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

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning , 2012, and ending ,

B Check if applicable: [X] 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): 4301 CONNECTICUT AVENUE, NW — Room/suite: ML-1

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

D Employer Identification Number: 52-1970904

E Telephone number: (202) 659-0215

G Gross receipts $ 25,032,678.

F Name and address of principal officer: DARELL HAMMOND 4301 CONNECTICUT AVE N WASHINGTON DC 20008

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

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

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

J Website: ► www.kaboom.org

H(c) Group exemption number ►

K Form of organization: [X] Corporation [ ] Trust [ ] Association [ ] Other ►

L Year of Formation: 1996

M State of legal domicile: DC

Part I Summary

Activities & Governance

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

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

3	Number of voting members of the governing body (Part VI, line 1a)	3	11
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	11
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	110
6	Total number of volunteers (estimate if necessary)	6	52,317
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)	21,707,454.	24,825,813.
	9	Program service revenue (Part VIII, line 2g)		
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	50,198.	178,895.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	51,869.	27,970.
	12	Total revenue — add lines 8 through 11 (must equal Part VIII, column (A), line 12)	21,809,521.	25,032,678.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,047,511.	2,885,339.
	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)	6,739,255.	7,517,617.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)		
	b	Total fundraising expenses (Part IX, column (D), line 25) ► 2,190,076.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	12,387,520.	13,106,102.
	18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	21,174,286.	23,509,058.
	19	Revenue less expenses Subtract line 18 from line 12	635,235.	1,523,620.

			Beginning of Current Year	End of Year
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	11,624,357.	18,070,384.
	21	Total liabilities (Part X, line 26)	4,392,252.	9,150,817.
	22	Net assets or fund balances Subtract line 21 from line 20	7,232,105.	8,919,567.

RECEIVED
MAY 13 2013
OGDEN, UT
IRS-OSC

SCANNED JUN 03 2013

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: 5/1/2013

► GEORGE T. MEGAS CFO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [X] if self-employed	PTIN
ROBERT E. LANE		5/1/13		P01622353

Firm's name ► Lane & Company, CPAs

Firm's EIN ► 52-1738520

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

Phone no (202) 463-6500

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

GN

21

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 $ 16,679,466. including grants of $ 2,882,965.) (Revenue $ 19,163,000.)

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 $ 3,270,835. including grants of $ 2,374.) (Revenue $ 2,918,000.)

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

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 ► 19,950,301.

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, for escrow or custodial account liability, 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, and XII*	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 and XII 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, highest 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	If 'Yes' to line 35a, 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 11b 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
1 a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1 a	47			
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1 b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1 c	X	
2 a	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	2 a	110			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			2 b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file*. (see instructions)					
3 a	Did the organization have unrelated business gross income of $1,000 or more during the year?			3 a		X
b	If 'Yes' has it filed a Form 990-T for this year? *If 'No,' provide an explanation in Schedule O*			3 b		
4 a	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)?			4 a		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.					
5 a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5 a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5 b		X
c	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?			5 c		
6 a	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 as charitable contributions?			6 a		X
b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6 b		
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?			7 a		X
b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?			7 b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7 c		X
d	If 'Yes,' indicate the number of Forms 8282 filed during the year	7 d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7 e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7 f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7 g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7 h		
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?			9 a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?			9 b		
10	**Section 501(c)(7) organizations.** Enter					
a	Initiation fees and capital contributions included on Part VIII, line 12	10 a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10 b				
11	**Section 501(c)(12) organizations.** Enter					
a	Gross income from members or shareholders	11 a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11 b				
12 a	**Section 4947(a)(1) non - exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			12 a		
b	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year	12 b				
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?			13 a		
	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	13 b				
c	Enter the amount of reserves on hand	13 c				
14 a	Did the organization receive any payments for indoor tanning services during the tax year?			14 a		X
b	If 'Yes,' has it filed a Form 720 to report these payments? *If 'No,' provide an explanation in Schedule O*			14 b		

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
1 a	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 11		
b	Enter the number of voting members included in line 1a, above, who are independent	1b 11		
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
7 a	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
10 a	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		
11 a	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			
12 a	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)			
16 a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X	
b	If 'Yes,' 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 [ ] Other *(explain in Schedule O)*

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

► GERRY MEGAS 4301 CONNECTICUT AVE NW, ML-1 WASHINGTON, DC 20008 (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 (list any hours for related organizations below dotted line)	(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
(1) MICHELE ATKINS MEMBER	1.75	X						0.	0.	0.
(2) TONY BUCCI MEMBER	1.75	X						0.	0.	0.
(3) MICHAEL DEICH MEMBER	1.00	X						0.	0.	0.
(4) ROBERT DEMARTINI MEMBER	1.75	X						0.	0.	0.
(5) RICHARD DEVANEY MEMBER	1.75	X						0.	0.	0.
(6) TIMOTHY FESENMYER MEMBER	1.70	X						0.	0.	0.
(7) STEPHANIE GAILLARD WHITE MEMBER	1.50	X						0.	0.	0.
(8) ANDREW HARRS MEMBER	1.75	X						0.	0.	0.
(9) RICHARD KELSON MEMBER, CHAIRMAN	1.50	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) JOHNNETTA B. COLE MEMBER	1.50	X						0.	0.	0.
(14) RON LUMBRA 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 (list any hours for related organizations below dotted line)	(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	63.00			X				365,947.	0.	36,875.
(17) BRUCE M. BOWMAN PRESIDENT	53.00			X				303,866.	0.	16,440.
(18) JAMES SIEGAL COO	58.00			X				123,896.	0.	10,036.
(19) GEORGE T. MEGAS CFO	46.00			X				167,398.	0.	6,939.
(20) KATE M. BECKER VP, PROJECT MANAGEMENT	53.00				X			174,220.	0.	8,121.
(21) JAMES M. HUNN VP, MASS ACTION	51.00				X			162,440.	0.	8,458.
(22) DANIEL COHEN VP, CORPORATE PARTNERSHIPS	48.00				X			158,766.	0.	4,272.
(23) CARRIE WILLIAMS DIRECTOR, PROJECT MANAGEMENT	51.00					X		123,753.	0.	6,784.
(24) CARRIE LEOVY SENIOR STRATEGIST	40.00					X		125,639.	0.	9,596.
(25) MICHAEL COOPER DIRECTOR, MARKETING	45.00					X		122,828.	0.	12,388.
1 b Sub-total ►								1,828,753.	0.	119,909.
c Total from continuation sheets to Part VII, Section A ►										
d Total (add lines 1b and 1c) ►								1,828,753.	0.	119,909.

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 ► 10

		Yes	No
3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If 'Yes,' complete Schedule J for such individual*	3		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If 'Yes' complete Schedule J for such individual*	4	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization 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
CHRIS CLARK LLC NORTH POTOMAC MD 20878	IT SUPPORT SERVICES	171,121.

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

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

			(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 24,825,813.				
	g Noncash contributions included in lns 1a-1f	$				
	h **Total.** Add lines 1a-1f ►		24,825,813.			
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) ►		178,895.	0.	0.	178,895.
	4 Income from investment of tax-exempt bond proceeds ►					
	5 Royalties ►		3,970.	3,970.	0.	0.

