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

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning , 2011, and ending ,

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending

C Name of organization KaBOOM!, INC.

Doing Business As

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: 20008-2340

D Employer Identification Number: 52-1970904

E Telephone number: (202) 659-0215

G Gross receipts $ 21,809,521.

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 ☒ No

H(b) Are all affiliates included? ☐ Yes ☐ No

If 'No,' attach a list (see instructions)

I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) ( )◄ (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: ► www.kaboom.org

H(c) Group exemption number ►

K Form of organization ☒ 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 net 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 individuals employed in calendar year 2011 (Part V, line 2a)	5	105
6	Total number of volunteers (estimate if necessary)	6	39,296
7a	Total 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)	19,182,569.	21,707,454.
	9	Program service revenue (Part VIII, line 2g)		
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	57,950.	50,198.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	34,493.	51,869.
	12	Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)	19,275,012.	21,809,521.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	234,598.	2,047,511.
	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)	6,478,799.	6,739,255.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	43,839.	
	b	Total fundraising expenses (Part IX, column (D), line 25) ► 2,074,241.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	12,120,883.	12,387,520.
	18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	18,878,119.	21,174,286.
	19	Revenue less expenses Subtract line 18 from line 12	396,893.	635,235.
			Beginning of Current Year	End of Year
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	9,884,176.	11,624,357.
	21	Total liabilities (Part X, line 26)	3,297,655.	4,392,252.
	22	Net assets or fund balances. Subtract line 21 from line 20	6,586,521.	7,232,105.

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SCANNED JUN 20 2012

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 5/14/2012

GERRY MEGAS — CHIEF FINANCIAL OFFICER

Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name: Robert E. Lane — Preparer's signature — Date: 5/11/12 — Check ☒ if self-employed — PTIN

Firm's name ► Lane & Company, CPAs

Firm's address ► 1920 N Street NW, Suite 320, Washington DC 20036

Firm's EIN ► 52-1738520

Phone no (202) 463-6500

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

G17

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III ☐

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? ☐ 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 ☒ No

If 'Yes,' describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured 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 $ 14,743,471. including grants of $ 2,042,226.) (Revenue $ 17,037,000.)

SEE ATTACHED STATEMENT C FOR DESCRIPTIONS
PART III 4A - KABOOM!-LED PLAYGROUND BUILDS
PART III 4A - ALUMNI
PART III 4A - GRANT PROGRAM

4b (Code ________) (Expenses $ 3,216,632. including grants of $ 5,285.) (Revenue $ 3,476,000.)

SEE ATTACHED STATEMENT C FOR DESCRIPTIONS
PART III 4B - DO-IT-YOURSELF PLAYGROUND BUILDING TOOLS
PART III 4A - MAPPING THE STATE OF PLAY
PART III 4A - ADVOCATING FOR PLAY-INDIVIDUALS
PART III 4A - ADVOCATING FOR PLAY-LOCAL GOVERNMENTS

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 ► 17,960,103.

Part IV Checklist of Required Schedules

			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* (see instructions)?	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, or have a section 501(h) election in effect during the tax year? *If 'Yes,' complete Schedule C, Part II*	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If 'Yes,' complete Schedule C, Part III*	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which 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 temporarily restricted endowments, permanent endowments, or quasi-endowments? *If 'Yes,' complete Schedule D, Part V*	10		X
11	If the organization's answer to any of the following questions is 'Yes', then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.			
a	Did the organization report an amount for land, buildings and equipment in Part X, line 10? *If 'Yes,' complete Schedule D, Part VI*	11a	X	
b	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*	11b		X
c	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*	11c		X
d	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*	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If 'Yes,' complete Schedule D, Part X*	11e	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If 'Yes,' complete Schedule D, Part X*	11f		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If 'Yes,' complete Schedule D, Parts XI, XII, and XIII*	12a	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b		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, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If 'Yes,' complete Schedule F, Parts I and IV*	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, Parts II and IV*	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, Parts III and IV*	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 (see instructions)*	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
20a	Did the organization operate one or more hospital facilities? *If 'Yes,' complete Schedule H*	20		X
b	If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

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 employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If 'Yes,' complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction 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 (or a family member thereof) 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
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If 'Yes,' complete Schedule R, Part V, line 2*	35b		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**

Check if Schedule O contains a response to any question in this Part V ☐

			Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	**1a** 51			
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** 105			
b 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* (see instructions)				
3a Did the organization have unrelated business gross income of $1,000 or more during the year?		**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 instructions for 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?		**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 tax 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 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 If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		**7g**		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		**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 a 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 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**			
13 Section 501(c)(29) qualified nonprofit health insurance issuers.				
a Is the organization licensed to issue qualified health plans in more than one state?		**13a**		
Note. See the instructions for additional information the organization must report on Schedule O				
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	**13b**			
c Enter the amount of reserves on hand	**13c**			
14a Did the organization receive any payments for indoor tanning services during the tax year?		**14a**		X
b If 'Yes,' has it filed a Form 720 to report these payments? *If 'No,' provide an explanation in Schedule O*		**14b**		

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.*

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

			Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	1a 15			
b Enter the number of voting members included in line 1a, above, who 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 governing documents since the prior Form 990 was filed?		4		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		5		X
6 Did the organization have members or stockholders?		6		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		7a		X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body?		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
10a Did the organization have local chapters, branches, or affiliates?	10a		X
b If 'Yes,' did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a Did the organization have a written conflict of interest policy? *If 'No,' go to line 13*	12a	X	
b Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c Did 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 Did the organization have a written whistleblower policy?	13	X	
14 Did 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.)			
16a 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,' did the organization follow 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. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► See Form 990, Page 6, Line 17 (continued)

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 during the tax year.

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 B100 WASHINGTON, DC 20008-2430 (202) 659-0215

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

Check if Schedule O contains a response to any question in this Part VII ☐

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 organization's tax year

- 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, if any See instructions for definition of 'key employee '
- 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 neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): 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
(1) MICHELE ATKINS MEMBER	1.75	X						0.	0.	0.
(2) TONY BUCCI MEMBER	1.75	X						0.	0.	0.
(3) MICHAEL DEICH MEMBER	1.50	X						0.	0.	0.
(4) ROBERT DEMARTINI MEMBER	1.50	X						0.	0.	0.
(5) RICHARD DEVANEY MEMBER	1.50	X						0.	0.	0.
(6) TIMOTHY FESENMYER MEMBER	2.60	X						0.	0.	0.
(7) JONATHAN GREENBLATT MEMBER	1.50	X						0.	0.	0.
(8) ANDREW HARRS MEMBER	1.75	X						0.	0.	0.
(9) RICHARD KELSON MEMBER, CHAIRMAN	2.00	X						0.	0.	0.
(10) BILL NOVELLI MEMBER	1.50	X						0.	0.	0.
(11) KIMBERLEY RUDD MEMBER	1.50	X						0.	0.	0.
(12) GEORGE SHERMAN MEMBER	1.50	X						0.	0.	0.
(13) ANDY STEFANOVICH MEMBER	1.50	X						0.	0.	0.
(14) MIKE STEIB MEMBER	1.50	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Sch O)	(C) Position: 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
(15) JULIUS WALLS, JR. MEMBER	1.50	X						0.	0.	0.
(16) DARELL D. HAMMOND CO-FOUNDER/CEO	69.00			X				397,733.	0.	14,824.
(17) BRUCE M. BOWMAN COO	53.00			X				273,003.	0.	18,973.
(18) GEORGE T. MEGAS CFO	46.00			X				162,859.	0.	12,098.
(19) KATE M. BECKER VP, PROJECT MANAGEMENT	52.00				X			165,803.	0.	9,103.
(20) JAMES M. HUNN VP, MASS ACTION	46.00				X			156,750.	0.	11,821.
(21) SUSAN COMFORT VP, PHILANTHROPY	41.00					X		125,380.	0.	8,994.
(22) CARRIE WILLIAMS DIR. PROJECT MANAGEMENT	48.00					X		118,989.	0.	8,066.
(23) CARRIE LEOVY DIR. CORPORATE DEVELOPMENT	43.00					X		127,067.	0.	3,783.
(24)										
(25)										
1 b Sub-total ►								1,527,584.	0.	87,662.
c Total from continuation sheets to Part VII, Section A ►										
d Total (add lines 1b and 1c) ►								1,527,584.	0.	87,662.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ► 8

		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 or individual 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. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
FOXROCK PARTNERS LLC 203 LAFAYETTE ST. 2ND FLR. NEW YORK NY 10012	CORPORATE PROGRAM CONSULTING	111,746.

