Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545 0047

2009

Open to Public Inspection

For the 2009 calendar year, or tax year beginning , 2009, and ending ,

B Check if applicable: [ ] Address change [ ] Name change [ ] Initial return [ ] Termination [ ] Amended return [ ] Application pending

Please use IRS label or print or type. See specific Instructions.

C Name of organization: KaBOOM! INC.

Number and street (or P O box if mail is not delivered to street addr): 4455 CONNECTICUT AVENUE, NW — Room/suite: B100

City, town or country: WASHINGTON — State: DC — ZIP code + 4: 20008

D Employer Identification Number: 52-1970904

E Telephone number: (202) 659-0215

G Gross receipts $ 19,171,383.

F Name and address of principal officer: DARELL HAMMOND 4455 CONNECTICUT AVENUE WASHINGTON DC 20008

H(a) Is this a group return for affiliates? [ ] Yes [X] No

H(b) Are all affiliates included? [ ] Yes [ ] No
If 'No,' attach a list (see instructions)

I Tax-exempt status [X] 501(c) (3) ◄ (insert no) [ ] 4947(a)(1) or [ ] 527

J Website: ► www.kaboom.org

H(c) Group exemption number ►

K Form of organization [X] Corporation [ ] Trust [ ] Association [ ] Other ► — **L** Year of Formation 1996 — **M** State of legal domicile DC

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: SEE ATTACHED STATEMENT A

2 Check this box ► [ ] if the organization discontinued its operations or disposed of more than 25% of its assets.

3	Number of voting members of the governing body (Part VI, line 1a)	3	15
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	15
5	Total number of employees (Part V, line 2a)	5	104
6	Total number of volunteers (estimate if necessary)	6	40,915
7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	

		Prior Year	Current Year
Revenue			
8	Contributions and grants (Part VIII, line 1h)	24,505,543.	19,115,505.
9	Program service revenue (Part VIII, line 2g)		
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	223,353.	54,158.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	340.	1,720.
12	Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)	24,729,236.	19,171,383.
Expenses			
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	676,100.	124,560.
14	Benefits paid to or for members (Part IX, column (A), line 4)		
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	6,532,470.	6,616,993.
16a	Professional fundraising fees (Part IX, column (A), line 11e)		
b	Total fundraising expenses (Part IX, column (D), line 25) ► 1,947,073.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	16,023,495.	12,147,797.
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	23,232,065.	18,889,350.
19	Revenue less expenses Subtract line 18 from line 12	1,497,171.	282,033.

		Beginning of Year	End of Year
Net Assets or Fund Balances			
20	Total assets (Part X, line 16)	13,384,104.	11,068,912.
21	Total liabilities (Part X, line 26)	7,491,841.	4,909,958.
22	Net assets or fund balances Subtract line 21 from line 20	5,892,263.	6,158,954.

RECEIVED
MAY 17 2010
OGDEN, UT
IRS-OSC

SCANNED JUN 3 0 2010

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here

Signature of officer — Date: 5/13/10

► DARELL HAMMOND
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ► — Date: 5/12/10 — Check if self-employed ► [X] — Preparer's identifying number (see instructions)

Firm's name (or yours if self-employed), address, and ZIP + 4 ► Lane & Company, CPAs
1920 N Street NW, Suite 320
Washington DC 20036

EIN ►

Phone no ► (202) 463-6500

May the IRS discuss this return with the preparer shown above? (see instructions) [X] Yes [ ] No

BAA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions. TEEA0101 07/20/09 Form **990** (2009)

917 10

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission

SEE ATTACHED STATEMENT B

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [X] Yes [ ] No

If 'Yes,' describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] No

If 'Yes,' describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code:) (Expenses $ 12,259,577. including grants of $ 62,310.) (Revenue $ 13,569,000.)

KABOOM!-LEAD PLAYGROUND BUILDS: SEE ATTACHED STATEMENT C FOR DESCRIPTION

4b (Code:) (Expenses $ 3,454,453. including grants of $ 62,250.) (Revenue $ 3,831,000.)

KABOOM! MASS ACTION: SEE ATTACHED STATEMENT C FOR DESCRIPTION

4c (Code:) (Expenses $ including grants of $) (Revenue $)

4d Other program services (Describe in Schedule O.)

(Expenses $ including grants of $) (Revenue $)

4e Total program service expenses ► 15,714,030.

Part IV Checklist of Required Schedules

	Question		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If 'Yes,' complete Schedule A*	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If 'Yes,' complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations** Did the organization engage in lobbying activities? *If 'Yes,' complete Schedule C, Part II*	4	X	
5	**Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If 'Yes,' complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If 'Yes,' complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If 'Yes,' complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If 'Yes,' complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If 'Yes,' complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? *If 'Yes,' complete Schedule D, Part V*	10		X
11	Is the organization's answer to any of the following questions 'Yes'? *If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable*	11	X	
	• Did the organization report an amount for land, buildings and equipment in Part X, line 10? *If 'Yes,' complete Schedule D, Part VI*			
	• Did the organization report an amount for investments– other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part VII*			
	• Did the organization report an amount for investments– program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part VIII*			
	• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part IX*			
	• Did the organization report an amount for other liabilities in Part X, line 25? *If 'Yes,' complete Schedule D, Part X*			
	• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organizaiton's liability for uncertain tax positions under FIN 48? If *'Yes,' complete Schedule D, Part X*			
12	Did the organization obtain separate, independent audited financial statement for the tax year? *If 'Yes,' complete Schedule D, Parts XI, XII, and XIII*	12	X	
12A	Was the organization included in consolidated, independent audited financial statement for the tax year? *If 'Yes,' completing Schedule D, Parts XI, XII, and XIII is optional* — 12 A: Yes [ ] No [X]			
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If 'Yes,' complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? *If 'Yes,' complete Schedule F, Part I*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If 'Yes,' complete Schedule F, Part II*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If 'Yes,' complete Schedule F, Part III*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If 'Yes,' complete Schedule G, Part I*	17	X	
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If 'Yes,' complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If 'Yes,' complete Schedule G, Part III*	19		X
20	Did the organization operate one or more hospitals? *If 'Yes,' complete Schedule H*	20		X

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If 'Yes,' complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If 'Yes,' complete Schedule I, Parts I and III*	22		X
23	Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If 'Yes,' complete Schedule J*	23	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, and that was issued after December 31, 2002? *If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If 'Yes,' complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If 'Yes,' complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If 'Yes,' complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection comittee member, or to a person related to such an individual? *If 'Yes,' complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transation with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If 'Yes,' complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If 'Yes,' complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? *If 'Yes,' complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If 'Yes,' complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If 'Yes,' complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If 'Yes,' complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If 'Yes,' complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If 'Yes,' complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1*	34		X
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If 'Yes,' complete Schedule R, Part V, line 2*	35		X
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If 'Yes,' complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If 'Yes,' complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

			Yes	No
1a Enter the number reported in Box 3 of form 1096, Annual Summary and Transmittal of U S Information Returns Enter -0- if not applicable	1a	42		
b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	104		
2b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b	X	
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* this return (see instructions)				
3a Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?		3a		X
b If 'Yes' has it filed a Form 990-T for this year? *If 'No,' provide an explanation in Schedule O*		3b		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a		X
b If 'Yes,' enter the name of the foreign country ►				
See the instructions for exceptions and filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
c If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		5c		
6a Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?		6a		X
b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not deductible?		6b		
7 Organizations that may receive deductible contributions under section 170(c).				
a Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		7a		X
b If 'Yes,' did the organization notify the donor of the value of the goods or services provided?		7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
d If 'Yes,' indicate the number of Forms 8282 filed during the year	7d			
e Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		X
g For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		7h		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		
9 Sponsoring organizations maintaining donor advised funds.				
a Did the organization make any taxable distributions under section 4966?		9a		
b Did the organization make any distribution to a donor, donor advisor, or related person?		9b		
10 Section 501(c)(7) organizations. Enter				
a Initiation fees and capital contributions included on Part VIII, line 12	10a			
b Gross Receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11 Section 501(c)(12) organizations. Enter				
a Gross income from other members or shareholders	11a			
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b			
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		12a		
b If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year	12b			

