

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

2008
Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2008 calendar year, or tax year beginning _____, and ending _____

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

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

C Name of organization
GRASSROOT SOCCER, INC.
 Doing Business As
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
198 CHURCH ST. PO BOX 712
 City or town, state or country, and ZIP + 4
NORWICH VT 05055

D Employer identification number
43-1957920

E Telephone number
802-649-2900

G Gross receipts \$ **4,301,813**

H(a) Is this a group return for affiliates? Yes No
H(b) Are all affiliates included? Yes No
 If "No," attach a list. (see instructions)

I Tax-exempt status: 501(c) (**3**) (insert no.) 4947(a)(1) or 527

J Website: **GRASSROOTSOCCER.ORG**

K Type of organization: Corporation Trust Association Other

L Year of formation: **2002** **M** State of legal domicile: **NM**

H(c) Group exemption number

Part I Summary

| | | | |
|--|---|-------------------|--------------|
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities: SEE ATTACHED STATEMENT #1 | | |
| | 2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets. | | |
| | 3 Number of voting members of the governing body (Part VI, line 1a) | 3 | 15 |
| | 4 Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 14 |
| | 5 Total number of employees (Part V, line 2a) | 5 | 18 |
| | 6 Total number of volunteers (estimate if necessary) | 6 | 824 |
| | 7a Total gross unrelated business revenue from Part VIII, line 12, column (C) | 7a | |
| b Net unrelated business taxable income from Form 990-T, line 34 | 7b | 0 | |
| Revenue | 8 Contributions and grants (Part VIII, line 1h) | Prior Year | Current Year |
| | 9 Program service revenue (Part VIII, line 2g) | 1,328,648 | 4,120,459 |
| | 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 129,536 | 19,325 |
| | 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 12,920 | -11,452 |
| | 12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 9,745 | 173,481 |
| | | 1,480,849 | 4,301,813 |
| Expenses | 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) | | 43,505 |
| | 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) | 538,856 | 836,892 |
| | 16a Professional fundraising fees (Part IX, column (A), line 11e) | 2,750 | |
| | b Total fundraising expenses (Part IX, column (D), line 25) | 446,860 | |
| | 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f) | 599,946 | 1,171,234 |
| 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) | 1,141,552 | 2,051,631 | |
| 19 Revenue less expenses. Subtract line 18 from line 12 | 339,297 | 2,250,182 | |
| Net Assets or Fund Balances | 20 Total assets (Part X, line 16) | Beginning of Year | End of Year |
| | 21 Total liabilities (Part X, line 26) | 822,879 | 3,065,655 |
| | 22 Net assets or fund balances. Subtract line 21 from line 20 | 61,026 | 53,620 |
| | 761,853 | 3,012,035 | |

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: *Jason C. Hix* Date: **11/16/09**
 Type or print name and title: **Jason C. Hix**

Paid Preparer's Use Only
 Preparer's signature: *J. Reynolds* Date: **11/16/09** Check if self-employed:
 Preparer's identifying number (see instructions): **P00454851**
 Firm's name (or yours if self-employed), address, and ZIP + 4: **REYNOLDS, HIX & CO., P.A.**
6729 ACADEMY ROAD NE SUITE D
ALBUQUERQUE, NM 87109
 EIN: **85-0349798**
 Phone no.: **505-828-2900**

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission: SEE ATTACHED STATEMENT #1

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 [X] No

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

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

4a (Code:) (Expenses \$ 882,929 including grants of \$ 43,505) (Revenue \$) SEE ATTACHED STATEMENT #1

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

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

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

4e Total program service expenses \$ 882,929 (Must equal Part IX, Line 25, column (B).)

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 | X | |
| 2 | Is the organization required to complete Schedule B, Schedule of Contributors? | 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 | | X |
| 4 | Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II | | X |
| 5 | Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III | | X |
| 6 | Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I | | 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 | | X |
| 8 | Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III | | X |
| 9 | Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV | | X |
| 10 | Did the organization hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V | | X |
| 11 | Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable | X | |
| 12 | Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? If "Yes," complete Schedule D, Parts XI, XII, and XIII | X | |
| 13 | Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E | | X |
| 14a | Did the organization maintain an office, employees, or agents outside of the U.S.? | X | |
| b | Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? If "Yes," complete Schedule F, Part I | X | |
| 15 | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II | X | |
| 16 | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III | | X |
| 17 | Did the organization report more than \$15,000 on Part IX, column (A), line 11e? If "Yes," complete Schedule G, Part I | | X |
| 18 | Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II | X | |
| 19 | Did the organization report more than \$15,000 on Part VIII, line 9a? If "Yes," complete Schedule G, Part III | | X |
| 20 | Did the organization operate one or more hospitals? If "Yes," complete Schedule H | | X |
| 21 | Did the organization report more than \$5,000 on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II | | X |
| 22 | Did the organization report more than \$5,000 on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III | | X |
| 23 | Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? If "Yes," complete Schedule J | | X |
| 24a | Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25. | | X |
| b | Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | | |
| 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? | | |
| d | Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? | | |
| 25a | Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I | | X |
| b | Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? If "Yes," complete Schedule L, Part I | | X |
| 26 | Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II | | X |
| 27 | Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? If "Yes," complete Schedule L, Part III | | X |

Part IV Checklist of Required Schedules (continued)

| | | Yes | No |
|-----------|---|-----|----|
| 28 | During the tax year, did any person who is a current or former officer, director, trustee, or key employee: | | |
| a | Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? If "Yes," complete Schedule L, Part IV | | X |
| b | Have a family member who had a direct or indirect business relationship with the organization? If "Yes," complete Schedule L, Part IV | | X |
| c | Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? If "Yes," complete Schedule L, Part IV | | X |
| 29 | Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M | | X |
| 30 | Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M | | X |
| 31 | Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I | | 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 | | 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 | | 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 | | X |
| 35 | Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2 | | 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 | | 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 | | X |