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 ► 1

Part VIII Statement of Revenue

Section	Line			(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	21,707,454.				
	g Noncash contributions included in lns 1a-1f: $						
	h Total. Add lines 1a-1f		►	21,707,454.			
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)		►	50,198.	0.	0.	50,198.
	4 Income from investment of tax-exempt bond proceeds		►				
	5 Royalties		►	46,976.	46,976.	0.	0.
		(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		4,893.	4,893.	0.	0.
	b						
	c						
	d All other revenue						
	e Total. Add lines 11a-11d		►	4,893.			
	12 Total revenue. See instructions		►	21,809,521.	51,869.	0.	50,198.

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).

Check if Schedule O contains a response to any question in this Part IX ☐

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 United States. See Part IV, line 21	2,029,311.	2,029,311.		
2 Grants and other assistance to individuals in the United States See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	18,200.	18,200.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,222,968.	837,618.	137,553.	247,797.
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	4,561,604.	3,124,272.	513,064.	924,268.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	31,388.	21,498.	3,530.	6,360.
9 Other employee benefits	460,091.	315,120.	51,748.	93,223.
10 Payroll taxes	463,204.	317,251.	52,099.	93,854.
11 Fees for services (non-employees):				
a Management				
b Legal	4,632.	3,275.	233.	1,124.
c Accounting	20,125.	14,229.	1,013.	4,883.
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other	1,173,351.	829,599.	59,050.	284,702.
12 Advertising and promotion	13,531.	6,066.	2,460.	5,005.
13 Office expenses	292,354.	196,186.	33,936.	62,232.
14 Information technology	51,392.	31,504.	5,715.	14,173.
15 Royalties				
16 Occupancy	503,510.	286,784.	128,651.	88,075.
17 Travel	893,684.	768,876.	57,595.	67,213.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	50,558.	37,411.	2,076.	11,071.
20 Interest	293.	173.	0.	120.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	277,219.	217,468.	35,122.	24,629.
23 Insurance	79,182.	35,497.	14,395.	29,290.
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a PLAYGROUND EQUIPMENT	5,720,281.	5,720,281.	0.	0.
b CONSTRUCTION	2,520,620.	2,520,620.	0.	0.
c MARKETING	449,530.	438,602.	0.	10,928.
d PRINTING & REPRODUCTION	100,079.	58,657.	7,618.	33,804.
e All other expenses	237,179.	131,605.	34,084.	71,490.
25 Total functional expenses. Add lines 1 through 24e	21,174,286.	17,960,103.	1,139,942.	2,074,241.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ► ☐ if following SOP 98-2 (ASC 958-720)				

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			2,837,313.	2	5,006,511.
	3	Pledges and grants receivable, net			418,340.	3	255,888.
	4	Accounts receivable, net			748,405.	4	689,736.
	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)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)				6	
	7	Notes and loans receivable, net				7	
	8	Inventories for sale or use			52,950.	8	51,453.
	9	Prepaid expenses and deferred charges			112,713.	9	140,130.
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	1,335,290.			
	b	Less accumulated depreciation	10b	1,083,549.	377,674.	10c	251,741.
	11	Investments — publicly traded securities			5,058,274.	11	5,104,735.
	12	Investments — other securities. See Part IV, line 11				12	
	13	Investments — program-related. See Part IV, line 11				13	
	14	Intangible assets			226,684.	14	43,690.
	15	Other assets See Part IV, line 11			51,823.	15	80,473.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)			9,884,176.	16	11,624,357.
LIABILITIES	17	Accounts payable and accrued expenses			1,350,087.	17	1,521,564.
	18	Grants payable				18	1,081,500.
	19	Deferred revenue			1,869,643.	19	1,741,720.
	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 (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D			77,925.	25	47,468.
	26	**Total liabilities.** Add lines 17 through 25			3,297,655.	26	4,392,252.
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			6,586,521.	27	7,232,105.
	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, or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			6,586,521.	33	7,232,105.
	34	Total liabilities and net assets/fund balances			9,884,176.	34	11,624,357.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI [X]

1	Total revenue (must equal Part VIII, column (A), line 12)	1	21,809,521.
2	Total expenses (must equal Part IX, column (A), line 25)	2	21,174,286.
3	Revenue less expenses Subtract line 2 from line 1	3	635,235.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	6,586,521.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	10,349.
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	7,232,105.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII [ ]

			Yes	No
1	Accounting method used to prepare the Form 990 [ ] Cash [X] 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 separate basis, consolidated basis, or both [X] 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

2011

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 a 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 organization(s)

(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 column (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in column (i) of your support? Yes	(v) No	(vi) Is the organization in column (i) organized in the US? Yes	(vi) No	(vii) Amount of support
(A)									
(B)									
(C)									
(D)									
(E)									
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 or if the organization failed to qualify under Part III If the organization fails to qualify under the tests listed below, please complete Part III)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any 'unusual grants')	22,928,304.	24,505,543.	19,115,505.	19,182,569.	21,707,454.	107,439,375.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	22,928,304.	24,505,543.	19,115,505.	19,182,569.	21,707,454.	107,439,375.
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)						38,758,113.
6 **Public support.** Subtract line 5 from line 4						68,681,262.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	22,928,304.	24,505,543.	19,115,505.	19,182,569.	21,707,454.	107,439,375.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	408,362.	223,353.	54,158.	91,950.	97,174.	874,997.
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.)	64,869.	340.	1,720.	493.	4,893.	72,315.
11 **Total support.** Add lines 7 through 10						108,386,687.

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

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 2011 (line 6, column (f) divided by line 11, column (f))	14	63.37 %
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	46.06 %

16a **33-1/3% support test – 2011.** 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 – 2010.** 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 – 2011.** 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 – 2010.** 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 or if the organization failed to qualify under Part II If the organization fails to qualify under the tests listed below, please complete Part II)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions and membership fees received (Do not include any 'unusual grants.')						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any 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, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from 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 in line 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 2011 (line 8, column (f) divided by line 13, column (f))	**15**	%
16	Public support percentage from 2010 Schedule A, Part III, line 15	**16**	%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2011** (line 10c, column (f) divided by line 13, column (f))	**17**	%
18	Investment income percentage from **2010** Schedule A, Part III, line 17	**18**	%

19a **33-1/3% support tests – 2011.** 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 – 2010.** If the organization did not check a box on line 14 or line 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. Also complete this part for any additional information. (See instructions).

Other Income Part II, Line 10

Description: RENTAL INCOME

2007: 0.

2008: 0.

2009: 0.

2010: 0.

2011: 0.

Description: SCHOLARSHIP INCOME

2007: 0.

2008: 0.

2009: 0.

2010: 0.

2011: 0.

Description: PUBLISHING INCOME

2007: 0.

2008: 240.

2009: 0.

2010: 0.

2011: 0.

Description: MERCHANDISING INCOME

2007: 1665.

2008: 0.

2009: 0.

2010: 0.

2011: 0.

Description: SERVICE FEES

2007: 0.

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

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, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2011

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 can 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 education)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of a 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 Tax 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, and not on a historic structure listed in the National Register	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 easements 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 section 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 (ASC 958), 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 (ASC 958), 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 (ASC 958) 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 the 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 the 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 current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ► ______ %

b Permanent endowment ► ______ %

c Temporarily restricted endowment ► ______ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

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 **Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of property	(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.	559,662.	224,034.
d Equipment		259,338.	248,924.	10,414.
e Other		292,256.	274,963.	17,293.
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ►				251,741.

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
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. *(Column (b) must equal Form 990 Part X, column (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
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. *(Column (b) must equal Form 990, Part X, column (B) line 13.)* ►		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, column (B), line 15.)* ►	

Part X Other Liabilities. See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DEFERRED RENT	47,468.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, column (B) line 25.)* ►	47,468.

2 FIN 48 (ASC 740) 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 (ASC 740)

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	21,809,521.
2	Total expenses (Form 990, Part IX, column (A), line 25)	21,174,286.
3	Excess or (deficit) for the year Subtract line 2 from line 1	635,235.
4	Net unrealized gains (losses) on investments	10,349.
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	10,349.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	645,584.

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	23,068,813.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a	10,349.		
b	Donated services and use of facilities	2b	1,248,943.		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	1,259,292.
3	Subtract line **2e** from line **1**			3	21,809,521.
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**:				
a	Investment 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	21,809,521.

