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 private foundations)

► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990 and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning , 2013, and ending ,

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

C Name of organization: KaBOOM!, INC.
Doing Business As
Number and street (or P O box if mail is not delivered to street address): 4301 CONNECTICUT AVENUE, NW — Room/suite: ML-1
City or town, state or province, country, and ZIP or foreign postal code: WASHINGTON DC 20008

D Employer Identification Number: 52-1970904
E Telephone number: (202) 659-0215
G Gross receipts $ 26,239,505.

F Name and address of principal officer: DARELL HAMMOND 4301 CONNECTICUT AVE. NW, ML-1 WASHINGTON DC 20008

H(a) Is this a group return for subordinates? [ ] Yes [X] No
H(b) Are all subordinates 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	12
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	12
5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	121
6	Total number of volunteers (estimate if necessary)	6	67,469
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	

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		Prior Year	Current Year
Revenue			
8	Contributions and grants (Part VIII, line 1h)	24,825,813.	25,920,093.
9	Program service revenue (Part VIII, line 2g)		
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	178,895.	299,582.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	27,970.	19,830.
12	Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)	25,032,678.	26,239,505.
Expenses			
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,885,339.	3,575,893.
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)	7,517,617.	8,912,144.
16a	Professional fundraising fees (Part IX, column (A), line 11e)		
b	Total fundraising expenses (Part IX, column (D), line 25) ► 2,275,740.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	13,106,102.	13,861,230.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	23,509,058.	26,349,267.
19	Revenue less expenses Subtract line 18 from line 12	1,523,620.	-109,762.
Net Assets or Fund Balances		**Beginning of Current Year**	**End of Year**
20	Total assets (Part X, line 16)	18,070,384.	18,495,317.
21	Total liabilities (Part X, line 26)	9,150,817.	9,368,523.
22	Net assets or fund balances Subtract line 21 from line 20	8,919,567.	9,126,794.

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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 5/15/14
► GEORGE T. MEGAS — CHIEF FINANCIAL OFFICER
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		5/15/14		P01622353

Firm's name ► Lane & Company, CPAs
Firm's address ► 1920 N Street NW, Suite 320, Washington DC 20036
Firm's EIN ► 52-1738520
Phone no (202) 463-6500

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

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Part III **Statement of Program Service Accomplishments**

Check if Schedule O contains a response or note to any line 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

4 a (Code:) (Expenses $ 18,007,122. including grants of $ 3,575,643.) (Revenue $ 0.)

SEE ATTACHED STATEMENT C FOR DESCRIPTIONS
PART I - CREATING AND CATALYZING GREAT PLACES TO PLAY

4 b (Code:) (Expenses $ 4,407,496. including grants of $ 250.) (Revenue $ 0.)

SEE ATTACHED STATEMENT C FOR DESCRIPTIONS
PART II - INSPIRING AND INFORMING ADVOCATES FOR PLAY
PART III - EDUCATING AND ELEVATING THE SOCIETAL CONVERSATION ABOUT PLAY

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

4 d Other program services (Describe in Schedule O)
(Expenses $ including grants of $) (Revenue $)

4 e **Total program service expenses** ► 22,414,618.

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 other assistance to or for any foreign organization? *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 other assistance to or for foreign individuals? *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
20 a	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 or other assistance to any domestic organizations or government 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 or 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	
24 a	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, that was issued after December 31, 2002? *If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25a*	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		
25 a	**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	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, 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
35 a	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 or note to any line 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	53		
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	121		
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' to line 3b, 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 or note to any line 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.	1 a	12		
b Enter the number of voting members included in line 1a, above, who are independent	1 b	12		
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?	7 a			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?	7 b			X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a The governing body?	8 a		X	
b Each committee with authority to act on behalf of the governing body?	8 b		X	
9 Is there any officer, director, 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?	10 a		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?	10 b		
11 a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11 a	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*	12 a	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12 b	X	
c *Did the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this was done*	12 c	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	15 a	X	
b Other officers of key employees of the organization	15 b	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?	16 a	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?	16 b	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 or note to any line 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) TONY BUCCI MEMBER	1.75	X						0.	0.	0.
(2) MICHAEL DEICH MEMBER	1.50	X						0.	0.	0.
(3) ROBERT DEMARTINI MEMBER	1.75	X						0.	0.	0.
(4) RICHARD DEVANEY MEMBER	1.75	X						0.	0.	0.
(5) TIMOTHY FESENMYER MEMBER	1.64	X						0.	0.	0.
(6) RICHARD KELSON MEMBER	1.75	X						0.	0.	0.
(7) RON LUMBRA MEMBER	1.75	X						0.	0.	0.
(8) BILL NOVELLI MEMBER	1.75	X						0.	0.	0.
(9) UDAYA PATNAIK MEMBER	1.50	X						0.	0.	0.
(10) GEORGE SHERMAN MEMBER	1.50	X						0.	0.	0.
(11) JOHNNETTA B. COLE MEMBER	1.50	X						0.	0.	0.
(12) STEPHANIE G. WHITE MEMBER	1.50	X						0.	0.	0.
(13) DARELL D. HAMMOND CO-FOUNDER/CEO	58.00			X				378,534.	0.	37,141.
(14) BRUCE M. BOWMAN PRESIDENT	53.00			X				305,818.	0.	16,574.

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

(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) JAMES SIEGAL COO	57.00			X				227,659.	0.	17,293.
(16) GEORGE T. MEGAS CFO	45.00			X				173,321.	0.	6,922.
(17) KATE M. BECKER VP, PROJECT MANAGEMENT	54.00				X			181,361.	0.	8,551.
(18) JAMES M. HUNN VP, MASS ACTION	47.00				X			163,195.	0.	8,561.
(19) CARRIE LEOVY SENIOR STRATEGIST	44.00					X		136,282.	0.	9,806.
(20) HASSON SHAID DIR. OF SOFTWARE ENGINEERING	47.00					X		133,502.	0.	3,996.
(21) DAVID GAY VP TALENT MGMT. & OPS.	47.00					X		128,880.	0.	4,508.
(22) RENEE STIKES VP OF PHILANTHROPY	45.00					X		126,075.	0.	5,962.
(23) SHAY THOMSON DIRECTOR OF CLIENT SERVICES	48.00					X		110,888.	0.	3,074.
(24)										
(25)										
1 b Sub-total ►								2,065,515.	0.	122,388.
c Total from continuation sheets to Part VII, Section A ►										
d Total (add lines 1b and 1c) ►								2,065,515.	0.	122,388.

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 ► 16

		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

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ► 0

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII . . . ☐

Section	Line		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
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 25,920,093.				
	g Noncash contributions included in lines 1a-1f $					
	h Total. Add lines 1a-1f ►		25,920,093.			
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) ►		299,582.	0.	0.	299,582.
	4 Income from investment of tax-exempt bond proceeds ►					
	5 Royalties ►		1,750.	1,750.	0.	0.
		(i) Real / (ii) Personal				
	6a Gross rents					
	b Less: rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss) ►					
		(i) Securities / (ii) Other				
	7a Gross amount from sales of assets other than inventory					
	b Less. cost or other basis and sales expenses					
	c Gain or (loss)					
	d Net gain or (loss) ►					
	8a Gross income from fundraising events (not including. . $ ____ of contributions reported on line 1c) See Part IV, line 18.	a				
	b Less direct expenses	b				
	c Net income or (loss) from fundraising events ►					
	9a Gross income from gaming activities. See Part IV, line 19.	a				
	b Less direct expenses	b				
	c Net income or (loss) from gaming activities ►					
	10a Gross sales of inventory, less returns and allowances	a				
	b Less: cost of goods sold	b				
	c Net income or (loss) from sales of inventory ►					
	Miscellaneous Revenue	Business Code				
	11a MISCELLANEOUS INCOME	900099	18,080.	18,080.	0.	0.
	b					
	c					
	d All other revenue					
	e Total. Add lines 11a-11d ►		18,080.			
	12 Total revenue. See instructions ►		26,239,505.	19,830.	0.	299,582.