Part V Statements Regarding Other IRS Filings and Tax Compliance

| | | Yes | No |
|------------|--|-----|----|
| 1a | Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable | | |
| 1b | Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable | | |
| 1c | Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? | X | |
| 2a | Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return | | |
| 2b | If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note.</i> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions) | X | |
| 3a | Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return? | | X |
| 3b | If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O | | |
| 4a | At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? | X | |
| b | If "Yes," enter the name of the foreign country: SEE SCHEDULE O See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. | | |
| 5a | Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? | | X |
| 5b | Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | | X |
| 5c | If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction? | | |
| 6a | Did the organization solicit any contributions that were not tax deductible? | | X |
| 6b | If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? | | |
| 7 | Organizations that may receive deductible contributions under section 170(c). | | |
| a | Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75? | | |
| 7a | | X | |
| b | If "Yes," did the organization notify the donor of the value of the goods or services provided? | | |
| 7b | | X | |
| c | Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? | | X |
| 7c | | | |
| d | If "Yes," indicate the number of Forms 8282 filed during the year | | |
| 7d | | | |
| e | Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | | X |
| 7e | | | |
| f | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | X |
| 7f | | | |
| g | For all contributions of qualified intellectual property, did the organization file Form 8899 as required? | | X |
| 7g | | | |
| h | For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required? | | X |
| 7h | | | |
| 8 | Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year? | | X |
| 9 | Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds. | | |
| a | Did the organization make any taxable distributions under section 4966? | | X |
| 9a | | | |
| b | Did the organization make a distribution to a donor, donor advisor, or related person? | | X |
| 9b | | | |
| 10 | Section 501(c)(7) organizations. Enter: | | |
| a | Initiation fees and capital contributions included on Part VIII, line 12 | | |
| 10a | | | |
| b | Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities | | |
| 10b | | | |
| 11 | Section 501(c)(12) organizations. Enter: | | |
| a | Gross income from members or shareholders | | |
| 11a | | | |
| b | Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) | | |
| 11b | | | |
| 12a | Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? | | |
| b | If "Yes," enter the amount of tax-exempt interest received or accrued during the year | | |
| 12b | | | |

Part VI Governance, Management, and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

Section A. Governing Body and Management

| | | Yes | No |
|---|---|-----|----|
| For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions. | | | |
| 1a | Enter the number of voting members of the governing body | | |
| 1b | Enter the number of voting members that are independent | | |
| 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? | | 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? | | X |
| 4 | Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? | | X |
| 5 | Did the organization become aware during the year of a material diversion of the organization's assets? | | X |
| 6 | Does the organization have members or stockholders? | | X |
| 7a | Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? | | X |
| 7b | Are any decisions of the governing body subject to approval by members, stockholders, or other persons? | | X |
| 8 | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: | | |
| 8a | The governing body? | X | |
| 8b | Each committee with authority to act on behalf of the governing body? | X | |
| 9a | Does the organization have local chapters, branches, or affiliates? | | X |
| 9b | If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization? | | |
| 10 | Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990 | X | |
| 11 | Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O | | X |

Section B. Policies

| | | Yes | No |
|-----|--|-----|----|
| 12a | Does the organization have a written conflict of interest policy? If "No," go to line 13 | X | |
| 12b | Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? | X | |
| 12c | Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done | X | |
| 13 | Does the organization have a written whistleblower policy? | X | |
| 14 | Does the organization have a written document retention and destruction policy? | 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: | | |
| 15a | The organization's CEO, Executive Director, or top management official? | X | |
| 15b | Other officers or key employees of the organization? Describe the process in Schedule O. (see instructions) | X | |
| 16a | Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? | | X |
| 16b | If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements? | | |

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **NM**

18 Section 6104 requires an organization to make its Form 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.
 Own website Another's website Upon request

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **ANGELA M. CARPENTER** 198 CHURCH ST. PO BOX 712
 NORWICH VT 05055 802-649-2900

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

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

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

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

Check this box if the organization did not compensate any officer, director, trustee, or key employee.

| (A) Name and Title | (B) Average hours per week | (C) Position (check all that apply) | | | | | | (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 |
|--------------------------------|-------------------------------|--|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| THOMAS CLARK EXEC. DIR. | 40 | X | | X | | | 86,667 | 0 | 1,319 | |
| KEVIN BORGMANN SECRETARY | | X | | X | | | 0 | 0 | 0 | |
| ANNE MARIE BURGOYNE CHAIR | | X | | | | | 0 | 0 | 0 | |
| TOM CROTTY VICE CHAIR | | X | | X | | | 0 | 0 | 0 | |
| JASON HIX TREASURY | | X | | X | | | 0 | 0 | 0 | |
| GREGG LEMKAU DIRECTOR | | X | | | | | 0 | 0 | 0 | |
| GIUSEPPE RAVIOLA DIRECTOR | | X | | | | | 0 | 0 | 0 | |
| MATT RIGHTMIRE DIRECTOR | | X | | | | | 0 | 0 | 0 | |
| TED HENDERSON DIRECTOR | | X | | | | | 0 | 0 | 0 | |
| ANDREW SHUE DIRECTOR | | X | | | | | 0 | 0 | 0 | |
| MARY TURCO DIRECTOR | | X | | | | | 0 | 0 | 0 | |
| RYAN JANKELOWITZ DIRECTOR | | X | | | | | 0 | 0 | 0 | |
| ETHAN ZOHN DIRECTOR | | X | | | | | 0 | 0 | 0 | |
| KIRK FRIEDRICH PROGRAM DIR. | | X | | | | | 0 | 0 | 0 | |
| PETER GRIEVE DIRECTOR | | X | | | | | 0 | 0 | 0 | |
| WILLIAM C. MILES COO | 40 | | | X | | | 65,000 | 0 | 0 | |
| | | | | | | | | | | |

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

Table with 6 main columns: (A) Name and title, (B) Average hours per week, (C) Position (check all that apply), (D) Reportable compensation from the organization, (E) Reportable compensation from related organizations, (F) Estimated amount of other compensation. Includes a total row at the bottom showing 151,667 and 1,319.

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization 0

- 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
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
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If "Yes," complete Schedule J for such person

Yes/No table for questions 3, 4, and 5. Question 3: No (X). Question 4: No (X). Question 5: No (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.

Table with 3 columns: (A) Name and business address, (B) Description of services, (C) Compensation. Row 1: CIS PLUS JOHANNESBURG SF, SEE STATEMENT #3 BUSINESS DEV., 107,289.

