports.

We may group certain related client accounts for the purposes of achieving the minimum account size requirements and determining the annualized fee.

Discounts, not generally available to our advisory clients, may be offered to family members and friends of associated persons of our firm.

Termination of the Advisory Relationship: The client may terminate the Agreement within five (5) days of the effective date. Thereafter, a client agreement may be canceled at any time, by either party, for any reason upon receipt of thirty (30) days written notice, provided that the client honors any trade placed, but not settled, before the termination date.

Mutual Fund Fees: All fees paid to Compton for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or exchange traded funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees may generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and Compton's fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided. Our firm will purchase mutual funds for client accounts only when we believe the mutual fund provides a superior alternative to meet a client's specific goal.

Additional Fees and Expenses: In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker-dealers, including, but not limited to, any transaction charges imposed by a broker-dealer with which an independent investment manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" (Item 12) of this Form ADV for additional information.

Advisory Fees in General: Clients should note that similar advisory services may or may not be available from other investment advisers for similar or lower fees.

ITEM 6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Compton does not enter into performance-based fee arrangements with clients and thus, have no incentive to favor any accounts.

ITEM 7. TYPES OF CLIENTS

Compton provides advisory services to the following types of clients:

- High net worth individuals;
- Individuals (other than "high net worth individuals");
- Pension and profit sharing plans (other than plan participants);
- Charitable or Tax-free entities; and
- The Meehan Fund – See Item 10

All clients are required to sign an investment management agreement that explains the arrangement between Compton and the client. The agreement describes investment objectives, guidelines and fees.

Compton does not have a monetary prerequisite for opening an account, nor are there any requirements for maintaining said account.

ITEM 8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. Methods of Analysis

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

Charting. In this type of technical analysis, we review charts of market and security activity in an attempt to identify when the market is moving up or down and to predict when and how long the trend may last and when that trend might reverse.

Fundamental Analysis. We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

Technical Analysis. We analyze past market movements and apply that analysis to the present, in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement.

Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly-managed or financially unsound company may underperform regardless of market movement.

Risks for all forms of analysis. Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

B. Investment Strategies

We use the following strategies when managing client accounts, provided that such strategies are appropriate to the needs of the client and consistent with, among other considerations, the client's investment objectives, risk tolerance, and time horizons:

Long-term purchases. With this strategy, we purchase securities with the idea of holding them in the client's account for a year or longer. Typically, we employ this strategy when:

- we believe the securities to be currently undervalued, and/or
- we want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that, by holding the security for this length of time, we may not take advantages of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

Short-term purchases. When utilizing this strategy, we purchase securities with the idea of selling them within a relatively short time (typically a year or less). We do this in an attempt to take advantage of conditions that we believe may soon result in a price swing in the securities we purchase.

Trading. We purchase securities with the idea of selling them very quickly (typically within 30 days or less). We do this in an attempt to take advantage of our predictions of brief price swings.

Option writing. We may use options as an investment strategy. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. An option is also a derivative, because it derives its value from an underlying asset.

The two types of options are calls and puts:

1. A call gives us the right to buy an asset at a certain price within a specific period of time. We will buy a call if we have determined that the stock will increase substantially before the option expires.
2. A put gives us the holder the right to sell an asset at a certain price within a specific period of time. We will buy a put if we have determined that the price of the stock may fall before the option expires.

We may use options to speculate on the possibility of a sharp price swing. We may also use options to "hedge" a purchase of the underlying security; in other words, we may use an option purchase to limit the potential upside and downside of a security we have purchased for your portfolio.

We use "covered calls", in which we sell an option on security you own. In this strategy, you receive a fee for making the option available and the person purchasing the option has the right to buy the security from you at an agreed-upon price.

We use a "spreading strategy", in which we purchase two or more option contracts (for example, a call option that you buy and a call option that you sell) for the same underlying security. This effectively puts you on both sides of the market, but with the ability to vary price, time and other factors.

C. Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear.

Securities investments are not guaranteed and clients may lose money on investments. Compton asks that they work with the Firm to help us understand their tolerance for risk. Asset allocation and diversification are the primary tools for controlling risk. We seek to ensure that our clients' mix of assets (cash equivalents, bonds, and equities) is appropriate for their temperament, desire for growth, tolerance of risk, need for liquidity, etc.