	(i) Real	(ii) Personal
6a Gross rents		
b Less rental expenses		
c Rental income or (loss)		

	(A)	(B)	(C)	(D)
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)		

		(A)	(B)	(C)	(D)
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	24,000.	24,000.	0.	0.
b					
c					
d All other revenue					
e **Total.** Add lines 11a-11d ►		24,000.			
12 **Total revenue.** See instructions ►		25,032,678.	27,970.	0.	178,895.

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)

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	2,885,339.	2,885,339.		
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				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,572,236.	1,076,199.	186,634.	309,403.
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	4,954,107.	3,391,098.	588,083.	974,926.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	91,977.	62,959.	10,918.	18,100.
9 Other employee benefits	455,026.	311,466.	54,013.	89,547.
10 Payroll taxes	444,271.	304,104.	52,738.	87,429.
11 Fees for services (non-employees).				
a Management				
b Legal	9,156.	6,506.	768.	1,882.
c Accounting	59,424.	42,224.	4,984.	12,216.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amt exceeds 10% of line 25, column (A) amt, list line 11g expenses on Sch O)	1,317,234.	935,969.	110,480.	270,785.
12 Advertising and promotion	44,549.	20,875.	8,319.	15,355.
13 Office expenses	327,935.	213,018.	49,831.	65,086.
14 Information technology	91,190.	66,975.	11,217.	12,998.
15 Royalties				
16 Occupancy	449,383.	241,451.	125,457.	82,475.
17 Travel	1,040,912.	897,760.	68,221.	74,931.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	54,785.	39,807.	4,615.	10,363.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	231,819.	166,432.	39,085.	26,302.
23 Insurance	82,794.	38,796.	15,460.	28,538.
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	6,279,777.	6,279,777.	0.	0.
b CONSTRUCTION	2,632,464.	2,632,464.	0.	0.
c MARKETING	152,565.	140,801.	0.	11,764.
d PRINTING & REPRODUCTION	95,572.	58,736.	7,902.	28,934.
e All other expenses	236,543.	137,545.	29,956.	69,042.
25 Total functional expenses Add lines 1 through 24e	23,509,058.	19,950,301.	1,368,681.	2,190,076.
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

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

			(A) Beginning of year		(B) End of year
Assets	1	Cash – non-interest-bearing		1	
	2	Savings and temporary cash investments	5,006,511.	2	3,110,940.
	3	Pledges and grants receivable, net	255,888.	3	2,686,660.
	4	Accounts receivable, net	689,736.	4	608,565.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Loans and other 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) Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use	51,453.	8	46,465.
	9	Prepaid expenses and deferred charges	140,130.	9	148,519.
	10a	Land, buildings, and equipment: cost or other basis Complete Part VI of Schedule D — 10a 1,901,113.			
	b	Less accumulated depreciation — 10b 579,867.	251,741.	10c	1,321,246.
	11	Investments – publicly traded securities	5,104,735.	11	9,913,434.
	12	Investments – other securities See Part IV, line 11		12	
	13	Investments – program-related See Part IV, line 11		13	
	14	Intangible assets	43,690.	14	138,982.
	15	Other assets See Part IV, line 11	80,473.	15	95,573.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	11,624,357.	16	18,070,384.
Liabilities	17	Accounts payable and accrued expenses	1,521,564.	17	1,739,346.
	18	Grants payable	1,081,500.	18	1,672,750.
	19	Deferred revenue	1,741,720.	19	4,648,265.
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Loans and other 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	47,468.	25	1,090,456.
	26	**Total liabilities.** Add lines 17 through 25	4,392,252.	26	9,150,817.
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ► [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	7,232,105.	27	8,919,567.
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117 (ASC 958), 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	7,232,105.	33	8,919,567.
	34	Total liabilities and net assets/fund balances	11,624,357.	34	18,070,384.

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	25,032,678.
2	Total expenses (must equal Part IX, column (A), line 25)	2	23,509,058.
3	Revenue less expenses Subtract line 2 from line 1	3	1,523,620.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	7,232,105.
5	Net unrealized gains (losses) on investments	5	163,842.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	8,919,567.

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? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: [ ] Separate basis [ ] Consolidated basis [ ] Both consolidated and separate basis	2a		X
b	Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both [X] Separate basis [ ] Consolidated basis [ ] Both consolidated and separate basis	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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	2c	X	
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

2012

Open to Public Inspection

Name of the organization
KaBOOM!, INC.

Employer identification number
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 – Non-functionally integrated

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?	11 g (i)		
(ii) A family member of a person described in (i) above?	11 g (ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11 g (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 U S ? Yes	(vi) No	(vii) Amount of monetary 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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any 'unusual grants.')	24,505,543.	19,115,505.	19,182,569.	21,707,454.	24,825,813.	109,336,884.
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	24,505,543.	19,115,505.	19,182,569.	21,707,454.	24,825,813.	109,336,884.
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)						35,323,960.
6 **Public support.** Subtract line 5 from line 4						74,012,924.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	24,505,543.	19,115,505.	19,182,569.	21,707,454.	24,825,813.	109,336,884.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	223,353.	54,158.	91,950.	97,174.	182,865.	649,500.
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)	340.	1,720.	493.	4,893.	24,000.	31,446.
11 **Total support.** Add lines 7 through 10						110,017,830.

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 2012 (line 6, column (f) divided by line 11, column (f)) | 14 | 67.27 %

15 Public support percentage from 2011 Schedule A, Part II, line 14 | 15 | 63.37 %

16a **33-1/3% support test – 2012.** 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 ► X

b **33-1/3% support test – 2011.** 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 – 2012.** 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 – 2011.** 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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16	Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2012** (line 10c, column (f) divided by line 13, column (f))	17	%
18	Investment income percentage from **2011** Schedule A, Part III, line 17	18	%

19a **33-1/3% support tests – 2012.** 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 – 2011.** 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: PUBLISHING INCOME

2008: 240.

2009: 0.

2010: 0.

2011: 0.

2012: 0.

Description: MISCELLANEOUS INCOME

2008: 0.

2009: 1720.

2010: 493.

2011: 4893.

2012: 24000.

Description: REGISTRATION INCOME

2008: 100.

2009: 0.

2010: 0.

2011: 0.

2012: 0.

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

2012

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 XIII, 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 XIII, 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 XIII

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.

1 a 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 XIII and complete the following table:

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

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

b If 'Yes,' explain the arrangement in Part XIII. Check here if the explantion has been provided in Part XIII ☐

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

	(a) Current	(b) Prior year	(c) Two years	(d) Three years	(e) Four years
1 a Beginning of year balance	4,500,000.	4,500,000.	4,500,000.	4,500,000.	
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	4,500,000.	4,500,000.	4,500,000.	4,500,000.	

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment ► 100.00 %

b Permanent endowment ► ______ %

c Temporarily restricted endowment ► ______ %

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

3 a 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)		X
(ii) related organizations	3a(ii)		X
b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?	3b		X

4 Describe in Part XIII 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
1 a Land				
b Buildings				
c Leasehold improvements		1,110,114.	50,456.	1,059,658.
d Equipment		451,191.	241,617.	209,574.
e Other		339,808.	287,794.	52,014.
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ►				1,321,246.

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	1,090,456.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, column (B) line 25)* ►	1,090,456.