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

1	Total expenses and losses per audited financial statements			1	22,423,229.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25.				
a	Donated services and use of facilities	2a	1,248,943.		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	1,248,943.
3	Subtract line **2e** from line **1**			3	21,174,286.
4	Amounts included on Form 990, Part IX, line 25, but not on line **1**:				
a	Investment 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	21,174,286.

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 F (Form 990)

Department of the Treasury Internal Revenue Service

Statement of Activities Outside the United States

► Complete if the organization answered 'Yes' to Form 990, Part IV, line 14b, 15, or 16.
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization: KaBOOM!, INC.

Employer identification number: 52-1970904

Part I **General Information on Activities Outside the United States.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 14b.

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

2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g, fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 15, for any recipient who received more than $5,000. Check this box if no one recipient received more than $5,000 ► ☐
Part II can be duplicated if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)		North America	PLAYGROUND BUILD	18,200.	CHECK			
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								
(13)								
(14)								
(15)								
(16)								

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ► 1

3 Enter total number of other organizations or entities ►

TEEA3502 05/26/11

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered 'Yes' to Form 990, Part IV, line 16. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

1	Was the organization a U S transferor of property to a foreign corporation during the tax year? *If 'Yes,' the organization may be required to file Form 926, Return by a U S Transferor of Property to a Foreign Corporation (see Instructions for Form 926)*	☐ Yes	☒ No
2	Did the organization have an interest in a foreign trust during the tax year? *If 'Yes,' the organization may be required to file Form 3520, Annual Return To Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)*	☐ Yes	☒ No
3	Did the organization have an ownership interest in a foreign corporation during the tax year? *If 'Yes,' the organization may be required to file Form 5471, Information Return of U S Persons With Respect To Certain Foreign Corporations (see Instructions for Form 5471)*	☐ Yes	☒ No
4	Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If 'Yes,' the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)*	☐ Yes	☒ No
5	Did the organization have an ownership interest in a foreign partnership during the tax year? *If 'Yes,' the organization may be required to file Form 8865, Return of U S Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)*	☐ Yes	☒ No
6	Did the organization have any operations in or related to any boycotting countries during the tax year? *If 'Yes,' the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)*	☐ Yes	☒ No

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

Pt I Line 2 SEE EXPLANATION ON ATTACHED STATEMENT D

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

2011

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. Part II can be duplicated 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
(1) SEE ATTACHMENT 1							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ► 144

3 Enter total number of other organizations listed in the line 1 table ► 144

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. Part III can be duplicated 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
1					
2					
3					
4					
5					
6					
7					

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

2011

Open to Public Inspection

Name of the organization: KaBOOM!, INC.

Employer identification number: 52-1970904

Part I Questions Regarding Compensation

		Yes	No
1a 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 filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director Explain in Part III [X] Compensation committee [X] Independent compensation consultant [ ] Form 990 of other organizations [X] Written employment contract [X] 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 persons 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 Regulations 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 duplicate copies 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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable columns (D) and (E) amounts for that individual.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus and incentive compensation	(iii) Other reportable compensation				
1 DARELL D. HAMMOND	(i)	243,059.	59,042.	95,632.	7,405.	7,419.	412,557.	79,132.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 BRUCE M. BOWMAN	(i)	223,359.	49,644.	0.	6,817.	12,156.	291,976.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3 GEORGE T. MEGAS	(i)	136,202.	26,657.	0.	4,222.	7,876.	174,957.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
4 KATE M. BECKER	(i)	139,198.	26,605.	0.	4,214.	4,889.	174,906.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
5 JAMES M. HUNN	(i)	135,491.	21,259.	0.	3,306.	8,514.	168,570.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, for Part II. 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.

SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

Open to Public Inspection

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

Pt VI, Line 2	FAMILY RELATIONSHIP - SEE ATTACHED STATEMENT G
Pt VI, Line 11a	FORM 990 REVIEW - SEE ATTACHED STATEMENT H
Pt VI, Line 12c	CONFLICT OF INTEREST POLICY - SEE ATTACHED STATEMENT I
Pt VI, Line 15	EXECUTIVE COMPENSATION POLICY - SEE ATTACHED STATEMENT J
Pt VI, Line 19	KaBOOM! INCLUDES ON ITS WEBSITE COPIES OF ITS AUDITED FINANCIAL STATEMENTS AND ITS FORM 990 FOR THE PAST FIVE YEARS.
Pt XI	UNREALIZED INVESTMENT INCOME OF $10,349
Pt VI-B, Line 16	JOINT VENTURE - SEE ATTACHED STATEMENT K

Schedule O (Form 990), Supplemental Information to Form 990

Form 990, Page 6, Line 17 (continued)

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)

2008: 0.
2009: 0.
2010: 0.
2011: 0.
Description: MISCELLANEOUS INCOME
2007: 5145.
2008: 0.
2009: 1720.
2010: 493.
2011: 4893.
Description: FOREIGN CURRENCY EXCHANGE
2007: 0.
2008: 0.
2009: 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)

2011: 0.

Description: REGISTRATION INCOME

2007: 58059.

2008: 100.

2009: 0.

2010: 0.

2011: 0.

Schedule O (Form 990 or 990-EZ), Supplemental Information to Form 990 or 990-EZ
Form 990, Page 10, Line 24e All Other Expenses (continued)

Description	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
BANK CHARGES	9,909.	5,855.	0.	4,054.
DUES & SUBSCRIPTIONS	81,884.	36,708.	14,886.	30,290.
POSTAGE & DELIVERY	84,035.	49,253.	6,398.	28,384.
EQUIPMENT RENTAL AND REPAIRS	12,241.	6,972.	3,128.	2,141.
BAD DEBT EXPENSE	11,256.	11,256.	0.	0.
LOSS ON DISPOSAL	37,854.	21,561.	9,672.	6,621.

KaBOOM! Inc.
2011 Form 990, Schedule I
Part II Grants and Other Assistance to Governments and Organizations in the United States

