

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2013

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

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

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization		D Employer identification number	
	ALL STARS PROJECT, INC.		13-3148295	
	Doing Business As			
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite		E Telephone number	
543 WEST 42ND STREET		212-941-9400		
City or town, state or province, country, and ZIP or foreign postal code		G Gross receipts \$		
NEW YORK, NY 10036		10,416,227.		
F Name and address of principal officer: JEANNINE R. HAHN		H(a) Is this a group return		
SAME AS C ABOVE		for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No		
		If "No," attach a list. (see instructions)		
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(c) Group exemption number ▶		
J Website: WWW.ALLSTARS.ORG				
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1981 M State of legal domicile: NY		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <u>PROMOTION OF HUMAN DEVELOPMENT THROUGH THE USE OF AN INNOVATIVE PERFORMANCE-BASED MODEL.</u>		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	29
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	29
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	149
	6 Total number of volunteers (estimate if necessary)	6	1500
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0.
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	6,990,656.	8,635,214.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	146,617.	96,323.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	3,743.	3,242.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	-164,205.	-186,103.
		6,976,811.	8,548,676.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	12,441.	29,062.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	4,403,748.	4,906,056.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,457,470.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	3,237,539.	3,846,103.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	7,653,728.	8,781,221.	
19 Revenue less expenses. Subtract line 18 from line 12	-676,917.	-232,545.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	19,461,322.	19,120,539.
	22 Net assets or fund balances. Subtract line 21 from line 20	12,737,158.	12,374,771.
	6,724,164.	6,745,768.	

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer		Date
	JEANNINE R. HAHN, SENIOR VP/FINANCE AND HR		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date
	ISRAEL TANNENBAUM		
	Firm's name ▶ LOEB & TROPER LLP	Firm's EIN ▶ 13-1517563	Check if self-employed <input type="checkbox"/> PTIN P01275277
	Firm's address ▶ 655 THIRD AVENUE, 12TH FLOOR NEW YORK, NY 10017	Phone no. 212-867-4000	

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [X]

1 Briefly describe the organization's mission: ALL STARS PROJECT, INC. (ASP) IS A NONPARTISAN, NOT-FOR-PROFIT 501(C)(3) ORGANIZATION DEDICATED TO PROMOTING HUMAN DEVELOPMENT THROUGH THE USE OF AN INNOVATIVE PERFORMANCE-BASED MODEL. FOUNDED IN 1981, ASP CREATES PRIVATELY FUNDED, OUTSIDE-OF-SCHOOL EDUCATIONAL AND

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 If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations 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 \$ 2,106,903. including grants of \$ 28,077.) (Revenue \$ 14,589.) ALL STARS TALENT SHOW NETWORK: THE ALL STARS TALENT SHOW NETWORK (ASTSN) IS AN AFTER-SCHOOL, PERFORMANCE-BASED ENRICHMENT PROGRAM FOR INNER CITY YOUTH. EACH YEAR, THOUSANDS OF CHILDREN AND YOUNG ADULTS AGED 5-25 PARTICIPATE IN SEVERAL DOZEN ALL STARS EVENTS. ASTSN IS PRODUCED IN NEW YORK, NY, NEWARK, NJ, CHICAGO, IL, DALLAS, TX, AND THE BAY AREA, CA.

4b (Code:) (Expenses \$ 1,759,086. including grants of \$ 354.) (Revenue \$) DEVELOPMENT SCHOOL FOR YOUTH: THE DEVELOPMENT SCHOOL FOR THE YOUTH (DSY) IS A LEADERSHIP-TRAINING PROGRAM FOR YOUNG PEOPLE BETWEEN THE AGES OF 16 TO 21. DSY'S TWO YEARLY LEADERSHIP-TRAINING CYCLES ARE ORGANIZED AN ENSEMBLE PERFORMANCES AND INCLUDE A SERIES OF WORKSHOPS LED BY SENIOR EXECUTIVES FROM CORPORATIONS WHO PARTNER WITH THE PROGRAM. DSY GRADUATES ARE PLACED IN SUMMER INTERNSHIPS PROVIDED BY SPONSORING COMPANIES. DSY PROGRAMMING IS CURRENTLY IN NEW YORK, NY, NEWARK, NJ, CHICAGO, IL, DALLAS TX, AND THE BAY AREA, CA.