Part VI **Governance, Management and Disclosure** *For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*

Section A. Governing Body and Management

			Yes	No
1 a Enter the number of voting members of the governing body	1a 15			
b Enter the number of voting members that are independent	1b 15			
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?		2	X	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		3		X
4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		4		X
5 Did the organization become aware during the year of a material diversion of the organization's assets?		5		X
6 Does the organization have members or stockholders?		6		X
7 a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		7a		X
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		7b		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a The governing body?		8a	X	
b Each committee with authority to act on behalf of the governing body?		8b	X	
9 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If 'Yes,' provide the names and addresses in Schedule O*		9		X

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code.)*

		Yes	No
10 a Does the organization have local chapters, branches, or affiliates?	10a		X
b If 'Yes,' does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b		
11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	X	
11 A Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12 a Does the organization have a written conflict of interest policy? *If 'No,' go to line 13*	12a	X	
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c Does the organization regularly and consistently monitor and enforce compliance with the policy? *If 'Yes,' describe in Schedule O how this is done*	12c	X	
13 Does the organization have a written whistleblower policy?	13	X	
14 Does the organization have a written document retention and destruction policy?	14	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a The organization's CEO, Executive Director, or top management official	15a	X	
b Other officers of key employees of the organization	15b	X	
If 'Yes' to line 15a or 15b, describe the process in Schedule O (See instructions.)			
16 a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X	
b If 'Yes,' has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b	X	

Section C. Disclosures

17 List the states with which a copy of this Form 990 is required to be filed ► See States Form 990 Filed In

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply

[X] Own website [ ] Another's website [X] Upon request

19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization.

► GEORGE T. MEGAS 4455 CONNECTICUT AVE, STE B10 WASHINGTON, DC 20008 (202) 659-0215

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1 a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organizations's tax year Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees See instructions for definition of 'key employees.'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

List persons in the following order· individual trustees or directors, institutional trustees; officers, key employees, highest compensated employees, and former such persons.

☐ Check this box if the organization did not compensate any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
MICHELE ATKINS MEMBER	1.75	X						0.	0.	0.
TONY BUCCI MEMBER	1.75	X						0.	0.	0.
PAUL CARTTAR MEMBER	1.75	X						0.	0.	0.
PETER D'AMELIO MEMBER - CHAIRMAN OF THE BOARD	1.50	X						0.	0.	0.
ROBERT DEMARTINI MEMBER	1.50	X						0.	0.	0.
ANDREW HARRS MEMBER	1.75	X						0.	0.	0.
MARTIN JOHNSON MEMBER	1.50	X						0.	0.	0.
RICHARD KELSON MEMBER	2.00	X						0.	0.	0.
WENDY MASI MEMBER	1.50	X						0.	0.	0.
KIMBERLEY RUDD MEMBER	1.50	X						0.	0.	0.
GEORGE SHERMAN MEMBER	1.50	X						0.	0.	0.
JULIUS WALLS, JR. MEMBER	1.50	X						0.	0.	0.
CAROLYN WILLIAMS MEZA MEMBER	1.50	X						0.	0.	0.
RICHARD DEVANEY MEMBER	1.50	X						0.	0.	0.
JONATHAN GREENBLATT MEMBER	1.50	X						0.	0.	0.
DARELL HAMMOND CO-FOUNDER, CEO	64.00	X		X				342,601.	0.	35,770.
BRUCE BOWMAN COO	53.00			X				276,637.	0.	12,899.

Part VII | Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(cont.)*

(A) Name and Title	(B) Average hours per week	(C) Individual trustee or director	(C) Institutional trustee	(C) Officer	(C) Key employee	(C) Highest compensated employee	(C) Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
GEORGE MEGAS CFO	46.00			X				154,198.	0.	13,777.
KATE BECKER VP, PROJECT MANAGEMENT	50.00				X			158,940.	0.	7,480.
JAMES HUNN VP, MASS ACTION	47.00				X			155,581.	0.	11,199.
CARRIE LEOVY SR. STRATEGIST	44.00					X		122,403.	0.	3,356.
CARRIE WILLIAMS DIR. PROJECT MANAGEMENT	48.00					X		114,584.	0.	6,262.
BRIDGET HANKIN DIR. CORP. DEVELOPMENT	44.00					X		105,036.	0.	10,027.
BRUCE TOWNSEND DIR. IT AND FP&A	46.00					X		104,981.	0.	9,711.
ROOPAL SARAN DIR. CLIENT SERVICES	50.00					X		103,269.	0.	12,592.
1b Total							►	1,638,230.	0.	123,073.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ► 10

		Yes	No
3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If 'Yes,' complete Schedule J for such individual*	3		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If 'Yes' complete Schedule J for such individual*	4	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? *If 'Yes,' complete Schedule J for such person*	5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization

(A) Name and business address	(B) Description of Services	(C) Compensation
SOCIAL CAPITAL PARTNERS 1550 N. STATE PARKWAY CHICAGO IL 60610	FUNDRAISING CONSULTING SUPPORT	118,032.
VIGET LABS, LLC 400 S MAPLE AVE FALLS CHURCH VA 22046	SOFTWARE DEVELOPMENT	176,141.
THE WORKING GROUP 639 QUEEN ST WEST TORONTO, ON	SOFTWARE DEVELOPMENT	113,430.

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ► 3

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 19,115,505.				
	g Noncash contribns included in lns 1a-1f	$				
	h Total. Add lines 1a-1f ►		19,115,505.			
PROGRAM SERVICE REVENUE		Business Code				
	2a					
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f ►					
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts) ►		54,158.	54,158.	0.	0.
	4 Income from investment of tax-exempt bond proceeds ►					
	5 Royalties ►					
		(i) Real / (ii) Personal				
	6a Gross Rents					
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss) ►					
		(i) Securities / (ii) Other				
	7a Gross amount from sales of assets other than inventory					
	b Less cost or other basis and sales expenses					
	c Gain or (loss)					
	d Net gain or (loss) ►					
	8a Gross income from fundraising events (not including $ of contributions reported on line 1c). See Part IV, line 18	a				
	b Less direct expenses	b				
	c Net income or (loss) from fundraising events ►					
	9a Gross income from gaming activities See Part IV, line 19	a				
	b Less direct expenses	b				
	c Net income or (loss) from gaming activities ►					
	10a Gross sales of inventory, less returns and allowances	a				
	b Less cost of goods sold	b				
	c Net income or (loss) from sales of inventory ►					
	Miscellaneous Revenue	Business Code				
	11a MISCELLANEOUS INCOME	900099	1,720.	1,720.	0.	0.
	b					
	c					
	d All other revenue					
	e Total. Add lines 11a-11d ►		1,720.			
	12 Total revenue. See instructions ►		19,171,383.	55,878.	0.	0.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21	124,560.	124,560.		
2 Grants and other assistance to individuals in the U S See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,169,082.	796,876.	136,006.	236,200.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	4,440,459.	3,026,731.	516,582.	897,146.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	70,933.	48,350.	8,252.	14,331.
9 Other employee benefits	517,525.	350,848.	60,905.	105,772.
10 Payroll taxes	418,994.	285,597.	48,744.	84,653.
11 Fees for services (non-employees)				
a Management				
b Legal	1,956.	1,569.	74.	313.
c Accounting	68,133.	54,655.	2,568.	10,910.
d Lobbying				
e Prof fundraising svcs See Part IV, ln 17				
f Investment management fees				
g Other	1,480,187.	1,141,935.	64,451.	273,801.
12 Advertising and promotion	10,859.	7,202.	2,171.	1,486.
13 Office expenses	87,123.	57,781.	17,418.	11,924.
14 Information technology	22,373.	11,450.	2,835.	8,088.
15 Royalties				
16 Occupancy	487,997.	302,951.	115,138.	69,908.
17 Travel	895,299.	662,573.	124,107.	108,619.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	75,701.	66,341.	2,432.	6,928.
20 Interest	1,821.	1,047.	480.	294.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	301,221.	227,508.	45,865.	27,848.
23 Insurance				
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a PLAYGROUND EQUIPMENT	5,525,636.	5,525,636.	0.	0.
b TELECOMMUNICATIONS	302,484.	262,749.	15,839.	23,896.
c MARKETING	392,647.	381,659.	0.	10,988.
d PRINTING & REPRODUCTION	112,778.	95,227.	6,491.	11,060.
e CONSTRUCTION	2,038,327.	2,038,327.	0.	0.
f All other expenses	343,255.	242,458.	57,889.	42,908.
25 Total functional expenses. Add lines 1 through 24f	18,889,350.	15,714,030.	1,228,247.	1,947,073.
26 **Joint costs.** Check here ► ☐ if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash – non-interest-bearing			1	
	2	Savings and temporary cash investments		11,216,555.	2	4,319,993.
	3	Pledges and grants receivable, net		243,058.	3	231,827.
	4	Accounts receivable, net		721,212.	4	509,853.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use		101,162.	8	89,577.
	9	Prepaid expenses and deferred charges		128,515.	9	109,690.
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 1,317,036.			
	b	Less accumulated depreciation	10b 793,752.	689,187.	10c	523,284.
	11	Investments – publicly-traded securities		0.	11	4,984,663.
	12	Investments – other securities See Part IV, line 11			12	
	13	Investments – program-related See Part IV, line 11			13	
	14	Intangible assets		218,044.	14	269,974.
	15	Other assets See Part IV, line 11		66,371.	15	30,051.
	16	**Total assets** Add lines 1 through 15 (must equal line 34)		13,384,104.	16	11,068,912.
Liabilities	17	Accounts payable and accrued expenses		1,595,730.	17	1,038,849.
	18	Grants payable			18	
	19	Deferred revenue		5,757,110.	19	3,762,953.
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities Complete Part X of Schedule D		139,001.	25	108,156.
	26	**Total liabilities.** Add lines 17 through 25		7,491,841.	26	4,909,958.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ►** [X] **and complete lines 27 through 29 and lines 33 and 34.**				
	27	Unrestricted net assets		5,892,263.	27	6,158,954.
	28	Temporarily restricted net assets			28	
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117, check here ► [ ] **and complete lines 30 through 34.**				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building, and equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		5,892,263.	33	6,158,954.
	34	Total liabilities and net assets/fund balances		13,384,104.	34	11,068,912.