1 (a)					(b)	(d)	(e)	(f)	(g)	(h)
Name	Address				EIN	Amount of Cash Grant	Amount of Non-Cash Assistance	Method of Valuation	Description of Non- Cash Assistance	Purpose of Grant or Assistance
City of Davenport Parks and Recreation	700 W. River Drive	Davenport	IA	52802	42-6004463	30,000	0	N/A	N/A	Building a playground
Harrisburg Community Unit School #3	40 South Main Street	Harrisburg	IL	62946	37-6053448	23,001	0	N/A	N/A	Imagination Playground Cart/Box
City of Scranton	982 Providence Rd	Scranton	PA	18508	24-6000704	20,000	0	N/A	N/A	Building a playground
City of Auburn WA	911 9th St SE	Auburn	WA	98002	91-6001228	20,000	0	N/A	N/A	Building a playground
Columbus Rec & Parks Dept	111 E Broad St Suite 200	Columbus	OH	43205	31-6400223	20,000	0	N/A	N/A	Building a playground
City of Dothan, AL	PO Box 2128	Dothan	AL	36302	63-6001243	20,000	0	N/A	N/A	Building a playground
City of Hickory	PO Box 398	Hickory	NC	28603	56-6001244	20,000	0	N/A	N/A	Building a playground
City of Mt Juliet Parks & Recreation	2425 N Mt Juliet Road	Mt Juliet	TN	37121	62-0909621	20,000	0	N/A	N/A	Building a playground
City of Meriden, CT	142 E Main St, City Hall Rm 218	Meriden	CT	06450	06-6001893	20,000	0	N/A	N/A	Building a playground
City of Moraine	4200 Dryden Rd	Moraine	OH	43439	31-6008613	20,000	0	N/A	N/A	Building a playground
City of Niagara Falls	745 Main St	Niagara Falls	NY	14302	16-6002548	20,000	0	N/A	N/A	Building a playground
City of Oak Park Heights	PO Box 2007	Stillwater	MN	55082	41-0941681	20,000	0	N/A	N/A	Building a playground
City of Ottawa	PO Box 60	Ottawa	KS	66067	48-6037972	20,000	0	N/A	N/A	Building a playground
City of Richmond Hill	PO Box 250	Richmond Hill	GA	31324	58-0961602	20,000	0	N/A	N/A	Building a playground
City of Rockledge	1600 Huntington Lane	Rockledge	FL	32955	59-6000418	20,000	0	N/A	N/A	Building a playground
City of Senatobia	PO Box 1020	Senatobia	MS	38668	64-6008064	20,000	0	N/A	N/A	Building a playground
Trenton Board of Education	105 North Clinton Avenue	Trenton	NJ	08678	21-6000326	20,000	0	N/A	N/A	Building a playground
City of Williamstown	PO Box 147	Williamstown	KY	41097	61-6001931	20,000	0	N/A	N/A	Building a playground
City of York	1 Marketway West, 3rd Fl	York	PA	17401	23-6001908	20,000	0	N/A	N/A	Building a playground
City of Kenner	1801 Williams Blvd	Kenner	LA	70062	72-6001670	20,000	0	N/A	N/A	Building a playground
Playboard of Shirley	9 Brown Road	Shirley	MA	01464	04-3407236	20,000	0	N/A	N/A	Building a playground
Town of Miami Lakes	15150 NW 79th Court	Miami Lakes	FL	33016	65-1083493	20,000	0	N/A	N/A	Building a playground
Zion Park District	2400 Dowie Memorial Drive	Zion	IL	60099	36-6007400	17,300	0	N/A	N/A	Imagination Playground Cart/Box
Alton Day Care & Learning Center	PO Box 516 / 121 W. Elm Street	Alton	IL	62002	37-0920860	17,300	0	N/A	N/A	Imagination Playground Cart/Box
Belvidere Family YMCA	220 W Locust Street	Belvidere	IL	61008	06-2287820	17,300	0	N/A	N/A	Imagination Playground Cart/Box
Caring Hands Day Care	599 Canaan Drive	LaSalle	IL	61301	36-4003204	17,300	0	N/A	N/A	Imagination Playground Cart/Box
Winter Park Day Nursery	741 S Pennsylvania Ave	Winter Park	FL	32789	59-0638506	17,050	0	N/A	N/A	Imagination Playground Cart/Box
DC Prep	707 Edgewood S NE	Washington	DC	20017	02-0550253	16,571	0	N/A	N/A	Imagination Playground Cart/Box
United Way Center for Excellence	3250 SW 3rd Ave	Miami	FL	33129	59-0830840	16,483	0	N/A	N/A	Imagination Playground Cart/Box
Akron Summit Community Action, Inc	PO Box 2000	Akron	OH	44309-2000	34-0965339	16,410	0	N/A	N/A	Imagination Playground Cart/Box
Welbourne Ave Nursery	450 W Welbourne Ave	Winter Park	FL	32789	59-0704742	16,403	0	N/A	N/A	Imagination Playground Cart/Box
Waltham Boys & Girls Club	20 Exchange St	Waltham	MA	02451	04-2103927	16,018	0	N/A	N/A	Imagination Playground Cart/Box
Women's League Inc Child Development Center	1695 Main Street	Hartford	CT	06120	06-0646969	15,865	0	N/A	N/A	Imagination Playground Cart/Box
Don Pedro Albizu Samdos School PSMS161	499 West 133rd St	New York	NY	10027	13-6400434	15,786	0	N/A	N/A	Imagination Playground Cart/Box
The Anderson School PS334	100 West 77th Street	New York	NY	10024	13-6400434	15,786	0	N/A	N/A	Imagination Playground Cart/Box
PS/MS 218	1220 Gerard Ave	Bronx	NY	10452	13-6400434	15,786	0	N/A	N/A	Imagination Playground Cart/Box
Cabrillo Econ Devel Corp	702 County Square Drive	Ventura	CA	93003	95-3681521	15,200	0	N/A	N/A	Building a playground
Community Boys & Girls Club	901 Nixon St.	Wilmington	NC	28401	56-0636247	15,200	0	N/A	N/A	Building a playground
Crescent City Bible Church	4910 Arts St.	New Orleans	LA	70122	27-0309104	15,200	0	N/A	N/A	Building a playground
YWCA Central Alabama	309 23rd St North	Birmingham	AL	35203	63-0288882	15,200	0	N/A	N/A	Building a playground
Elsie Whitlow Stokes Community	3700 Oakview Terrace NE	Washington	DC	20017	52-2094777	15,200	0	N/A	N/A	Building a playground
Chicago International Charter School	11 E Adams St, Ste 600	Chicago	IL	60603	36-4141583	15,200	0	N/A	N/A	Building a playground
City of Bethlehem	10 East Church Street	Bethlehem	PA	18018	24-6000689	15,000	0	N/A	N/A	Building a playground
City of Glendora	116 E Foothill Blvd	Glendora	CA	91741	95-6000715	15,000	0	N/A	N/A	Building a playground
City of Missoula	600 Cregg Lane	Missoula	MT	59801	81-6001293	15,000	0	N/A	N/A	Building a playground
KCAA Preschools of Hawaii	2707 South King Street	Honolulu	HI	96826	99-0075242	13,297	0	N/A	N/A	Imagination Playground Cart/Box