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 or note to any line 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	3,562,393.	3,562,393.		
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	13,500.	13,500.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,551,132.	1,082,478.	176,043.	292,611.
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	6,154,535.	4,295,022.	698,497.	1,161,016.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	82,507.	57,579.	9,364.	15,564.
9 Other employee benefits	591,723.	412,942.	67,156.	111,625.
10 Payroll taxes	532,247.	371,436.	60,406.	100,405.
11 Fees for services (non-employees):				
a Management				
b Legal	11,665.	9,631.	1,363.	671.
c Accounting	66,083.	54,564.	7,721.	3,798.
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) amount, list line 11g expenses on Schedule O)	1,898,183.	1,567,310.	221,768.	109,105.
12 Advertising and promotion	39,584.	19,004.	6,600.	13,980.
13 Office expenses	597,943.	347,301.	113,794.	136,848.
14 Information technology	102,952.	76,904.	11,364.	14,684.
15 Royalties				
16 Occupancy	419,465.	232,695.	123,017.	63,753.
17 Travel	1,064,958.	868,391.	76,582.	119,985.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	160,030.	126,184.	2,864.	30,982.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	282,702.	203,421.	51,819.	27,462.
23 Insurance	86,315.	41,438.	14,392.	30,485.
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	6,220,154.	6,220,154.	0.	0.
b CONSTRUCTION	2,607,928.	2,607,928.	0.	0.
c MARKETING	160,342.	153,562.	0.	6,780.
d PRINTING & REPRODUCTION	142,926.	90,781.	16,159.	35,986.
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	26,349,267.	22,414,618.	1,658,909.	2,275,740.
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 or note to any line 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	3,110,940.	2	2,671,336.
	3	Pledges and grants receivable, net	2,686,660.	3	253,009.
	4	Accounts receivable, net	608,565.	4	701,902.
	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	46,465.	8	46,141.
	9	Prepaid expenses and deferred charges	148,519.	9	172,821.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D — 10a 1,981,161.			
	b	Less: accumulated depreciation — 10b 759,899.	1,321,246.	10c	1,221,262.
	11	Investments – publicly traded securities	9,913,434.	11	12,959,925.
	12	Investments – other securities See Part IV, line 11		12	
	13	Investments – program-related See Part IV, line 11		13	
	14	Intangible assets	138,982.	14	457,501.
	15	Other assets. See Part IV, line 11	95,573.	15	11,420.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	18,070,384.	16	18,495,317.
Liabilities	17	Accounts payable and accrued expenses	1,739,346.	17	1,880,790.
	18	Grants payable	1,672,750.	18	2,458,924.
	19	Deferred revenue	4,648,265.	19	4,023,515.
	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	1,090,456.	25	1,005,294.
	26	**Total liabilities.** Add lines 17 through 25	9,150,817.	26	9,368,523.
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	8,919,567.	27	9,126,794.
	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	8,919,567.	33	9,126,794.
	34	Total liabilities and net assets/fund balances	18,070,384.	34	18,495,317.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI . . . ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	26,239,505.
2	Total expenses (must equal Part IX, column (A), line 25)	2	26,349,267.
3	Revenue less expenses Subtract line 2 from line 1	3	-109,762.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	8,919,567.
5	Net unrealized gains (losses) on investments	5	316,989.
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	9,126,794.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII . . . ☐

			Yes	No
1	Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other ______ If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O			
2 a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2 a		X
	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			
b	Were the organization's financial statements audited by an independent accountant?	2 b	X	
	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: ☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
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?	2 c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
3 a	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?	3 a		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	3 b		

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.**

► **Information about Schedule A (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990.***

OMB No 1545-0047

2013

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?	11g (i)		
(ii)	A family member of a person described in (i) above?	11g (ii)		
(iii)	A 35% controlled entity of a person described in (i) or (ii) above?	11g (iii)		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in column (i) listed in your governing document? Yes	No	(v) Did you notify the organization in column (i) of your support? Yes	No	(vi) Is the organization in column (i) organized in the US? Yes	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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any 'unusual grants')	19,115,505.	19,182,569.	21,707,454.	24,825,813.	25,920,093.	110,751,434.
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	19,115,505.	19,182,569.	21,707,454.	24,825,813.	25,920,093.	110,751,434.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						38,044,807.
6 **Public support.** Subtract line 5 from line 4						72,706,627.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	19,115,505.	19,182,569.	21,707,454.	24,825,813.	25,920,093.	110,751,434.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	54,158.	91,950.	97,174.	182,865.	301,332.	727,479.
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.)	1,720.	493.	4,893.	24,000.	18,080.	49,186.
11 **Total support.** Add lines 7 through 10						111,528,099.

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 2013 (line 6, column (f) divided by line 11, column (f)) . . . 14 65.19 %

15 Public support percentage from 2012 Schedule A, Part II, line 14 . . . 15 67.27 %

16a **33-1/3% support test – 2013.** If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . ► ☒

b **33-1/3% support test – 2012.** 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 – 2013.** 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 – 2012.** 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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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						
7 a 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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10 a 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 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16	Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2013** (line 10c, column (f) divided by line 13, column (f))	17	%
18	Investment income percentage from **2012** Schedule A, Part III, line 17	18	%

19a **33-1/3% support tests – 2013.** 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 – 2012.** 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. 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: MISCELLANEOUS INCOME

2009: 1720.

2010: 493.

2011: 4893.

2012: 24000.

2013: 18080.

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.
► Information about Schedule D (Form 990) and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization	Employer identification number
KaBOOM!, INC.	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 year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1 a Beginning of year balance	4,500,000.	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.	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.**
Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. 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		1,148,247.	163,682.	984,565.
d Equipment		493,106.	295,086.	198,020.
e Other		339,808.	301,131.	38,677.
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ►				1,221,262.

Part VII Investments — Other Securities.
Complete if the organization answered 'Yes' to Form 990, Part IV, line 11b. 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.
Complete if the organization answered 'Yes' to Form 990, Part IV, line 11c. 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.
Complete if the organization answered 'Yes' to Form 990, Part IV, line 11d. 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.
Complete if the organization answered 'Yes' to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DEFERRED RENT	1,005,294.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, column (B) line 25.)* ►	1,005,294.

2. Liability for uncertain tax positions. 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. Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1 Total revenue, gains, and other support per audited financial statements			1	28,904,670.
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a Net unrealized gains on investments	2a	316,989.		
b Donated services and use of facilities	2b	2,348,176.		
c Recoveries of prior year grants	2c			
d Other (Describe in Part XIII.)	2d			
e Add lines 2a through 2d			2e	2,665,165.
3 Subtract line 2e from line 1			3	26,239,505.
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	26,239,505.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return. Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1 Total expenses and losses per audited financial statements			1	28,697,443.
2 Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a Donated services and use of facilities	2a	2,348,176.		
b Prior year adjustments	2b			
c Other losses	2c			
d Other (Describe in Part XIII.)	2d			
e Add lines 2a through 2d			2e	2,348,176.
3 Subtract line 2e from line 1			3	26,349,267.
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	26,349,267.

Part XIII Supplemental Information.

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' on Form 990, Part IV, line 14b, 15, or 16.
► Attach to Form 990. ► See separate instructions.
► Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

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' on Form 990, Part IV, line 14b.

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) North America	0	0	PROGRAM SERVICES	PLAYGROUND BUILD	13,500.
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3 a Sub-total	0	0			13,500.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b) .	0	0			13,500.

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered 'Yes' on 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)			North America	PLAYGROUND BUILD	7,500.	CHECK	0.	N/A	N/A
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

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

3 Enter total number of other organizations or entities . . . ►

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered 'Yes' on 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

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

Pt I Line 2 SEE EXPLANATION ON ATTACHMENT

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.
► Information about Schedule I (Form 990) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047
2013
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 . . . . . ► 200

3 Enter total number of other organizations listed in the line 1 table . . . . . ► 200

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.** 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' on Form 990, Part IV, line 23.
► Attach to Form 990. ► See separate instructions.
► Information about Schedule J (Form 990) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization: KaBOOM!, INC.