4c (Code:) (Expenses \$ 947,992. including grants of \$ 458.) (Revenue \$ 77,438.) CASTILLO THEATRE: THE CASTILLO THEATRE BRINGS CHALLENGING, THOUGHT-PROVOKING ENTERTAINMENT TO THE HEART OF NEW YORK'S THEATRE DISTRICT. SINCE 1983, CASTILLO HAS STAGED OVER 100 PRODUCTIONS-FROM MULTICULTURAL AND AVANT-GARDE PLAYS, TO MUSICALS AND PERFORMANCE PROJECTS.

4d Other program services (Describe in Schedule O.) (Expenses \$ 1,678,258. including grants of \$ 173.) (Revenue \$ 4,296.)

4e Total program service expenses 6,492,239.

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)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</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? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	X	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
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?		X
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
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? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		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? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		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? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Main form area containing questions 1a through 14b with input fields and Yes/No columns.

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (29), 1b (29), 2 (X), 3 (X), 4 (X), 5 (X), 6 (X), 7a (X), 7b (X), 8a (X), 8b (X), 9 (X).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a (X), 10b, 11a (X), 11b, 12a (X), 12b (X), 12c (X), 13 (X), 14 (X), 15a (X), 15b (X), 16a (X), 16b.

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed CT, NY, NJ, PA, MA, IL, CA, TX
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
[X] Own website [] Another's website [X] Upon request [] Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:
DOLORES CEPEDA - 212 941-9400
543 W. 42ND STREET, NEW YORK, NY 10036

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

Check if Schedule O contains a response or note to any line in this Part VII

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

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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			
(1) RICHARD SOKOLOW CHAIRMAN	1.00	X		X				0.	0.	0.
(2) DEBORAH GREEN, M.B.A TREASURER	1.00	X		X				0.	0.	0.
(3) OMAR H. ALI, PH.D. BOARD MEMBER	1.00	X						0.	0.	0.
(4) JESSIE FIELDS, M.D. BOARD MEMBER	1.00	X						0.	0.	0.
(5) JOSEPH A. FORGIONE BOARD MEMBER	1.00	X						0.	0.	0.
(6) EDWARD MALMSTROM BOARD MEMBER	1.00	X						0.	0.	0.
(7) JEFFREY ARON BOARD MEMBER	1.00	X						0.	0.	0.
(8) DOUGLAS BALDER BOARD MEMBER	1.00	X						0.	0.	0.
(9) NATHANIEL CHRISTIAN, III, ESQ BOARD MEMBER	1.00	X						0.	0.	0.
(10) CHARLES ADAMS BOARD MEMBER	1.00	X						0.	0.	0.
(11) BRENDA RATLIFF BOARD MEMBER	1.00	X						0.	0.	0.
(12) MELISSA FISHER BOARD MEMBER	1.00	X						0.	0.	0.
(13) CARRIE LOBMAN, ED.D. BOARD MEMBER	1.00	X						0.	0.	0.
(14) ELYSE MENDEL BOARD MEMBER	1.00	X						0.	0.	0.
(15) MARIA MORRIS VICE CHAIR	1.00	X		X				0.	0.	0.
(16) ROBERT T. ROSS BOARD MEMBER	1.00	X						0.	0.	0.
(17) CRAIG SHAPIRO BOARD MEMBER	1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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			
(18) JOHN P. SINGER BOARD MEMBER	1.00	X						0.	0.	0.
(19) AMY DOYLE BOARD MEMBER	1.00	X						0.	0.	0.
(20) GREGORY A. TOSKO BOARD MEMBER	1.00	X						0.	0.	0.
(21) MARGO L. COOK BOARD MEMBER	1.00	X						0.	0.	0.
(22) HUNTER L. HUNT VICE CHAIR	1.00	X		X				0.	0.	0.
(23) CAROLYN KRESKY BOARD MEMBER	1.00	X						0.	0.	0.
(24) RAFAEL MENDEZ BOARD MEMBER	1.00	X						0.	0.	0.
(25) ANDREW S. WILLIAMSON BOARD MEMBER	1.00	X						0.	0.	0.
(26) L. THECLA FARRELL SECRETARY	1.00	X		X				0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								1,156,443.	0.	71,322.
d Total (add lines 1b and 1c)								1,156,443.	0.	71,322.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **6**