SF Recreation & Park Dept	501 Stanyan Street	San Francisco	CA	94117	94-6000417	12,448	0	N/A	N/A	Imagination Playground Cart/Box
Wellston City Schools	1 E Broadway	Wellston	OH	45692	31-6401103	12,322	0	N/A	N/A	Imagination Playground Cart/Box
Boys $ Girls Clubs of Chicago, John L Yancey Club	6245 South Wabash	Chicago	IL	60637	36-2166997	12,198	0	N/A	N/A	Imagination Playground Cart/Box
Tuscaloosa City Board of Education	408 Skyland Blvd E	Tuscaloosa	AL	35405	63-6000811	12,178	0	N/A	N/A	Building a playground
Boys & Girls Club of Southwest Missouri	317 Comingo	Joplin	MO	64801	44-0627566	12,052	0	N/A	N/A	Imagination Playground Cart/Box
Action for Boston Community Developmen, Inc	178 Tremont St	Boston	MA	02111	04-2304133	11,908	0	N/A	N/A	Imagination Playground Cart/Box
Goethe International Charter School	12500 Braddock Drive	Los Angeles	CA	90066	26-0279556	11,743	0	N/A	N/A	Building a playground
Odessa Family YMCA	3001 E University	Odessa	TX	79762	75-1187026	11,738	0	N/A	N/A	Building a playground
Richmond Outreach Center	PO Box 6415	Richmond	VA	23230	27-2530326	11,318	0	N/A	N/A	Building a playground
Women's Christian Alliance	1722 Cecil B Moore Avenue	Philadelphia	PA	19121	23-1405606	10,995	0	N/A	N/A	Building a playground
Phil Campbell Elementary School	PO Box 129	Phil Campbell	AL	35581	63-0801565	10,831	0	N/A	N/A	Imagination Playground Cart/Box
Experiential Environmental Education/The Green School of Baltimore	2851 Kentucky Ave	Baltimore	MD	21213	76-0751035	10,817	0	N/A	N/A	Imagination Playground Cart/Box
A M Waddington PTA	101 Legion Way	Riverside	RI	02915	05-6020255	9,000	0	N/A	N/A	Building a playground
Dunbar Intermediate	1300 Myers Ave	Dunbar	WV	25064	55-0697052	9,000	0	N/A	N/A	Building a playground
Capitol Hill Elem Sch PTA	1346 SW Medwyn Terrace	Portland	OR	97219	93-6039301	9,000	0	N/A	N/A	Building a playground
United Way of SE Idaho	PO Box 911	Pocatello	ID	83204	82-0209625	9,000	0	N/A	N/A	Building a playground
Edmonds School District #15 for Martha Lake Elementary	20420 68th Ave W	Lynnwood	WA	98036	91-6001871	9,000	0	N/A	N/A	Building a playground
Friends of Loring Heights Park	504 Deering Road	Atlanta	GA	30309	27-3346917	9,000	0	N/A	N/A	Building a playground
City of Saco	300 Main Street	Saco	ME	04072	01-6000035	9,000	0	N/A	N/A	Building a playground
Amesbury Improvement Association	14 Mechanics Row	Amesbury	MA	01913	04-3414094	9,000	0	N/A	N/A	Building a playground
Edgewood Elementary PTO	203 Grove Street	Marysville	OH	43040	31-6400720	9,000	0	N/A	N/A	Building a playground
Niu Valley Community Association	5648 Pia Street	Honolulu	HI	96821	47-0890686	9,000	0	N/A	N/A	Building a playground
Town of Abbot Community Playground Committee	PO Box 120	Abbot	ME	04406	01-6000039	9,000	0	N/A	N/A	Building a playground
Cerebral Palsy Inc	2801 S Webster Ave	Green Bay	WI	54301	39-0901265	9,000	0	N/A	N/A	Building a playground
Adair Public Schools	101 S Harley Hughes Blvd	Adair	OK	74330	73-0763773	9,000	0	N/A	N/A	Building a playground
Alexander County Family YMCA	PO Box 10	Taylorsville	NC	28681	56-1036861	9,000	0	N/A	N/A	Building a playground
ARC Broward	10250 NW 53rd Street	Sunrise	FL	33351	59-0809623	9,000	0	N/A	N/A	Building a playground
Asbury Park Housing Authority	1000 3rd Ave	Asbury Park	NJ	7712	21-6000739	9,000	0	N/A	N/A	Building a playground
Berwick Area YMCA	231 W Third St	Berwick	PA	18603	24-0813665	9,000	0	N/A	N/A	Building a playground
Borough of Carteret	61 Cooke Ave	Carteret	NJ	07008	22-6001707	9,000	0	N/A	N/A	Building a playground
Boys & Girls Clubs of Middlesex County	181 Washington Street	Somerville	MA	02143	23-7072768	9,000	0	N/A	N/A	Building a playground
B&GC of the East Valley	1405 E Guadalupe Rd, Ste 4	Tempa	AZ	85283	86-0550646	9,000	0	N/A	N/A	Building a playground
Boys & Girls Club of the Tennessee Valley	220 Carrick Street	Knoxville	TN	37921	62-0475743	9,000	0	N/A	N/A	Building a playground
Buffalo City School District	408 City Hall	Buffalo	NY	14202	16-6001554	9,000	0	N/A	N/A	Building a playground
CADAV (Community Against Drugs and Violence	2643 70th Ave	Baton Rouge	LA	70807	72-1260040	9,000	0	N/A	N/A	Building a playground
CA Heights United Methodist Children's Center	3759 Orange Ave	Long Beach	CA	90807	95-1740233	9,000	0	N/A	N/A	Building a playground
Canton Township	655 Grove Ave	Washington	PA	15301	25-6000717	9,000	0	N/A	N/A	Building a playground
Carol Matheys Center for Children & Families	6060 43rd St N	Oakdale	MN	55128	41-1647445	9,000	0	N/A	N/A	Building a playground
Central Christian Church	418 W Franklin	Elkhart	IN	46516	35-0979231	9,000	0	N/A	N/A	Building a playground
Central Elementary School	410 State Street	Petoskey	MI	49770	38-6001179	9,000	0	N/A	N/A	Building a playground
Challenger Learning Center of Arizona	21170 N 83rd Ave	Peoria	AZ	85382	86-0851830	9,000	0	N/A	N/A	Building a playground
City of Coolidge	130 W Central Ave	Coolidge	AZ	85128	86-6000240	9,000	0	N/A	N/A	Building a playground
City of Stanley	PO Box 53501	Stanley	ID	83278	82-0404243	9,000	0	N/A	N/A	Building a playground
City of Vernon	1725 Wilbarger	Vernon	TX	76384	75-6000702	9,000	0	N/A	N/A	Building a playground
Community Family Development	269 Mill St	Poughkeepsie	NY	12601	14-1779480	9,000	0	N/A	N/A	Building a playground
Community Outreach & Development	4719 Marlboro Pike, Ste 104	Capitol Heights	MD	20743	52-2112842	9,000	0	N/A	N/A	Building a playground
Cornerstone Community Outreach	4615 N Clifton Ave	Chicago	IL	60640	36-3670992	9,000	0	N/A	N/A	Building a playground
Davis Public Schools	400 E Atlanta	Davis	OR	73030	73-6021150	9,000	0	N/A	N/A	Building a playground
East Elementary	2700 Vincent	Brownwood	TX	76801	75-6000283	9,000	0	N/A	N/A	Building a playground
East End Elementary Playground	640 Walnut St	Meadville	PA	16335	25-1215891	9,000	0	N/A	N/A	Building a playground
Fortune School	2035 Hurley Wy #200	Sacramento	CA	95825	94-3187528	9,000	0	N/A	N/A	Building a playground
Fratt Elementary	3501 Kinzie	Racine	WI	53405	39-6031430	9,000	0	N/A	N/A	Building a playground
Grand Rapids Children's Museum	22 Sheldon Ave NE	Grand Rapids	MI	49503	38-3088234	9,000	0	N/A	N/A	Building a playground
Grant Park Cooperative Preschool	501 Grant St	Atlanta	GA	30312	58-2539451	9,000	0	N/A	N/A	Building a playground
Granville Little League	85 Church St	Granville	NY	12832	14-6025826	9,000	0	N/A	N/A	Building a playground

Alva Friends of Play Foundation	PO Box 981	Alva	OK	73717	45-2404306	9,000	0	N/A	N/A	Building a playground
Helena Housing Authority	812 Abbey Street	Helena	MT	59601	81-6001753	9,000	0	N/A	N/A	Building a playground
Fun For Everyone	437 N Main St	Timberville	VA	22853	54-6001584	9,000	0	N/A	N/A	Building a playground
Kansas Community Corporation	PO Box 254	Kansas	IL	61933	37-1309625	9,000	0	N/A	N/A	Building a playground
YMCA of NW NC Kernersville Family YMCA Branch	30 N Main St, Ste 1900	Winston-Salem	NC	27101	56-0530015	9,000	0	N/A	N/A	Building a playground
Lake Murray Playground Project	PO Box 191053	San Diego	CA	92119	23-7161187	9,000	0	N/A	N/A	Building a playground
Leech Lake Band of Ojibwe	115 Sixth St NW Suite E	Casslake	MN	56633	41-1245052	9,000	0	N/A	N/A	Building a playground
Refugio ISD	212 W Vance St	Refugio	TX	78377	74-6021871	9,000	0	N/A	N/A	Building a playground
City of Little Rock	500 W Markham, Rm 203	Little Rock	AR	72201	71-6014465	9,000	0	N/A	N/A	Building a playground
Lookeba-Sickles Elementary School	301 W Sides Ave	Lookeba	OK	73053	73-0932356	9,000	0	N/A	N/A	Building a playground
Lycee Francais de la Nouvelle-Orleans	5401 S Claiborne Ave	New Orleans	LA	70125	80-0502031	9,000	0	N/A	N/A	Building a playground
Everett Public Schools, Madison Elem	616 Peck's Drive	Everett	WA	98203	91-6001542	9,000	0	N/A	N/A	Building a playground
Magnuson Christian School	4000 Linden Street	White Bear Lake	MN	55110	32-0111769	9,000	0	N/A	N/A	Building a playground
McCormick County Library	PO Box 1899	McCormick	SC	29835	57-6000381	9,000	0	N/A	N/A	Building a playground
Meridian School	2555 N IH-35	Round Rock	TX	78664	27-0822902	9,000	0	N/A	N/A	Building a playground
Ocean Ave Elementary School	150 Ocean Ave, 73 Payson St	Portland	ME	04102	04-3374427	9,000	0	N/A	N/A	Building a playground
O'Keefe Educational Media	11975 Seaway Rd B246	Gulfport	MS	39503	36-4488806	9,000	0	N/A	N/A	Building a playground
Palestine Learning Center	3619 East 35th Street	Kansas City	MO	64128	43-0953427	9,000	0	N/A	N/A	Building a playground
Opatterson Park Public Charter School	27 N Lakewood Ave	Baltimore	MD	21224	01-0819395	9,000	0	N/A	N/A	Building a playground
PB&J Family Services	1101 Lopex Rd SW	Albuquerque	NM	87105	85-0231566	9,000	0	N/A	N/A	Building a playground
Santo Nino Elementary	2701 Bismark	Laredo	TX	78043	74-6001580	9,000	0	N/A	N/A	Building a playground
Prairie View USD 362	13799 KS Hwy 152	LaCygne	KS	66040	48-0698988	9,000	0	N/A	N/A	Building a playground
Project "Be Somebody"	6403 Kale Adam Rd	Leavittsburg	OH	44430	26-4222371	9,000	0	N/A	N/A	Building a playground
Renaissance Church at Longview	7205 Longview Rd	Kansas City	MO	64134	12-548723	9,000	0	N/A	N/A	Building a playground
Rutherford Elementary	301 Southland Blvd	Louisville	KY	40214	61-1145471	9,000	0	N/A	N/A	Building a playground
Smoke Rise Elementary Fdn	2100 Deer Ridge Dr	Smoke Rise	GA	30087	26-2641650	9,000	0	N/A	N/A	Building a playground
Southside Community Church/Leadership Macon	PO Box 53501	Macon	GA	31208	33-1120403	9,000	0	N/A	N/A	Building a playground
Special Kids Foundation	3105 Castle Rock Loop	Discovery Bay	CA	94505	20-8750283	9,000	0	N/A	N/A	Building a playground
Greensburg Community Development Corp	41 W Otterman St , Ste 520	Greensburg	PA	15601	23-7345272	9,000	0	N/A	N/A	Building a playground
People in Action	5400 Butternut Drive	East Syracuse	NY	13057	30-0167847	9,000	0	N/A	N/A	Building a playground
Springfield Sharefest - Harvard Park Elementary	2850 Cider Mill Lane	Springfield	IL	62702	37-0712057	9,000	0	N/A	N/A	Building a playground
St Bartholomew Church & Schools	4949 W Patterson	Chicago	IL	60641	36-2170946	9,000	0	N/A	N/A	Building a playground
Stoney Point Elementary School	7411 Rockfish Rd	Fayetteville	NC	28306	56-6001015	9,000	0	N/A	N/A	Building a playground
Syracuse Parks Conservancy	212 Melrose Ave	Syracuse	NY	13206	27-1737900	9,000	0	N/A	N/A	Building a playground
The Elizabeth Ministry	PO Box 26542	Richmond	VA	23261	87-0761142	9,000	0	N/A	N/A	Building a playground
Utah Lions Foundation	863 West 3300 South	Syracuse	UT	84075	45-2321626	9,000	0	N/A	N/A	Building a playground
Pawnee County	715 Broadway	Larned	KS	67550	48-6007542	9,000	0	N/A	N/A	Building a playground
The Salvation Army, Hampton Corps	1033 Big Bethel Rd	Hampton	VA	23666	58-0660607	9,000	0	N/A	N/A	Building a playground
Town of Cutler Bay	10720 Caribbean Blvd #105	Cutler Bay	FL	33189	02-0768791	9,000	0	N/A	N/A	Building a playground
Town of Fredonia	PO Box 217	Fredonia	AZ	86022	86-0186382	9,000	0	N/A	N/A	Building a playground
Village of Arlington	112 Pleasant St	Arlington	IL	61312	36-6432005	9,000	0	N/A	N/A	Building a playground
Village of Fort Edward	118 Broadway	Fort Edward	NY	12828	14-6002185	9,000	0	N/A	N/A	Building a playground
City of Pico Rivera	PO Box 1016	Pico Rivera	CA	90661	65-6006039	6,184	0	N/A	N/A	Building a playground
Sewickley Valley YMCA	625 Blackburn Road	Sewickley	PA	15143	25-0979384	5,504	0	N/A	N/A	Building a playground