Employer identification number: 52-1970904

Part I Questions Regarding Compensation

			Yes	No
1 a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items. [X] First-class or charter travel [ ] Travel for companions [ ] Tax indemnification and gross-up payments [ ] Discretionary spending account [ ] Housing allowance or residence for personal use [ ] Payments for business use of personal residence [ ] Health or social club dues or initiation fees [ ] Personal services (e g., maid, chauffeur, chef)			
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If 'No,' complete Part III to explain	1 b	X	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and officers, including 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] Independent compensation consultant [ ] Form 990 of other organizations [X] Written employment contract [X] Compensation survey or study [X] Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization·			
a	Receive a severance payment or change-of-control payment?	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)	267,902.	93,132.	17,500.	33,145.	7,619.	419,298.	0.
CO-FOUNDER/CEO	(ii)	0.	0.	0.	0.	0.	0.	0.
2 BRUCE M. BOWMAN	(i)	244,838.	60,980.	0.	7,446.	12,477.	325,741.	0.
PRESIDENT	(ii)	0.	0.	0.	0.	0.	0.	0.
3 JAMES SIEGAL	(i)	194,076.	33,583.	0.	5,969.	16,228.	249,856.	0.
COO	(ii)	0.	0.	0.	0.	0.	0.	0.
4 GEORGE T. MEGAS	(i)	143,849.	29,472.	0.	4,552.	10,265.	188,138.	0.
CFO	(ii)	0.	0.	0.	0.	0.	0.	0.
5 KATE M. BECKER	(i)	150,793.	30,568.	0.	4,555.	5,041.	190,957.	0.
VP, PROJECT MANAGEMENT	(ii)	0.	0.	0.	0.	0.	0.	0.
6 JAMES M. HUNN	(i)	138,959.	24,236.	0.	4,330.	9,615.	177,140.	0.
VP, MASS ACTION	(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

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.
► Information about Schedule O (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

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 VI-B, Line 16 JOINT VENTURE - SEE ATTACHED STATEMENT J

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

► Complete if the organization answered 'Yes' on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
► Attach to Form 990. ► See separate instructions.
► Information about Schedule R (Form 990) and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047
2013
Open to Public Inspection

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

Part I **Identification of Disregarded Entities** Complete if the organization answered 'Yes' on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) KABOOM! PLAYGROUND INITIATIVES 4301 CONN. AVE. NW ML-1 WASHINGTON, DC 20008 46-5154156	ONLINE MARKETPLACE	DE	0.	0.	KABOOM!, INC.
(2)					
(3)					

Part II **Identification of Related Tax-Exempt Organizations** Complete if the organization answered 'Yes' on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Sec 512(b)(13) controlled entity? Yes	No
(1)							
(2)							
(3)							
(4)							

Part III **Identification of Related Organizations Taxable as a Partnership** Complete if the organization answered 'Yes' on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1)												
(2)												
(3)												

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** Complete if the organization answered 'Yes' on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Sec 512(b)(13) controlled entity? Yes	(i) No
(1)									
(2)									
(3)									

Part V Transactions With Related Organizations Complete if the organization answered 'Yes' on Form 990, Part IV, line 34, 35b, or 36.

			Yes	No
	Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule			
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a		
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Dividends from related organization(s)	1f		
g	Sale of assets to related organization(s)	1g		
h	Purchase of assets from related organization(s)	1h		
i	Exchange of assets with related organization(s)	1i		
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		
o	Sharing of paid employees with related organization(s)	1o		
p	Reimbursement paid to related organization(s) for expenses	1p		
q	Reimbursement paid by related organization(s) for expenses	1q		
r	Other transfer of cash or property to related organization(s)	1r		
s	Other transfer of cash or property from related organization(s)	1s		

2 If the answer to any of the above is 'Yes,' see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Part VI Unrelated Organizations Taxable as a Partnership Complete if the organization answered 'Yes' on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization See instructions regarding exclusion for certain investment partnerships

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 Form (1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													

Part VIII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions).

Schedule O (Form 990), Supplemental Information to Form 990
Form 990, Page 6, Line 17 (continued)