Part XI Financial Statements and Reporting

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
c	If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
d	If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both ☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► **Attach to Form 990 or Form 990-EZ.** ► **See separate instructions.**

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization	Employer identification number
KaBOOM! INC.	52-1970904

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box)

1 ☐ A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)** Enter the hospital's name, city, and state: ______

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II)

9 ☐ An organization that normally receives (1) more than 33-1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions — subject to certain exceptions, and (2) no more than 33-1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I **b** ☐ Type II **c** ☐ Type III – Functionally integrated **d** ☐ Type III– Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	**11g (i)**		
(ii) a family member of a person described in (i) above?	**11g (ii)**		
(iii) a 35% controlled entity of a person described in (i) or (ii) above?	**11g (iii)**		

h Provide the following information about the supported organizations

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section **(see instructions)**)	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the US?		(vii) Amount of Support
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include 'unusual grants.')	14,821,114.	17,597,219.	22,928,304.	24,505,543.	19,115,505.	98,967,685.
2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf						
3 The value of services or facilities furnished to the organization by a governmental unit without charge Do not include the value of services or facilities generally furnished to the public without charge						
4 **Total.** Add lines 1-through 3	14,821,114.	17,597,219.	22,928,304.	24,505,543.	19,115,505.	98,967,685.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						48,933,139.
6 **Public support.** Subtract line 5 from line 4						50,034,546.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	14,821,114.	17,597,219.	22,928,304.	24,505,543.	19,115,505.	98,967,685.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income form similar sources	220,305.	399,295.	408,362.	223,353.	54,158.	1,305,473.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	40,728.	33,925.	64,869.	340.	1,720.	141,582.
11 **Total support.** Add lines 7 through 10						100,414,740.

12 Gross receipts from related activities, etc (see instructions)	12	0.

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f)	14	49.83 %
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	46.35 %

16a **33-1/3 support test – 2009.** If the organization did not check the box on line 13, and the line 14 is 33-1/3 % or more, check this box and **stop here.** The organization qualifies as a publicly supported organization. ► ☒

b **33-1/3 support test – 2008.** If the organization did not check a box on line 13, or 16a, and line 15 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization. ► ☐

17a **10%-facts-and-circumstances test – 2009** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part IV how the organization meets the 'facts-and-circumstances' test The organization qualifies as a publicly supported organization ► ☐

b **10%-facts-and-circumstances test – 2008.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization ► ☐

18 **Private foundation.** If the organization did not check a box on line, 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► ☐

Part III **Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include 'unusual grants ')						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in a activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal yr beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income form similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included inline 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support.** (add lns 9, 10c, 11, and 12)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► ☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16	Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2009** (line 10c, column (f) divided by line 13, column (f))	17	%
18	Investment income percentage from **2008** Schedule A, Part III, line 17	18	%

19a **33-1/3 support tests – 2009.** If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐

b **33-1/3 support tests – 2008.** If the organization did not check a box on line 14 or 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

Part IV Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

Other Income Part II, Line 10

Description: RENTAL INCOME

2005: 3486.

2006: 0.

2007: 0.

2008: 0.

2009: 0.

Description: SCHOLARSHIP INCOME

2005: 0.

2006: 0.

2007: 0.

2008: 0.

2009: 0.

Description: PUBLISHING INCOME

2005: 2530.

2006: 1789.

2007: 0.

2008: 240.

2009: 0.

Description: MERCHANDISING INCOME

2005: 510.

2006: 0.

2007: 1665.

2008: 0.

2009: 0.

Description: SERVICE FEES

2005: 0.

See Schedule A (Form 990 or 990EZ) - Part IV - Supplemental Information (Continuation Sheet)

SCHEDULE C **(Form 990 or 990-EZ)**

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

► Complete if the organization is described below.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

If the organization answered 'Yes,' to Form 990, Part IV, line 3, or Form 990-EZ, Part VI, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations complete Parts I-A and C below. Do not complete Part I-B
- Section 527 organizations complete Part I-A only

If the organization answered 'Yes,' to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A.

If the organization answered 'Yes,' to Form 990, Part IV, line 5 (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of organization	Employer identification number
KaBOOM! INC.	52-1970904

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV

2 Political expenditures ► $ 0.

3 Volunteer hours 0

Part I-B Complete if the organization is exempt under section 501(c)(3).

1 Enter the amount of any excise tax incurred by the organization under section 4955 ► $ 0.

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ► $ 0.

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No

4a Was a correction made? ☐ Yes ☐ No

b If 'Yes,' describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ► $

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ► $

3 Total of exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ► $

4 Did the filing organization file **Form 1120-POL** for this year? ☐ Yes ☐ No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter-0	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

A Check ► ☐ if the filing organization belongs to an affiliated group
B Check ► ☐ if the filing organization checked box A and 'limited control' provisions apply

Limits on Lobbying Expenditures – (The term 'expenditures' means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals
1 a Total lobbying expenditures to influence public opinion (grass roots lobbying)		
b Total lobbying expenditures to influence a legislative body (direct lobbying)		
c Total lobbying expenditures (add lines 1a and 1b)		
d Other exempt purpose expenditures		
e Total exempt purpose expenditures (add lines 1c and 1d)		
f Lobbying nontaxable amount Enter the amount from the following table in both columns		

If the amount on line 1e, column (a) or (b) is	The lobbying nontaxable amount is
Not over $500,000	20% of the amount on line 1e
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000
Over $17,000,000	$1,000,000

	(a) Filing organization's totals	(b) Affiliated group totals
g Grassroots nontaxable amount (enter 25% of line 1f)		
h Subtract line 1g from line 1a If zero or less, enter -0-		
i Subtract line 1f from line 1c If zero or less, enter -0-		

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? ☐ Yes ☐ No

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column (e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

	(a) Yes	(a) No	(b) Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?		X	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		X	
c Media advertisements?		X	
d Mailings to members, legislators, or the public?		X	
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body?		X	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
i Other activities? If 'Yes,' describe in Part IV	X		0.
j Total Add lines 1c through 1i			0.
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If 'Yes,' enter the amount of any tax incurred under section 4912			
c If 'Yes,' enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

		Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1		
2 Did the organization make only in-house lobbying expenditures of $2,000 or less?	2		
3 Did the organization agree to carryover lobbying and political expenditures from the prior year?	3		

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, questions 1 and 2 are answered 'No' OR if Part III-A, line 3 is answered 'Yes.'