STATEMENT A
EIN #52-1970904

KaBOOM!, Inc.
2011 Form 990
Page 1, Part 1, Line 1

Organization Summary

KaBOOM! exists to solve a problem: The Play Deficit. KaBOOM!, Inc. 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. Play is proven to be critical to a child's social, emotional, physiological, and academic development. KaBOOM! believes 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.

A Stanford University School of Medicine reports that children are spending less time playing outdoors than any previous generation.[1] Broadly speaking, the report asserts that children today spend less time playing outdoors, because there are far too few places to play, and children are not given enough time to play.[2] This combination of factors has created what KaBOOM! calls a Play Deficit. In order to begin fighting the Play Deficit, KaBOOM! believes the first step is to define the scope of the problem.

In April 2010, the Centers for Disease Control reported that only *one out of five* children in the United States lives within a half-mile of a park or playground.[3] Recent studies have found that recess offers nearly half of the chances kids get to be physically active during the school year (42%) but recess is increasingly absent from the school day.[4] When not in school, children engage in seven hours and 38 minutes of recreational media usage *each day*.[5] Children in low-income households are estimated to spend 50% more time watching television than their affluent peers.[6]

In neighborhoods without a park or playground, the incidence of childhood obesity increases 29%.[7] Children with a park or playground within half-a-mile are almost five

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[1] "Building 'generation play': Addressing the crisis of inactivity among America's children." Stanford University, School of Medicine (2007) http://www.playeveryday.org/Stanford%20Report.pdf

[2] *Id.*

[3] "State Indicator Report on Physical Activity 2010." Centers for Disease Control and Prevention. Atlanta, GA: U.S. Department of Health and Human Services, 2010. http://www.cdc gov/physicalactivity/downloads /PA_State_Indicator_Report_2010.pdf

[4] "Recess rules: why the undervalued playtime may be America's best investment for healthy kids and healthy schools" The Robert Wood Johnson Foundation (2007)(http://www.rwjf.org/files/research/sports4kidsrecessreport pdf) and "Calories In, Calories Out: Food and Exercise in Public Elementary Schools." National Center for Education Statistics. 2005. http://nces.ed gov/pubs2006/2006057.pdf

[5] *Id.*

[6] *Id.*

[7] "Neighborhood Socioeconomic Conditions, Built Environments, and Childhood Obesity." Singh, Gopal, Siahpush, Mohammed, and Kogan, Michael. *Health Affairs*, Volume 29, Number 3. (2010)

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Organization Summary (continued)

times more likely to be a healthy weight than children without playgrounds or parks nearby.[8] Nearly one in three children in America is overweight or obese, setting them up for a lifetime of health problems, such as diabetes, heart disease and cancer.[9]

Children who learn in a play-enriched environment outperform play-deprived children in reading and mathematics, are better adjusted socially and emotionally, and excel creatively and oral communication.[10] Children deprived of play show increased problems with social integration, including greater likelihood of felony arrests by young adulthood.[11] Schools without recess face increased incidences in classroom behavioral problems, including violence and emotional outbursts, and their students are often unable to effectively interact with peers and authority figures.[12]

KaBOOM! is addressing the Play Deficit through three distinct strategies: by mapping the state of play, by building and improving engaging playgrounds and helping others to do the same, and by supporting local policies and policy-makers who are increasing opportunities for play.

By mapping, building and improving, and advocating for great places to play, KaBOOM! believes it can amplify a national chorus of united civic voices, promote collective action and create better, safer play opportunities for underserved communities. Each of these strategies help communities increase the quantity, quality and access to play opportunities for children.

Mapping: KaBOOM! is creating a national map that reveals where children have place to play, and, more importantly, where they do not. The KaBOOM! Map of Play is designed to ultimately identify such areas both locally and nationally. It is a user-generated map of playspaces—playgrounds, fields, courts, parks—with photos, ratings, and the ability to become a fan of a particular playspace. The tool allows parents both to find and support the playspaces that already exist. This tool also will produce a Play Desert map, illuminating child-rich but playground-poor communities. Once the Play Deserts are identified, public policy makers and non-profit organizations, including KaBOOM!, can seek to address the Play Deficit rationally and effectively. Once areas of need are identified, KaBOOM! can look at infiltrating some of these

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[8] "Places to Play: Association of Park Space and Facilities With Healthy Weight Status Among Children." Potwarka, Luke R., Kaczynski, Andrew T., and Flack, Andrea L. *Journal of Community Health* Volume 33, Number 5. (2008) http://www.medscape.com/viewarticle/579605

[9] (2010) Prevalence of High Body Mass Index in US Children and Adolescents 2007-2008 Journal of American Medical Association, Ogden, C L , Carroll, M , Curtin L , Lamb, M , Flegal, K 303(3), 242-249

[10] Edward Miller and Joan Almon, **Crisis in the Kindergarten: Why Children Need Play in School,** Alliance for Childhood, 2009.

[11] *Lasting Differences The High/Scope Preschool Curriculum Comparison Study Through Age 23* by Lawrence J Schweinhart and David P. Weikart. High/Scope Educational Research Foundation, 1997 http://www.highscope.org/file/Research/high_scope_curriculum/Curric_factsheet.pdf

[12] 'School recess and group classroom behavior," Barros, Romina M., Silver, Ellen J., & Stein, Ruth E.K. *Pediatrics*, The American Academy of Pediatrics, Volume 123, Number 2, Pages 431- 436, (2009) http://pediatrics.aappublications.org/cgi/content/full/123/2/431

STATEMENT A

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Organization Summary (continued)

Play Deserts using both its signature KaBOOM!-led playground builds as well as its online Do-It-Yourself tools and grant programs.

Building: KaBOOM! built its first playground almost 16 years ago in the Anacostia neighborhood of Washington D.C. Not only did KaBOOM! create a great place for kids to play, KaBOOM! pioneered a new way to build playgrounds, allowing children to design the space and working with members of the community to build it. In 2011, KaBOOM! built its 2000th playground, using the same focus on community engagement as it did on that first build. In order to expand its reach, KaBOOM! has taken all of the playground building expertise it has gained over the past 16 years, given it away online for free, and worked to line up grant funding for the low-income communities it is committed to serving.