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

KaBOOM!, Inc
2013 Federal Form 990
EIN 52-1970904

Name (a)	Address	City	State	Zip Code	(b) EIN	(c) Internal Revenue Code	(d) Amount of Cash Grant	(e) Non-Cash Assistance	(f) Method of valuation	(g) Description of non-cash	(h) Purpose of Grant Funds
San Francisco Unified School District #1 - Charles Drew College Preparatory Academy	555 Franklin Street, 3rd Floor	San Francisco	CA	94102	94-6000416		13,258 00	n/a	n/a	n/a	Imagination Playground Equipment
San Francisco Unified School District #2 - Tenderloin Community School	555 Franklin Street, 3rd Floor	San Francisco	CA	94102	94-6000416		13,258 00	n/a	n/a	n/a	Imagination Playground Equipment
San Francisco Unified School District #3 - Sanchez Elementary School	555 Franklin Street, 3rd Floor	San Francisco	CA	94102	94-6000416		13 258 00	n/a	n/a	n/a	Imagination Playground Equipment
San Francisco Unified School District #4 - Bessie Carmichael Elementary School	555 Franklin Street, 3rd Floor	San Francisco	CA	94102	94-6000416		13,258 00	n/a	n/a	n/a	Imagination Playground Equipment
The Montessori School of Englewood	6550 S Seeley Annex Bldg	Chicago	IL	60636	27-2803775		13,500 00	n/a	n/a	n/a	Imagination Playground Equipment
Community Parents Inc	90 Chauncey St	Brooklyn	NY	11233	11-2207085		14,408 00	n/a	n/a	n/a	Imagination Playground Equipment
Peninsula Family Service	24 2nd Avenue	San Mateo	CA	94401	94-1188169		13,878 00	n/a	n/a	n/a	Imagination Playground Equipment
Spartanburg Preparatory School	385 S Spring Street	Spartanburg	SC	29306	20-8133996		13,500 00	n/a	n/a	n/a	Imagination Playground Equipment
Audubon Charter School	6101 Chatham Drive	New Orleans	LA	70122	20-3694026		13,500 00	n/a	n/a	n/a	Imagination Playground Equipment
St John Vianney School	501 N Walnut Road	Sporane Valley	WA	99206	91-1428808		18,500 00	n/a	n/a	n/a	Imagination Playground Equipment
Live Oak Elementary	1916 Capitola Road	Santa Cruz	CA	95062	94-6002633		13,500 00	n/a	n/a	n/a	Imagination Playground Equipment
YWCA of Richmond-Bensley Park	6 N 5th Street	Richmond	VA	23219	54-0506493		12,048 00	n/a	n/a	n/a	Imagination Playground Equipment
East Tennessee Discovery Center	516 N Beaman Street / Po Box 6204	Knoxville	TN	37914	23-7039472		12,500 00	n/a	n/a	n/a	Imagination Playground Equipment
Plaza Towers Elementary	400 N Broadway	Moore	OK	73160	73-6021049		12,379 00	n/a	n/a	n/a	Imagination Playground Equipment
Action Center for Education & Community Development	57-10 Beach Channel Drive	Far Rockaway	NY	11692	75-3014243		11,093 00	n/a	n/a	n/a	Imagination Playground Equipment
Eastern New Mexico University - Roswell	PO Box 6000	Roswell	NM	88202	85-0400208		13 000 00	n/a	n/a	n/a	Imagination Playground Equipment
Tulsa Children's Museum	560 N Maybelle Ave	Tulsa	OK	74127	26-0904448		13,000 00	n/a	n/a	n/a	Imagination Playground Equipment
La Fe Preparatory School	616 Father Rahm	El Paso	TX	79901	74-2991952		30 000 00	n/a	n/a	n/a	Shade Structue Equipment
Salvation Army - San Angelo	34 W 3rd Street	San Angelo	TX	76903	75-0800678		15,000 00	n/a	n/a	n/a	Shade Structue Equipment
Texans Together	221 East 9th Street #403	Austin	TX	78701	11-3788433		30,000 00	n/a	n/a	n/a	Shade Structue Equipment
Affordable Homes South Texas	1420 Erie Avenue	McAllen	TX	78501	74-1883434		31 000 00	n/a	n/a	n/a	Shade Structue Equipment
San Antonio Housing Authority - Woodward Park	1011 Locke Street	San Antonio	TX	78208			31,000 00	n/a	n/a	n/a	Shade Structue Equipment
Fulton Avenue School #8	3252 Fulton Avenue	Oceanside	NY	11572	11-6042391		14,913 00	n/a	n/a	n/a	Imagination Playground Equipment
YMCA of Greater Charlotte Stratford-Richardson	1946 West Blvd	Charlotte	NC	28208	56-1045299		12 063 00	n/a	n/a	n/a	Imagination Playground Equipment
El Centro de la Raza	2524 16th Ave S	Seattle	WA	98144	91-0899927		11,998 00	n/a	n/a	n/a	Imagination Playground Equipment
Boys & Girls Club of Pasedena	3230 E Del Mar Blvd	Pasedena	CA	91107	95-1643305		12,613 00	n/a	n/a	n/a	Imagination Playground Equipment
Miss D's Playgroup Daycare, Inc	1526 Central Avenue	Far Rockaway	NY	11691	11-3587643		12 113 00	n/a	n/a	n/a	Imagination Playground Equipment
SF Recreation & Park Department	501 Stanyan Street	San Francisco	CA	94117	94-6000417		12,588 00	n/a	n/a	n/a	Imagination Playground Equipment
Village of Patchogue	380 Bay Avenue	Patchogue	NY	11772	11-6002131		95,580 25	n/a	n/a	n/a	Building a Playground
The Rutherford Polk McDowell District Health Department	221 Callahan-Koon Road	Spindale	NC	28160	56-6000900		9,000 00	n/a	n/a	n/a	Building a Playground
City of Roanoke Rapids Parks and Recreation	400 E 6th Street	Roanoke	NC	27870	56-6001319		9,000 00	n/a	n/a	n/a	Building a Playground
Woodall Rodgers Park Foundation Klyde Warren Park	1909 Woodall Rodgers Frwy, Ste 403	Dallas	TX	74201	87-0741150		12,293 00	n/a	n/a	n/a	Imagination Playground Equipment
Aberdeen School District, Aberdeen Elementary School	PO Box 607 / 1100 W Commerce	Aberdeen	MS	39730	64-6009026		12,338 00	n/a	n/a	n/a	Imagination Playground Equipment
Town of Vaiden	PO Box 76	Vaiden	MS	39176	64-0635760		12,293 00	n/a	n/a	n/a	Imagination Playground Equipment
City of Marks	PO Box 315 / 340 Pecan Street	Marks	MS	38646	64-6000674		12 238 00	n/a	n/a	n/a	Imagination Playground Equipment
Lion's Club - Baker City	Po Box 528	Baker City	OR	97814	93-0460810		9,000 00	n/a	n/a	n/a	Building a Playground
Ormewood Park Presbyterian Church	1071 Delaware Ave SE	Atlanta	GA	3316	58-0701803		9,000 00	n/a	n/a	n/a	Building a Playground
Three Rivers School	PO Box 99	Three Rivers	CA	93271	77-0563728		9,000 00	n/a	n/a	n/a	Building a Playground
Village of Strum	PO Box 25	Strum	WI	54770	39-6008554		9,000 00	n/a	n/a	n/a	Building a Playground
City of Helena Parks and Recreation	316 N Park Avenue	Helena	MT	59623	81-6001276		9,000 00	n/a	n/a	n/a	Building a Playground
Lamar County School District	424 Martin Luther King Drive	Purvis	MS	39475	64-6000567		30,000 00	n/a	n/a	n/a	Building a Playground
City of Pico Rivera	6615 Passons Blvd	Pico Rivera	CA	90660	95-6006039		30,000 00	n/a	n/a	n/a	Building a Playground
City of San Francisco	1 Dr Carlton B Goodlett Place, Room 291(	San Francisco	CA	94116	94-6000417		90,000 00	n/a	n/a	n/a	Building a Playground
City of Holyoke	536 Dwight St	Holyoke	MA	01040	04-6001393		30,000 00	n/a	n/a	n/a	Building a Playground
City of New Roads, LA	PO Box 280	New Roads	LA	70760	72-6001009		3 750 00	n/a	n/a	n/a	Building a Playground
City of Milwuakee	841 N Broadway, Room 501	Milwaukee	WI	53202	39-6005532		93,750 00	n/a	n/a	n/a	Building a Playground
City of Worcester	455 Main Street	Worcester	MA	01608	04-6001418		52,500 00	n/a	n/a	n/a	Building a Playground
City of Jackson	219 South President Street	Jackson	MS	39201	64-6000503		142,500 00	n/a	n/a	n/a	Building a Playground
City of Fairview	5 Oakwind Hill	Fletcher	NC	28732			3 750 00	n/a	n/a	n/a	Building a Playground
City of New Orleans	1300 Perido Street, STE 8E18	New Orleans	LA	70112	72-6000969		15,000 00	n/a	n/a	n/a	Building a Playground
Boys & Girls Clubs of Miami-Dade	PO Box 330219	Miami	FL	33233	59-0879227		15,000 00	n/a	n/a	n/a	Imagination Playground Equipment
Boys and Girls Club of Southwest Montana	600 Bridger Drive	Bozeman	MT	59715	81-6013668		15,000 00	n/a	n/a	n/a	Imagination Playground Equipment
City of Shinnston	40 Main Street	Shinnston	WV	26431	55-600250		12,190 00	n/a	n/a	n/a	Imagination Playground Equipment
Greater Scranton YMCa	706 N Blakely Street	Dunmore	PA	18512	24-0795516		12,190 00	n/a	n/a	n/a	Imagination Playground Equipment
Indian Trails Camp	o-1859 Lake Michigan Drive	Grand Rapids	MI	49534	38-6027165		15,000 00	n/a	n/a	n/a	Imagination Playground Equipment
Kern County Superintendent of Schools	1300 17th Street	Bakersfield	CA	63301	95-6000941		11,290 00	n/a	n/a	n/a	Imagination Playground Equipment
Langston Hughes Academy	3519 Trafalgar Street	New Orleans	LA	70119	72-1409800		11,020 00	n/a	n/a	n/a	Imagination Playground Equipment
LAMB PCS	1375 Missouri Ave NW	Washington	DC	20011	52-2356681		12,190 00	n/a	n/a	n/a	Imagination Playground Equipment
St Philip Neri School	2110 E 72nd Street	Chicago	IL	60649	36-2171115		12,190 00	n/a	n/a	n/a	Imagination Playground Equipment
The Children's Inn at NIH	7 West Drive	Bethesda	MD	20814	52-16382087		11,020 00	n/a	n/a	n/a	Imagination Playground Equipment
The Salvation Army, a California Corporation	2320 Fifth Avenue	San Diego	CA	92101	94-1156347		11,080 00	n/a	n/a	n/a	Imagination Playground Equipment
Shawnee Family YMCA	700 W Saratoga	Shawnee	OK	74804	73-0602462		12,388 00	n/a	n/a	n/a	Imagination Playground Equipment
WBNA, inc	1560 Westminister Street	Providence	RI	02909	22-2600067		15,000 00	n/a	n/a	n/a	Imagination Playground Equipment
Westside Community Improvement Association	PO Box 5315	Eureka	CA	95502	27-4553664		11 020 00	n/a	n/a	n/a	Imagination Playground Equipment
The Journey Neighborhood Center	363 Howdew Blvd	Brampton	Ontario	L65416	Canada		7,500 00	n/a	n/a	n/a	Imagination Playground Equipment
City of Auburn	910 9th Street SE	Auburn	WA	98002	91-6001228		15,000 00	n/a	n/a	n/a	Playground Improvement
City of Hammond	PO Box 2788	Hammond	LA	70404	72-0573539		15 000 00	n/a	n/a	n/a	Playground Improvement
Forestdale, Inc	67-35 112t Street	Forest Hills	NY	11375	11-1631747		15,000 00	n/a	n/a	n/a	Playground Improvement
Friends of Lucas Park	1209 Washington Ave, Ste 501	St Louis	MO	63103	45-5074045		15 000 00	n/a	n/a	n/a	Playground Improvement
Graham Children's Health Services	202 Medical Campus	Burnsville	NC	28714	56-2063898		15,000 00	n/a	n/a	n/a	Playground Improvement
Harrisburg Township Park District	921 W Poplar Street	Harrisburg	IL	62946	37-0817291		15,000 00	n/a	n/a	n/a	Playground Improvement
Mayfair Community Playground Corp	2990 St Vincent St	Philadelphia	PA	19149	23-3062736		15,000 00	n/a	n/a	n/a	Playground Improvement
Academy for Interanational Education Charter School	1080 Labanon Drive	Miami Springs	FL	33166	45-2690728		25,000 00	n/a	n/a	n/a	Shade Structue Equipment
Arizonans for Children Inc	2435 E LaJolla Drive	Tempe	AZ	85282	02-0651198		25 000 00	n/a	n/a	n/a	Shade Structue Equipment
Boys & Girls Club of Benton County	PO Box 448	Bentonville	AR	72712	71-0713904		25,000 00	n/a	n/a	n/a	Shade Structue Equipment
Boys & Girls Clubs of Jackson	832 Lexington Ave	Jackson	TN	38301	62-0784907		25,000 00	n/a	n/a	n/a	Shade Structue Equipment
Boys & Girls Clubs of Greater San Diego	PO Box 178569	San Diego	CA	92177	95-1865988		25,000 00	n/a	n/a	n/a	Shade Structue Equipment
Children's Harbor	19425 SW 58th Manor	Pembroke Pines	FL	33332	31-1471766		25,000 00	n/a	n/a	n/a	Shade Structue Equipment
City of Lauderhill	5581 W Oakland Park Blvd	Lauderhill	FL	33313	59-6044104		25,000 00	n/a	n/a	n/a	Shade Structue Equipment
City of Pico Rivera	PO Box 1016	Pico Rivera	CA	90660	95-6006039		25,000 00	n/a	n/a	n/a	Shade Structue Equipment
Equitas Academy Charter School	1700 W Pico Blvd	Los Angeles	CA	90015	26-2439216		25 000 00	n/a	n/a	n/a	Shade Structue Equipment
Friends of Palmer Park	8220 Neron Plance	New Orleans	LA	70118	11-3804249		25,000 00	n/a	n/a	n/a	Shade Structue Equipment
Fulbright Spring Homeowner's Association, Inc	1525 E Republic Road, Ste B100	Springfield	MO	65804	27-0342466		25,000 00	n/a	n/a	n/a	Shade Structue Equipment