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) non-deductible lobbying and political expenditures **(do not include amounts of political expenses for which the section 527(f) tax was paid).**		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 1i
Also, complete this part for any additional information

Pt II-B Line 1i SEE STATEMENT D

Part IV **Supplemental Information** *(continued)*

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11, or 12.
► Attach to Form 990. ► See separate instructions

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization: KaBOOM! INC.

Employer Identification number: 52-1970904

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts Complete if the organization answered 'Yes' to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or for any other purpose conferring impermissible private benefit?? ☐ Yes ☐ No

Part II Conservation Easements Complete if the organization answered 'Yes' to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

- ☐ Preservation of land for public use (e g , recreation or pleasure)
- ☐ Protection of natural habitat
- ☐ Preservation of open space
- ☐ Preservation of an historically important land area
- ☐ Preservation of certified historic structure

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

		Held at the End of the Year
a Total number of conservation easements	2a	
b Total acreage restricted by conservation easements	2b	
c Number of conservation easements on a certified historic structure included in (a)	2c	
d Number of conservation easements included in (c) acquired after 8/17/06	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► ______

4 Number of states where property subject to conservation easement is located ► ______

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easement it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► ______

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► $ ______

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

1 a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ► $ ______

(ii) Assets included in Form 990, Part X ► $ ______

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ► $ ______

b Assets included in Form 990, Part X ► $ ______

Part III | Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's acquisition accession and other records, check any of the following that are a significant use of its collection items (check all that apply):

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV | Escrow and Custodial Arrangements Complete if organization answered 'Yes' to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If 'Yes,' explain the arrangement in Part XIV and complete the following table

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If 'Yes,' explain the arrangement in Part XIV

Part V | Endowment Funds Complete if organization answered 'Yes' to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net Investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as

a Board designated or quasi-endowment ► ______ %

b Permanent endowment ► ______ %

c Term endowment ► ______ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI | Investments—Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated Depreciation	(d) Book Value
1a Land				
b Buildings				
c Leasehold improvements		783,696.	366,830.	416,866.
d Equipment		246,556.	210,476.	36,080.
e Other		286,784.	216,446.	70,338.
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ►				523,284.

Part VII Investments–Other Securities See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives		
Closely-held equity interests		
Other		
Total. *(Column (b) must equal Form 990 Part X, col (B) line 12.)* ►		

Part VIII Investments–Program Related (See Form 990, Part X, line 13)

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) must equal Form 990, Part X, Col (B) line 13.)* ►		

Part IX Other Assets (See Form 990, Part X, line 15)

(a) Description	(b) Book value
DEPOSITS	29,381.
GIFTCARDS	670.
Total. *(Column (b) must equal Form 990, Part X, col (B), line 15)* ►	30,051.

Part X Other Liabilities (See Form 990, Part X, line 25)

(a) Description of Liability	(b) Amount
Federal Income Taxes	
OBLIGATIONS UNDER CAPITAL LEASES	18,494.
DEFERRED RENT	89,662.
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 25)* ►	108,156.

2. FIN 48 Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48.

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	19,171,383.
2	Total expenses (Form 990, Part IX, column (A), line 25)	18,889,350.
3	Excess or (deficit) for the year Subtract line 2 from line 1	282,033.
4	Net unrealized gains (losses) on investments	-15,342.
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV)	
9	Total adjustments (net) Add lines 4 through 8	-15,342.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	266,691.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	21,280,865.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	-15,342.		
b	Donated services and use of facilities	2b	2,124,824.		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	2,109,482.
3	Subtract line **2e** from line **1**			3	19,171,383.
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investments expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total revenue Add lines **3** and **4c.** (This must equal Form 990, Part I, line 12)			5	19,171,383.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	21,014,174.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a	2,124,824.		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	2,124,824.
3	Subtract line **2e** from line **1**			3	18,889,350.
4	Amounts included on Form 990, Part IX, line 25, but not on line **1**:				
a	Investments expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total expenses Add lines **3** and **4c** (This must equal Form 990, Part I, line 18)			5	18,889,350.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b; Part V, line 4, Part X, line 2, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b Also complete this part to provide any additional information

Part XIV Supplemental Information *(continued)*

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered'Yes' to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a.
► Attach to Form990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization: KaBOOM! INC.

Employer identification number: 52-1970904

Part I **Fundraising Activities.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 17 Form 990EZ filers are not required to complete this part

1 Indicate whether the organization raised funds through any of the following activities Check all that apply

- [X] Mail solicitations
- [X] Internet and email solicitations
- [ ] Phone solicitations
- [ ] In-person solicitations
- [ ] Solicitation of non-government grants
- [ ] Solicitation of government grants
- [ ] Special fundraising events

2a Did the organization have written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? [X] Yes [ ] No

b If 'Yes,' list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes	No	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
SANKY COMMUNICATIONS	INDIVIDUAL GIVI		X	2,526.	39,964.	-37,438.
BRAKLEY BRISCOE	MAJOR DONORS		X	0.	16,728.	-16,728.
Total ►				2,526.	56,692.	-54,166.

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing

All 50 States

Part II **Fundraising Events.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 18, or reported more than $15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than $5,000.

		(a) Event #1 (event type)	(b) Event #2 (event type)	(c) Other Events (total number)	(d) Total Events (Add col (a) through col. (c))
REVENUE	1 Gross receipts				
	2 Less: Charitable contributions				
	3 Gross income (line 1 minus line 2)				
DIRECT EXPENSES	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses				
	10 Direct expense summary Add lines 4- through 9 in column (d) ►				
	11 Net income summary Combine lines 3, column (d) and line 10 ►				

Part III **Gaming.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 19, or reported more than $15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col (a) through col. (c))
REVENUE	1 Gross revenue				
DIRECT EXPENSES	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	
	7 Direct expense summary Add lines 2 through 5 in column (d) ►				
	8 Net gaming income summary Combine lines 1, column (d) and line 7 ►				

		YES	NO
9 Enter the state(s) in which the organization operates gaming activities. ____			
a Is the organization licensed to operate gaming activities in each of these states?	9a		
b If 'No,' explain:			
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a		
b If 'Yes,' explain			
11 Does the organization operate gaming activities with nonmembers?	11		
12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	12		

		YES	NO
13 Indicate the percentage of gaming activity operated in			
a The organization's facility **13a** %			
b An outside facility **13b** %			
14 Enter the name and address of the person who prepares the organization's gaming/special events books and records Name ► Address: ►			
15a Does the organization have a contact with a third party from whom the organization receives gaming revenue?	**15a**		
b If 'Yes,' enter the amount of gaming revenue received by the organization $ and the amount of gaming revenue retained by the third party $			
c If 'Yes,' enter name and address of the third party Name ► Address ►			
16 Gaming manager information Name ► Gaming manager compensation ► $ Description of services provided ► ☐ Director/officer ☐ Employee ☐ Independent contractor			
17 Mandatory distributions			
a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?	**17a**		
b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► $			

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

Complete if the organization answered 'Yes,' to Form 990, Part IV, lines 21 or 22.
► Attach to Form 990.

OMB No 1545 0047

2009

Open to Public Inspection

Name of the organization: KaBOOM! INC.