The review of material risks provided above is not meant to be a complete description of every risk that may be applicable. All investment activities involve a high degree of risk, including the possible risk of loss of an investor's entire investment. The information contained herein is a summary only.

ITEM 9. DISCIPLINARY INFORMATION

Registered investment advisors are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of the advisory business or the integrity of the Firm's management.

Neither Compton nor any of its supervised persons have been the subject of any legal or disciplinary events that would be material to an evaluation of Compton or the integrity of Compton's management.

ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Except as stated below for Charles Ransom, Vice President, our firm and our related persons are not engaged in other financial industry activities and have no other industry affiliations.

As part of his duties with Compton, Mr. Ransom provides non-discretionary investment management services to Meehan Fund, Inc., a Providence, Rhode Island based personal holding company. Mr. Ransom provides these services on a part-time basis, under a management agreement that our firm has executed with the Meehan Fund.

Other than this agreement, Compton Capital Management, Inc. has no affiliation with the Meehan Fund.

A. Broker-Dealer Registration

Neither Compton nor our management persons are registered or have an application pending to register as a broker-dealer or as a registered representative of a broker-dealer.

B. Futures Commission, Commodity Pool Operator Registration

Neither Compton nor our management persons are registered or have an application pending to register as a futures commission merchant, commodity pool operator, commodity trading advisor, or as an associated person of the foregoing entities.

C. Related Person Arrangements

Neither Compton nor any of its management persons have affiliations with broker-dealers, municipal securities dealers, government securities dealers, investment companies or other pooled investment vehicles, other investment advisers or financial planners, futures commission merchants, registered commodity pool operators, registered commodity trading advisors, banking or thrift institutions, accountants or accounting firms, lawyers, law firms, insurance agencies or companies, pension consultants, real estate brokers or dealers or other sponsors or syndicators of limited partnerships.

D. Arrangements With Other Investment Advisers

Compton does not recommend or select other investment advisers for our clients.

ITEM 11. CODE OF ETHICS

A. Code of Ethics

Compton has adopted a Code of Ethics (hereinafter referred to as the "Code") in accordance with Rule 204A-1 of the Investment Advisers Act of 1940 (hereinafter the "Advisers Act"). The purpose of the Code is to set forth the high ethical standards of business conduct that we require of our employees, including compliance with

applicable federal securities laws. The Code requires that all employees conduct themselves in accordance with the highest ethical standards, which should be premised on the concepts of integrity, honesty and trust.

Compton and our employees owe a duty of loyalty, fairness and good faith towards our clients and have an obligation to adhere not only to the specific provisions of the Code, but to the general principles that guide the Code.

Our Code includes policies and procedures addressing gifts and entertainment, personal securities transactions, including the review by the Chief Compliance Officer of quarterly securities transactions reports as well as initial and annual securities holdings reports. Among other things, our Code also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code also provides for oversight, enforcement and recordkeeping provisions.

In order to comply with legal and fiduciary duties and to avoid conflicts of interest, the Code requires that employees to comply with applicable laws and that neither the firm nor any related person may use confidential information about client accounts when making personal transactions, take personal advantage of investment opportunities that properly belong to clients, or act on the basis of material nonpublic or insider information about the issuer of a security, even if that would benefit a client account.

While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to spc@comptoncapital.com, or by calling us at 401-453- 4040.

B. Participation or Interest in Client Transactions

Compton will engage in principal transactions with clients only in exceptional circumstances. Any such transaction must be pre-approved by the firm's President and Chief Compliance Officer and any such transactions may only be effected if proper written disclosures are provided, client consents obtained and appropriate records maintained.

C. Personal Trading

Compton may, at times, effect an agency cross transaction for an advisory client, provided that the transaction is consistent with our firm's fiduciary duty to the client and that all requirements of § 206(3)-2 of the Advisers Act are met.

Compton's Code is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Compton and its supervised persons may buy or sell securities for their personal accounts that are purchased for or recommended to clients. The nature and timing of such investment actions may differ from the investment actions taken on behalf of clients, depending upon their respective investment goals.