ATTACHMENT 1

Name	Address	City	State	Zip Code	EIN	Internal Revenue Code	Amount of Cash Grant	Non-Cash Assistance	Method of valuation	Description of non-cash	Purpose of Grant Funds
Goodwill Easter Seals of the Gulf Coast	2448 Gordon Smith Drive	Mobile	AL	36617	63-0383472		25,000 00	n/a	n/a	n/a	Shade Structue Equipment
Los Feliz Charter School for the Arts	2709 Media Center Drive	Los Angeles	CA	90065	20-3001046		25,000 00	n/a	n/a	n/a	Shade Structue Equipment
Orlando Day Nursery	626 Lake Dot Circle	Orlando	FL	32801	59-0651096		25,000 00	n/a	n/a	n/a	Shade Structue Equipment
SafeHaven of Tarrant County	*8701 W Bedford Euless Rd, Ste 600*	*Hurst*	*TX*	*76053*	*75-1670281*		*25,000 00*	*n/a*	*n/a*	*n/a*	*Shade Structue Equipment*
St Vincent de Paul	PO Box 13600	Phoenix	AZ	85002	86-0096789		25,000 00	n/a	n/a	n/a	Shade Structue Equipment
Adair County Family YMCA	1708 S Jamison Street	Kirksville	MO	63501	43-0811428		10,020 00	n/a	n/a	n/a	Imagination Playground Equipment
Center City Public Charter School	6008 Georgia Ave NW	Washington	DC	20011	26-1255738		11,210 00	n/a	n/a	n/a	Imagination Playground Equipment
Christ Lutheran Church of School	1835 N 15th Street	Coos Bay	OR	97420	93-0579265		9 000 00	n/a	n/a	n/a	Building a Playground
Logos Christian Academy PTO	7280 N Caldwell Avenue	Niles	IL	60714	36-3975895		9,000 00	n/a	n/a	n/a	Building a Playground
Onsted Elementary School	10109 Slee Road	Onsted	MI	49265	38-6002281		9,000 00	n/a	n/a	n/a	Building a Playground
PlayBuild	PO Box 52871	New Orleans	LA	70113	46-2312257		13 493 00	n/a	n/a	n/a	Imagination Playground Equipment
Alden Hebron Community Consolidated Dist 19	11915 Price Road	Hebron	Il	60034	36-6005089		9,000 00	n/a	n/a	n/a	Building a Playground
Art Works	3711 Rhode Island Ave	Mt Rainer	MD	20712	27-5122542		9 000 00	n/a	n/a	n/a	Building a Playground
Hanock Public Schools Foundation	501 Campus Drive	Hanock	MI	49930	38-2781851		9,000 00	n/a	n/a	n/a	Building a Playground
Berkley Community Council Inc	178 Old Gudey Pike	Gurley	AL	35748	46-2005939		9 000 00	n/a	n/a	n/a	Building a Playground
Town of Black Mountain	160 Midland Ave	Black Mountain	NC	28711	56-6001182		9,000 00	n/a	n/a	n/a	Building a Playground
The Children's Museum Inc	498 Crawford Blvd	Boca Raton	FL	33432	59-6652019		9 000 00	n/a	n/a	n/a	Building a Playground
Boys & Girls Club of Pawtucket	One Moeller Place	Pawtucket	RI	02860	05-0258924		11,210 00	n/a	n/a	n/a	Imagination Playground Equipment
Boys & Girls Clubs of Moultrie/Colquitt County	PO Box 3982	Moultrie	GA	31776	26-3586811		9 000 00	n/a	n/a	n/a	Building a Playground
Bristol Recreation Department - Bristol Downtown Community Partnership	*PO Box 249*	*Bristol*	*VT*	*05443*	*03-6000401*		*9,000 00*	*n/a*	*n/a*	*n/a*	*Building a Playground*
Town of Brick / Brick Township	401 Chambersbridge Road	Brick	NJ	08723	21-6000379		9,000 00	n/a	n/a	n/a	Building a Playground
Town of Caroline Beach	1121-B North Lake Park Blvd	Caroline Beach	NC	28428	56-6001153		9,000 00	n/a	n/a	n/a	Building a Playground
Champlain Valley Transportation Museum	101 Lighthouse Road	Plattsburgh	NY	12901	05-0536804		9,000 00	n/a	n/a	n/a	Building a Playground
City of Bolivar	PO Box 910	Bolivar	MO	65604	44-6000140		9,000 00	n/a	n/a	n/a	Building a Playground
City of Navasota	PO Box 910	Navasota	TX	77868	74-6001763		9 000 00	n/a	n/a	n/a	Building a Playground
City of Pahokee	207 Begonia Drive	Pahokee	FL	33476	59-600400		9,000 00	n/a	n/a	n/a	Building a Playground
City of West Point, GA	PO Box 487	West Point	GA	31833	58-6000699		9 000 00	n/a	n/a	n/a	Building a Playground
Civic Builders, Inc	304 Hudson Street, Floor 3	New York	NY	10013	04-3635313		9,000 00	n/a	n/a	n/a	Building a Playground
College Core Block Club / City of Detroit Parks & Rec	16526 Monica	Detroit	MI	48221	38-6004606		9,000 00	n/a	n/a	n/a	Building a Playground
Conemaugh Township Area School District	1516 Tire Hill Road	Johnstown	PA	15935	76-561807		9 000 00	n/a	n/a	n/a	Building a Playground
Cullowhee Valley School PTA	240 Camp Wisdom	Cullowhee	NC	28723	01-0651270		9,000 00	n/a	n/a	n/a	Building a Playground
Dewitt Elementary School	PO Box 910	Dewitt	kY	40930	61-6001239		9,000 00	n/a	n/a	n/a	Building a Playground
Diamondhead Country Club and POA	5300 Diamondhead Circle	Diamondhead	MS	39525	64-055991		9 000 00	n/a	n/a	n/a	Building a Playground
East Bay Agency for Children	303 Van Buren Ave	Oakland	CA	94803	94-1358309		9 000 00	n/a	n/a	n/a	Building a Playground
Eureka Lions Club	312 S Elm	Eureka	KS	67045	48-6117777		9,000 00	n/a	n/a	n/a	Building a Playground
Missoula Parks & Recreation - Friends of Missoula Parks	*600 Cregg Lane*	*Missoula*	*MT*	*59802*	*81-0570189*		*9 000 00*	*n/a*	*n/a*	*n/a*	*Building a Playground*
Gilmore Henne Community Fund	201 Washington Street, Suite 502	Reading	PA	19601	45-4793078		9,000 00	n/a	n/a	n/a	Building a Playground
GR Hampton Elementary School	60 KY 3441	Barbourville	KY	40906			9,000 00	n/a	n/a	n/a	Building a Playground
The Great Schools Partnership	912 S Gay Street L 210	Knoxville	TN	37902	76-6206166		9,000 00	n/a	n/a	n/a	Building a Playground
Greater Bethlehem Temple	8334 Liberty Road	Windsor Mill	MD	21244	52-6049402		9,000 00	n/a	n/a	n/a	Building a Playground
Rogers County Volunteers for Youth - Will Roger Park Project (Healthy Lifestyles Committee)	9715 E 480 Road	Claremore	OK	74017	73-1563581		9 000 00	n/a	n/a	n/a	Building a Playground
Integrity Unlimited CDC	2105 Sandy Creek Drive	Wilson	WC	27893	27-0639378		9,000 00	n/a	n/a	n/a	Building a Playground
City of Iola	PO Box 391	Iola	KS	66749	48-6039801		9 000 00	n/a	n/a	n/a	Building a Playground