2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization 1

Part VIII Statement of Revenue

| | | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512, 513, or 514 |
|--|--|---------------------------|----------------------|--|---|---|
| Contributions, gifts, grants and other similar amounts | 1a Federated campaigns | 1a | | | | |
| | b Membership dues | 1b | | | | |
| | c Fundraising events | 1c | | | | |
| | d Related organizations | 1d | | | | |
| | e Government grants (contributions) | 1e | 710,474 | | | |
| | f All other contributions, gifts, grants, and similar amounts not included above | 1f | 3,409,985 | | | |
| | g Noncash contributions included in lines 1a-1f: \$ | | 20,850 | | | |
| | h Total. Add lines 1a-1f | | 4,120,459 | | | |
| Program Service Revenue | 2a SALES | Busn. Code | 19,325 | | | 19,325 |
| | b | | | | | |
| | c | | | | | |
| | d | | | | | |
| | e | | | | | |
| | f All other program service revenue | | | | | |
| | g Total. Add lines 2a-2f | | 19,325 | | | |
| Other Revenue | 3 Investment income (including dividends, interest, and other similar amounts) | | -11,452 | | | -11,452 |
| | 4 Income from investment of tax-exempt bond proceeds | | | | | |
| | 5 Royalties | | | | | |
| | 6a Gross Rents | (i) Real (ii) Personal | | | | |
| | b Less: rental exps. | | | | | |
| | c Rental inc. or (loss) | | | | | |
| | d Net rental income or (loss) | | | | | |
| | 7a Gross amount from sales of assets other than inventory | (i) Securities (ii) Other | | | | |
| | b Less: cost or other basis & sales exps. | | | | | |
| | 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 | 154,789 | | | |
| | b Less: direct expenses | b | | | | |
| | c Net income or (loss) from fundraising events | | 154,789 | 154,789 | | |
| | 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 | | Busn. Code | | | | |
| 11a OTHER REVENUE | | | 18,692 | | | 18,692 |
| b | | | | | | |
| c | | | | | | |
| d All other revenue | | | | | | |
| e Total. Add lines 11a-11d | | | 18,692 | | | |
| 12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e | | | 4,301,813 | 154,789 | 0 | 26,565 |

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
 All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|---|-----------------------|---------------------------------|--|-----------------------------|
| 1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 | | | | |
| 2 Grants and other assistance to individuals in the U.S. See Part IV, line 22 | | | | |
| 3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16 | 43,505 | 43,505 | | |
| 4 Benefits paid to or for members | | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 151,666 | 23,833 | 56,333 | 71,500 |
| 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 | 633,443 | 296,891 | 278,180 | 58,372 |
| 8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) | | | | |
| 9 Other employee benefits | 7,884 | 3,221 | 3,359 | 1,304 |
| 10 Payroll taxes | 43,899 | 17,933 | 18,704 | 7,262 |
| 11 Fees for services (non-employees): | | | | |
| a Management | | | | |
| b Legal | 466 | | 466 | |
| c Accounting | 23,595 | | 23,595 | |
| d Lobbying | | | | |
| e Professional fundraising services. See Part IV, line 17 | | | | |
| f Investment management fees | | | | |
| g Other | 206,875 | 21,796 | 37,681 | 147,398 |
| 12 Advertising and promotion | | | | |
| 13 Office expenses | | | | |
| 14 Information technology | | | | |
| 15 Royalties | | | | |
| 16 Occupancy | 90,781 | 60,903 | 29,323 | 555 |
| 17 Travel | 383,901 | 241,129 | 69,164 | 73,608 |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | 48,591 | 15,636 | 4,836 | 28,119 |
| 20 Interest | | | | |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | 56,715 | | 56,715 | |
| 23 Insurance | 29,782 | 9,074 | 18,994 | 1,714 |
| 24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.) | | | | |
| a PROGRAM SUPPLIES | 64,974 | 64,974 | | |
| b CONTRACT LABOR | 55,755 | 16,945 | 16,746 | 22,064 |
| c UTILITIES | 47,002 | 19,482 | 25,144 | 2,376 |
| d SUPPLIES/EQUIPMENT | 34,427 | 8,245 | 19,314 | 6,868 |
| e MISCELLANEOUS | 29,929 | 448 | 24,481 | 5,000 |
| f All other expenses | 98,441 | 38,914 | 38,807 | 20,720 |
| 25 Total functional expenses. Add lines 1 through 24f | 2,051,631 | 882,929 | 721,842 | 446,860 |
| 26 Joint Costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation | | | | |

Part X Balance Sheet

| | | (A) Beginning of year | | (B) End of year |
|---|---|--------------------------|-----------|--------------------|
| Assets | 1 Cash—non-interest bearing | 161,609 | 1 | 202,321 |
| | 2 Savings and temporary cash investments | 347,689 | 2 | 1,335,659 |
| | 3 Pledges and grants receivable, net | 182,546 | 3 | 1,317,010 |
| | 4 Accounts receivable, net | 7,256 | 4 | 23,669 |
| | 5 Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L | | 5 | |
| | 6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L | | 6 | |
| | 7 Notes and loans receivable, net | | 7 | |
| | 8 Inventories for sale or use | | 8 | 20,850 |
| | 9 Prepaid expenses and deferred charges | 15,111 | 9 | 39,322 |
| | 10a Land, buildings, and equipment: cost basis | 10a 224,310 | | |
| | b Less: accumulated depreciation. Complete Part VI of Schedule D | 10b 109,643 | 107,755 | 10c 114,667 |
| | 11 Investments—publicly traded securities | | 11 | |
| | 12 Investments—other securities. See Part IV, line 11 | | 12 | |
| | 13 Investments—program-related. See Part IV, line 11 | | 13 | |
| | 14 Intangible assets | | 14 | |
| | 15 Other assets. See Part IV, line 11 | 913 | 15 | 12,157 |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 822,879 | 16 | 3,065,655 | |
| Liabilities | 17 Accounts payable and accrued expenses | 61,026 | 17 | 53,620 |
| | 18 Grants payable | | 18 | |
| | 19 Deferred revenue | | 19 | |
| | 20 Tax-exempt bond liabilities | | 20 | |
| | 21 Escrow account liability. Complete Part IV of Schedule D | | 21 | |
| | 22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L | | 22 | |
| | 23 Secured mortgages and notes payable to unrelated third parties | | 23 | |
| | 24 Unsecured notes and loans payable | | 24 | |
| | 25 Other liabilities. Complete Part X of Schedule D | | 25 | |
| | 26 Total liabilities. Add lines 17 through 25 | 61,026 | 26 | 53,620 |
| Net Assets or Fund Balances | Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. | | | |
| | 27 Unrestricted net assets | 531,267 | 27 | 1,088,928 |
| | 28 Temporarily restricted net assets | 230,586 | 28 | 1,923,107 |
| | 29 Permanently restricted net assets | | 29 | |
| | Organizations that do not follow SFAS 117, check here <input type="checkbox"/> 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 | 761,853 | 33 | 3,012,035 | |
| 34 Total liabilities and net assets/fund balances | 822,879 | 34 | 3,065,655 | |