2. FIN 48 (ASC 740) Footnote. In Part XIII, 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). Check here if the text of the footnote has been provided in Part XIII ☐

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

1 Total revenue, gains, and other support per audited financial statements			1	27,048,039.
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a Net unrealized gains on investments	2a	163,842.		
b Donated services and use of facilities	2b	1,851,519.		
c Recoveries of prior year grants	2c			
d Other (Describe in Part XIII)	2d			
e Add lines **2a** through **2d**			2e	2,015,361.
3 Subtract line **2e** from line **1**			3	25,032,678.
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 XIII)	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	25,032,678.

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

1 Total expenses and losses per audited financial statements			1	25,360,577.
2 Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a Donated services and use of facilities	2a	1,851,519.		
b Prior year adjustments	2b			
c Other losses	2c			
d Other (Describe in Part XIII)	2d			
e Add lines **2a** through **2d**			2e	1,851,519.
3 Subtract line **2e** from line **1**			3	23,509,058.
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 XIII)	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	23,509,058.

Part XIII 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, lines 2d and 4b, and Part XII, lines 2d and 4b Also complete this part to provide any additional information.

Pt V Line 4 BOARD-DESIGNATED OPERATING RESERVES

Part XIII 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

2012

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? ☐ 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) North America	0	0	PROGRAM SERVICES	PLAYGROUND BUILD	262,319.
(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)	0	0			262,319.

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. 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)								
(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 ►

3 Enter total number of other organizations or entities ►

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).

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization: KaBOOM!, INC.

Employer identification number: 52-1970904

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

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

- a [X] Mail solicitations
- b [X] Internet and email solicitations
- c [ ] Phone solicitations
- d [ ] In-person solicitations
- e [ ] Solicitation of non-government grants
- f [ ] Solicitation of government grants
- g [ ] Special fundraising events

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

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

	(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes	No	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in column (i)	(vi) Amount paid to (or retained by) organization
1	CARE2.COM	LIST GROWTH		X	0.	35,000.	-35,000.
2	CHANGE.ORG	RECRUIT EMAIL		X	0.	35,000.	-35,000.
3	SEA CHANGE STRATEGIES	CONSULTING		X	0.	20,000.	-20,000.
4							
5							
6							
7							
8							
9							
10							
Total ►					0.	90,000.	-90,000.

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

All 50 States

Part II Fundraising Events. Complete if the organization answered 'Yes' to Form 990, Part IV, line 18, or reported more than $15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than $5,000.

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

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

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

9 Enter the state(s) in which the organization operates gaming activities ____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If 'No,' explain: ____

10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If 'Yes,' explain ____

11 Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ► ____________________

Address ► ____________________

15a Does the organization have a contact with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

b If 'Yes,' enter the amount of gaming revenue received by the organization ► $ ____________ and the amount of gaming revenue retained by the third party ► $ ____________

c If 'Yes,' enter name and address of the third party

Name ► ____________________

Address ► ____________________

16 Gaming manager information

Name ► ____________________

Gaming manager compensation ► $ ____________

Description of services provided ► ____________________

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► $

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

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, line 21 or 22.
► Attach to Form 990.

OMB No 1545-0047

2012

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. 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 ► 192

3 Enter total number of other organizations listed in the line 1 table ► 192

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, Part III, column (b), and any other additional information.

Pt I Line 2 SEE EXPLANATION ON ATTACHED STATEMENT D

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

2012

Open to Public Inspection

Name of the organization: KaBOOM!, INC.

Employer identification number: 52-1970904

Part I Questions Regarding Compensation

			Yes	No
1 a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items. [X] First-class or charter travel [ ] Housing allowance or residence for personal use [ ] Travel for companions [ ] Payments for business use of personal residence [ ] Tax indemnification and gross-up payments [ ] Health or social club dues or initiation fees [ ] Discretionary spending account [ ] 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	1 b	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, but explain in Part III. [X] Compensation committee [X] Written employment contract [X] Independent compensation consultant [X] Compensation survey or study [ ] Form 990 of other organizations [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?	4 a		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4 b	X	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4 c		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?	5 a		X
b	Any related organization?	5 b		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?	6 a		X
b	Any related organization?	6 b		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 and Title		(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)	262,007.	86,940.	17,000.	32,968.	7,503.	406,418.	0.
CO-FOUNDER/CEO	(ii)	0.	0.	0.	0.	0.	0.	0.
2 BRUCE M. BOWMAN	(i)	246,941.	56,925.	0.	7,517.	12,503.	323,886.	0.
PRESIDENT	(ii)	0.	0.	0.	0.	0.	0.	0.
3 GEORGE T. MEGAS	(i)	138,425.	28,973.	0.	4,391.	10,774.	182,563.	0.
CFO	(ii)	0.	0.	0.	0.	0.	0.	0.
4 KATE M. BECKER	(i)	145,303.	28,917.	0.	4,214.	4,973.	183,407.	0.
VP, PROJECT MANAGEMENT	(ii)	0.	0.	0.	0.	0.	0.	0.
5 JAMES M. HUNN	(i)	139,381.	23,059.	0.	4,316.	8,633.	175,389.	0.
VP, MASS ACTION	(ii)	0.	0.	0.	0.	0.	0.	0.
6 DANIEL COHEN	(i)	144,222.	14,544.	0.	365.	5,003.	164,134.	0.
VP, CORPORATE PARTNERSHIPS	(ii)	0.	0.	0.	0.	0.	0.	0.
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 E

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

2012

Open to Public Inspection

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

Pt VI, Line 2	FAMILY RELATIONSHIP - SEE ATTACHED STATEMENT F
Pt VI, Line 11b	FORM 990 REVIEW - SEE ATTACHED STATEMENT G
Pt VI, Line 12c	CONFLICT OF INTEREST POLICY - SEE ATTACHED STATEMENT H
Pt VI, Line 15a	EXECUTIVE COMPENSATION POLICY - SEE ATTACHED STATEMENT I
Pt VI, Line 15b	EXECUTIVE COMPENSATION POLICY - SEE ATTACHED STATEMENT I
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,Line 5	UNREALIZED INVESTMENT INCOME OF $163,842
Pt VI-B, Line 16	JOINT VENTURE - SEE ATTACHED STATEMENT J