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
HOLLISTER CONSTRUCTION SERVICES LLC 339 JEFFERSON ROAD, PARSIPPANY, NJ 07054	CONSTRUCTION	520,724.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **1**

SEE PART VII, SECTION A CONTINUATION SHEETS

Part VIII Statement of Revenue

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

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b	88,665.				
	c Fundraising events	1c	1,583,189.				
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	6,963,360.				
	g Noncash contributions included in lines 1a-1f: \$		439,661.				
	h Total. Add lines 1a-1f		8,635,214.				
	Program Service Revenue	2 a TICKET SALES	Business Code 711110	92,857.	92,857.		
b THEATRE SUBSCRIPTIONS		711110	3,466.	3,466.			
c							
d							
e							
f All other program service revenue							
g Total. Add lines 2a-2f			96,323.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		4,093.			4,093.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real					
		(ii) Personal					
		b Less: rental expenses					
		c Rental income or (loss)					
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities					
		(ii) Other					
		b Less: cost or other basis and sales expenses					
		c Gain or (loss)					
	d Net gain or (loss)			-851.		-851.	
	8 a Gross income from fundraising events (not including \$ 1,583,189. of contributions reported on line 1c). See Part IV, line 18	a		120,955.			
		b Less: direct expenses		309,459.			
c Net income or (loss) from fundraising events			-188,504.			-188,504.	
9 a Gross income from gaming activities. See Part IV, line 19	a						
	b Less: direct expenses						
	c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold						
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a OTHER REVENUE	900099	1,882.			1,882.		
b CONCESSION SALES	900099	519.			519.		
c							
d All other revenue							
e Total. Add lines 11a-11d		2,401.					
12 Total revenue. See instructions.		8,548,676.	96,323.	0.	-182,861.		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	29,062.	29,062.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	799,339.	454,853.	75,183.	269,303.
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	3,313,785.	2,533,855.	221,327.	558,603.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	30,553.	23,712.	2,024.	4,817.
9 Other employee benefits	434,580.	329,662.	47,776.	57,142.
10 Payroll taxes	327,799.	247,407.	22,471.	57,921.
11 Fees for services (non-employees):				
a Management				
b Legal	17,291.	10,374.	4,323.	2,594.
c Accounting	41,706.	26,638.	9,083.	5,985.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	260,493.	161,097.	51,693.	47,703.
12 Advertising and promotion	313,268.	199,399.	63,270.	50,599.
13 Office expenses	456,490.	362,370.	70,906.	23,214.
14 Information technology	36,092.	24,172.	8,273.	3,647.
15 Royalties				
16 Occupancy	564,132.	370,933.	109,649.	83,550.
17 Travel	136,071.	108,519.	10,901.	16,651.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	99,754.	61,183.	8,352.	30,219.
20 Interest	458,083.	391,515.	23,827.	42,741.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	861,560.	725,599.	69,223.	66,738.
23 Insurance	169,216.	132,915.	17,975.	18,326.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a PRODUCTION COSTS	241,361.	186,203.	1,588.	53,570.
b TRAINING AND OUTREACH	115,836.	89,989.	7,581.	18,266.
c				
d				
e All other expenses	74,750.	22,782.	6,087.	45,881.
25 Total functional expenses. Add lines 1 through 24e	8,781,221.	6,492,239.	831,512.	1,457,470.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720)	198,426.	97,712.	7,701.	93,013.