Jubilee Jumpstart, Inc	2525 Ontario Road, NW Ground Floor	Washington	DC	20009	20-2700607		9,000 00	n/a	n/a	n/a	Building a Playground
Kern County Parks and Recreation	2820 M Street	Bakersfield	CA	93301	95-6000925		9,000 00	n/a	n/a	n/a	Building a Playground
Kiwanis of the Colorado River	PO Box 21642	Bullhead City	AZ	86439	86-0654929		9 000 00	n/a	n/a	n/a	Building a Playground
City of Lake Worth Redevelopment Ageny	29 South J Street, Unit 1	Lake Worth	FL	33460	20-2848876		9 000 00	n/a	n/a	n/a	Building a Playground
Lamar County Mississippi	PO Box 1240 / 403 Main Street	Purvis	MS	39475	64-6000563		9,000 00	n/a	n/a	n/a	Building a Playground
Lyce Francais de la Nouvelle Orleans	5951 Patton Street	New Orleans	LA	70115	80-0502031		9,000 00	n/a	n/a	n/a	Building a Playground
Mapleton-Fall Creek Development Corp	130 East 30k Street	Indianapolis	IN	46205	35-1654999		9 000 00	n/a	n/a	n/a	Building a Playground
Mitchell-Yancey County Partnership for Children, Inc	PO Box 1387	Burnsville	NC	28714	56-1921260		9 000 00	n/a	n/a	n/a	Building a Playground
Moline Community Development Corporation	*1400 30th Street*	*Moline*	*IL*	*61265*	*26-4075669*		*9,000 00*	*n/a*	*n/a*	*n/a*	*Building a Playground*
Montrose County School District Re-1J	PO Box 10000	Monstrose	CO	81402	84-0517051		9,000 00	n/a	n/a	n/a	Building a Playground
Mooresville Parks and Recreation Department	PO Box 878	Mooresville	NC	28115	56-6001290		9,000 00	n/a	n/a	n/a	Building a Playground
Morris Fork Church	3982 Hwy 315	Booneville	kY	41314	13-4297246		9,000 00	n/a	n/a	n/a	Building a Playground
NeighborWorks Dakota Home Resources	795 Main Street	Deadwood	SD	57732	46-0423151		9,000 00	n/a	n/a	n/a	Building a Playground
NeighborWorks Orange County	128 E Katella Avenue, Ste 200	Orange	CA	92867	95-3130152		9,000 00	n/a	n/a	n/a	Building a Playground
New Pilgrim Rest Missionary Baptist Church	1930 Gallagner Street	Dallas	TX	75212	30-0735414		9 000 00	n/a	n/a	n/a	Building a Playground
New Way Academy	5048 E Oak Street	Phoenix	AZ	85008	86-0215781		9,000 00	n/a	n/a	n/a	Building a Playground
Old Shell Road Magnet Elementary School	360 Heather Street	Mobile	AL	36607	63-6000774		9 000 00	n/a	n/a	n/a	Building a Playground
OM Tiffany PTA	1224 S 3rd	Aberdeen	SD	57401	46-6000912		9,000 00	n/a	n/a	n/a	Building a Playground
Our Lady of Guadalupe Parish	20615 E Ocotillo Road	Queen Creek	AZ	85142	53-0196617		9 000 00	n/a	n/a	n/a	Building a Playground
Our Lady of Unity School	2646 S 34th Street	Kansas City	KS	66106	26-0459623		9,000 00	n/a	n/a	n/a	Building a Playground
Valley Community Schools- Partners In Education	23493 Canoe Road	Elgin	IA	52141	42-6036832		9 000 00	n/a	n/a	n/a	Building a Playground
Phalen Leadership Academies - Indiana Inc	2323 North Illinois Street	Indianapolis	IN	46208	26-3185485		9,000 00	n/a	n/a	n/a	Building a Playground
Pickstown Community Fund Inc	PO Box 186	Pickstown	SD	57367	46-2128966		9,000 00	n/a	n/a	n/a	Building a Playground
Project Play - Big Sandy ISD	PO Box 188	Dallardsville	TX	77332	74-6001613		9 000 00	n/a	n/a	n/a	Building a Playground
Prospect Park Area Association	*32 Kinley Drive*	*Emporium*	*PA*	*15834*	*45-4434950*		*9,000 00*	*n/a*	*n/a*	*n/a*	*Building a Playground*
Rochester Youth for Christ, Inc	PO Box 30069	Rochester	NY	14603	16-0821835		9,000 00	n/a	n/a	n/a	Building a Playground
Shiloh Elementary	2400 Ross Road	Snellville	GA	30039	58-6000254		9 000 00	n/a	n/a	n/a	Building a Playground
St Cyprian Children's Center	6223 Cedar Ave	Philadelphia	PA	19143	23-3044958		9,000 00	n/a	n/a	n/a	Building a Playground
St John's Shelter Program for Women And Children	2443 Fair Oaks Blvd, #369	Sacramento	CA	95825	68-0132934		9,000 00	n/a	n/a	n/a	Building a Playground
The Lord Jesus Christ's Church	634 Gibbard Ave	Columbus	OH	43201	35-2436819		9 000 00	n/a	n/a	n/a	Building a Playground
The Vine School	2911 D Azalea	Victoria	TX	77901	26-2866927		9,000 00	n/a	n/a	n/a	Building a Playground
Town of Bristol	230 Lake Street	Bristol	NH	03222	02-6000096		9,000 00	n/a	n/a	n/a	Building a Playground
Town of Elizabethtown Indiana	PO Box 297	Elizabethtown	IN	47232	35-1802026		9 000 00	n/a	n/a	n/a	Building a Playground
Town of Saltville	PO Box 730	Saltville	VA	24370	54-6001595		9,000 00	n/a	n/a	n/a	Building a Playground
Town of Seabrook	PO Box 456	Seabrook	NH	03874	02-6000833		9 000 00	n/a	n/a	n/a	Building a Playground
Trout Creek School	4 School Lane	Trout Creek	MT	59874	81-6000919		9 000 00	n/a	n/a	n/a	Building a Playground
United Hands Youth Center	109 Doty Road	Ferriday	LA	71334	72-1216682		9,000 00	n/a	n/a	n/a	Building a Playground
Wilkes-Barre Family YMCA	40 W Northhampton Street	Wilkes-Barre	PA	18701	24-0795638		9,000 00	n/a	n/a	n/a	Building a Playground
Wilkes Family YMCA, The YMCA of Northwest NC	1801 YMCA Blvd	Wilesboro	NC	28697	56-0530015		9 000 00	n/a	n/a	n/a	Building a Playground
YMCA of Central Kentucky - North Lexington Branch	239 E Hight Street	Lexington	kY	40513	61-0444842		9,000 00	n/a	n/a	n/a	Building a Playground
City of Amory	*PO Drawer 457*	*Amory*	*MS*	*38821*	*64-600077*		*20 000 00*	*n/a*	*n/a*	*n/a*	*Building a Playground*
City of Ankeny Parks & Recreation	210 S Ankeny Blvd	Ankeny	IA	50023	42-6004235		20,000 00	n/a	n/a	n/a	Building a Playground
City of Azusa	320 N Minnesota Ave	Glendora	CA	91741	95-6000670		20 000 00	n/a	n/a	n/a	Building a Playground
City of Columbus Recreation & Parks Department	1111 E Broad Street	Columbus	OH	43205	31-6400223		20,000 00	n/a	n/a	n/a	Building a Playground
City of Glendora	116 E Foothill Blvd	Glendora	CA	91741	95-6000715		20,000 00	n/a	n/a	n/a	Building a Playground
City of Hammond - Lincoln Playground	PO Box 2788	Hammond	LA	70404	72-0573539		20 000 00	n/a	n/a	n/a	Building a Playground