Employer identification number: 52-1970904

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed ► [ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
EAST CENTRAL MINISTRIES 123 VERMONT NE ALBURQUERQUE NM 87108	31-1426703		30,000.				PLAYGROUND
CITY OF TUCSON 8257 E. BROADWAY TUCSON AZ 85710	86-6000266		12,450.				PLAYGROUND
CITY OF BISMARCK 215 NORTH 6th STREET BISMARCK ND 58504	45-0409352		12,450.				PLAYGROUND
CITY OF YUMA 553 S ORANGE AVENUE YUMA AZ 85364	86-6000273		12,450.				PLAYGROUND
CITY OF DOTHAN 1270 LAKE STREET DOTHAN AL 36303	63-6001243		12,450.				PLAYGROUND
CITY OF ALLERTON 435 HAMILTON STREET ALLENTOWN PA 18101	23-6003116		12,450.				PLAYGROUND
BRUSLY ELEMENTARY 400 SOUTH LABAUVE AVE BRUSLY LA 70719	72-6001477		10,000.				PLAYGROUND
ONTONAGON ELEMENTARY 301 GREENLAND ROAD ONTONAGON MI 49953	38-6003205		10,000.				PLAYGROUND

2 Enter total number of section 501(c)(3) and government organizations ► 7

3 Enter total number of other organizations ► 5

SCHEDULE I-1 (Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)

► Attach to Form 990 to list additional information for Schedule I (Form 990), Part II and Part III.

OMB No 1545 0047

2009

Open to Public Inspection

Name of the organization: KaBOOM! INC.

Employer identification number: 52-1970904

Part I **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MILLRIDGE ELEMENTARY 960 MILLRIDGE HIGHLAND HEIGHTS OH 44143	34-1661213		7,500.				PLAYGROUND
CUYAHOGA METRO HOUSING AU 1441 WEST 25th CLEVELAND OH 44114	34-6000703		7,500.				PLAYGROUND
THE SALVATION ARMY 5527 E. LIBERTY STREET ASHLAND OH 44805	31-1485109	501(C)(3)	7,500.				PLAYGROUND
SPARTANBURG CHARTER SCHOO PPO BOX 3343 SPARTANBURG SC 29304	20-8133996		7,500.				PLAYGROUND

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 22. Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

Pt I Line 2 SEE EXPLANATION ON ATTACHED STATEMENT E

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

► **Complete if the organization answered 'Yes' to Form 990, Part IV, line 23.**
► **Attach to Form 990.** ► **See separate instructions.**

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
KaBOOM! INC.

Employer identification number
52-1970904

Part I Questions Regarding Compensation

			Yes	No
1 a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items [X] First-class or charter travel [ ] Travel for companions [ ] Tax indemnification and gross-up payments [ ] Discretionary spending account [ ] Housing allowance or residence for personal use [ ] Payments for business use of personal residence [ ] Health or social club dues or initiation fees [ ] Personal services (e g , maid, chauffeur, chef)			
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If 'No,' complete Part III to explain	1b	X	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	X	
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply [X] Compensation committee [X] Independent compensation consultant [ ] Form 990 of other organizations [X] Written employment contract [ ] Compensation survey or study [X] Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization			
a	Receive a severance payment or change-of-control payment?	4a		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	If 'Yes' to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	5a		X
b	Any related organization?	5b		X
	If 'Yes' to line 5a or 5b, describe in Part III.			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	6a		X
b	Any related organization?	6b		X
	If 'Yes' to line 6a or 6b, describe in Part III			
7	For person listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If 'Yes,' describe in Part III	7		X
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If 'Yes,' describe in Part III	8		X
9	If 'Yes' to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations described in the instructions on row (ii). Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation (i) Base compensation	(ii) Bonus and incentive compensation	(iii) Other reportable compensation	(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
DARELL HAMMOND	(i)	242,101.	84,000.	16,500.	32,347.	3,423.	378,371.	358,336.
	(ii)	0.	0.	0.	0.	0.	0.	0.
BRUCE BOWMAN	(i)	221,637.	55,000.	0.	5,085.	7,814.	289,536.	208,054.
	(ii)	0.	0.	0.	0.	0.	0.	0.
GEORGE MEGAS	(i)	129,132.	25,066.	0.	4,066.	9,711.	167,975.	149,975.
	(ii)	0.	0.	0.	0.	0.	0.	0.
KATE BECKER	(i)	133,288.	25,652.	0.	4,057.	3,423.	166,420.	142,718.
	(ii)	0.	0.	0.	0.	0.	0.	0.
JAMES HUNN	(i)	131,017.	24,564.	0.	3,385.	7,814.	166,780.	158,585.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Pt I Line 1b EXECUTIVE TRAVEL POLICY - SEE ATTACHED STATEMENT F

Pt I Line 4b DARELL HAMMOND PARTICIPATES IN A 457(f) NON-QUALIFIED RETIREMENT PLAN.

THE CONTRIBUTION ACCRUED BY KaBOOM! DURING 2009 WAS $25,000.

SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
► Attach to Form 990.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization: KaBOOM! INC.

Employer identification number: 52-1970904

Pt III, Line 2 SIGNIFICANT NEW PROGRAM SERVICES - SEE ATTACHED STATEMENT G

Pt VI-A, Line 2 FAMILY RELATIONSHIP - SEE ATTACHED STATEMENT H

Pt VI-B, Line 11A FORM 990 REVIEW - SEE ATTACHED STATEMENT I

Pt VI-B, Line 12c CONFLICT OF INTEREST POLICY - SEE ATTACHED SCHEDULE J

Pt VI-B, Line 15 EXECUTIVE COMPENSATION POLICY - SEE ATTACHED SCHEDULE K

Pt VI-C, Line 19 KaBOOM! INCLUDES ON ITS WEBSITE COPIES OF ITS AUDITED FINANCIAL STATEMENTS AND THE FORM 990 FOR THE PAST FIVE YEARS.

Pt VI-B, Line 16 JOINT VENTURE - SEE ATTACHED STATEMENT L

Form 990, Page 6, Line 17
States Form 990 Filed In

Alabama
Alaska
Arizona
Arkansas
California
Colorado
Connecticut
Florida
Georgia
Hawaii
Illinois
Kansas
Kentucky
Maine
Maryland
Massachusetts
Michigan
Minnesota
Mississippi
Missouri
New Hampshire
New Jersey
New Mexico
New York
North Carolina
North Dakota
Ohio
Oklahoma
Oregon
Pennsylvania
Rhode Island
South Carolina
Tennessee
Utah
Virginia
Washington
West Virginia
Wisconsin

Schedule A (Form 990 or 990EZ) - Part IV - Supplemental Information (continued)
Schedule A (Form 990 or 990EZ) - Part IV - Supplemental Information (Continuation Sheet)

2006: 0.
2007: 0.
2008: 0.
2009: 0.
Description: MISCELLANEOUS INCOME
2005: 142.
2006: 4535.
2007: 5145.
2008: 0.
2009: 1720.
Description: FOREIGN CURRENCY EXCHANGE
2005: 0.
2006: 0.

Schedule A (Form 990 or 990EZ) - Part IV - Supplemental Information (continued) Continued

Schedule A (Form 990 or 990EZ) - Part IV - Supplemental Information (Continuation Sheet)

2007: 0.
2008: 0.
2009: 0.
Description: REGISTRATION INCOME
2005: 34060.
2006: 27601.
2007: 58059.
2008: 100.
2009: 0.

Supporting Statement of:

Sch J, page 2/SW Column b (i) i-1

Description	Amount
BASE COMPENSATION	245,143.
PRETAX WITHHOLDINGS	-3,042.
Total	242,101.

Supporting Statement of:

Sch J, page 2/SW Column b (i) i-2

Description	Amount
BASE COMPENSATION	224,492.
PRETAX WITHHOLDINGS`	-2,855.
Total	221,637.

Supporting Statement of:

Sch J, page 2/SW Column b (i) i-3

Description	Amount
BASE COMPENSATION	135,524.
PRETAX WITHHOLDINGS	-6,392.
Total	129,132.

Supporting Statement of:

Sch J, page 2/SW Column b (i) i-4

Description	Amount
BASE COMPENSATION	135,232.
PRETAX WITHHOLDINGS	-1,944.
Total	133,288.

Supporting Statement of:

Sch J, page 2/SW Column b (i) i-5

Description	Amount
BASE COMPENSATION	135,555.

Continued

Supporting Statement of:

Sch J, page 2/SW Column b (i) i-5

Description	Amount
PRETAX WITHHOLDINGS	-4,538.
Total	131,017.