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year	
Assets	1 Cash - non-interest-bearing	3,138.	1	3,170.	
	2 Savings and temporary cash investments	3,087,328.	2	2,995,734.	
	3 Pledges and grants receivable, net	321,258.	3	264,937.	
	4 Accounts receivable, net		4		
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5		
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6		
	7 Notes and loans receivable, net		7		
	8 Inventories for sale or use		8		
	9 Prepaid expenses and deferred charges	155,246.	9	156,208.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 19,669,472.			
	b Less: accumulated depreciation	10b 5,845,162.	14,469,714.	10c	13,824,310.
	11 Investments - publicly traded securities	1,201,281.	11	1,633,444.	
	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	223,357.	15	242,736.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	19,461,322.	16	19,120,539.		
Liabilities	17 Accounts payable and accrued expenses	1,163,750.	17	910,614.	
	18 Grants payable		18		
	19 Deferred revenue	11,216.	19	6,774.	
	20 Tax-exempt bond liabilities	10,720,000.	20	10,699,838.	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21		
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23 Secured mortgages and notes payable to unrelated third parties		23		
	24 Unsecured notes and loans payable to unrelated third parties	800,000.	24	720,000.	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	42,192.	25	37,545.	
	26 Total liabilities. Add lines 17 through 25	12,737,158.	26	12,374,771.	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	6,393,526.	27	5,807,921.	
	28 Temporarily restricted net assets	215,638.	28	542,834.	
	29 Permanently restricted net assets	115,000.	29	395,013.	
	Organizations that do not follow SFAS 117 (ASC 958), 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	6,724,164.	33	6,745,768.		
34 Total liabilities and net assets/fund balances	19,461,322.	34	19,120,539.		

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	8,548,676.
2	Total expenses (must equal Part IX, column (A), line 25)	2	8,781,221.
3	Revenue less expenses. Subtract line 2 from line 1	3	-232,545.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	6,724,164.
5	Net unrealized gains (losses) on investments	5	-11,999.
6	Donated services and use of facilities	6	246,769.
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	19,379.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	6,745,768.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:			
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
2b	Were the organization's financial statements audited by an independent accountant?	X	
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:			
<input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
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
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form 990 (2013)

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

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	6,160,399.	6,900,853.	7,057,000.	6,990,656.	8,635,214.	35,744,122.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	6,160,399.	6,900,853.	7,057,000.	6,990,656.	8,635,214.	35,744,122.
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)						2,417,548.
6 Public support. Subtract line 5 from line 4.						33,326,574.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	6,160,399.	6,900,853.	7,057,000.	6,990,656.	8,635,214.	35,744,122.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	9,064.	17,306.	20,408.	6,159.	4,093.	57,030.
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.)	3,010.	3,533.	1,594.	3,802.	2,401.	14,340.
11 Total support. Add lines 7 through 10						35,815,492.
12 Gross receipts from related activities, etc. (see instructions)					12	555,996.
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 2013 (line 6, column (f) divided by line 11, column (f))	14	93.05 %
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	87.12 %
16a 33 1/3% support test - 2013. 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 - 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<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 or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

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

19a 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization

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

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12.

Also complete this part for any additional information. (See instructions).

SCHEDULE A, PART II, LINE 10, EXPLANATION FOR OTHER INCOME:

CONCESSION SALES

OTHER REVENUE

Multiple horizontal lines for providing supplemental information.

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990.

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

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization: ALL STARS PROJECT, INC. Employer identification number: 13-3148295

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.

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate contributions, grants, and value, and questions about donor advisement.

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

Form for Part II Conservation Easements. Includes checkboxes for purposes (land for public use, natural habitat, etc.), a table for held at end of tax year (2a-2d), and questions about monitoring and reporting.

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.

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Includes questions about reporting works of art and assets.

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

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

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

- 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 XIII 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 XIII. Check here if the explanation has been provided in Part XIII

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	115,000.	100,000.	100,000.	100,000.	100,000.
b Contributions	280,013.	15,000.			
c Net investment earnings, gains, and losses	455.		280.	414.	659.
d Grants or scholarships					
e Other expenditures for facilities and programs			280.	414.	659.
f Administrative expenses					
g End of year balance	395,468.	115,000.	100,000.	100,000.	100,000.

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment _____ %
 - b Permanent endowment 100.00 %
 - c Temporarily restricted endowment _____ %
- The percentages in lines 2a, 2b, and 2c should equal 100%.

- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|-----------------------------|-----|----|
| (i) unrelated organizations | | X |
| (ii) related organizations | | X |
- b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		17,503,056.	5,061,499.	12,441,557.
c Leasehold improvements		1,336,283.	133,847.	1,202,436.
d Equipment		400,202.	315,733.	84,469.
e Other		429,931.	334,083.	95,848.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				13,824,310.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

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

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) ACCRUED INTEREST PAYABLE	37,545.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	37,545.

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	8,802,825.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a	-11,999.	
b	Donated services and use of facilities	2b	246,769.	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	19,379.	
e	Add lines 2a through 2d		2e	254,149.
3	Subtract line 2e from line 1		3	8,548,676.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	0.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5	8,548,676.

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	8,781,221.
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	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	0.
3	Subtract line 2e from line 1		3	8,781,221.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	0.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5	8,781,221.

Part XIII Supplemental Information.

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

PART V, LINE 4:

EXPLANATION: THE INCOME ON THE \$100,000 IS TO PROVIDE SUPPORT TO THE NEW JERSEY DEVELOPMENT SCHOOL FOR YOUTH. THE INCOME ON THE \$295,013 IS EXPENDABLE FOR GENERAL OPERATING PURPOSES.

PART X, LINE 2:

EXPLANATION: ASP HAS DETERMINED THAT THERE ARE NO MATERIAL UNCERTAIN TAX POSITIONS THAT REQUIRE RECOGNITION OR DISCLOSURE IN THE FINANCIAL STATEMENTS. PERIODS ENDING DECEMBER 31, 2010 AND SUBSEQUENT REMAIN SUBJECT TO EXAMINATION BY APPLICABLE TAXING AUTHORITIES.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

Part XIII Supplemental Information (continued)

CHANGE IN VALUE OF SPLIT INTEREST AGREEMENT 19,379.

Multiple horizontal lines for supplemental information.

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events	
		NATIONAL GALA (event type)	NJ DSY DINNER (event type)	5 (total number)	(add col. (a) through col. (c))	
Revenue	1	Gross receipts	485,965.	464,800.	753,379.	1,704,144.
	2	Less: Contributions	425,965.	445,900.	711,324.	1,583,189.
	3	Gross income (line 1 minus line 2)	60,000.	18,900.	42,055.	120,955.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs	101,031.	4,000.	26,564.	131,595.
	7	Food and beverages	82,082.	25,370.	70,413.	177,865.
	8	Entertainment				
	9	Other direct expenses				
	10	Direct expense summary. Add lines 4 through 9 in column (d)				309,460.
	11	Net income summary. Subtract line 10 from line 3, column (d)				-188,505.

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))
		1	Gross revenue		
Direct Expenses	2	Cash prizes			
	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
7	Direct expense summary. Add lines 2 through 5 in column (d)				
8	Net gaming income summary. Subtract line 7 from line 1, column (d)				

9 Enter the state(s) in which the organization operates gaming activities: _____
 a Is the organization licensed to operate gaming activities in each of these states? Yes No
 b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
 b If "Yes," explain: _____

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ **Attach to Form 990.**

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

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

ALL STARS PROJECT, INC.

Employer identification number

13-3148295

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? **Yes** **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ATLANTA ALL STARS 1758 CENTURY BOULEVARD, STE.B ATLANA, GA 30345	27-3757738	TBD	26,810.	0.			GENERAL SUPPORT

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 0.
- 3** Enter total number of other organizations listed in the line 1 table ▶ 1.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2013)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

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

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

PART I, LINE 2:

EXPLANATION: FOR GRANTS GIVEN TO OTHER ORGANIZATIONS, ALL STARS KEEPS IN TOUCH WITH THE RECIPIENT ORGANIZATION, WITH REGARDS TO HOW THE MONEY IS BEING USED, AND THE GENERAL PROGRAM ACCOMPLISHMENTS.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

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

2013

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
▶ Attach to Form 990. ▶ See separate instructions.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990

Name of the organization: **ALL STARS PROJECT, INC.** Employer identification number: **13-3148295**