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
District of Columbia

KaBOOM! Inc

2012 Form 990, Schedule I

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

1 (a) Name	Address				(b) EIN	(d) Amount of Cash Grant	(e) Amount of Non-Cash Assistance	(f) Method of Valuation	(g) Description of Non- Cash Assistance	(h) Purpose of Grant or Assistance
Connecticut Center for Child Development, Inc	95 Wolf Harbor Road	Milford	CT	06461	06-1430015	9,000	0	N/A	N/A	Building a playground
Philomath School District 17J	1620 Applegate Street	Philomath	OR	97370	93-6000208	9,000	0	N/A	N/A	Building a playground
The City of West Palm Beach	401 Clemantis Street	W Palm Beach	FL	33401	59-6000448	20,000	0	N/A	N/A	Building a playground
Endeavor Hall	2610 Decker Lake Lane	West Valley City	UT	84119	27-5399569	9,000	0	N/A	N/A	Building a playground
Glenwood Elementary PTA	2 Prestwich Road	Chapel Hill	NC	27514	56-1196269	9,000	0	N/A	N/A	Building a playground
Gretna No 2 Academy for Advanced Studies	701 Amelia Street	Gretna	LA	70053	72-6000592	9,000	0	N/A	N/A	Building a playground
Town of Mills - Clyde F Brown Elementary School	90 Main Street	Mills	MA	02054	04-6001226	9,000	0	N/A	N/A	Building a playground
William A Welch Sr Elementary School	50 Swampscott Ave	Peabody	MA	01960	27-3517357	9,000	0	N/A	N/A	Building a playground
ABC-Stewart School	6691 W State Road 46	Columbus	IN	47201	35-1178392	9,000	0	N/A	N/A	Building a playground
Albany Housing Authority	200 South Pearl Street	Albany	NY	12202	14-6003900	9,000	0	N/A	N/A	Building a playground
Ann J Kellogg School	306 Champion Street	Battle Creek	MI	49037	38-6000746	9,000	0	N/A	N/A	Building a playground
Bath Village School PTO	61 Lisbon Road	Bath	NH	03740	02-6000057	9,000	0	N/A	N/A	Building a playground
Beachcrest Community Association	8846 51st Avenue	Olympia	WA	98516	91-1681365	9,000	0	N/A	N/A	Building a playground
Boys & Girls Clubs of the CSRA	206 Milledge Road	Augusta	GA	30904	58-0610382	9,000	0	N/A	N/A	Building a playground
Boys & Girls Club of Lewiston	134 Park Street	Lewistown	MT	59457	80-0114397	9,000	0	N/A	N/A	Building a playground
Brighton Parks & Recreation Committee	PO Box 458 / 206 S Main	Brighton	IL	62012	99-94795106	9,000	0	N/A	N/A	Building a playground
Cache Masonic Lodge #391	312 NW 4th Street	Cache	OK	73527	23-7531791	9,000	0	N/A	N/A	Building a playground
CARE Partnership	466 S Bellview Street	Mesa	AZ	85204	86-0844208	9,000	0	N/A	N/A	Building a playground
Chicago Heights Park District	1400 Chicago Road	Chicago Heights	IL	60411	36-6005832	9,000	0	N/A	N/A	Building a playground
City of Amory	PO Box Drawer 457	Amory	MS	38821	64-6000077	9,000	0	N/A	N/A	Building a playground
City of Azusa	320 N Orange Place	Azusa	CA	91702	95-600670	9,000	0	N/A	N/A	Building a playground
City of El Dorado	220 East First St / PO Box 792	El Dorado	KS	67042	48-6035394	9,000	0	N/A	N/A	Building a playground
City of Hawkinsville	PO Box 120 / 96 Broad Street	Hawkinsville	GA	31036	58-6000591	9,000	0	N/A	N/A	Building a playground
City of Huntsville Deparment of Community Development & Recreation Services	PO Box 308	Huntsville	AL	35801	63-6001296	9,000	0	N/A	N/A	Building a playground
City of Lake Andes	PO Box 551	Lake Andes	SD	57356	46-6000251	9,000	0	N/A	N/A	Building a playground
City of McAllen	PO Box 220	McAllen	TX	78505	74-6001650	9,000	0	N/A	N/A	Building a playground
City of Mt Zion	PO Box 597	Mt Zion	GA	30150	58-1314203	9,000	0	N/A	N/A	Building a playground
City of Union City	5047 Union Street	Union City	GA	30269	58-6011206	9,000	0	N/A	N/A	Building a playground
City School District of Albany / Giffen Elementary	1 Academy Park	Albany	NY	12207	14-1537912	9,000	0	N/A	N/A	Building a playground
Community Consolidated School District 180	15W451-91st Street	Burr Ridge	IL	60527	36-6004535	9,000	0	N/A	N/A	Building a playground
Compass Montessori School - Wheat Ridge	10339 W 44th Avenue	Wheat Ridge	CO	80033	84-1438111	9,000	0	N/A	N/A	Building a playground
Cook County Family Connection	PO Box 92	Sparks	GA	31647	58-2216258	9,000	0	N/A	N/A	Building a playground
Dazzle School of Visual & Performing Arts, Inc	PO Box 92233	Rochester	NY	14692	16-1608166	9,000	0	N/A	N/A	Building a playground
Emmanuel Family and Child Development Center	2416 Swope Parkway	Kansas City	MO	64130	74-2925720	9,000	0	N/A	N/A	Building a playground
Forest Township Park Committee	PO Box 633	Onaway	MI	49765	38-6269029	9,000	0	N/A	N/A	Building a playground
Franklin Parks and Recreation	124 Memorial Street	Franklin	NH	03235	02-6000292	9,000	0	N/A	N/A	Building a playground
Gompers Elementary Parent Teacher Organization	1502 Wyoming Way	Madison	WI	53704	39-2043104	9,000	0	N/A	N/A	Building a playground
Grace Community Church	5182 US 70 W	Marion	NC	28752	95-4896863	9,000	0	N/A	N/A	Building a playground
Graham Children's Health Services	202 Medical Campus	Burnsville	NC	28714	56-2063898	9,000	0	N/A	N/A	Building a playground
Grandfield Dream to Play	PO Box 360	Grandfield	OK	73546	73-6005234	9,000	0	N/A	N/A	Building a playground
Greenwich YMCA	50 East Putnam Ave	Greenwich CT	CT	06830	06-0646976	9,000	0	N/A	N/A	Building a playground
Habitat for Humanity, Highlands County	159 S Commerce Avenue	Sebring	FL	33870	59-3023727	9,000	0	N/A	N/A	Building a playground
Harper's Playground	6807 N Villard Avenue	Portland	OR	97217	93-1156762	9,000	0	N/A	N/A	Building a playground
Henry Mayfield Elementary	31820 Hwy 90	Slidell	LA	70460	72-6001305	9,000	0	N/A	N/A	Building a playground
Housing Authority of Darlington	PO Box 1440	Darlington	SC	29540	57-0601750	9,000	0	N/A	N/A	Building a playground
Idora Neighborhood Association	2140 Volney Road	Youngstown	OH	44511	26-4638280	9,000	0	N/A	N/A	Building a playground