KaBOOM! EIN #52-1970904
2009 Form 990
Page 1, Part 1, Line 1

Organization Summary

KaBOOM! is a national non-profit that envisions a great place to play within walking distance of every child in America. Its operational mission is to create great places to play through the leadership and participation of communities inspiring mass action in support of the belief that play has a purpose. Unstructured free play is key to social, emotional, physiological, and academic development of children. KaBOOM! believes that many urgent problems – especially those plaguing low-income communities today – can be addressed by bringing individuals together to address the play deficit in their own communities.

The KaBOOM! signature community-build playground model increases the quantity and quality of, and access to safe play opportunities across the country. By empowering volunteers and communities to work together to build community playgrounds, KaBOOM! raises civic voices, increases civic engagement, and builds social capital. Building playgrounds using the KaBOOM! community-build model mobilizes community leadership which, in turn, creates more places to play at a much greater rate.

Over the past 14 years, KaBOOM! has led over 1,700 KaBOOM! play spaces projects. During this time, KaBOOM! has been facilitating traditional KaBOOM!-led playground builds, mostly in low-income neighborhoods, with hands-on project management by our staff. These hallmark, all-volunteer, done-in-a-day playground builds, spark civic leadership by giving communities an achievable win for their children. On every build, hundreds of volunteers transform vacant lots into child-designed playgrounds in one-day events.

As the nation is called to service, and citizens learn about KaBOOM!, realize the importance of play, and engage in collective action, we believe they will join us in taking leadership steps to improve the health and well-being of children in underserved communities. The most "scalable" strategy to improve play opportunities for all is for thousands of these individuals to lead efforts in their own communities to create innovative, sustainable ways to address the playspace deficit. KaBOOM! calls this strategy Mass Action.

As our knowledge base and expertise has grown, so has our capacity to empower communities to use the process on their own at a substantially lower cost. With the two pillars of our Mass Action program, Do-It-Yourself tools and our National Campaign for Play, we now provide resources for communities to have an even bigger role in their own success. KaBOOM! has encouraged individuals and municipalities to make play a priority in their communities, as well as empowering communities to build playgrounds on their own through a combination of challenge grants, trainings, social networking, and online tools and resources. Our Website (kaboom.org) is the catalyst to leverage technology, create innovative and sustainable solutions, and expand our current reach to empower and improve more communities.

STATEMENT A

Organization Summary (continued)

KaBOOM! EIN #52-1970904

2009 Form 990

Page 1, Part 1, Line 1

Through the activities described below, KaBOOM! is creating a national chorus of united civic voices, collective action and better, safer play opportunities for underserved communities. Mass Action programs focus on helping communities to increase the quantity, quality and access to play opportunities within their communities. KaBOOM! serves as a clearinghouse of resources and information about play and how to take action in local communities. Our work fall into three categories:

Assembling Know-How: KaBOOM! acts as a convener of grassroots and professional experts. The KaBOOM! website provides ways to connect with both resources and experts. Information on the site includes: the KaBOOM! community-build process, playground building resources, advocacy resources, best-practices in play provision, community discussion forums, innovative ideas, sustainable practices, a play space mapping tool, research and evaluation.

Activating Individuals: KaBOOM! encourages participants on kaboom.org to join the movement to address the playspace deficit in their communities. Our online publications and webinars, and community forums empower users to fight for their children's right to play. KaBOOM! content includes 101 ways to fundraise, how to engage volunteers, how to work with playground manufacturers and choose equipment, site preparation, how to build side projects for a playground build, and every step needed in order to complete a playground using the KaBOOM! Community-build model. The KaBOOM! Community-Build Road Map is the central document that helps communities to walk through the process of building a playground from start to finish. Each mile marker on the roadmap provides instruction and resources for success. Individuals can create their own project website, share experiences, best practices and research, participate in online trainings, and use grassroots advocacy tools to rally their communities for safe play opportunities.

Activating Communities: to make systemic policy changes by providing KaBOOM! best practices, mentors, and a Playful City USA recognition program. Playful City USA is our national recognition program to honor cities or towns across America that demonstrate a commitment to the healthy development of children through play. Communities nationwide apply annually to become part of this national network of communities that have created an agenda for play. Cities and town of various sizes and demographics undertake actions that express their unique needs and priorities. By shining the spotlight on these communities who create an agenda on play, KaBOOM! encourages local governments to take action to make their communities more playful.

STATEMENT A

KaBOOM! EIN #52-1970904
2009 Form 990
Page 2 Part III, Line 1

Organization Mission

KaBOOM! is a national non-profit that envisions a great place to play within walking distance of every child in America. Its' operational mission is to create great places to play through the leadership and participation of communities inspiring mass action in support of the belief that play has a purpose.

STATEMENT B

KaBOOM! EIN #52-1970904
2009 Form 990
Page 2, Part III, Line 4

Statement of Program Service Accomplishments

4a. KaBOOM!-LEAD Playground Builds

At our core are our hallmark, volunteer, done-in-a-day playground builds that unite communities around a common cause:, the health and well-being of their children. These builds are the roots of our grassroots movement for the cause of play. Communities come together to build a playground and stay together to use it and take care of it. The space they create becomes a valued gathering place, for both children and adults. Through the KaBOOM! community-build process, people see first hand that if they get involved, their neighborhoods can be healthy, nurturing places, where children are happily playing together outside. In 2009, KaBOOM! managed 162 playground build projects spanning 38 states, the District of Columbia, Puerto Rico and Canada. These projects engaged over 40,000 volunteers incorporating over 290,000 volunteer hours. These new playgrounds serve over 90,000 children. In 2009 we continued our commitment to renewal efforts in the Gulf Coast and completed our 129th playground since the inception of our Operation Playground initiative in 2005 following Hurricane Katrina.

KaBOOM! continued its' innovative efforts to make playgrounds and volunteer builds more environmentally friendly through its sustainability initiative. Efforts to reduce the environmental impact of our builds saw extraordinary results. KaBOOM! piloted side projects such as butterfly and native plant gardens, rain water collection systems, compost bins, and recycling bins. We reduced the waste we generated building playgrounds by an average of 67% and developed innovative and environmentally-friendly ways to deal with paint, leftover paint and other building materials, foodwaste, and packaging. In order to spread the word about these practices and techniques, KaBOOM! created an online directory of environmentally-friendly practices that can be used in any service project. We compiled tips on what to do with extra paint, how to choose the best lumber and building materials, how to handle food service, where leftover supplies can be donated and what types of things commonly used on projects can and can't be reused safely. We also conducted 3 green pilot projects, where we tested out new kinds of equipment made out of recycled content, such as milk jugs and steel.

In early June KaBOOM! piloted a "Nature Built" playground in Waialua, Hawaii, a town on the island of Oahu. KaBOOM! worked with a local YMCA to design and build a playground unlike any other. The Nature Built playground included a tree fort, a living maze, a butterfly and insect garden, a slide built into a hill, a jumping course created from recycled tires and invasive mangrove stumps, a boulder garden of climbable rocks, and an amphitheatre built into a hillside. KaBOOM! also worked with the local community to ensure that the project reflected and celebrated Hawaiian culture. Local artists and craftspeople volunteered their time to install a "hale" (a traditional canoe house), Hawaiian artwork and engraved Hawaiian sayings on wood throughout the site. To top it all off, we also included an Imagination Playground in a BOX – an innovative way to get children to get excited and even more engaged with the natural world.

STATEMENT C

Statement of Program Service Accomplishments (continued)

4b. KaBOOM! Mass Action

The KaBOOM! Mass Action program is designed to utilize the knowledge that KaBOOM! has garnered over its 14 year history through programs to guide, encourage, and provide its open source resources, training and forums to local community leaders to enable them to finance and manage community led volunteer built play spaces projects on their own. Through this program, KaBOOM! aims to leverage its investment towards achieving its mission into a much greater collective effort, thereby achieving its goals in a quicker and more cost effective manner.

At KaBOOM! while we deal with hundreds of policy-makers and neighborhoods, we're always keenly aware that every individual we talk to has the power to take up the cause of play and spread the word to thousands more. We've developed a system of tools and resources to keep our followers "fired up" to save play.

Website

Our website is one of the first and best ways individuals can get a sense of who we are and what we do. It houses everything we've learned over 14 years of building playgrounds, and we improve and update it daily with new information and capabilities to help playground project planners get the job done.