Part I Questions Regarding Compensation

	Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b	
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2	
3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. <input checked="" type="checkbox"/> Compensation committee <input type="checkbox"/> Independent compensation consultant <input checked="" type="checkbox"/> Form 990 of other organizations <input type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <input checked="" type="checkbox"/> Approval by the board or compensation committee		
4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization: a Receive a severance payment or change-of-control payment?	4a	X
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X
c Participate in, or receive payment from, an equity-based compensation arrangement?	4c	X
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.		
Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.		
5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of: a The organization?	5a	X
b Any related organization?	5b	X
If "Yes" to line 5a or 5b, describe in Part III.		
6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of: a The organization?	6a	X
b Any related organization?	6b	X
If "Yes" to line 6a or 6b, describe in Part III.		
7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	X
8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8	X
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2013

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

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

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) GABRIELLE L. KURLANDER PRESIDENT & CEO	(i)	219,020.	130,000.	0.	2,600.	9,917.	361,537.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) JEANNINE R. HAHN SENIOR VP/FINANCE AND HUMA	(i)	118,172.	60,000.	0.	2,600.	9,581.	190,353.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) CHRISTOPHER STREET SENIOR VP DEVELOPMENT	(i)	148,692.	87,000.	0.	2,050.	9,707.	247,449.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) SUSAN DAVIES NJ EXPANSION CAMPAIGN DIRE	(i)	132,829.	19,600.	11,917.	2,570.	9,581.	176,497.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 4A:

EXPLANATION: SUSAN DAVIES \$8,077

PART I, LINE 7:

EXPLANATION: OFFICERS AND KEY EMPLOYEES WERE GIVEN YEAR-END BONUSES BASED

ON THE SUCCESS OF THE ORGANIZATION AND WORK PERFORMANCE. THE CHAIRMAN OF

THE BOARD OF DIRECTORS RECOMMENDS A BONUS AMOUNT FOR THE PRESIDENT & CEO.

THE PRESIDENT & CEO RECOMMENDS A BONUS AMOUNT OF OTHER HIGHLY COMPENSATED

AND KEY EMPLOYEES. ALL BONUS AMOUNTS ARE APPROVED BY THE HR & COMPENSATION

COMMITTEE.

Supplemental Information on Tax-Exempt Bonds

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.

▶ Attach to Form 990. ▶ See separate instructions. ▶ Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990

Name of the organization

ALL STARS PROJECT, INC.

Employer identification number
13-3148295

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
A BUILD NYC RESOURCE CORPORATION	45-4040561	999999999	11/29/12	10,720,000.	REFINANCING		X		X		X
B											
C											
D											

Part II Proceeds

	A		B		C		D	
1 Amount of bonds retired	10,410,000.							
2 Amount of bonds legally defeased								
3 Total proceeds of issue	10,720,000.							
4 Gross proceeds in reserve funds								
5 Capitalized interest from proceeds								
6 Proceeds in refunding escrows								
7 Issuance costs from proceeds	310,000.							
8 Credit enhancement from proceeds								
9 Working capital expenditures from proceeds								
10 Capital expenditures from proceeds								
11 Other spent proceeds								
12 Other unspent proceeds								
13 Year of substantial completion								
	Yes	No	Yes	No	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?	X							
15 Were the bonds issued as part of an advance refunding issue?		X						
16 Has the final allocation of proceeds been made?	X							
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III Private Business Use

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X						
2 Are there any lease arrangements that may result in private business use of bond-financed property?		X						

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X						
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?		X						
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government		%		%		%		%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government		%		%		%		%
6 Total of lines 4 and 5		%		%		%		%
7 Does the bond issue meet the private security or payment test?		X						
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?		X						
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of		%		%		%		%
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X							

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X						
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?		X						
b Exception to rebate?		X						
c No rebate due?		X						
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?		X						
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990

Name of the organization **ALL STARS PROJECT, INC.** Employer identification number **13-3148295**

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	16	439,661.	SALE OF COMPARABLE P
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ()				
26 Other ()				
27 Other ()				
28 Other ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 - 28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

Part II

Supplemental Information. Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE M, PART I, COLUMN (B):

EXPLANATION: THE ORGANIZATION IS REPORTING THE NUMBER OF CONTRIBUTORS.