With respect to relatively "liquid" securities, (i.e., those that are widely held and trade in institutional markets), the firm and its related persons may generally trade in the same securities at the same time or after we direct trades on behalf of client accounts. Given the amount of securities that Compton manages, we do not believe that such trading would have any appreciable impact upon the prices of relatively liquid securities. When the securities being traded are considered "illiquid," all client investment actions will be executed before those of the firm or its related persons.

The firm may aggregate ("block") trades for itself or its related persons with client trades, provided that the

firm's trade allocation policy is followed and client accounts have priority over personal accounts in the allocation of securities from partially filled orders. For more information on this topic, please refer to Item 12, Brokerage Practices, below.

As these situations represent actual or potential conflicts of interest to our clients, we have established the following policies and procedures for implementing our firm's Code, to ensure our firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

1. No principal or employee of our firm may put his or her own interest above the interest of an advisory client.
2. No principal or employee of our firm may buy or sell securities for their personal portfolio where their decision is a result of information received as a result of his or her employment, unless the information is also available to the investing public.
3. Our firm requires prior approval for any IPO or private placement investments by any principal or employee of the firm.
4. We maintain a list of all reportable securities holdings for our firm and anyone associated with this advisory practice that has access to advisory recommendations ("access person"). These holdings are reviewed on a regular basis by our firm's Chief Compliance Officer or his/her designee.
5. We have established procedures for the maintenance of all required books and records.
6. Clients can decline to implement any advice rendered, except in situations where our firm is granted discretionary authority.
7. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
8. We require delivery and acknowledgement of the Code by each supervised person of our firm.
9. We have established policies requiring the reporting of Code violations to our senior management.
10. Any individual who violates any of the above restrictions may be subject to termination.

ITEM 12. BROKERAGE PRACTICES

A. Selecting Brokerage Firms

Compton as a matter of policy and practice, seeks to obtain best execution for client transactions, i.e., seeking to obtain not necessarily the lowest commission but the best overall qualitative execution in the particular circumstances.

When the firm has discretion to select the brokers to be used for a client's account, it also has the discretion to negotiate and determine the commissions to be paid for transactions in the client's account. Transactions involving over-the-counter equity securities are primarily placed with institutional brokers making net markets.

When selecting broker-dealers, Compton will consider the full range and quality of the services of a broker-dealer. Among other things, Compton will take into account factors such as the following:

- the price of the security;
- the rate of commission;

- the size and difficulty of the order;
- the value and quality of research products and services provided;
- the reliability, integrity, stability, financial condition, general execution, settlement and operational capabilities of competing broker-dealers;
- the expertise in particular markets of particular broker-dealers;
- the broker's ability to handle difficult trades, including trades in which the broker's capital is put at risk;
- the broker's prior performance; and
- such other factors deems necessary.

B. Aggregation

Compton may sometimes aggregate orders to buy or sell the same security for multiple accounts at the same time, where possible and when consistent with our duty to seek best execution for our clients.. This is also called "block trading" or "aggregated trading." The aggregation or blocking of client transactions allows an adviser to execute transactions in a more timely, equitable, and efficient manner and seeks to reduce overall commission charges to clients.

Each client account that participates in an aggregated order generally receives the weighted average share price for all transactions in a particular security effected to fill such orders on a given business day, with transaction costs shared pro-rata based upon each account's participation in the transaction. Partially filled orders would generally be allocated pro-rata among the participating accounts. Exceptions may be made in good faith compliance with the firm's trade allocation policy, provided no account is systematically disadvantaged thereby.

C. Soft Dollars

The firm may receive research products and services from institutional broker-dealers in exchange for directing securities transactions to these brokerage firms. The research and other services are to be used to benefit Compton's clients. The exchange of these products and services for directing trades to certain brokers is known as "soft dollar" trading.

Through this soft dollar arrangement, Compton receives access to systems that provide market data, earnings estimates information and analysis, index information, portfolio analytics and risk metrics, and equity research. Pursuant to this arrangement, clients pay higher commissions than would be the case if no soft dollar arrangement existed. Compton may also receive proprietary research from its executing brokers-dealers, which may be received in the form of published reports and analyses of issuers, industries, market trends and related technical information, computer based products, on-line data links, as well as access to analysts on the telephone and at research conferences and seminars. These services are typically provided by broker-dealers to promote business relationships within the normal course of business conduct.