EIN 52-1970904
ATTACHMENT 1

Immaculate Heart Central Schools	1 Sterling Place	Watertown	NY	13601	11-3661151	9,000	0	N/A	N/A	Building a playground
Keysor Elementary School	725 N Geyer Road	Kirkwood	MD	63122	43-6004228	9,000	0	N/A	N/A	Building a playground
KIPP ZENITH Academy	11000 Scott Street	Houston	TX	77545	11-3387588	9,000	0	N/A	N/A	Building a playground
Leflore County Elementary School	401 Lakeside Drive	Itta Bena	MS	38941	64-600611	9,000	0	N/A	N/A	Building a playground
LifeWorks	11 W Leota Road	Scottsburg	IN	47170	35-1482796	9,000	0	N/A	N/A	Building a playground
Lin-wood Public School	72 Linwood Drive	Lincoln	NH	03251	02-0262841	9,000	0	N/A	N/A	Building a playground
Mackay Elementqary School	400 E Spruce Street	Mackay	ID	83251	82-600738	9,000	0	N/A	N/A	Building a playground
Madison Greenspace Commission	PO Box 32	Madison	GA	30650	58-6000613	9,000	0	N/A	N/A	Building a playground
Madison Primary School	158 Primary School Drive	Madison	VA	22727	54-6001410	9,000	0	N/A	N/A	Building a playground
Northbrook Academy	51850 North Ave	Macomb	MI	48042	80-0628336	9,000	0	N/A	N/A	Building a playground
Nowata CAN		Nowata	OK	74048	26-4341960	9,000	0	N/A	N/A	Building a playground
Oakland Community Unit School District #5	PO Box 200 / 310 N Teeter	Oakland	IL	61943	37-6002689	9,000	0	N/A	N/A	Building a playground
Passavant Memorial Homes	163 Thornhill Road	Warrendale	PA	15086	25-1021794	9,000	0	N/A	N/A	Building a playground
Philomath School District 17J	1620 Applegate Street	Philomath	OR	97370	93-6000208	9,000	0	N/A	N/A	Building a playground
Power Center Academy	3175 Lenox Blvd, Suite 410	Memphis	TN	38115	26-2794676	9,000	0	N/A	N/A	Building a playground
Project Building H O P E/Texas Future Problem Solving Program	18976 Ranch Crest Drive	Magnolia	TX	77355	26-4414381	9,000	0	N/A	N/A	Building a playground
Quidnessett Elementary School PTO	166 Mark Drive	North Kingston	RI	02852	80-0503832	9,000	0	N/A	N/A	Building a playground
Ray City	PO Box 128	Ray City	GA	31645	58-6002847	9,000	0	N/A	N/A	Building a playground
Reliance Housing, inc	46 Haywood Street, Suite 200	Asheville	NC	28801	65-0764732	9,000	0	N/A	N/A	Building a playground
ROSE Community Development Church	5215 SE Duke Street	Portland	OR	97206	94-3144895	9,000	0	N/A	N/A	Building a playground
Roselle Public School District	710 Locust Street	Roselle	NJ	07203	22-6002273	9,000	0	N/A	N/A	Building a playground
Saint Francis International School	1500 St Camillus Drive	Silver Spring	MD	20903	90-0538995	9,000	0	N/A	N/A	Building a playground
Shoshoni Recreation District	PO Box 356	Shoshoni	WY	82649	82-0222464	9,000	0	N/A	N/A	Building a playground
South Heights Elementary	1199 Madison Street	Henderson	KY	42420	61-6001295	9,000	0	N/A	N/A	Building a Playground
South Shore PTO	PO Box 40	Port Wing	WI	54865	27-3372451	9,000	0	N/A	N/A	Building a Playground
Southampton Youth Bureau	116 Hampton Road	Southampton	NY	11968	11-6001938	9,000	0	N/A	N/A	Building a Playground
Southwest School	340 Litchfield Street	Torrington	CT	06790	06-1095635	9,000	0	N/A	N/A	Building a playground
Sowing Empowerment Economic Development	6201 Riverdale Road, Suite 200	Riverdale	MD	20737	52-2227244	9,000	0	N/A	N/A	Building a playground
St Francis de Sales School	3434 George Avenue	Parma	OH	44134	34-0792938	9,000	0	N/A	N/A	Building a playground
St Jerome School - Houston	8825 Kempwood Drive	Houston	TX	77080	74-1398208	9,000	0	N/A	N/A	Building a playground
St Peters Christian Day School	7910 Belair Road	Baltimore	MD	21236	52-0796248	9,000	0	N/A	N/A	Building a playground
Temple Baptist Church (TBC) Preschool	30 Co Road 1184	Cullman	AL	35057	63-1071842	9,000	0	N/A	N/A	Building a playground
The Intown Academy	386 Pine Street	Atlanta	GA	30308	20-5830622	9,000	0	N/A	N/A	Building a playground
The Night's Shield Children's Shelter	301 E Garland	West Frankfort	IL	62896	20-4615896	9,000	0	N/A	N/A	Building a playground
The Potomac Center, Inc	One Blue Street	Romney	WV	26757	55-0601422	9,000	0	N/A	N/A	Building a playground
The Town of Littleton Parks and Recreation	125 Main Street, Suite 200	Littleton	NH	03561	02-6000495	9,000	0	N/A	N/A	Building a playground
Township of Burt, Alger County	PO Box 430	Grand Marais	MI	49839	38-6006889	9,000	0	N/A	N/A	Building a playground
Vian Community Foundation	PO Box 505	Vian	OK	749112	27-3447247	9,000	0	N/A	N/A	Building a playground
Village of Nebo	PO Box 277	Village of Nebo	IL	62355	37-1068095	9,000	0	N/A	N/A	Building a playground
Village of Pearl	PO Box 148	Pearl	IL	62361	37-1028143	9,000	0	N/A	N/A	Building a playground
Waterford School District	501 N Cass Lake Road	Waterford	MI	48328	38-6003100	9,000	0	N/A	N/A	Building a playground
West Buffalo Charter School	113 LaFayette Avenue	Buffalo	NY	14213	36-4675452	9,000	0	N/A	N/A	Building a playground
White Plains Public Schools	5 Homeside Lane	White Plains	NY	10605	13-6007183	9,000	0	N/A	N/A	Building a playground
Wilbur Elementary School	816 Braxton Point Road	Somerset	MA	02725	04-6001302	9,000	0	N/A	N/A	Building a playground
Yamhill Carlton Education Foundation	120 N Larch Place	Yamhill	OR	97148	93-6001098	9,000	0	N/A	N/A	Building a playground
Yeshiva Beth Yehudah	15751 Lincoln Drive	Southfield	MI	48076	38-1437939	9,000	0	N/A	N/A	Building a playground
YMCA of Greater Manchester	30 Meehanie Street	Manchester	NH	03101	02-0222248	9,000	0	N/A	N/A	Building a playground
Bellevue Heights Nursery School	2112 S Geddes Street	Syracuse	NY	13207	15-0628635	9,000	0	N/A	N/A	Imagination Playground in a Cart/Box
CentroNia	1420 Columbia Road NW	Washington	DC	20010	28-1689720	9,000	0	N/A	N/A	Imagination Playground in a Cart/Box
City of Richmond	450 Civic Center Plaza	Richmond	CA	94804	93-203198	9,000	0	N/A	N/A	Imagination Playground in a Cart/Box
City of Rio Rancho Parks & Recreation Department	3200 Civic Center Circle, NE	Rio Rancho	NM	87144	85-0288264	9,000	0	N/A	N/A	Imagination Playground in a Cart/Box
Morehead City Primary School	4409 Country Club Road	Morehead City	NC	28557	56-6001001	9,000	0	N/A	N/A	Imagination Playground in a Cart/Box
National Children's Musuem	955 L'Enfant Plaza N, SW, Suite 5100	Washington	DC	20024	23-7423491	9,000	0	N/A	N/A	Imagination Playground in a Cart/Box
The University of Southern Mississippi, Institute for Disabilities Studies	118 College Drive #5116	Hattiesburg	MS	39406	64-6000818	9,000	0	N/A	N/A	Imagination Playground in a Cart/Box