Playground Planner The KaBOOM! Project Planner is a free online tool designed to walk communities step-by-step through the playground building process, from fundraising and volunteer recruitment to vendor selection and site preparation. By engaging in the KaBOOM! Project Planner, communities in need of a great place to play gain access to 14 years of KaBOOM! playground building experience, and the power to engage their community around the project. In 2009 we added functionality to the Project Planner to make it easier to share files and videos, and build project photo galleries. We also created Builder Central, where project planners can interact directly with KaBOOM! staff and other experienced playground builders. Volunteers looking for opportunities to help can now look up projects taking place near them, and sign-on to lend a hand.

Playspace Finder In 2009, KaBOOM! continued to promote and encourage entries to the KaBOOM! Playspace Finder, a user-generated playspace map to make finding and rating playspaces easy and fun. By the end of 2009 the Playspace Finder included user provided information on over 90,000 community play areas.

Connect.kaboom.org KaBOOM! also promoted and maintained its social network connect.kaboom.org that helps unite people who are passionate about the cause of play. Those on connect.kaboom.org can find friends, post blogs and photos, and form groups to learn, share and collaborate on projects.

Statement of Program Service Accomplishments (continued)

Distance Education

In 2009, we expanded our distance education program to give our passionate play supporters instant access to the information they need to make their project a success. 6,338 people signed on to the live or on-demand class offerings around the 5 core areas where play advocates needed the most help:

- Building Playspaces: Provides foundational knowledge on project management, playspace design, fundraising, grant writing and best practices that are critical to the success of a playspace project.

- Hot Topics: Showcases research and best practices from experts in the fields of play practices, child development, and advocacy.

- Imagination Playground: Builds on the concept of "free play" and our role as adults to enable and foster child-directed play. Using a variety of natural materials and everyday objects combine with building blocks of various shapes and sizes to encourage many types of creative and physical play

- Promoting Play: Features sessions to equip everyday people with the tools and knowledge needed to become champions and advocates of play.

- Tools of the Trade: Serves as a roadmap to KaBOOM! online tools created over the last 14 years. These include online tools like the Project Planner, Play Day Planner, KaBOOM! Playspace Finder, KaBOOM! Road Map and Toolkit. Participants learn how to use and leverage these free tools as they champion the cause of play.

By the end of the year, KaBOOM! held 205 online trainings, produced 3 training videos, hosted 14 expert presenters, and introduced video podcasts for advocates on the go.

Grants

One way KaBOOM! springboards select playground projects to success is to provide grant money to project leaders who've proven they have what it takes to get the job done. Not only does grant money get the project planner a step closer toward their fundraising goals, but that initial investment shows other potential donors that the grantee has met high KaBOOM! standards, and the online project planner sets hard deadlines in place to keep projects on-track. In addition to the 7 total KaBOOM! Play Day grants awarded in conjunction with the 2009 Play Day program KaBOOM! awarded a $30,000 grant to a church in a low-income neighborhood in Albuquerque and grantees from 2008 programs completed 21 more playgrounds, in 2009

Statement of Program Service Accomplishments (continued)

KaBOOM! National Campaign for Play
As successful as the community build playground projects are, we will never overcome the play deficit threatening our children's health and well-being one neighborhood at a time. That's why three years ago, we launched the KaBOOM! National Campaign for Play, an effort to influence policy at the governmental level, and it's already taking hold. By engaging elected officials across the country, our top-down approach has already helped KaBOOM! generate 439 playground construction, improvement, and access projects, far more than we could ever do one playground build at a time. And by informing, inspiring and empowering national, local, and neighborhood leaders, we're building an environment that can sustain our movement to save play.

Playful City USA. This was the third year of our Playful City USA campaign, a national recognition program honoring cities and towns that demonstrate creative commitments to the cause of play. 93 communities made the list this year. The program also began gaining real "buzz" among local government officials. KaBOOM! staff shared the program details at conferences sponsored by the Department of Education, Center for Disease Control, American Public Health Association, the U.S. Conference of Mayors, and Active Living Research. Continuing our partnership with the National League of Cities, KaBOOM! presented the Playful City USA program at the Congress of Cities and Exposition in San Antonio, TX., where hundreds of mayors and city officials joined us for one of our signature playground builds. Local government officials also took unprecedented steps to share their pride in their Playful City USA status with their constituents. To announce their selection, Arlington Tx, took out billboard ads, the mayor of San Bernardino, CA wrote an Op Ed column for the local paper, and the mayor of Indianapolis held a press conference. Hundreds of local newspapers across the country ran stories touting the program, the importance of play, and their city's plan to increase the quantity and quality of children's play, as well as access to places to play.

Play Matters Springboarding off the innovative ideas we've learned from our Playful City USA communities, in 2009 KaBOOM! searched the nation looking for communities that have increased the quantity of available play spaces and opportunities, improved the quality of kids playtime, and increased children's safe access to play. In October, we compiled the 12 best practices into a new report, ***Play Matters***, which we distributed to the members of the National League of Cities and other organizations in an effort to inspire communities to take simple proven steps to improve their children's health through the power of play. The local initiatives chosen for inclusion in the ***Play Matters*** report run the gamut, from urban to rural, old-school to high-tech, and many can be implemented in a range of income environments. By spotlighting the great work of these 12 programs, KaBOOM! hopes to show other communities different playful ways they can address their growing childhood health and educational issues.

Statement of Program Service Accomplishments (continued)

Play Days KaBOOM! is using its community-building experience to inspire communities to take action. Healthy communities are places_where kids go out and play safely, start up games of flashlight tag, and play in the park with other neighborhood kids. To nurture these efforts, KaBOOM! developed the KaBOOM! Play Day campaign._In 2009, from September 19th – 27th, more than 1,200 communities across the country and around the world hosted KaBOOM! Play Days. These were free, fun-for-the-whole-family events that celebrated play, raised money and volunteers for park and playground improvement, and rallied support for the cause of play. Kids, parents, teachers and community leaders participated in activities such as relay races, hula hoop contests, crafts, mural painting, flower planting, petition signing, fundraising and much more.

Playmaker Network The KaBOOM! Playmaker Network harnesses the energy and enthusiasm of thousands of people who are committed to our vision by empowering them to take action for the cause of play. Playmakers are the eyes, ears and voice for play in their communities. Playmakers receive newsletters with relevant local and national action alerts, as well as invitations to trainings and networking opportunities. With these tools in hand, Playmakers advocate for play, raise funds for playful projects, innovate new ways to make their communities more playful, and share their experiences with others to encourage them to join the movement. In 2009 the ranks of registered Playmakers grew to over 7,000.

Alumni Network In a new program designed to further empower those who planned KaBOOM! builds, we established the KaBOOM! Alumni Network in 2009. The network is over 500 alumni strong and growing as new members become inspired and join up after every build. KaBOOM! alumni mentor other project leaders, volunteer their time at nearby builds, and offer guidance and suggestions to budding project planners on kaboom.org. Their impact extends beyond playground builds as well. By nurturing and maintaining the contacts made during our community build process, members of the KaBOOM! alumni network are living examples of the KaBOOM! Theory of Change, that brings people together for a common cause and through the achievable win of a KaBOOM! build, transforms communities to go on to tackle additional issues.

This past year, KaBOOM! Mass Action initiatives extended its influence well beyond our successful KaBOOM! – led playground builds. By supporting the Playground Planner, the Playspace Finder, connect.Kaboom.org, the distance education program, the grant program, Playful City USA, the Play Matters report, the Play Days campaign, the Playmaker and Alumni Network, KaBOOM! was able to inspire the creation of or improvement to over 1,600 playgrounds nationwide providing a leverage of over 9 to 1 the impact of the KaBOOM!-led playground projects.

KaBOOM! EIN #52-1970904
2009 Form 990
Schedule C Part II-B Line 1i

Political Campaign and Lobbying Activities

KaBOOM! engaged in supporting, profiling on our blog and disseminating action alerts from the NRPA (National Recreation and Parks Association) intended to support a campaign to defeat an amendment to the economic stimulus package (ARRA) that would ban the use of those funds for local parks. The proposed amendment stated: "no funds in the bill can be used for any casino or other gambling establishment, aquarium, zoo, golf course, swimming pool, stadium, community park, museum, theater, art center, and highway beautification project." KaBOOM! believes that local parks are critical to the health and wellbeing of communities, and that the public's reliance on local parks will only increase during an economic downturn. We asked our supporters to contact their Senator and ask them to oppose the Coburn Amendment.