In obtaining research or other products and services with soft dollars, Compton receives a benefit because the firm does not have to produce or pay for the research, products or services. As a result of these arrangements, Compton may have an incentive to select or recommend a broker-dealer based on our interest in receiving research and other products or services rather than our clients' interest in receiving most favorable execution. Research information or services furnished by broker-dealers may be used in servicing any or all of our clients. Compton does not attempt to allocate soft dollar benefits proportionately to the accounts that generated the soft dollar credits.

ITEM 13. REVIEW OF ACCOUNTS

A. Periodic Review of Accounts

While the underlying securities within clients' accounts are continually monitored, these accounts are reviewed at least quarterly and sooner if a circumstance necessitates it. Accounts are reviewed in the context of each client's stated investment objectives and guidelines.

These accounts are reviewed by Mr. Kilborn, and, if applicable, the investment officer overseeing the client account.

B. Review Triggers

More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment. Additionally, any discrepancies among our internal records, that of the prime brokers or that of the custodians will trigger an off-cycle review of the Firm's accounts.

C. Regular Reports

In addition to monthly or quarterly statements that clients receive from their custodian, Compton may provide periodic reports to advisory clients which include, among other things, important information about a client's financial situation, portfolio holdings, values and transactions. The firm may also provide performance information to advisory clients about the client's performance, which may also include a reference to a relevant market index or benchmark.

ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION

Compton may enter into third-party marketing agreements with persons or businesses for the purpose of client referrals. Currently, however, Compton has only one (1) of these arrangements in place.

As disclosed above, Compton receives soft dollar products and services that are derived from Compton's provision of investment advice to clients. Please see Item 12 above for a discussion of Compton's soft dollar arrangements and the conflicts of interest associated with such arrangements.

ITEM 15. CUSTODY

Compton does not maintain actual custody of client assets, but instead we custody your assets with a qualified custodian. The client will receive account statements directly from the qualified custodian at least quarterly. The client should carefully and promptly review those statements promptly when they are received. We also encourage clients to compare account statements to any periodic reports received from us.

As disclosed in the "Fees and Compensation" section (Item 5) of this Brochure, Compton and our client may authorize and arrange for the direct deduction of our advisory fees from client accounts.

As part of this fee billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. Because the custodian does not calculate the amount of the fee to be deducted, it is

important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement.

Other than for the potential direct deduction of advisory fees, Compton does not have actual or constructive custody of client accounts.

ITEM 16. INVESTMENT DISCRETION

Clients may hire Compton to provide discretionary asset management services, in which case we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission.

Our discretionary authority includes the ability to do the following without contacting the client:

- determine the asset mix (e.g., 50% stocks, 50% bonds in a given account or portfolio)
- determine the security to buy or sell; and/or
- determine the amount of the security to buy or sell

Clients normally give Compton discretionary authority when they sign the discretionary Agreement with the firm and may limit this authority by giving us written instructions. Compton requires that it be provided with written authority to determine which securities and the amounts of securities that are bought or sold in a client's account. Clients may also change/amend such limitations by providing us with written instructions.

Clients may also hire us to provide non-discretionary asset management services; in which case, we will obtain the client's express permission and authorization prior to placing trades in a client's account. This limitation is reflected in a non-discretionary Agreement with our firm.

ITEM 17. VOTING CLIENT SECURITIES

As a matter of firm policy, unless the right to vote proxies for client securities is reserved to the plan trustee or the named fiduciary of an ERISA account, Compton will exercise all voting rights for securities held in accounts covered by a discretionary Agreement. The firm has adopted a policy that includes the responsibility to monitor corporate actions, receive and vote client proxies and disclose any potential conflicts of interest as well as making information available to clients about the voting of proxies for their portfolio securities and maintaining relevant and required records. The firm may determine that voting any particular proxy is not in a client's best interest. In the event of a conflict of interest, Compton will disclose the exact nature of the conflict and obtain client consent prior to voting such securities. Clients may obtain a copy of the firm's complete proxy voting policies and procedures, or information on how proxies for their securities were voted, by forwarding a written request to the firm.

ITEM 18. FINANCIAL INFORMATION

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about our financial condition. Compton does not have any financial commitments that impair its

ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.

Additionally, as stated in Item 5, Compton does not require or receive payment of any fees in advance of services rendered. Consequently, we are not required to include a financial statement with this brochure.