KaBOOM! also is working to innovate around the types of play available to children so that they play longer, play harder and come back more frequently. KaBOOM! also recognizes that playground costs and the need to have the space and own the land are prohibitory issues for some child-serving entities to optimize the play available to the children served. In the interest of improving the quality of play experience, adding to the available variety of play, focusing on creative play and expanding the number and types of communities that can provide a great place to play for their children, KaBOOM! supports and is involved with the innovative Imagination Playground™. Conceived by architect David Rockwell, Imagination Playground™, which is further described in Statement K to this Form 990, combines loose parts, a manipulable environment, and trained Play Associates. Every child that encounters it constructs their own play structure every time they play, in combinations that give full reign to their creativity.

Advocating: In addition to its efforts to map the state of play and build playgrounds, KaBOOM! advocates for local policies that increase opportunities to play. To help solve the Play Deficit, KaBOOM! focuses its efforts on local policy because KaBOOM! believes it is our cities and towns where the decisions to fund, not fund or de-fund playspaces most frequently are made. KaBOOM! believes that every school, every park, every public housing complex, and all new housing developments should have places to play. KaBOOM! believes this can only happen if mayors, city councils, school superintendents, and the heads of parks and recreation departments fund, plan, build and maintain the playspaces necessary for children's health and well-being. KaBOOM! believes, that due to its efforts, an increasing number of these local policy makers recognize the importance of play in their communities and are doing something about it. In return, KaBOOM! honors and celebrates these play pioneers with its Playful City USA program. Currently 151 cities have earned this designation, including Aspen, Atlanta, Indianapolis, Orlando, Phoenix, San Antonio and San Francisco.

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Organization Mission, Impact and Theory of Change

KaBOOM!, Inc. is a national non-profit organization dedicated to saving play for America's children. The KaBOOM! mission is to create great playspaces through the participation and leadership of communities. Ultimately, KaBOOM! envisions a place to play within walking distance of every child in America.

KaBOOM! works to achieve its mission and vision with the end in mind. **The Community-Engagement Model** is applied to all KaBOOM! programs as a key strategy. It focuses on both the process and the product of the programs resulting in stronger and sustained impacts. KaBOOM! works to facilitate change through:

Mapping playspaces and identifying the play deficits, building and improving playspaces and advocating.

Activating Community Leadership

KaBOOM! believes that focusing members of a community on a play as an issue and giving them the tools to take the action needed to map, build or improve, and advocate for play activates community leadership. Additionally, KaBOOM! believes that mobilizing community leadership creates more places to play and increases access and quality of existing places to play at a much greater rate allowing KaBOOM! to more effectively achieve its mission.

Simply, through working together, a collective cause and achievable wins spark action that leads to cascading steps of leadership and greater community change.

- **3 Levers of the KaBOOM! Theory of Change**
  - **Convening Around a Collective Cause**: The well-being of children is a universal call to action that generates interest and focuses the energy of a wide range of individuals on working together for positive change in their community for their children. People can put aside differences to work together for a definable project on a definable timeline that results in a new playground for the kids of the community or Playful City USA recognition, or increases access through joint use programs.
  - **Achievable Wins**: KaBOOM! believes that achievable wins are an important element of community empowerment. If a community group successfully has advocated for a simple change, such as a new playground in their neighborhood, then they are more likely to

believe that they can collectively make a difference. The build planning process is full of achievable wins from getting land ownership letters, to recruiting volunteers and getting lunch donated. The final achievable win is the playground being built in six hours with 200 plus volunteers! Planning committee members are empowered, more confident and recognize they can make a difference in their communities. KaBOOM! believes the same result is achieved when a group of people work to make their community a Playful City USA Community, etc.

- **Cascading Steps of Leadership**: Cascading steps of leadership move individuals from small steps into greater acts of community leadership. Individuals recognize they have a voice in making change happen, they have the skills and they have increased confidence from the recent success of the playground build. Following the success of achieving the new playground, Playful City USA recognition, etc., KaBOOM! sees community members take such actions as joining the PTA for the first time, advocating for a new stop sign at a high traffic intersection, working to create a walking path or adding additional amenities to recreational spaces.

Impact Studies: KaBOOM! recognizes the importance of the long-term impacts that result from our work. The outputs and outcomes are regularly measured. Additionally, there have been two independent Impact Studies on KaBOOM!.

- ISKME 2003 (completed 2004) http://www.iskme.org/our-work/building-and-sustaining-community-capacity-civic-engagement-leadership-and-advocacy
- ABCD 2007 (completed 2008) http://kaboom.org/blog/abcd_institute_study_shows_kaboom_changing_communities

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Statement of Program Service Accomplishments

KaBOOM!, Inc. believes that there is a play deficit in America and it is harming our children. KaBOOM! is saving play by ensuring there is a great place to play within walking distance of every child. KaBOOM! is mapping the state of play, building and improving playgrounds and enabling others to do the same, and advocating for local policies that increase opportunities to play. KaBOOM! programs are designed to achieve these objectives.

Part III 4a KaBOOM!-led Playground Builds

At its core are the KaBOOM! hallmark, all-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 foundation of the KaBOOM! 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 created 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 2011, KaBOOM! led 152 playground builds, serving an estimated 280,884 children. These projects engaged 39,281 volunteers, resulting in 234,000 hours of service given to communities in 34 states, the District of Columbia, Mexico, and four Canadian provinces.

KaBOOM! continued its innovative efforts to ensure that focus on the quality of play and effectiveness and efficiencies of its work. These efforts included providing shade on playgrounds, piloting new playground equipment and surfacing and focusing on the sustainability of playgrounds. KaBOOM! secured funding to provide shade for some of the playgrounds it built in 2011 as well as for grants to Alumni organizations to provide for shade products on KaBOOM! playspaces built in previous years.. KaBOOM! piloted new products to understand the trends of the industry and to find quality opportunities for kids or lower cost options for communities. This included the development of multi-generational playgrounds that incorporated Energi and other equipment to allow adults and seniors to play alongside the children in their lives. KaBOOM! made playgrounds and volunteer builds more environmentally friendly through its sustainability initiative. This included incoporating a surfacing system called SMARTE into some of its projects. This surfacing system contains longer lasting recycled materials that provide a higher level of safety and reduced upkeep. Efforts to reduce the environmental impact of our builds saw extraordinary results reducing waste on our KaBOOM!-led builds by 70% and planting more than 386 new trees across 152 builds in 2011.

KaBOOM!-led builds continue to help KaBOOM! elevate the cause of play to the national level. In particular, KaBOOM! founder and CEO, Darell Hammond, authored *The New York Times* bestselling book, *KaBOOM!: How One Man Built a Movement to Save Play*, and completed a national book tour to promote the importance of play, which garnered significant national media coverage for the cause and mission of our work including in *The New York Times* and on NBC's Today Show. In addition, the organization's 2000th build was attended by First Lady Michelle Obama and Secretary of Education Arne Duncan. This event also received considerable national press coverage.

Part III 4a Alumni

Community groups and individuals who have built playgrounds through the community build model (DIY, KaBOOM!-led, etc.) register as a KaBOOM! Alumni and have access to special grant programs, maintenance tips, and support from team as they plan new projects for their community. The Alumni Program additionally provides us further evidence of our impact as we track the stories and ripples that occur following their playground build

Part III 4a. -- Grant program

In addition to providing online tools and community playground builds, KaBOOM! executes a program providing grants to local community organizations in the US and Canada to: 1) assist them in funding new construction of play space projects; 2) supporting efforts to maintain and improve existing playspaces; and 3) to help to open otherwise locked playgrounds for broader community use. KaBOOM! awarded 511 grants in 2011, totaling $2,047,511.

Part III 4b. -- Do-It-Yourself Playground Building Tools

As part of its Mass Action, "many to many" strategy, KaBOOM! has spent the last several years open-sourcing all of its community-organizing and playground-building knowledge, and investing in online tools and resources that empower communities to build playgrounds on their own. In 2011, KaBOOM! led 17,330 online trainings. KaBOOM! believes the reward of this investment in online tools has been substantial. In 2011, KaBOOM! Do-It- Yourself communities built, improved, and opened 1,223 places to play.