Part XI Financial Statements and Reporting

| | Yes | No |
|---|-----|----|
| 1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other | | |
| 2a Were the organization's financial statements compiled or reviewed by an independent accountant? | | X |
| b Were the organization's financial statements audited by an independent accountant? | X | |
| c If "Yes" to lines 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? | X | |
| 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? | | X |
| b If "Yes," did the organization undergo the required audit or audits? | | |

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2008

Open to Public Inspection

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

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

Department of the Treasury
Internal Revenue Service

Name of the organization **GRASSROOT SOCCER, INC.** Employer identification number **43-1957920**

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: (Please check only one organization.)

- 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). (Attach Schedule H.)
- 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). (see instructions)
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I
 - b Type II
 - c Type III—Functionally Integrated
 - d Type III—Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it 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?
 - (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?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the organizations the organization supports.

| | Yes | No |
|----------|-----|----|
| 11g(i) | | |
| 11g(ii) | | |
| 11g(iii) | | |

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

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2004 | (b) 2005 | (c) 2006 | (d) 2007 | (e) 2008 | (f) Total |
|--|----------|----------|----------|-----------|-----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | 481,219 | 467,620 | 762,094 | 1,328,648 | 4,120,459 | 7,160,040 |
| 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 1-3 | 481,219 | 467,620 | 762,094 | 1,328,648 | 4,120,459 | 7,160,040 |
| 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) | | | | | | |
| 6 Public support. Subtract line 5 from line 4 | | | | | | 7,160,040 |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2004 | (b) 2005 | (c) 2006 | (d) 2007 | (e) 2008 | (f) Total |
|---|----------|----------|----------|-----------|-----------|--------------------------|
| 7 Amounts from line 4 | 481,219 | 467,620 | 762,094 | 1,328,648 | 4,120,459 | 7,160,040 |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 99 | 841 | 7,576 | 12,920 | 17,402 | 38,838 |
| 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.) | | | | | | |
| 11 Total support. Add lines 7 through 10 | | | | | | 7,198,878 |
| 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 | | | | | | <input type="checkbox"/> |

Section C. Computation of Public Support Percentage

| | | |
|---|-----------|-------------------------------------|
| 14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f)) | 14 | 99.4605 % |
| 15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f | 15 | 99.5456 % |
| 16a 33 1/3 % support test—2008. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization | | <input checked="" type="checkbox"/> |
| b 33 1/3 % support test—2007. 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 | | <input type="checkbox"/> |
| 17a 10%-facts-and-circumstances test—2008. 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 | | <input type="checkbox"/> |
| b 10%-facts-and-circumstances test—2007. 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 | | <input type="checkbox"/> |
| 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 | | <input type="checkbox"/> |

Part III Support Schedule for Organizations Described in Section 509(a)(2)
 (Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ► | (a) 2004 | (b) 2005 | (c) 2006 | (d) 2007 | (e) 2008 | (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 1-5 | | | | | | |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | | | | | | |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000 | | | | | | |
| c Add lines 7a and 7b | | | | | | |
| 8 Public support (Subtract line 7c from line 6.) | | | | | | |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ► | (a) 2004 | (b) 2005 | (c) 2006 | (d) 2007 | (e) 2008 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 9 Amounts from line 6 | | | | | | |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b | | | | | | |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | |
| 13 Total support. (Add lines 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 2008 (line 8, column (f) divided by line 13, column (f)) | 15 | % |
| 16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g | 16 | % |

Section D. Computation of Investment Income Percentage

| | | |
|---|-----------|---|
| 17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f)) | 17 | % |
| 18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h | 18 | % |

19a 33 1/3 % support tests—2008. 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—2007. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization

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

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. (see instructions)

Area with horizontal dotted lines for supplemental information.

▶ Attach to Form 990, 990-EZ, and 990-PF.

2008

Name of the organization

Employer identification number

GRASSROOT SOCCER, INC.

43-1957920

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

General Rule

For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **GRASSROOT SOCCER, INC.** Employer identification number **43-1957920**

Part I Contributors (see instructions)

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|------------|-----------------------------------|--------------------------------|--|
| 1 | SEE STATEMENT #2 | \$ 2,626,570 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

OMB No. 1545-0047

2008

Open to Public Inspection

| | |
|---|---|
| Name of the organization GRASSROOT SOCCER, INC. | Employer identification number 43-1957920 |
|---|---|

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? <input type="checkbox"/> Yes <input type="checkbox"/> No | | |
| 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit? <input type="checkbox"/> Yes <input type="checkbox"/> 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).

| | |
|---|--|
| <input type="checkbox"/> Preservation of land for public use (e.g., recreation or pleasure) | <input type="checkbox"/> Preservation of an historically important land area |
| <input type="checkbox"/> Protection of natural habitat | <input type="checkbox"/> Preservation of certified historic structure |
| <input type="checkbox"/> Preservation of open space | |

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

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

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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, violations, and enforcement of the conservation easements it holds? Yes No

6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ▶ _ _ _ _ _

7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ▶ \$ _ _ _ _ _

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

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

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

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

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

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

(ii) Assets included in Form 990, Part X

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

a Revenues included in Form 990, Part VIII, line 1

b Assets included in Form 990, Part X

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

- 3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIV and complete the following table:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XIV.

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

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

- 2 Provide the estimated percentage of the year end balance held as:
- a Board designated or quasi-endowment _____ %
 - b Permanent endowment _____ %
 - c Term endowment _____ %
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|---|--------|----|
| (i) unrelated organizations | 3a(i) | |
| (ii) related organizations | 3a(ii) | |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |
- 4 Describe in Part XIV the intended uses of the organization's endowment funds.