KaBOOM! also asked its supporters to support The Land and Water Conservation Fund (LWCF) during the appropriations process. LWCF is a matching grant program administered through the National Park Service funding the acquisition of land and the development of outdoor recreation areas and facilities.

KaBOOM! support involved emails and e-newsletters to its data base through its electronic messaging system and articles written on the organization's blog, and did not involve any direct outlay of funds. There were was no out-of-pocket cost of this activity, and the activity was limited to only education and "call-to-action" for particular legislation.

STATEMENT D

KaBOOM!
2009 Form 990
Schedule I Page 2 Part IV

EIN #52-1970904

Grantmaking Procedures in the US

For each grant program, a standard application form is created. Grant applications are submitted online and initially reviewed by the Grant Manager to ensure all information is submitted. The submitted grant applications are reviewed and scored by an internal grant review panel consisting of the Grant Manager and 2-3 KaBOOM! staff. Scoring is based on several criteria for selection. The grant review panel meets to discuss the scores and selects the organizations to receive the grant. Selected grantees are notified and sent a grant agreement. Each grant agreement includes performance benchmarks that the grantee must acknowledge upon acceptance of the grant. The Grant Manager follows up monthly with each grantee regarding progress towards completion of each benchmark. KaBOOM! will not release grant funds if a grantee has not met the required benchmarks and supplied the appropriate documentation.

When a grantee requests payment of the grant award for their project, the Grant Manager will ensure that all of the documentation required for KaBOOM! to initiate release of grant funds has been submitted. Once the Grant Manager confirms that required benchmarks have been met and the above required documentation has been received, the Grant Manager will prepare a check request which must be approved by the CFO prior to payment.

STATEMENT E

KaBOOM! EIN #52-1970904
2009 Form 990
Schedule J, Part I, Line 1b

Executive Travel Policy

The organization has a written executive travel policy covering all of the officers of the organization. (listed on page 7). This policy has been reviewed and approved by the Finance Committee and approved by the Board. Under this policy economy or business class travel is required for substantially all air travel. First class travel is allowed for in very limited circumstances involving flights over five hours long for the CEO.

The organization has an executive expense review process whereby the CEO's travel and other expenses are initially reviewed and approved by CFO who reports on these expenses in detail and with appropriate analysis quarterly to the Chairman of the Finance Committee who also reviews and approves these expenses. The Chairman of the Finance Committee reports to the board on the results of his review. As part of the annual audit process the outside auditors include in their examination a review of the company's compliance with this policy and conduct sample testing and review of the CEO's expense receipts and documentation.

STATEMENT F

KaBOOM! EIN #52-1970904
2009 Form 990
Page 2 Part III line 2

Significant New Program Services

KaBOOM! conducted several new and re-vamped program services in 2009. KaBOOM! created an online directory of environmentally friendly practices that can be used in any service project. KaBOOM! piloted a nature built program in Hawaii. KaBOOM added new functionality to the Project Planner to make it easier to share files and videos and build project photo galleries. We also created Builder Central, where project planners can interact directly with KaBOOM! staff and other experienced builders. In 2009 we expanded our distance education program around 5 core areas. We also developed and promoted the KaBOOM! Play Day campaign and in September more than 1,200 communities across the country and around the world hosted KaBOOM! Play Days.
In October we compiled 12 best practices into a new report, PLAY Matters which we distributed to the members of the National League of Cities and other organizations in an effort to inspire communities to take simple proven steps to improve their children's health through the power of play. During 2009 we established the KaBOOM! Alumni Network. KaBOOM! alumni mentor other project leaders, volunteer their time at nearby builds and offer guidance and suggestions to budding project planners on our web site kaboom.org.

STATEMENT G

Family Relationship

Darell Hammond (CEO) and Kate Becker (VP LEAD) have a family relationship.The organization has a procedure in place as approved by the Board that provides a reporting structure and performance review and compensation review process that insures that Mr. Hammond is independent from the process of reviewing the Ms. Becker's performance or compensation. Ms. Becker reports directly to the COO who is responsible for reporting to the Chairman of the Board on these matters. The Executive Committee of the Board includes this report as part of its annual executive compensation and review process.

KaBOOM! EIN #52-1970904
2009 Form 990
Page 6 Part VI-A Line 10

Review of Form 990

The Form 990 is prepared by the organization's independent auditors and is reviewed and approved by the Finance Committee. Once approved by the Finance Committee the Form 990 is sent to the Board of Directors for review and comment and is approved by legal council and the Board of Directors before filing.

STATEMENT I

Conflict of Interest Policy

KaBOOM! has a conflict of interest policy that requires all directors and senior officers to complete a disclosure statement that lists any organizations that they or any member of their extended family have a financial or controlling interest in that may be construed as a conflict of interest. For this purpose a material financial interest is considered to be a 5% voting or economic interest. These statements are collected annually and directed to the Chairperson of the Board who reviews the statements and administers compliance with the policy. Any actions related to conflicts of interests are made or ratified by the full board. A director or officer who has declared or who has been found to have a conflict of interest in any transaction or other matter shall refrain from participating in consideration of the matter and shall not vote or be present at the time of the vote on the matter.

KaBOOM! EIN #52-1970904
2009 Form 990
Page 6, Part VI, Line 15

Executive Compensation Policy

KaBOOM! has an executive compensation policy with the goal of providing a reasonable and competitive executive total compensation opportunity consistent with market-based compensation practices for individuals possessing the experience and skills needed to manage and improve the overall performance of the organization.

The organization's executive compensation program is designed to:

- Encourage the attraction and retention of high-caliber executives.
- Provide a competitive total compensation package, including benefits.
- Strongly support a performance driven culture through the use of incentives for key employees.
- Reinforce the goals of the organization by supporting teamwork and collaboration.
- Ensure that pay is perceived to be fair and equitable.
- Be flexible to reward individual accomplishments as well as organizational success.
- Balance the need to be competitive within the limits of available financial resources

To assist in this process, the Board commissions a bi-annual review by an independent consulting firm to evaluate and benchmark the organization's executive compensation program against the competitive market. The review is intended to ensure that the compensation program falls within a reasonable range of competitive practices for comparable positions among similarly situated organizations

The most recent study for the organization was completed in February of 2008.

The KaBOOM! executive compensation program is administered by the Executive Committee and Finance Committee of the of the Board. The Finance Committee is responsible for establishing and maintaining a competitive compensation program for all senior executives of the organization. The committee selects the independent consulting firm to conduct the bi-annual executive compensation review, reviews the findings and meets as needed to review the compensation program and make recommendations for any changes to the board, as appropriate.

The Executive Committee reviews annually and submits for Board approval its' recommendations regarding the base salary adjustments and annual incentive payments, as well as objectives and goals for the upcoming year's annual performance appraisal and incentive plan for the CEO and COO. After the completion of the annual audit, the Executive Committee reviews, approves and reports to the Board their assessment of CEO and COO actual performance measured against Board approved goals and objectives. At this time the Finance Committee also reviews and recommends and submits for Board approval the incentive payments for all other officers and staff as measured against the Board approved incentive plan.

STATEMENT K

Joint Venture

KaBOOM! formed a joint venture with The Rockwell Group for the development and implementation of a new playground concept - Imagination Playground. Imagination playground is a breakthrough playspace concept designed to encourage child directed, unstructured “free play”. A process was implemented where a Board Committee was established for oversight and approval of the key aspects of the joint venture including evaluation of any potential tax implications and ensuring that the organizations' tax exempt status is maintained. The joint venture, Imagination Playground LLC has been legally formed and the Joint Venture Agreement between KaBOOM and The Rockwell group has been executed. KaBOOM! and Imagination Playground LLC have also entered into a vendor agreement. Imagination Playground LLC will serve as a vendor to KaBOOM! related to purchases of Imagination Playground in a Box.