Beattyville/Lee County	PO Box 307	Beattyville	KY	41311	61-6001783	20,000	0	N/A	N/A	Building a playground
China Spring Independent School District	PO Box 250	China Spring	TX	76633	74-1470325	20,000	0	N/A	N/A	Building a playground
Geneva Community Park	PO Box 226	Geneva	NY	14456	16-1411199	20,000	0	N/A	N/A	Building a playground
James Sales Elementary	11213 Sheridan Avenue South	Tacoma	WA	98444	91-6014726	20,000	0	N/A	N/A	Building a playground
St Paul Missionary Baptist Church	645 Old Howard Gap Road	Spartanburg	SC	29303	57-0960783	20,000	0	N/A	N/A	Building a playground
Sudduth Elementary / The Starkville School District	401 Greensboro Street	Starkville	MS	39759	64-6008809	20,000	0	N/A	N/A	Building a playground
The City of Brisbane	50 Park Place	Brisbane	CA	94005	94-1525367	20,000	0	N/A	N/A	Building a playground
The City of Cocoa	65 Stone Street	Cocoa	FL	32922	59-6000292	20,000	0	N/A	N/A	Building a playground
The City of Hammond	PO Box 2788	Hammond	LA	70404	72-0573539	20,000	0	N/A	N/A	Building a playground
The City of Hopewell Recreation and Parks	100 W City Point Road	Hopewell	VA	23860	54-6001354	20,000	0	N/A	N/A	Building a playground
The City of Keyser	111 N Davis Street	Keyser	WV	26726	55-000193	20,000	0	N/A	N/A	Building a playground
The City of Kissimmee Parks & Recreation Department - Mill Run Neighborh	101 N Church Street	Kissimmee	FL	34741	59-6000348	20,000	0	N/A	N/A	Building a playground
The City of Lawrence	6 East 6th Stree/ PO Box 708	Lawrence	KS	66044	48-6033520	20,000	0	N/A	N/A	Building a playground
The City of Mt Holly	PO Box 406	Mount Holly	NC	28120	56-6001295	20,000	0	N/A	N/A	Building a playground
The City of North Port	4970 City Hall Boulevard	North Port	FL	34286	59-6072227	20,000	0	N/A	N/A	Building a playground
The City of Riverdale	7200 Church Street	Riverdale	GA	30274	58-6009403	20,000	0	N/A	N/A	Building a playground
The City of Sweetwater	PO Box 267	Sweetwater	TN	37874	62-6000419	20,000	0	N/A	N/A	Building a playground
The City of Winter Park	401 Park Avenue South	Winter Park	FL	32789	59-6000454	20,000	0	N/A	N/A	Building a playground
The City of Yuma	One City Plaza	Yuma	AZ	85364	86-6000273	20,000	0	N/A	N/A	Building a playground
The Colony Community Development Corporation	5151 N Colony Blvd	The Colony	TX	75056	75-1570670	20,000	0	N/A	N/A	Building a playground
The Greenfield Recreation Department	20 Sanderson Street	Greenfield	MA	01301	04-6001163	20,000	0	N/A	N/A	Building a playground
The Town of Buckeye	530 E Monroe Street	Buckeye	AZ	85326	86-6000236	19,997	0	N/A	N/A	Building a playground
Air Base Elementary School	12829 SW 272nd Street	Homestead	FL	33032	85-8013887	25,000	0	N/A	N/A	Playground Equipment
Boys and Girls Club of San Fernando Valley	11251 Glenoakes Blvd	Pacoima	CA	91331	95-2468448	25,000	0	N/A	N/A	Playground Equipment
Community Action Partnership of Kern	300 19th Street	Bakersfield	CA	93301	95-2402760	25,000	0	N/A	N/A	Playground Equipment
Cooper Young Community Association - Peabody Elementary	2086 Young Avenue	Memphis	TN	38104	62-6000360	25,000	0	N/A	N/A	Playground Equipment
LeRoy Haynes Center for Children	233 W Baseline Road	LaVerne	CA	91750	95-1506150	25,000	0	N/A	N/A	Playground Equipment
McMillan's First Steps	2601 So Claiborne Ave	New Orleans	LA	70125	72-1423137	25,000	0	N/A	N/A	Playground Equipment
RISE Academy School of Science & Technology	3698 NW 15th Street	Lauderhill	FL	33311	20-4731861	25,000	0	N/A	N/A	Playground Equipment
SafeHaven of Tarrant County	8701 W Bedford Euless Road, Sutie 600	Hurst	TX	76053	75-1670281	25,000	0	N/A	N/A	Playground Equipment
Sawmill Community Land Trust	PO Box 25181	Albuquerque	NM	87125	85-0430381	25,000	0	N/A	N/A	Playground Equipment
YMCA of Austin - East Communities Branch	1402 E Cesar Chavez	Austin	TX	78702	74-1193464	25,000	0	N/A	N/A	Playground Equipment
City of Indianola	PO Box 269	Indianola	MS	38751	64-6000482	15,000	0	N/A	N/A	Building a playground
Hight Point Open Space Association	6400 Sylvan Way Room 217	Seattle	WA	98126	01-0857577	15,000	0	N/A	N/A	Building a playground
McKees Rocks Borough	1215 Holmes Street	McKees Rocks	PA	15136	25-600407	15,000	0	N/A	N/A	Building a playground
The NHP Foundation	1090 Vermont Avenue NW #400	Washington	DC	20005	52-1636004	15,000	0	N/A	N/A	Building a playground
YMCA of Florida's First Coast - Tiger Academy	12735 Gran Bay Parkway, Suite 250	Jacksonville	FL	32258	59-0638514	15,000	0	N/A	N/A	Building a playground
Alliance for Women and Children	1350 N 10th	Abilene	TX	79601	75-1013058	15,000	0	N/A	N/A	Imagination Playground in a Cart/Box
Ascension Catholic School	500 W 11th Place	Los Angeles	CA	90044	95-1792201	15,000	0	N/A	N/A	Imagination Playground in a Cart/Box
Berwyn Park District	3701 S Scoville Ave	Berwyn	IL	60402	36-6003797	15,000	0	N/A	N/A	Imagination Playground in a Cart/Box
Burbank Adult School Parent Education Department	3811 W Allen Avenue	Burbank	CA	91505	95-600418	15,000	0	N/A	N/A	Imagination Playground in a Cart/Box
Cerebral Palsy, Inc	2801 S Webster Avenue	Green Bay	WI	54301	39-0901265	15,000	0	N/A	N/A	Imagination Playground in a Cart/Box
City of Ottowa	101 S Hickory	Ottowa	KS	66067	48-6037972	15,000	0	N/A	N/A	Imagination Playground in a Cart/Box
City of Saco Parks & Recreation	75 Franklin Street	Saco	ME	04072	01-6000035	15,000	0	N/A	N/A	Imagination Playground in a Cart/Box
CitySquare	511 N Akard Street	Dallas	TX	75201	75-2332948	15,000	0	N/A	N/A	Imagination Playground in a Cart/Box
Druid Heights Community Development Corporation	2140 McCulloh Street	Baltimore	MD	21217	52-1021726	15,000	0	N/A	N/A	Imagination Playground in a Cart/Box
H Chase Lenfest Foundation	3890 N 10th Stree	Philadelphia	PA	19140	23-3031335	11,883	0	N/A	N/A	Imagination Playground in a Cart/Box
Heritage Community Initiatives	820 Braddock Avenue	Braddock	PA	15104	25-1442838	15,000	0	N/A	N/A	Imagination Playground in a Cart/Box
Laurel Elementary	516 Montgomery Street	Laurel	MD	20715	52-6072200	15,000	0	N/A	N/A	Imagination Playground in a Cart/Box
Lifeline Center for Child Development	80-09 Winchester Blvd	Queens Village	NY	11427	11-2002845	15,000	0	N/A	N/A	Imagination Playground in a Cart/Box
Los Cerritos YMCA - YMCA of Greater Long Beach	15530 Woodruff Ave	Bellflower	CA	90706	95-1643396	15,000	0	N/A	N/A	Imagination Playground in a Cart/Box
Lycee Francias de la Nouvelle-Orleans	5951 Patton Street	New Orleans	LA	70115	80-0502031	15,000	0	N/A	N/A	Imagination Playground in a Cart/Box
Meridian Education Resource Group/ Whitefoord Community Program	1353 George W Brumley Way, SE	Atlanta	GA	30317	58-2180056	15,000	0	N/A	N/A	Imagination Playground in a Cart/Box
Miami Children's Museum	980 MacArthur Causeway	Miami	FL	33132	59-2396999	15,000	0	N/A	N/A	Imagination Playground in a Cart/Box