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

| Description of investment | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Depreciation | (d) Book value |
|--|--------------------------------------|---------------------------------|------------------|----------------|
| 1a Land | | | | |
| b Buildings | | | | |
| c Leasehold improvements | | | | |
| d Equipment | | | | |
| e Other | | 224,310 | 109,643 | 114,667 |
| Total. Add lines 1a–1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c).) | | | | 114,667 |

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

| (a) Description of security or category (including name of security) | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|---|----------------|--|
| Financial derivatives and other financial products | | |
| Closely-held equity interests | | |
| Other ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| Total. (Column (b) should equal Form 990, Part X, col. (B) line 12.) ▶ | | |

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

| (a) Description of investment type | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|---|----------------|--|
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total. (Column (b) should equal Form 990, Part X, col. (B) line 13.) ▶ | | |

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

| (a) Description | (b) Book value |
|---|----------------|
| DEPOSITS | 12,157 |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| Total. (Column (b) should equal Form 990, Part X, col. (B) line 15.) ▶ | |

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

| (a) Description of liability | (b) Amount | |
|---|------------|--|
| Federal income taxes | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total. (Column (b) should equal Form 990, Part X, col. (B) line 25.) ▶ | | |

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

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

| | | | |
|----|--|----|-----------|
| 1 | Total revenue (Form 990, Part VIII, column (A), line 12) | 1 | 4,301,813 |
| 2 | Total expenses (Form 990, Part IX, column (A), line 25) | 2 | 2,051,631 |
| 3 | Excess or (deficit) for the year. Subtract line 2 from line 1 | 3 | 2,250,182 |
| 4 | Net unrealized gains (losses) on investments | 4 | |
| 5 | Donated services and use of facilities | 5 | |
| 6 | Investment expenses | 6 | |
| 7 | Prior period adjustments | 7 | |
| 8 | Other (Describe in Part XIV) | 8 | |
| 9 | Total adjustments (net). Add lines 4-8 | 9 | |
| 10 | Excess or (deficit) for the year per financial statements. Combine lines 3 and 9 | 10 | 2,250,182 |

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

| | | | |
|---|---|----|-----------|
| 1 | Total revenue, gains, and other support per audited financial statements | 1 | 4,301,813 |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12: | | |
| a | Net unrealized gains on investments | 2a | |
| b | Donated services and use of facilities | 2b | |
| c | Recoveries of prior year grants | 2c | |
| d | Other (Describe in Part XIV) | 2d | |
| e | Add lines 2a through 2d | 2e | |
| 3 | Subtract line 2e from line 1 | 3 | 4,301,813 |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1: | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIV) | 4b | |
| c | Add lines 4a and 4b | 4c | |
| 5 | Total revenue. Add lines 3 and 4c. (This should equal Form 990, Part 1, line 12.) | 5 | 4,301,813 |

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

| | | | |
|---|--|----|-----------|
| 1 | Total expenses and losses per audited financial statements | 1 | 2,051,631 |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25: | | |
| a | Donated services and use of facilities | 2a | |
| b | Prior year adjustments | 2b | |
| c | Losses reported on Form 990, Part IX, line 25 | 2c | |
| d | Other (Describe in Part XIV) | 2d | |
| e | Add lines 2a through 2d | 2e | |
| 3 | Subtract line 2e from line 1 | 3 | 2,051,631 |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1: | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIV) | 4b | |
| c | Add lines 4a and 4b | 4c | |
| 5 | Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18.) | 5 | 2,051,631 |

Part XIV Supplemental Information

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

PART XI, LINE 8 - RECONCILIATION OF CHANGES - OTHER

CURRENCY LOSS REPORTED ON THE FINANCIAL STATEMENTS AS AN \$ 0

"OTHER ITEM" IS REPORTED ON PART VIII LINE 3. \$ 0

PART XII, LINE 2D - REVENUE AMOUNTS INCLUDED IN FINANCIALS - OTHER

CURRENCY LOSS REPORTED ON THE FINANCIAL STATEMENTS AS AN \$ 0

"OTHER ITEM" IS REPORTED ON PART VIII LINE 3. \$ 0

Part XIV Supplemental Information (continued)

Area with horizontal dashed lines for supplemental information.

**Schedule F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2008

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, line 15, or line 16.

Open to Public Inspection

Name of the organization **GRASSROOT SOCCER, INC.** Employer identification number **43-1957920**

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

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

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

3 Activities per Region. (Use Schedule F-1 (Form 990) if additional space is needed.)

| (a) Region | (b) Number of offices in the region | (c) Number of employees or agents in region | (d) Activities conducted in region (by type) (i.e., fundraising, program services, 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 in region |
|--------------------|-------------------------------------|---|--|--|----------------------------------|
| SUB-SAHARAN AFRICA | 4 | 33 | MANAGEMENT AND GEN. | | 414,934 |
| SUB-SAHARAN AFRICA | 4 | 33 | FUNDRAISING | | 153,460 |
| SUB-SAHARAN AFRICA | 4 | 33 | TRAINING OF COACHES | TRAINING INDIVIDUALS | 270,966 |
| | | | | TO DELIVER GRS | |
| | | | | CURRICULUM | |
| SUB-SAHARAN AFRICA | 4 | 33 | EDUCATING CHILDREN | SCHOOL BASED | 79,174 |
| | | | | INTERVENTIONS THAT | |
| | | | | TEACH CHILDREN GRS | |
| | | | | CURRICULUM | |
| SUB-SAHARAN AFRICA | 4 | 33 | OTHER EVENTS | TESTING, TOURNAMENTS | 185,914 |
| | | | | PEER EDUCATION | |
| | | | | OUTREACH, | |
| | | | | DEVELOPMENT, | |
| | | | | SESSIONS ETC. | |
| SUB-SAHARAN AFRICA | 4 | 33 | RESEARCH & DEVELOPM. | EXPANDING, IMPROVING | 298,048 |
| | | | | OR MODIFYING THE | |
| | | | | CURRICULUM AND | |
| Totals ... | 24 | 198 | | | 1,402,496 |

Part I Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000
 Use Schedule F-1 (Form 990) 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) |
|----------------------------|--|--------------------|----------------------|--------------------------|---------------------------------|-----------------------------------|--|---|
| | | SUB-SAHARAN AFRICA | FEASIBILITY STUDY | 43,505 | WIRE TRANSFER | | | BOOK |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |

2 Enter total number of organizations that are recognized as charities by the foreign country or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter 4

3 Enter total number of other organizations or entities

Part II Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16.
Use Schedule F-1 (Form 990) 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) |
|---------------------------------|------------|--------------------------|--------------------------|---------------------------------|-----------------------------------|--|---|
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |

Part IV Supplemental Information

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

PART I, LINE 2 - PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS

GRASSROOT SOCCER ISSUED ONE SUB-GRANT DURING 2008. THIS AGREEMENT WAS FOR COMPLETING AN EVALUATION OF THE FOOTBALL FOR HEALTH PILOT PROGRAM THAT OCCURRED IN THE TOWNSHIP OF KHAYELITSHA IN SOUTH AFRICA. GRASSROOT SOCCER CREATED A CONTRACT WHICH WAS SIGNED BY IMPACT CONSULTING AND GRASSROOT SOCCER. THE CONTRACT DETAILED THE DURATION OF CONTRACT, THE SCOPE OF WORK, THE FEES AND PAYMENT TERMS, TERMS AND CONDITIONS, TERMINATION OF CONTRACT, SETTLEMENT OF DISPUTES AND GOOD FAITH. THE AGREEMENT LAID OUT THE TERMS OF THE PAYMENT BASED ON COMPLETING MILESTONES, TURNING IN SPECIFIC REPORTS AND ISSUING INVOICES. ONCE THE REPORTS WERE REVIEWED AND APPROVED BY GRASSROOT SOCCER SOUTH AFRICA MANAGEMENT THE PAYMENT IS RELEASED BY THE FINANCE TEAM. SINCE THIS SUBGRANT IS FOR SERVICES RENDERED AND NOT EXPENSES, RECEIPTS ARE NOT COLLECTED FROM IMPACT. THE PROJECT IS MONITORED BY THE CAPETOWN GRS PROGRAM MANAGER AND THE MANAGING DIRECTOR WHO BOTH VISIT THE KHAYELITSHA TOWNSHIP AND MEET WITH IMPACT ON A REGULAR BASIS TO REVIEW THE PROJECT STATUS.

**SCHEDULE F-1
(Form 990)**

Continuation Sheet for Schedule F (Form 990)

OMB No. 1545-0047

2008

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 to list additional information for
Part I, line 3; Part II, line 1; or Part III.

Open to Public
Inspection

Name of the organization

GRASSROOT SOCCER, INC.

Employer identification number
43-1957920

Part I Continuation of Activities per Region. (Schedule F (Form 990), Part I, line 3)

| (a) Region | (b) Number of offices in the region | (c) Number of employees or agents in region | (d) Activities conducted in region (by type) (i.e., fundraising, program services, 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 in region |
|---------------------|-------------------------------------|---|--|--|----------------------------------|
| | | | | PRODUCING | |
| | | | | IMFORMATION | |
| | | | | EDUCATION | |
| | | | | COMMUNICATION | |
| | | | | MATERIALS AND | |
| | | | | MONITORING | |
| | | | | AND EVALUATING | |
| | | | | THE CURRICULUM | |
| EUROPE | 1 | 1 | MANAGEMENT & GEN. | | 2,973 |
| EUROPE | 1 | 1 | FUNDRAISING | | 366 |
| NORTH AMERICA | 1 | 1 | MANAGEMENT & GEN | | 303,935 |
| NORTH AMERICA | 1 | 10 | FUNDRAISING | | 293,034 |
| NORTH AMERICA | 1 | 10 | OTHER EVENTS | | 5,417 |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| Totals ... ▶ | 5 | 23 | | | 605,725 |

Part II Continuation of Grants and Other Assistance or Entities Outside the United States. (Schedule F (Form 990), Part II)

| 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) |
|----------------------------|--|------------|----------------------|--------------------------|---------------------------------|-----------------------------------|--|---|
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

▶ **Attach to Form 990 or Form 990-EZ. Must be completed by organizations that answer "Yes" to Form 990, Part IV, lines 17, 18, or 19, and by organizations that enter more than \$15,000 on Form 990-EZ, line 6a.**

OMB No. 1545-0047

2008

Open To Public Inspection

Name of the organization

GRASSROOT SOCCER, INC.

Employer identification number

43-1957920

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

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

- | | |
|--|--|
| <input type="checkbox"/> a Mail solicitations | <input type="checkbox"/> e Solicitation of non-government grants |
| <input type="checkbox"/> b Email solicitations | <input type="checkbox"/> f Solicitation of government grants |
| <input type="checkbox"/> c Phone solicitations | <input type="checkbox"/> g Special fundraising events |
| <input type="checkbox"/> d In-person solicitations | |

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

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

| (i) Name of individual or entity (fundraiser) | (ii) Activity | (iii) Did fundraiser have custody or control of contributions? | | (iv) Gross receipts from activity | (v) Amount paid to (or retained by) fundraiser listed in col. (i) | (vi) Amount paid to (or retained by) organization |
|---|---------------|--|----|-----------------------------------|---|---|
| | | Yes | No | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| Total | | | | ▶ | | |

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

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

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

| | | (a) Event #1 | (b) Event #2 | (c) Other Events | (d) Total Events | | |
|-----------------|---|---|--------------|------------------|---------------------------------|---------|---------|
| | | EVENT 1 | EVENT 2 | 1 | (Add col. (a) through col. (c)) | | |
| | | (event type) | (event type) | (total number) | | | |
| Revenue | 1 | Gross receipts | 63,681 | 56,926 | 34,182 | 154,789 | |
| | 2 | Less: Charitable contributions | | | | | |
| | 3 | Gross revenue (line 1 minus line 2) | 63,681 | 56,926 | 34,182 | 154,789 | |
| Direct Expenses | 4 | Cash prizes | | | | | |
| | 5 | Non-cash prizes | | | | | |
| | 6 | Rent/facility costs | | | | | |
| | 7 | Other direct expenses | | | | | |
| | 8 | Direct expense summary. Add lines 4 through 7 in column (d) | | | | | |
| | 9 | Net income summary. Combine lines 3 and 8 in column (d) | | | | | 154,789 |

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

| | | (a) Bingo | (b) Pull tabs/instant bingo/progressive bingo | (c) Other gaming | (d) Total gaming (Add col. (a) through col. (c)) | |
|-----------------|--|-----------------------|---|---|---|--|
| | | | | | | |
| Revenue | 1 | Gross revenue | | | | |
| Direct Expenses | 2 | Cash prizes | | | | |
| | 3 | Non-cash prizes | | | | |
| | 4 | Rent/facility costs | | | | |
| | 5 | Other direct expenses | | | | |
| | 6 | Volunteer labor | <input checked="" type="checkbox"/> Yes % <input checked="" type="checkbox"/> No | <input checked="" type="checkbox"/> Yes % <input checked="" type="checkbox"/> No | <input checked="" type="checkbox"/> Yes % <input checked="" type="checkbox"/> No | |
| 7 | Direct expense summary. Add lines 2 through 5 in column (d) | | | | | |
| 8 | Net gaming income summary. Combine lines 1 and 7 in column (d) | | | | | |