Multiple horizontal lines for supplemental information.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

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

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

ALL STARS PROJECT, INC.

Employer identification number

13-3148295

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

PERFORMING ARTS ACTIVITIES FOR TENS OF THOUSANDS OF POOR AND MINORITY
YOUNG PEOPLE. IT SPONSORS COMMUNITY AND EXPERIMENTAL THEATRE, DEVELOPS
LEADERSHIP TRAINING AND PURSUES VOLUNTEER INITIATIVES THAT BUILD AND
STRENGTHEN COMMUNITIES. ASP ACTIVELY PROMOTES SUPPLEMENTARY EDUCATION
AND THE PERFORMANCE LEARNING MODEL IN ACADEMIC AND CIVIC ARENAS.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

VOLUNTEERISM & EDUCATION:

THE TALENTED VOLUNTEERS PROGRAM CREATES OPPORTUNITIES FOR HUNDREDS OF
ADULTS TO GET INVOLVED IN VIRTUALLY EVERY ASPECT OF ALL STARS PROJECTS
PROGRAMS AND OPERATIONS. THERE ARE APPROXIMATELY 1500 VOLUNTEERS
INVOLVED ANNUALLY .

UNIVERSITY X (UX) IS A UNIVERSITY STYLE DEVELOPMENT INSTITUTION FOR ALL
AGES. CLASSES TAKE PLACE AT ASP HEADQUARTERS, CORPORATE BOARDROOMS,
BACKSTAGE AT BROADWAY THEATERS, IN NEIGHBORHOODS AND AT SCHOOLS.

EXPENSES \$ 883,054. INCLUDING GRANTS OF \$ 23. REVENUE \$ 0.

YOUTH ONSTAGE: PROVIDES YOUNG PERFORMERS, AGED 13 TO 21, WITH THE
OPPORTUNITY TO PERFORM ON STAGE IN PLAYS THAT HAVE SOMETHING TO SAY
ABOUT THE WORLD AND ITS FUTURE. YOUTH ONSTAGE ALSO CONDUCTS CLASSES AND
WORKSHOPS IN ACTING, PLAYWRITING, IMPROVISATION AND TECHNICAL THEATRE.

EXPENSES \$ 610,478. INCLUDING GRANTS OF \$ 35. REVENUE \$ 4,296.

OPERATION CONVERSATION: COPS AND KIDS: COPS AND KIDS IS A SERIES OF

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2013)

332211
09-04-13

Name of the organization ALL STARS PROJECT, INC.	Employer identification number 13-3148295
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DIALOGUES AND PERFORMANCE-BASED WORKSHOPS THAT HELP POLICE AND INNER-CITY YOUTH IMPROVE AND DEVELOP THEIR RELATIONSHIP. A TOTAL OF 2,029 POLICE OFFICERS AND YOUTH HAVE PARTICIPATED IN THESE WORKSHOPS. EXPENSES \$ 184,726. INCLUDING GRANTS OF \$ 115. REVENUE \$ 0.

FORM 990, PART VI, SECTION A, LINE 2:

EXPLANATION: JEFF ARON AND DEBORAH GREEN (BOARD OF DIRECTORS). THEY ARE BROTHER AND SISTER IN LAWS.

FORM 990, PART VI, SECTION B, LINE 11:

EXPLANATION: AFTER THE FINANCE COMMITTEE REVIEWS AND APPROVES THE 990, COPIES ARE GIVEN TO THE ENTIRE VOTING BODY PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C:

EXPLANATION:

PRIOR TO ELECTION OR APPOINTMENT OF ANY BOARD MEMBER, AND ON A YEARLY BASIS, ALL MEMBERS DISCLOSE IN WRITING, TO THE BEST OF THEIR KNOWLEDGE, ANY INTEREST IN ANY CORPORATION OR OTHER ORGANIZATION WHICH PROVIDES GOODS OR PROFESSIONAL OR OTHER SERVICES TO THE ORGANIZATION FOR A FEE OR OTHER COMPENSATION. EACH DISCLOSURE STATEMENT IS REVIEWED BY THE CONFLICT OF INTEREST COMMITTEE OF THE BOARD OF DIRECTORS. IF AT ANY TIME DURING HIS OR HER TERM OF SERVICE A MEMBER HAS ANY INTEREST WHICH MAY POSE A CONFLICT OF INTEREST, HE OR SHE SHALL PROMPTLY DISCLOSE THE MATERIAL FACTS OF THAT INTEREST IN WRITING TO THE CHAIR OF THE CONFLICT OF INTEREST COMMITTEE. WHEN ANY MATTER IN WHICH A MEMBER HAS AN INTEREST COMES BEFORE THE BOARD OR ANY COMMITTEE OR SUB-COMMITTEE OF THE BOARD FOR DECISION OR APPROVAL, THAT INTEREST IS IMMEDIATELY DISCLOSED TO THE BOARD OR THE COMMITTEE OR SUB-COMMITTEE BY THAT MEMBER, AND THE MEMBER SHALL RECUSE HIMSELF OR

Name of the organization ALL STARS PROJECT, INC.	Employer identification number 13-3148295
---	--

HERSELF FROM ANY DISCUSSION AND/OR VOTE RELATING TO THAT MATTER.

FORM 990, PART VI, SECTION B, LINE 15:

EXPLANATION:

THE HR AND COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS REVIEWS AND APPROVES THE ORGANIZATION'S CEO, OFFICERS, AND TOP MANAGEMENT'S COMPENSATION. THE COMMITTEE USES COMPARABLE DATA AND SURVEYS TO DELIBERATE AND APPROVE COMPENSATION LEVELS. THIS PROCESS WAS LAST CONDUCTED IN 2013.

FORM 990, PART VI, SECTION C, LINE 19:

EXPLANATION: THE ORGANIZATION WILL SEND FINANCIALS STATEMENTS, CONFLICT OF INTEREST POLICY, AND APPROPRIATE GOVERNING DOCUMENTS IF REQUESTED BY PUBLIC. FINANCIAL INFORMATION IS INCLUDED IN THE ANNUAL REPORT, WHICH IS ALSO AVAILABLE TO THE GENERAL PUBLIC.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

CHANGE IN VALUE OF SPLIT INTEREST AGREEMENT	19,379.
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FORM 990, PART XII LINE 2C

EXPLANATION: THIS PROCESS HAS NOT CHANGED FROM PRIOR YEAR.

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	BUILDINGS											
1	CONDOMINIUM	061503	SL	40.00	16	7,750,000.			7,750,000.	1,646,875.		193,750.
2	CONDOMINIUM IMPROVEMENTS	061503	SL	20.00	16	9,753,056.			9,753,056.	2,734,137.		486,737.
	* 990 PAGE 10 TOTAL BUILDINGS					17,503,056.		0.	17,503,056.	4,381,012.	0.	680,487.
3	FURNITURE & FIXTURES AND EQUIPMENT	061593	SL	.000	16	429,931.			429,931.	316,199.		17,884.
	* 990 PAGE 10 TOTAL FURNITURE & FIXTURES					429,931.		0.	429,931.	316,199.	0.	17,884.
5	COMPUTER EQUIPMENT	061503	SL	.000	16	310,414.			310,414.	213,499.		24,414.
	* 990 PAGE 10 TOTAL MACHINERY & EQUIPMENT					310,414.		0.	310,414.	213,499.	0.	24,414.
4	VIDEO EQUIPMENT	061589	SL	.000	16	89,788.			89,788.	72,584.		5,236.
	* 990 PAGE 10 TOTAL TRANSPORTATION EQUIPMENT					89,788.		0.	89,788.	72,584.	0.	5,236.
6	OTHER LEASEHOLD IMPROVEMENTS	061511	SL	.000	16	1,336,283.			1,336,283.	308.		133,539.
7	CONSTRUCTION IN PROGRESS	VARIES	SSL	.000	16							0.
	* 990 PAGE 10 TOTAL OTHER					1,336,283.		0.	1,336,283.	308.	0.	133,539.
	* GRAND TOTAL 990 PAGE 10 DEPR					19,669,472.		0.	19,669,472.	4,983,602.	0.	861,560.