Part III 4b. -- Mapping the State of Play

Neighborhoods that have many children and no place to play outside are play deserts. According to the Centers for Disease Control and Prevention, only *one out of five* children in the United States lives within a half-mile of a park or playground, and the availability of places to play looms far worse in low-income neighborhoods. KaBOOM! believes that it is of real national importance to map the locations and scale of the Play Deficit if it is to solve it.

In 2011, KaBOOM! invested time and effort in further developing its nationwide Map of Play, in part through the development of the mobile app, *Playgrounds!,* done in conjunction with Parents Magazine. This app, which was downloaded by 11,969 people in 2011, allows members of the community to easily add playgrounds to the Map of Play, along with photos and ratings. There are now more than 89,000 playspaces mapped across the United States. Key demographic data will be layered into the KaBOOM! Map of Play to provide a comprehensive Play Desert map, illuminating child-rich, playspace-poor areas, allowing for more strategic use of resources in addressing the play deficit.

Part III 4b. -- Advocating for Play -- Individuals

KaBOOM! advocates for the cause of play on both an individual and governmental level. To help individuals advocate for the cause of play, KaBOOM! provides free online webinars and action guides that educate visitors about the importance of play, inspire them to join the cause, and empower them to take action.

Part III 4b. -- Advocating for Play – Local Governments

KaBOOM! also was successful in advocating on the governmental level with its Playful City USA Program. In 2011, 151 communities qualified for Playful City USA status. More than just a titular honor, Playful City USA communities pioneer and spread adoption of municipal best practices such as joint-use agreements, where local governments open school playgrounds to public use, and regional growth plans, where governments mandate that new housing developments include play and recreational activities within walking distance for their residents.

STATEMENT C

STATEMENT D
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Schedule F Part I line 2

Grant Making Activities Outside of the US

KaBOOM!, Inc. executed a program providing grants to local community organizations in the US and Canada to assist them in funding volunteer-led community playspace projects. During 2011, 511 grants totaling $2,005,057 were awarded. Of this total 1 grant, totaling $18,200, was awarded to a community organization in Canada. KaBOOM! has a set of rules and requirements regarding the criteria, and approval procedures for this grant program. The grant application rules and process did not vary based on whether the projects were outside the US. See Statement E for a description of the KaBOOM! grant processing procedures.

Grant Making Procedures in the US

KaBOOM!, Inc. grant programs are a hybrid between KaBOOM!-Led Community Built Playground projects and Do It Yourself. Grants allow KaBOOM! to provide (monetary) resources to augment the online support through its tools, research and community, which online support is provided at no cost.

The KaBOOM! grant program provides KaBOOM! the opportunity to work with groups it would not otherwise have an opportunity to support, e.g., smaller towns, Native American populations, rural communities, sites too small for a standard KaBOOM! project, etc.

There are four types of Grant Programs:

- Construction Grants: Financial support providing approximately 15% - 25% of the overall cost for a project along with planning support. The projects result in new construction of playgrounds, which construction must be through the community-build model. KaBOOM! believes these grants are key to helping communities to achieve success;
- Spruce Grants: Financial and planning support to improve and/or maintain an existing playground. Some Spruce grants are awarded prior to the actual sprucing of the playspace and some are awarded after the spruce is completed. The spruce must engage community members in at least a half day of service.
- Activation Grants: Awarding of a feature that will augment and enhance the existing play environment, e.g., shade, Imagination Playground, etc.
- Imagination Playground Grants: Imagination Playground grantees commit to: ensuring a safe play environment, which may take 'sprucing' and to train Play Associates, who will be on site when the Imagination Playground set is available for play.

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 members. 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.

Grants serve the following types of organizations:

- Child Serving Non-Profit Organizations
- Neighborhood Associations
- Native American Tribal Organizations
- Schools or PTO/PTAs
- Municipalities

Criteria for a KaBOOM! Grantee includes:

- Need (for a playspace or an improved playspace)
- Impact
- Low-income areas
- Capacity to engage the community
- Capacity to generate matching funds
- Demonstrated enthusiasm for project

STATEMENT E

STATEMENT F
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Schedule J, Part I, Line 1b

Executive Travel Policy

KaBOOM!, Inc. maintains a written executive travel policy, which applies to each of its officers. The policy, which is administered by the Finance Committee and approved by the Board, requires economy or business class travel for substantially all air travel. First class travel is allowed in very limited circumstances involving flights over five hours long for the CEO.

Under KaBOOM!'s executive expense review process, the CEO's travel and other expenses initially are reviewed and approved by the 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 such 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.

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Family Relationship

Darell Hammond (CEO) and Kate Becker (VP LEAD) have a family relationship. KaBOOM!, Inc. has a Board-approved procedure in place that provides a reporting structure and performance and compensation review process designed to ensure that Mr. Hammond is independent from the process of reviewing Ms. Becker's performance or compensation. Ms. Becker reports directly to the COO, who is responsible for overseeing evaluation of Ms. Becker's performance and review of her compensation. The COO reports the results of such evaluation and review directly to the Chairman of the Board, who includes such report as part of the Board's annual executive compensation and review process.

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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 and legal counsel for review and comment and is approved by the Board of Directors before filing.

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Conflict of Interest Policy

KaBOOM!, Inc. maintains a conflict of interest policy, which applies to each director and officer of KaBOOM!, that seeks to protect the interests of KaBOOM! when it contemplates entering into a transaction or arrangement that might benefit the private interest of an officer or director of KaBOOM!. The policy is intended to supplement applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations and to aid directors and officers of KaBOOM! in performing the duties imposed upon them by applicable law with respect to their management responsibilities and fiduciary obligations to KaBOOM!.

The conflict of interest policy requires any director or officer, who has a direct or indirect financial interest (defined as a greater than 5% ownership interest in, or compensation arrangement with) or affiliate relationship with any person or entity that is involved in an actual or potential transaction with KaBOOM!, to disclose the existence of such financial interest or affiliate relationship to the Chairperson of the Board of Directors and the Chairperson of the Governance and Nominating Committee. In addition to the general duty to disclose actual or potential conflicts of interest, the policy requires each director and officer to complete an annual disclosure statement that, among other things, discloses any such financial interest or affiliate relationship.

Following disclosure of such financial interest or affiliate relationship, the policy provides for the matter to be referred to the Board or the Governance and Nominating Committee, which then determines whether such interest or relationship creates a conflict of interest in respect of such director or officer and, if so, such director or officer may provide information or interpretation with respect to such matter but shall otherwise refrain from participating in consideration of the matter.

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Executive Compensation Policy

KaBOOM!, Inc. maintains an executive compensation policy with the objective 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 KaBOOM! executive compensation program is designed to, among other things:

- 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; and
- Balance the need to be competitive within the limits of available financial resources.

To evaluate and benchmark the organization's executive compensation program against the competitive market, an independent consulting firm conducts a bi-annual review intended to ensure that the compensation program falls within a reasonable range of competitive practices for comparable positions among similarly situated organizations

The KaBOOM! executive compensation program is administered by the Executive Committee and Finance Committee 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 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 such 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.

In addition, the Board has adopted an Executive Compensation Clawback Policy, pursuant to which KaBOOM!, subject to the full and final authority of the Board to make all determinations required thereunder, shall seek reimbursement of performance-based and/or discretionary compensation paid to an executive officer of KaBOOM! if the Board determines that the amount of any such performance-based and/or discretionary compensation actually paid or awarded to a current or former executive officer during the one-year period preceding the date on which KaBOOM! is required to prepare such restatement would have been a lower amount had it been calculated based on such restated financial statements or such executive officer engaged in fraud or intentional misconduct that contributed to the need for such restatement or resulted in erroneous calculations of performance-based and/or discretionary compensation.

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Joint Venture

In 2009, KaBOOM!, Inc. and Playground Initiative, Inc., a 501(c)(3) organization affiliated with Rockwell Architecture, Planning and Design, P.C., formed Imagination Playground, LLC as a joint venture focused on the design, development, production, manufacturing, marketing, distribution, sale and installation of play spaces and related play equipment associated with the Imagination Playground concept, which was conceived and designed by architect David Rockwell to encourage child-directed, unstructured "free play."

The joint venture is managed by a separate board consisting of the chief executive officer of the joint venture and two designees appointed by each of KaBOOM! and Playground Initiative. In addition, the joint venture is a vendor to KaBOOM!, which from time to time may purchase Imagination Playground products from the joint venture on behalf of certain communities that may receive such products in connection with KaBOOM!-led playground builds or KaBOOM!-administered grant programs.