The Learning Tree / HOPE Child Development	4306 Lake Ave	Wilmington	NC	28403	27-1221163	15,000	0	N/A	N/A	Imagination Playground in a Cart/Box
Vietnamese Initiatives in Economic Training	13435 Granville Street	New Orleans	LA	70129	72-1496796	15,000	0	N/A	N/A	Imagination Playground in a Cart/Box
YMCA of Metropolitan Dallas - Oak Cliff Family YMCA	601 N Akard Street	Dallas	TX	75201	75-0800696	15,000	0	N/A	N/A	Imagination Playground in a Cart/Box
City of Azusa	320 N orangel Place	Azusa	CA	91702	95-6000670	15,000	0	N/A	N/A	Building a playground
City of Redwood	1017 Middlefield Road	Redwood City	CA	94063	94-600116	15,000	0	N/A	N/A	Building a playground
City of Spartanburg	145 Broad Street	Spartanburg	SC	29306	57-600245	15,000	0	N/A	N/A	Building a playground
Children's Aid Society-Dunlevy Milbank Center	105 East 22nd Street	New York	NY	10010	13-5562191	16,498	0	N/A	N/A	Imagination Playground in a Cart/Box
P S 064 Robert Simon	600 E 6th Street	New York	NY	10009	69-0210637	15,200	0	N/A	N/A	Imagination Playground in a Cart/Box
West New York School District - School #1	6028 Broadway	West New York	NJ	07093	22-6002395	16,218	0	N/A	N/A	Imagination Playground in a Cart/Box
West New York School District - School #6	6028 Broadway	West New York	NJ	07093	22-6002395	16,218	0	N/A	N/A	Imagination Playground in a Cart/Box
The Health Museum	1515 Hermann Drive	Houston	TX	77004	74-6106357	13,463	0	N/A	N/A	Imagination Playground in a Cart/Box
Alliance for Woman and Children	1350 N 10th Street	Abilene	TX	79601	75-1013058	26,925	0	N/A	N/A	Playground Equipment
Cornerstone Community Development Corporation	PO Box 152551	Dallas	TX	75315	75-2623357	34,625	0	N/A	N/A	Playground Equipment
Houston Can! Academy North	325 W 12th St	Dallas	TX	75208	75-2251099	26,925	0	N/A	N/A	Playground Equipment
Southwest Key Programs	6002 Jain Lane	Austin	TX	78721	74-2481167	26,925	0	N/A	N/A	Playground Equipment
A Safe Haven Foundation	2570 West Roosevelt Road	Chicago	IL	60608	36-4444200	12,008	0	N/A	N/A	Imagination Playground in a Cart/Box
Boys & Girls Club of East Los Angeles	324 N. McDonnell Avenue	Los Angeles	CA	90022	95-1865996	12,390	0	N/A	N/A	Imagination Playground in a Cart/Box
Boys & Girls Club of New Britain	150 Washington Street	New Britain	CT	06051	06-0660406	11,738	0	N/A	N/A	Imagination Playground in a Cart/Box
SCO Family of Services - Jerome Hardeman Sr Child Care Center	1 Alexander Place	Glen Cove	nY	11542	11-2777066	12,188	0	N/A	N/A	Building a playground
Albemarle Parks & Recreation	114 Rock Creek Drive (Po Box 190)	Albemarle	NC	28002	56-6001163	11,923	0	N/A	N/A	Imagination Playground in a Cart/Box
Children's Discovery Museum	101 E Beaufort Street	Normal	IL	61761	37-1288369	12,104	0	N/A	N/A	Imagination Playground in a Cart/Box
City of South Salt Lake	220 E Morris Avenue	Salt Lake City	UT	84115	16-19407012	12,283	0	N/A	N/A	Imagination Playground in a Cart/Box
Long Beach City College	4901 E Carson Street	Long Beach	CA	90808	95-2654140	12,263	0	N/A	N/A	Imagination Playground in a Cart/Box
Tacony Academy Charter School	1330 Rhawn Street	Philadelphia	PA	19111	75-562202	11,908	0	N/A	N/A	Imagination Playground in a Cart/Box
Coachella Valley Housing Coalition-Family YMCA of the Desert	45701 Monroe Street, Suite G	Indio	CA	92201	95-3814898	15,000	0	N/A	N/A	Shade Structure
Boys & Girls Club of the Coachella Valley-City Desert Hot Springs	42-600 Cook Street, Suite 120	Palm Desert	CA	92211		15,000	0	N/A	N/A	Shade Structure
City of Carson	2400 Dominguez Street	Carson	CA	90810	95-2513547	6,484	0	N/A	N/A	Imagination Playground in a Cart/Box
City of Cerritos	Po Box 3130	Cerritos	CA	90703	95-6006510	6,484	0	N/A	N/A	Imagination Playground in a Cart/Box
Kare Youth League / Pearl Preparatory School	PO Box 668020	Arcadia	CA	91066	95-1869644	11,738	0	N/A	N/A	Imagination Playground in a Cart/Box
National Pediatric Support Services - Covina	18200 McDormott West, Suite E	Irvine	CA	92614	95-3865493	11,738	0	N/A	N/A	Imagination Playground in a Cart/Box
New Heights Charter School	2202 Martin Luther King Blvd	Los Angeles	CA	90008	37-1510439	11,738	0	N/A	N/A	Imagination Playground in a Cart/Box
The Boys & Girls of Garden Grove	10540 Chapman Avenue	Garden Grove	CA	92840	95-6112702	11,738	0	N/A	N/A	Imagination Playground in a Cart/Box
The Boys & Girls of San Bernadino	1180 W 9th Street	San Bernadino	CA	92411	95-2508873	11,738	0	N/A	N/A	Imagination Playground in a Cart/Box
Zellwood Community Center	Po Box 832	Zellwood	FL	32798	59-2353355	11,223	0	N/A	N/A	Imagination Playground in a Cart/Box
The City of Redwood (x2 IPCs)	1400 Roosevelt Ave	Redwood City	CA	94061	94-6001116	23,680	0	N/A	N/A	Imagination Playground in a Cart/Box
Nova SE University	3301 College Avenue	Ft Lauderdale	FL	33314	59-1083502	11,633	0	N/A	N/A	Imagination Playground in a Cart/Box
Mattel Inc	333 Continental Blvd	El Segundo	CA	90245	95-1567322	12,588	0	N/A	N/A	Imagination Playground in a Cart/Box
Knox County Schools - East Knox Elementary	9315 Rutledge Pike	Mascot	TN	37806		9,000	0	N/A	N/A	Building a playground