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

13 Indicate the percentage of gaming activity operated in:

- a The organization's facility
- b An outside facility

| | | |
|------------|--|---|
| 13a | | % |
| 13b | | % |

| | Yes | No |
|--|-----|----|
| | | |

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

Name ▶ ANGELA M. CARPENTER
 198 CHURCH ST. PO BOX 712
 Address ▶ NORWICH VT 05055

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?

| | | |
|------------|--|---|
| 15a | | X |
|------------|--|---|

- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ and the amount of gaming revenue retained by the third party ▶ \$

c If "Yes," enter name and address:

Name ▶
 Address ▶

16 Gaming manager information:

Name ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

- Director/officer Employee Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?

| | | |
|------------|--|---|
| 17a | | X |
|------------|--|---|

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

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization

GRASSROOT SOCCER, INC.

Employer identification number

43-1957920

FORM 990, PART V, LINE 4B - FINANCIAL ACCOUNTS IN FOREIGN COUNTRIES

ZIMBABWE, ZAMBIA, SOUTH AFRICA, BOTSWANA, MALAWI, TANZANIA, NAMIBIA

FORM 990, PART VI, LINE 10 - ORGANIZATION'S PROCESS USED TO REVIEW FORM 990

THE ACCOUNTING MANAGER PREPARES THE SCHEDULES AND SUPPLEMENTS FOR THE 990.

THEY ARE REVIEWED AND APPROVED BY THE GLOBAL CONTROLLER. THE BOARD

TREASURER PREPARES THE 990 AND THEN IT IS REVIEWED BY THE CONTROLLER AND HIS

AUDIT FIRM. ONCE THEY FEEL THE RETURN IS FINAL, IT IS PRESENTED TO THE

BOARD ALONG WITH THE FINANCIAL STATEMENTS FOR APPROVAL.

FORM 990, PART VI, LINE 12C - ENFORCEMENT OF CONFLICTS POLICY

THE CONFLICT OF INTEREST POLICY IS REQUIRED TO BE COMPLETED BY GRS

OFFICERS, DIRECTORS/TRUSTEES AND KEY EMPLOYEES ANNUALLY. IF CONFLICTS OF

INTEREST ARE DISCLOSED OR DISCOVERED THEN THE BOARD WILL REVIEW AND

DETERMINE IF IT IS APPROPRIATE OR IF CHANGES NEED TO BE MADE.

FORM 990, PART VI, LINE 15A - COMPENSATION PROCESS FOR TOP OFFICIAL

THE CHIEF EXECUTIVE OFFICER AND CHIEF OPERATING OFFICERS PAY ARE REVIEWED

BY THE BOARD ON AN ANNUAL BASIS. THE OFFICERS DO A PERFORMANCE EVALUATION

OF EACH OTHER AND THEMSELVES. THEN A CROSS SECTION OF GRS EMPLOYEES SUBMIT

PERFORMANCE REVIEWS FOR THESE OFFICERS DIRECTLY TO THE BOARD, THEN THE

BOARD REVIEWS AND SETS ANNUAL COMPENSATION.

FORM 990, PART VI, LINE 15B - COMPENSATION PROCESS FOR OFFICERS

THE CHIEF EXECUTIVE OFFICER AND CHIEF OPERATING OFFICERS PAY ARE REVIEWED

Name of the organization

GRASSROOT SOCCER, INC.

Employer identification number

43-1957920

BY THE BOARD ON AN ANNUAL BASIS. THE OFFICERS DO A PERFORMANCE EVALUATION OF EACHOTHER AND THEMSELVES. THEN A CROSS SECTION OF GRS EMPLOYEES SUBMITT PERFORMANCE REIVEWS FOR THESE OFFICERS DIRECTLY TO THE BOARD, THEN THE BOARD REVIEWS AND SETS ANNUAL COMPENSATION.

FORM 990, PART VI, LINE 19 - GOVERNING DOCUMENTS DISCLOSURE EXPLANATION WE DO NOT PUBLISH OUR GOVERNING DOCUMENTS OR CONFLICT OF INTEREST POLICY BUT WOULD MAKE IT AVAILABLE TO THE PUBLIC UPON REQUEST. GRS POSTS ITS ANNUAL REPORT WHICH INCLUDES FINANCIAL STATEMENTS ON OUR WEBSITE. THE ORGANIZATIONS 990 IS AVAILABLE ON GUIDESTAR.

FORM 990, PART XI, LINE 2C - CHANGE IN FINANCIAL REVIEW PROCESS GRASSROOT SOCCER HAS A FINANCE COMMITTEE THAT REVIEWS THE ANNUAL AUDIT AND HAS AN EXIT INTERVIEW WITH THE INDEPENDENT AUDITORS BEFORE APPROVING THE FINAL DRAFT OF THE FINANCIAL STATEMENTS. THE FULL BOARD OF DIRECTORS VOTED TO ACCEPT GRS'S AUDITORS BASED ON REVIEWING SEVERAL PROPOSALS AND PERFORMING INTERVIEWS.



Part 1 – 990 Summary

1) Using the power of soccer in the fight against HIV and AIDS, Grassroot Soccer (GRS) provides youth worldwide with the knowledge, life skills and support to live healthier lives. GRS improves health among youth by continuously developing our innovative educational techniques, by effectively sharing our model with like-minded partners and by tapping into the power and popularity of soccer to advance the global fight against HIV and AIDS.

Part III - 990 Statement of Program Service Accomplishments:

1) Using the power of soccer in the fight against HIV and AIDS, Grassroot Soccer (GRS) provides youth worldwide with the knowledge, life skills and support to live healthier lives. GRS improves health among youth by continuously developing our innovative educational techniques, by effectively sharing our model with like-minded partners and by tapping into the power and popularity of soccer to advance the global fight against HIV and AIDS.