ATTACHMENT 1

Name	Address	City	State	Zip Code	EIN	Internal Revenue Code	Amount of Cash Grant	Non-Cash Assistance	Method of valuation	Description of non-cash	Purpose of Grant Funds
City of Kenmore	18120 68th Avenue NE / PO Box 82607	Kenmore	WA	98128	91-1912254		20,000 00	n/a	n/a	n/a	Building a Playground
City of Kerman	850 S Madera Avenue	Kerman	CA	93630	94-6000351		20 000 00	n/a	n/a	n/a	Building a Playground
City of Lawrence, Kansas - Edgewood Park Playground	PO Box 708	Lawrence	KS	66044	48-6033520		20,000 00	n/a	n/a	n/a	Building a Playground
City of Leesville	101 W Lee Street	Leesville	LA	71446	72-6000665		20 000 00	n/a	n/a	n/a	Building a Playground
City of McAllen	1300 W Houston Avenue	McAllen	TX	78501	74-6001650		20,000 00	n/a	n/a	n/a	Building a Playground
City of Mesa Parks and Recreation	PO Box 1466	Mesa	AZ	85211	86-6000252		20 000 00	n/a	n/a	n/a	Building a Playground
City of Oak Park Heights	PO Box 2007	Stillwater	MN	55082	41-0941681		20,000 00	n/a	n/a	n/a	Building a Playground
City of Ottawa	101 S Hickory / PO Box 60	Ottawa	KS	66067	48-6037972		20,000 00	n/a	n/a	n/a	Building a Playground
City of Pierre Parks and Recreation	222 E Dakota Ave	Pierre	SD	57501	46-6000356		20 000 00	n/a	n/a	n/a	Building a Playground
City of Piqua	201 W Water Street	Piqua	OH	75356	31-6000136		20,000 00	n/a	n/a	n/a	Building a Playground
Factoryville Borough	161 College Avenue PO Box 277	Factoryville	PA	18419	24-6002550		20,000 00	n/a	n/a	n/a	Building a Playground
Greenfield Recreation Department - Federal Street School	20 Sanderson Street	Greenfield	MA	01301	04-6001163		20,000 00	n/a	n/a	n/a	Building a Playground
Pelham, NH Parks & Recreation	6 Village Green	Pelham	NH	03076	02-6000677		20,000 00	n/a	n/a	n/a	Building a Playground
Team Chicopee	687 Front Street	Chicopee	MA	01013	04-6001385		20 000 00	n/a	n/a	n/a	Building a Playground
Town of Capitol Heights, MD	1 Capitol Height Blvd	Capitol Heights	MD	20743	52-6000781		20,000 00	n/a	n/a	n/a	Building a Playground
Town of Fairfax	142 Bilinas Road	Fairfax	CA	94930	94-6000330		20,000 00	n/a	n/a	n/a	Building a Playground
City of Milton	430 E High Street, Ste 3	Milton	WI	53563	39-6006322		20 000 00	n/a	n/a	n/a	Building a Playground
Curtis A Strange Elementary	5414 49th Avenue	Kenosha	WI	53144	39-1089927		9,000 00	n/a	n/a	n/a	Building a Playground
Swing Higher Playground	2104 Branch Oak Trail	Nashville	TN	37214	46-1262405		9,000 00	n/a	n/a	n/a	Building a Playground
City of Milwaukee Department of Public Works	841 N Broadway Rm 501	Milwaukee	WI	53202	39-6005532		20,000 00	n/a	n/a	n/a	Building a Playground
Village of Strum	PO Box 25	Strum	WI	54770	39-6008554		20 000 00	n/a	n/a	n/a	Building a Playground
Arizona Autism Charter School	4433 N th Street	Phoenix	AZ	85014	46-1292127		9,000 00	n/a	n/a	n/a	Building a Playground
Boys & Girls Club of Greater Salem	3 Germonty Drive	Salem	NH	03079	02-6017326		9,000 00	n/a	n/a	n/a	Building a Playground
Lower Bucks Family YMCA	601 S Oxford Valley Road	Fairless Hill	PA	19030	23-1433890		9,000 00	n/a	n/a	n/a	Building a Playground
Luther Parks & Recreation	PO Box 9	Luther	MI	49656	38-2074220		9,000 00	n/a	n/a	n/a	Building a Playground
Whitehall Elementary School	PO Box 297	Whitehall	NY	12803	14-6002038		9,000 00	n/a	n/a	n/a	Building a Playground
Kurtz Elementary PTA	1350 Kurtz Drive	Milford	MI	48381	30-0542038		9,000 00	n/a	n/a	n/a	Building a Playground
Haven of Rest Ministries	11 Green Street	Battle Creek	MI	49014	38-6122756		9,000 00	n/a	n/a	n/a	Building a Playground
Total Grants greater than $5K							3,122,129 25				

KaBOOM!, Inc.
2013 Form 990
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Organization Mission, Impact and Theory of Change

KaBOOM!, Inc. is a national non-profit organization dedicated to giving all kids the childhood they deserve, filled with balanced and active play so they can thrive.

During 2013, having expanded its mission beyond focusing primarily on playgrounds, KaBOOM! adopted this bold new goal

In order to achieve this bold goal, KaBOOM! will catalyze and create great places to play, empower advocates to promote and protect play and elevate public discourse around the importance of play. In addition to continuing to create playspaces, it also will undertake initiatives to spark behavior and societal-norm change. Behavior change means that children have regular opportunities for more play. Societal-norm change means that our culture will reinforce the expectation that children play actively every day. Delivering on both requires that KaBOOM! deploy an influence strategy, because studies indicate that while parents, caregivers, and community leaders are aware that play is important, this awareness does not always translate into understanding, responsibility, and action.

During 2013, KaBOOM! began three important efforts within the influence strategy. First, driving thought leadership about how play is a crucial part of the solution to societal challenges. Second, supporting research that identifies how best to accelerate behavior change. Third, undertaking new initiatives that lead to specific action.

In the short-term, KaBOOM! is inspiring and informing the efforts of early adopters. From there, it will develop proof points that illustrate and illuminate the promise of play. Over the longer-term, it aspires to reverse the trend of declining play. Ultimately, a generation from now, KaBOOM! envisions a new societal norm that values play.

Research affirms that a balance of active play is essential to children's physical health, emotional well-being, educational progress, and social development. KaBOOM! works to help ensure that all kids can realize these benefits through safe, regular opportunities to build muscles, expand minds, and forge friendships.

STATEMENT B

KaBOOM!, Inc. EIN #52-1970904
2013 Form 990
Page 2, Part III, Line 1

Organization Summary

KaBOOM!, Inc. is a national non-profit dedicated to giving all kids the childhood they deserve, filled with balanced and active play so they can thrive.

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.

The Stanford University School of Medicine reports that children are spending less time playing outdoors than any previous generation.[1] Broadly speaking, this study 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 addressing the Play Deficit, KaBOOM! believes the first step is to define the scope of the problem.

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.[3] When not in school, children engage in seven hours and 38 minutes of recreational media usage *each day*.[4] Children in low-income households are estimated to spend 50% more time watching television than their affluent peers.[5]

In neighborhoods without a park or playground, the incidence of childhood obesity increases 29%.[6] Children with a park or playground within half-a-mile are almost five times more likely to be a healthy weight than children without playgrounds or parks nearby.[7] 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.[8]

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[1] "Building 'generation play' Addressing the crisis of inactivity among America's children " Stanford University, School of Medicine (2007) http //www playeveryday org/Stanford%20Report pdf
[2] *Id*
[3] "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
[4] *Id*
[5] *Id*
[6] "Neighborhood Socioeconomic Conditions, Built Environments, and Childhood Obesity " Singh, Gopal, Siahpush, Mohammed, and Kogan, Michael *Health Affairs*, Volume 29, Number 3 (2010)

[7] "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

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 at oral communication.[9] 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.[10]

KaBOOM! is addressing the Play Deficit by:

(I) advocating a culture change that embraces more play in children's lives,
(II) implementing an influence strategy to promote changes in policy and personal behavior, and
(III) encouraging grassroots and grasstops innovators to lead behavioral and norm change.

Reversing America's play deficit requires widespread change in both individual behaviors (children actually play more) and societal norms (society reinforces the expectation that children play actively every day). KaBOOM! sees, and is seizing, an opportunity to catalyze this shift by influencing key audiences to take action to protect and promote play.

Informed by the power of *Diffusion of Innovations Theory*—the theory that seeks to explain how, why, and at what rate new ideas and technology are adopted by groups of individuals and spread—KaBOOM! focuses on cultivating innovators, because innovators are the first to adopt a new idea and spread it to the rest of the community.