STATEMENT A
EIN #52-1970904

KaBOOM!, Inc.
2012 Form 990
Page 1, Part 1, Line 1

Organization Summary

KaBOOM!, Inc. is a national non-profit dedicated to giving kids the childhood they deserve by bringing play to those who need it most. It envisions a great place to play within walking distance of every child in America. The KaBOOM! 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 overall health and well-being, contributing to social, emotional, physical and cognitive development. KaBOOM! believes many urgent problems – especially those plaguing low-income communities today – can be addressed by bringing individuals together to ensure that kids have the time and opportunity to play every day in their homes, schools and 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

[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)

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: Creating and catalyzing great places to play, educating and elevating the societal conversation about play, and inspiring and leading advocates to take action for play. KaBOOM! also puts a distinct emphasis on mapping play spaces in order to identify play deserts and ensure ours and other's efforts are focused in the greatest areas of need..

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

---

[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

Organization Summary (continued)

effectively. Once areas of need are identified, KaBOOM! can look at infiltrating some of these 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 17 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 2012, KaBOOM! had built more than 2,100 playgrounds, 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 17 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! 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 213 cities have earned this designation, including Atlanta, Indianapolis, Orlando, Phoenix, San Antonio and San Francisco.

KaBOOM!, Inc.
2012 Form 990
Page 2 Part III, Line 1

Organization Mission, Impact and Theory of Change

KaBOOM!, Inc. is a national non-profit organization dedicated to giving kids the childhood they deserve by bringing play to those who need it most. The KaBOOM! mission is to create great playspaces through the participation and leadership of communities. Ultimately, KaBOOM! envisions a great 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:

Creating and catalyzing great places to play, educating and elevating the societal conversation about play, and inspiring and leading advocates to take action for play. We also map play spaces so we can identify play deserts to ensure ours and other's efforts are focused in the greatest areas of need.

Activating Community Leadership

> KaBOOM! believes that focusing members of a community on play as an issue and giving them the tools to take the action needed to map, build, 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.

- **Three 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 three 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

- PPV/Knight Foundation (completed 2011/2012) http://www.knightfoundation.org/publications/kaboom-evaluation

STATEMENT C
EIN #52-1970904

KaBOOM!, Inc.
2012 Form 990
Page 2, Part III, Line 4

Statement of Program Service Accomplishments

KaBOOM!, Inc. is a national non-profit dedicated to giving kids the childhood they deserve by bringing play to those most in need. A growing body research shows that there is a play deficit in America and it is harming our children. The KaBOOM! vision is a great place to play within walking distance of every child. It is making that vision a reality by creating and catalyzing great places to play, educating and elevating the societal conversation about play, and inspiring and leading advocates to take action for play. KaBOOM! also puts a distinct emphasis on mapping play spaces in order to identify play deserts and ensure ours and other's efforts are focused in the greatest areas of need. 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 2012, KaBOOM! led 167 playground builds, served an estimated 248,155 children. These projects engaged 38,423 volunteers, resulting in 333,281 hours of service given to communities in 48 states, the District of Columbia, Puerto Rico, Virgin Islands, Canada and Mexico.

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 2012 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 special antimicrobial surfacing at a hospital playground to help protect the immune systems of chronically ill children, the continued development of multi-generational playgrounds that incorporated putting greens, Energi and other equipment to allow adults and seniors to play alongside the children in their lives, and unique outdoor musical instruments to engage therapeutic aspects of play. KaBOOM! made playgrounds and volunteer builds more environmentally friendly through its sustainability initiative. This included incorporating 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 281 new trees across 167 builds in 2012.

KaBOOM!, Inc.
2012 Form 990
Page 2, Part III, Line 4

EIN #52-1970904

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! executed a grant program providing $2,885,338 to 624 local community organizations in the US to: 1) assist in funding the construction of 124 new playspaces; 2) maintain and improve 497 existing playspaces; and 3) to help open 3 otherwise locked playgrounds for broader community use. These projects served an estimated 343,200 children and engaged 13,894 volunteers.

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 2012, KaBOOM! launched the newest version of our DIY online planning tool. Named Our Dream Playground, it is a virtual project planner complete with fundraising capabilities, which was identified as a major challenge for those building playgrounds on their own.

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 2012, KaBOOM! invested time and effort in further developing its nationwide Map of Play. It relaunched the Map of Play with a new site – mapofplay.org – and developed a simplified mobile app, *Tag!,* to more easily allow members of the community to add playgrounds to the Map of Play, along with photos and ratings. There are now more than 93,000 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. In 2012, nearly 6,000 people were trained using KaBOOM! online resources.

KaBOOM!, Inc.
2012 Form 990
Page 2, Part III, Line 4

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 2012, 213 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.

Part III 4b – Advocating for Play – Society as a Whole

KaBOOM! also continued to elevate the cause of play to the national level. In particular, KaBOOM! released the first of three children's books. *Go Out and Play!* a collection of more than 70 children's games, encourages families to come together through play and gives them direction and tools to advocate for play in their own communities. Already in its second printing, *Go Out and Play!* enjoyed several prominent reviews including in The Washington Post and Kirkus.

KaBOOM!: A Movement to Save Play was released in paperback after hitting The New York Times Bestseller list in 2011. Part memoir, part lessons in social entrepreneurship, the book was used to engage college students in service learning activities around play and included mapping playgrounds, playspace spruce projects and on-campus appearances by KaBOOM! staff.

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
- Other Community Based Organizations

Criteria for a KaBOOM! Grantee includes:

- Need (for a playspace or an improved playspace)
- Impact
- Low Income, Under-served communities
- Capacity to engage the community
- Capacity to generate matching funds
- Demonstrated enthusiasm for project

STATEMENT E
EIN #52-1970904

KaBOOM!, Inc.
2012 Form 990
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.

STATEMENT F
EIN #52-1970904

KaBOOM!, Inc.
2012 Form 990
Page 6 Part VI-A Line 2

Family Relationship

Darell Hammond (CEO) and Kate Becker (VP Program Management) 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.

STATEMENT G
EIN #52-1970904

KaBOOM!, Inc.
2012 Form 990
Page 6 Part VI-A Line 11b

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.

STATEMENT H
EIN #52-1970904

KaBOOM!, Inc.
2012 Form 990
Page 6 Part VI-B Line 12

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.

KaBOOM!, Inc. EIN #52-1970904
2012 Form 990
Page 6, Part VI, Line 15

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.

KaBOOM!, Inc.
2012 Form 990
Page 6 Part VI-B Line 16

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.