4) Program Services

| <u>Program</u> | <u>Expenses</u> |
|------------------------|-----------------|
| Research & Development | \$ 298,048 |
| Training of Trainers | 270,966 |
| Other Events | 185,819 |
| Other Programs | 84,591 |
| Sub-grant | <u>43,505</u> |
| Total Expenses | \$ 882,929 |

4a) Research & Development

GRS is committed to continuous improvement of our innovative, culturally appropriate and evidence-based HIV prevention, education and life skills curriculum. This commitment is demonstrated through rigorous monitoring, evaluation and research. To prepare for the rapid scale-up of our South Africa program in 2008, GRS began an extensive process of redesigning our core curriculum to maximize the efficiency and impact of program delivery. One of GRS' core strengths is our ability to adapt, replicate and disseminate our curriculum with implementing partners. In 2008, we completed curriculum adaptations for partners in Malawi, Tanzania, and Guatemala.



Also in 2008, GRS was funded by the Mulago Foundation to conduct a long-term follow up evaluation with GRS program graduates in Zimbabwe from the previous 2-5 years. The survey found that GRS graduates were nearly six times less likely than their matched peers to report sexual debut between 12-15 years of age, four times less likely to report sexual activity within the last year and eight times less likely to report having had more than one sexual partner during their lifetime.

4b) Training of Trainers

The GRS model capitalizes on the power of inspirational role models by training local football stars, coaches, teachers, and peer educators to deliver interactive, sports-based HIV prevention and life skills curriculum to youth. GRS prepares these “Coaches” to deliver the message through intensive 5-day trainings on curriculum, facilitation skills and teaching techniques. During 2008, GRS delivered Training of Trainer courses in South Africa, Zambia, Zimbabwe, Malawi, Tanzania and Guatemala, with over 220 Coaches in attendance. Additionally, in 2008, GRS conducted the first ever Training of Master Trainers for high-capacity facilitators.

4c) Other Events

GRS reinforces its core curriculum through several other events. Each core intervention concludes with a community-based celebration in which graduates share what they have learned in the program with their peers and families. In 2008, GRS piloted an inventive VCT Tournament model. This model combines voluntary HIV counseling and testing and GRS activity delivery with a soccer tournament. VCT tournaments use positive peer pressure to de-stigmatize HIV testing while engaging soccer stars as advocates for prevention, treatment and testing. Three VCT tournaments in 2008, with participation from over 4,000 youth and community members, resulted in the testing of 916 individuals.

In October 2008, GRS launched the “Football for an HIV Free Generation” Initiative. This new partnership with the African Broadcast Media Partnership, Coxswain Social Investment plus, loveLife, Kaiser Family Foundation, WHO and UNAIDS strives to capitalize on the excitement surrounding the 2010 FIFA World Cup™ by using sport to fight HIV and AIDS in Africa. This new, continent-wide HIV prevention initiative combines a sustained media campaign with community-level outreach and education programs using soccer to promote healthy living and responsible choices among African youth.

Federal Statements

43-1957920

Form 990 Schedule B Part 1 Line No. 1

| Donor Name and Address | Donation Amount | Type of Contribution |
|---|-----------------|----------------------|
| Crotty Family Foundation c/o Battery Ventures 20 William St. Wellesley, MA 02481-4103 | 105,000.00 | Person |
| Abbott Laboratories 100 Abbott Park Road Abbott Park, IL 60064-3500 | 145,572.00 | Person |
| Bill & Melinda Gates Foundation 1551 Eastlake Avenue East Seattle, WA 98102-3706 | 990,000.00 | Person |
| The DeBeers Foundation DeBeers Fund Educational Trust PO Box 61593 Marshalltown 2107 | 192,404.65 | Person |
| FIFA-Federation Internationale de Football Association FIFA-Strasse 20/ P.O Box 8044 Zurich Switzerland | 339,109.00 | Person |
| streetfootballword gGmbH Waldenserstrasse 2 - 4 10155 Berlin Germany | 91,972.22 | Person |
| Ford Foundation 320 East 43rd Street New York, NY 10017 | 300,000.00 | Person |
| The MAC Global Foundation Attn: Youth Prevention Initiative 130 Prince Street New York, NY 10012 | 100,000.00 | Person |
| NIKE South Africa 12A Growthpoint Park, Tonnetti Street Halfway House, 1685 South Africa | 262,512.30 | Person |
| Draper Richards Foundation 50 California Street, Suite 2925 San Francisco, CA 94025 | 100,000.00 | Person |
| TOTAL | 2,626,570.17 | |

Federal Statements

43-1957920

Form 990 Part VII Section B Line No. 1

Name and business address

CIS Plus - 303, The Village Avenue
Woodmead Ext.4, 2198
Johannesburg, South Africa

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

| | | |
|---|--|--------------------------------|
| Type or print File by the due date for filing your return. See instructions. | Name of Exempt Organization | Employer identification number |
| | GRASSROOT SOCCER, INC. | 43-1957920 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. 198 CHURCH ST. PO BOX 712 | |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. NORWICH VT 05055 | |

Check type of return to be filed (file a separate application for each return):

- | | | |
|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

● The books are in the care of ▶ ANGELA BROUGHTON

Telephone No. ▶ 802-649-2900 FAX No. ▶

● If the organization does not have an office or place of business in the United States, check this box

● If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/17/09, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year 2008 or
▶ tax year beginning , and ending

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

| | | |
|--|----|----|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a | \$ |
| b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b | \$ |
| c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 3c | \$ |

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

| | | |
|---|---|---|
| Type or print File by the extended due date for filing the return. See instructions. | Name of Exempt Organization GRASSROOT SOCCER, INC. | Employer identification number 43-1957920 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. 198 CHURCH ST. PO BOX 712 | For IRS use only |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. NORWICH VT 05055 | |

Check type of return to be filed (File a separate application for each return):

- | | | | |
|--|---|--------------------------------------|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 4720 | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 5227 | |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **ANGELA BROUGHTON**
Telephone No. **802-649-2900** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **11/16/09**.
- For calendar year **2008**, or other tax year beginning _____, and ending _____
- If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- State in detail why you need the extension
ADDITIONAL TIME IS REQUESTED TO GATHER INFORMATION TO PREPARE A COMPLETE AND ACCURATE RETURN.

| | | |
|--|-----------|----|
| 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 8a | \$ |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | 8b | \$ |
| c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 8c | \$ |

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature *John Van Der Schoot* Title *CPA/Agent* Date *8-6-09*
 Form 8868 (Rev. 4-2009)