In 2013, we began working to inspire two key groups: 1) grassroots leaders—innovative parents, caregivers, and community members, and 2) grass-tops networks—innovative municipal officials, business executives, leading non-profit institutions, and other city-wide influencers who can help ensure that play-friendly, policies, programs, and infrastructure exist in their communities.

These efforts are mutually reinforcing. From the grassroots up, people have been inspired to take action for play, and they, in turn, put pressure on officials to give their children opportunities to get the play they need.

Meanwhile, grasstops leaders who implement play-friendly policies, play programming, and improvements in play infrastructure in their cities enable individuals to ensure that children are getting the balance of active play they need.

Only through the combination of both of these efforts can both widespread behavior and societal norm change be achieved.

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[8] (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

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

[10] '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

KaBOOM!, Inc.
2013 Form 990
Page 2, Part III, Lines 4

Statement of Program Service Accomplishments

KaBOOM!, Inc. is a national non-profit organization dedicated to giving kids the childhood they deserve, filled with balanced and active play, so they can thrive. KaBOOM! works to bring the benefits of balanced and active play into every child's daily experience. We create great places to play. We inspire communities to protect and promote them. And we inform and amplify the national conversation about play's important role in helping children to lead healthy, productive lives.

In order to achieve its goal, KaBOOM! is working in three areas. We are

(I) creating—and catalyzing others' work to create—great places to play,
(II) inspiring and informing advocates for play, and
(III) fostering a change in cultural perceptions of play, encouraging people to translate their awareness that play matters into action.

I. Creating and Catalyzing Great Places to Play

KaBOOM! leads 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 they create becomes a valued gathering place for both children and adults.

During 2013, KaBOOM! led 165 playground builds, which served an estimated 303,176 children. These projects engaged 36,316 volunteers, who contributed 218,000 hours of service to communities in 37 states, the District of Columbia, Puerto Rico, Canada, and Mexico.

KaBOOM! also executed a grant program to support communities who want to build new or improve existing playspaces. This program has provided 631 local, community organizations with a total of $3,792,500 to: 1) assist in funding the construction of 125 new playspaces; 2) maintain and improve 520 existing playspaces; and 3) help open 131 otherwise locked playgrounds for broader community use. These projects served an estimated 558,199 children and engaged 14,703 volunteers.

II. Inspiring and Informing Advocates for Play

KaBOOM! has enabled others to become advocates for the cause of play at policy-making, community-engagement, and individual levels.

At the policy-making level, KaBOOM! made an impact through the Playful City USA Program. In 2013, 217 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.

At the community-engagement level, KaBOOM! enabled neighborhoods to physically assess where play is needed most through its Map 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 2013, KaBOOM! invested time and effort in further developing its nationwide Map of Play. It re-launched 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 125,183 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.

At the individual level, KaBOOM! has leveraged digital resources to promote the cause of play online. KaBOOM! provides free 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 2013, nearly 1,843 people were trained using KaBOOM! online resources.

Once communities and individuals have contributed to the cause of play, they can continue to be long-term advocates through the KaBOOM! Alumni Program. Community groups and individuals who have built playgrounds through the community build model register as KaBOOM! alumni and have access to special grant programs, maintenance tips, and support from teams as they plan new projects. The Alumni Program additionally provides further evidence of impact as KaBOOM! tracks the stories and ripples that occur following their playground build.

III. Educating and Elevating the Societal Conversation About Play

KaBOOM! has advanced the cause of play by advocating and enabling a national culture change around the importance of play.

In September, KaBOOM! hosted a Playful Cities USA Leaders' Summit, which included representatives from 53 cities, 30 states, and three countries. All told, nearly 200 participants engaged with an impressive list of speakers and presenters, including then-United States Secretary of Health and Human Services Kathleen Sebelius, United States Secretary of Education Arne Duncan, journalist Cokie Roberts, Walter Isaacson, author of the best-selling biography Steve Jobs, and 12 mayors.

KaBOOM!, in collaboration with Mattel and the Mattel Children's Foundation, produced a synthesis of play-related research, "Play Matters: Giving Kids the Childhood They Deserve."

CEO Darell Hammond, along with Bill Shore of Share Our Strength and Amy Celep of Community Wealth Partners, authored a *Stanford Social Innovation Review* article[1] about why nonprofit organizations should shift their attention from modest goals that provide short-term relief to bold goals that provide long-term solutions. Titled "When Good Is Not Good Enough," the piece shares both new ideas and best practices derived from the KaBOOM! experience with social change.

In addition, KaBOOM! equips our partners with researched-based cases for play, leads advocacy efforts, and seeks to inspire the national conversation about playing more and building better play spaces.

[1] Available at http //www ssireview org/articles/entry/when_good_is_not_good_enough

Grant Making Procedures in the US

KaBOOM!, Inc. grant programs provide funding to support communities that are committed to build or improve great places to play through a Do it Yourself model. Grantees are able to use the free KaBOOM! online tools and resources to help guide them through the process of building a playspace. In addition to monetary grants, KaBOOM! offers grants for Imagination Playground, an innovative play product that encourages creativity, communication and collaboration.
The grant programs provide 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 and sites too small for a standard KaBOOM! project.

There are four types of Grant Programs:

- Construction Grants: Financial support funds approximately 15% - 25% of the overall cost for a project along with planning support and technical assistance. The projects result in new playgrounds that are constructed, through the community-build model. These grants have proven to catalyze additional fundraising efforts and promote community engagement.
- Maintenance Grants: Financial support to improve and/or maintain an existing playground. Some grants are awarded prior to the actual sprucing of the playspace and some are awarded after the spruce is completed. The spruce project must engage community members in order to be eligible for the grant.
- Improvement Grants: Funding for the enhancement of an existing play environment Enhancements include shading the playground and adding outdoor fitness equipment to the playspace.
- Imagination Playground Grants: Imagination Playground is an innovative design in play equipment that encourages creativity, communication and collaboration in play. Grantees commit 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's recommendations are submitted to the funding partner for approval. 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 or provide the Imagination Playground 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 required documentation has been received, the Grant Manager will prepare a check request, which must be approved by the CFO prior to payment. When the grant is for an Imagination Playground, the grantee will received the Imagination will not be shipped until all required documentation has been received.

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
- Housing Authorities

Criteria for a KaBOOM! Grantee includes:

- Need (for a playspace or an improved playspace)
- Impact that the playspace will have in the community
- Low Income, Under-served communities
- Capacity to engage the community
- Capacity to generate matching funds
- Demonstrated enthusiasm for project and commitment to fulfill requirements

Grant Making Activities Outside of the US

KaBOOM!, Inc. executed a program providing grants to local community organizations in the US and Canada to assist them in funding volunteer-led community playspace projects. During 2013, 764 grants totaling $3,576,000 were awarded, of which 9 grants totaling $13,500 were awarded outside of the United States. KaBOOM! has a set of rules and requirements regarding the criteria, and approval procedures for this grant program. The grant application rules and process did not vary based on whether the projects were outside the US. See Grant Making Procedures in US.

STATEMENT E
EIN #52-1970904

KaBOOM!, Inc.
2013 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.

KaBOOM!, Inc.
2013 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.
2013 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 by the management team and Finance Committee. The Form 990 is 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.

KaBOOM!, Inc.
2013 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.
2013 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.

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Page 6 Part VI-B Line 16

Related Parties/ Joint Venture

Imagination Playground, LLC

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.

KaBOOM!, Inc.
2013 Form 990
Page 4 Part IV Line 33

Disregarded Entity

KaBOOM! Play Initiatives, LLC

In November 2013, KaBOOM!, Inc. formed KaBOOM! Play Initiatives, LLC, a Delaware limited liability company ("KPI") to pursue certain play initiatives in furtherance of KaBOOM!'s mission. KPI is a wholly-owned subsidiary of KaBOOM!, Inc. Among other things, KPI is developing and intends to operate an online market place hosted by KPI to provide sellers of innovative play or play-related products a place to list their products for sale and where consumers may purchase such products. KPI will not own or sell products listed on the online marketplace, but will provide certain payment processing services and manage order fulfillment for such products (among other ancillary services provided to sellers in connection with the hosting of the online marketplace). Sellers listing products for sale via the online marketplace will contribute a portion of the sales price paid for each product to KPI as an unrestricted donation to support KaBOOM!'s mission. KPI had no financial transactions during 2013.